

N99000006526



OPPENHEIM PILELSKY, P.A.  
ATTORNEYS & COUNSELLORS AT LAW

VIA EXPRESS MAIL

September 24, 2001

Florida Dept. of State  
Division of Corporations  
409 East Gaines St.  
Tallahassee, Fl 32399

900004688049--9  
-11/19/01--01068--012  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: **Weston Medical & Professional Campus Master Association, Inc.**  
**#H99000027934**

Dear Madame/Sir:

I enclose the original and one copy of the Articles of Amendment for the Weston Medical & Professional Campus Master Association, Inc.. Please file and provide me with a filed copy of the document in the return envelope. Thank you.

Sincerely,  
Oppenheim & Pilelsky P.A.

William H. McCarty, Jr., Esq., of Counsel

cc:

*Amended  
& restated  
Spayne  
11/20/01*

FILED  
01 NOV 19 PM 3:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



OPPENHEIM PILELSKY, P.A.  
ATTORNEYS & COUNSELLORS AT LAW

October 2, 2001

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

**RE: *Weston Medical & Professional Campus Master Association, Inc.***  
**#H99000027934**

Dear Madame/Sir:

I enclose a check in the amount of \$35.00 to file the Amendment to Articles of incorporation that was sent to you last week.

Sincerely,

William H. McCarty, Jr., Esq., of Counsel

WHM/tac

DeptofStateLtr100201.wpd



**FLORIDA DEPARTMENT OF STATE**

**Katherine Harris**  
Secretary of State

November 5, 2001

**WILLIAM H. MCCARTY, JR., ESQ.**  
**OPPENHEIM PILELSKY, P.A.**  
1290 WESTON ROAD, SUITE 300  
WESTON, FL 33326

**SUBJECT: WESTON MEDICAL AND PROFESSIONAL CAMPUS MASTER ASSOCIATION, INC.**  
Ref. Number: N99000006526

We have received your document for WESTON MEDICAL AND PROFESSIONAL CAMPUS MASTER ASSOCIATION, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$35.00.

If you have any questions concerning this matter, please either respond in writing or call (850) 245-6905.

**Thelma Lewis**  
Corporate Specialist Supervisor

Letter Number: 101A00060095

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
WESTON MEDICAL AND PROFESSIONAL CAMPUS  
MASTER ASSOCIATION, INC.**

FILED  
01 NOV 19 PM 3:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, desiring to form a corporation not for profit under Chapter 617, Florida Statutes, as amended, hereby adopts the following Articles of Incorporation:

**ARTICLE I  
NAME PRIMARY ADDRESS**

The name of the corporation shall be Weston Medical and Professional Campus Master Association, , Inc., which is hereinafter referred to as "the Association". The primary address of the Association shall be 2500 Weston Road, Suite 105, Weston, Florida 33331.

**ARTICLE II  
PURPOSES AND POWERS**

The objects and purposes of the Association are those objects and purposes as are authorized by the Declaration of Covenants for Weston Medical and Professional Campus recorded (or to be recorded) in the Public Records of Broward, Florida, as hereafter amended and/or supplemented from time to time (the "Covenants"). The further objects and purposes of the Association are to preserve the values and amenities in The Properties and to maintain the Common Areas for the benefit of the Members of the Association.

The Association is not organized for profit and no part of the net earnings, if any, shall inure to the benefit of any Member or individual person, firm or corporation.

The Association shall have the power to contract for the management of the Association and to delegate to the party with whom such contract has been entered into the powers and duties of the Association, except those which require specific approval of the Board of Directors or Members.

The Association shall have all of the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of these Articles and the Covenants identified above. The Association shall also have all of the powers necessary to implement the purposes of the Association as set forth in the Covenants and to provide for the general health and welfare of its membership.

Definitions set forth in the Covenants are incorporated herein by this reference.

**ARTICLE III  
MEMBERS**

Section 1. Membership. Every person or entity who is a record owner of a fee or undivided fee interest in any Parcel shall be a Member of the Association, provided that any such person or entity who holds such interest merely as security for the performance of an obligation shall not be a Member.

Section 2. Voting Rights. The Association shall have one (1) class of voting membership:

Class A. The Members shall be all Owners. The Members shall be entitled to one (1) vote for each parking space allocated to a Parcel in which they hold the interests required for membership by Section I, as such allocation is shown on the site plan and table attached to the Covenants as Exhibit "E". When more than one person holds such interest or interests in any Parcel, all such persons shall be Members, but the votes for such Parcel shall be exercised as they among themselves determine, provided that the votes with respect to any such Parcel shall not be divisible.

Section 3. Meetings of Members. The By-Laws of the Association shall provide for an annual meeting of Members, and may make provisions for regular and special meetings of Members other than the annual meeting. A quorum for the transaction of business at any meeting of the Members shall exist if 33-1/3% of the total number of Members in good standing shall be present or represented by proxy at the meeting.

Section 4. General Matters. When reference is made herein, or in the Covenants, By-Laws, Rules and Regulations, management contracts or otherwise, to a majority or specific percentage of Members, such reference shall be deemed to be reference to a majority or specific percentage of the votes of Members and not of the Members themselves.

#### **ARTICLE IV** **CORPORATE EXISTENCE**

The Association shall have perpetual existence; provided that if it is ever dissolved, its assets shall be conveyed to another association or public agency having a similar purpose.

#### **ARTICLE V** **BOARD OF DIRECTORS**

Section 1. Management by Directors. The property, business and affairs of the Association shall be managed by a Board of Directors, which shall consist of not less than three (3) persons, but as many persons as the Board of Directors shall from time to time determine. A majority of the directors in office shall constitute a quorum for

the transaction of business. The By-Laws shall provide for meetings of directors, including an annual meeting.

Section 2. Original Board of Directors. The names and addresses of the first Board of Directors of the Association, who shall hold office until the first annual meeting of Members and thereafter until qualified successors are duly elected and have taken office, shall be as follows:

<u>Name</u>	<u>Address</u>
Douglas Briceno	2500 Weston Road, Suite 105 Weston, FL 33326
Alvaro Correa	2201 North Commerce Parkway Weston, FL 33331
Oriando Gonzalez	11786 SW 90 <sup>th</sup> Terrace Miami, FL 33186
Robert Gallagher	2685 Meadowwood Drive Weston, FL 33332

Section 3. Election of Members of Board of Directors. Except as otherwise provided herein and for the first Board of Directors, directors shall be elected by a plurality vote of the Members of the Association at the annual meeting of the membership as provided by the By-Laws of the Association, and the By-Laws may provide for the method of voting in the election and for removal from office of directors. All directors shall be members of the Association residing in The Properties or shall be authorized representatives, officers, or employees of corporate or other business entity members of the Association.

Section 4. Duration of Office. Members elected to the Board of Directors shall hold office until the next succeeding annual meeting of Members, and thereafter until qualified successors are duly elected and have taken office.

Section 5. Vacancies. If a Director elected by the general membership shall for any reason cease to be a director, the remaining directors so elected may elect a successor to fill the vacancy for the balance of the term.

## **ARTICLE VI** **OFFICERS**

Section 1. Officers Provided For. The Association shall have a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time elect.

Section 2. Election and Appointment of Officers. The officers of the Association, in accordance with any applicable provision of the By-Laws, shall be elected by the Board of Directors for terms of one (1) year and thereafter until qualified successors are duly elected and have taken office. The By-Laws may provide for the method of voting in the election, for the removal from office of officers, for filling vacancies and for the duties of the officers. The President shall be a director; other officers may or may not be directors of the Association. If the office of President shall become vacant for any reason, or if the President shall be unable or unavailable to act, the Vice President shall automatically succeed to the office or perform its duties and exercise its powers. If any office shall become vacant for any reason, the Board of Directors may elect or appoint an individual to fill such vacancy.

Section 3. First Officers. The names and addresses of the first officers of the Association, who shall hold office until the first annual meeting of directors and thereafter until successors are duly elected and have taken office, shall be as follows:

<u>Name and Office</u>	<u>Address</u>
<b>President:</b> Douglas Briceno	2500 Weston Road, Suite 105 Weston, FL 33326
<b>Vice-President:</b> Robert Gallagher	2685 Meadowwood Drive Weston, FL 33332
<b>Secretary-Treasurer:</b> Alvaro Correa	2201 North Commerce Parkway Weston, FL 33331

**ARTICLE VII  
BY-LAWS**

The Board of Directors shall adopt By-Laws consistent with these Articles of Incorporation. Such By-Laws may be altered, amended or repealed in the manner set forth in the By-Laws.

**ARTICLE VIII  
AMENDMENTS AND PRIORITIES**

Section 1. Amendments to these Articles of Incorporation shall be proposed and approved by the Board of Directors and thereafter submitted to a meeting of the membership of the Association for adoption or rejection by affirmative vote of 66-2/3%

of the Members, all in the manner provided in, and in accordance with the notice provisions of Florida Statute. 617.017.

Section 2. In case of any conflict between these Articles of Incorporation and the By-Laws, these Articles of Incorporation shall control; and in case of any conflict between these Articles of Incorporation and the Covenants, the Covenants shall control.

## **ARTICLE IX INCORPORATOR**

The name and address of the incorporator of this corporation is:

William H. McCarty, Jr., Esq.  
Oppenhiem Pilelsky, PA  
1290 Weston Road, Suite 300  
Weston, FL 33326

## **ARTICLE X INDEMNIFICATION**

Section 1. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, employee, officer or agent of the Association, against all expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, unless (a) it is determined by a court of competent jurisdiction, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that such person did not act in good faith or that such person acted in a manner which is believed to be not in or opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, that such person had reasonable cause to believe his conduct was unlawful, and (b) such court further determines specifically that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith or did act in a manner which is believed to be not in or opposed to the best interest of the Association, and with respect to any criminal action or proceeding, that such person had reasonable cause to believe that such conduct was unlawful.

Section 2. To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action,



suit or proceeding referred to in Section I above or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually incurred by such person in connection therewith.

Section 3. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of Members or otherwise, both as to action in such person's official capacity while holding such office or otherwise, and shall continue as to a person who has ceased to be director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 4. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Such insurance shall cover any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Association would have the power to indemnify such person against such liability under the provisions of this Article.

Section 5. The provisions of this Article X shall not be amended.

**ARTICLE XI**  
**REGISTERED AGENT**

Until changed, Legal Information Services, Inc., shall be the registered agent of the Association and the registered office shall be at 1290 Weston Road, Suite 300, Weston, FL 33326.

**IN WITNESS WHEREOF**, the aforesaid incorporator has hereunto set his hand this 19<sup>th</sup> day of September, 2001.



\_\_\_\_\_  
William H. McCarty, Jr., Esq.

STATE OF FLORIDA                    )  
  ) SS:  
COUNTY OF BROWARD                )

The foregoing instrument was acknowledged before me this 19<sup>TH</sup> day of September, 2001, by William H. McCarty, Jr., who is personally known to me and who did not take an oath.

My Commission Expires:

  
Notary Public State of Florida at Large

 Staci L. Calvert  
My Commission CC857199  
Expires July 22, 2003

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED**

In compliance with the laws of Florida, the following is submitted:

First—That desiring to organize under the laws of the State of Florida with its principal office, as indicated in the foregoing articles of incorporation, at City of Weston, County of Broward, State of Florida, the corporation named in said articles has named Legal Information Services, Inc., located at 1290 Weston Road, Suite 300, Weston, Florida, 33326, as its statutory registered agent.

Having been named the statutory registered agent of the above corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Legal Information Services, Inc.

  
By: Roy D. Oppenheim, Esq.

Dated this 19<sup>th</sup> day of September, 2001.

ARTICLES OF AMENDMENT  
TO THE ARTICLES OF INCORPORATION OF  
WESTON MEDICAL AND PROFESSIONAL CAMPUS  
MASTER ASSOCIATION, INC.

1. The following provisions of the Articles of Incorporation of Weston Medical and Professional Campus Master Association, Inc., a Florida not-for-profit corporation, filed in Tallahassee on November 3, 1999, under File No. N99000006526, be and they are hereby amended in the following particulars:

The Articles of Incorporation are amended and restated to be as shown on Exhibit "A", attached hereto and made a part hereof.

2. There are no designated voting groups.

3. The foregoing amendment was unanimously adopted by the Members of the Corporation on the 19<sup>th</sup> day of SEPTEMBER, 2001.

IN WITNESS WHEREOF the undersigned have hereunto set his hand and seal this 19<sup>th</sup> day of SEPTEMBER, 2001.

Weston Medical and Professional  
Campus Master Association, Inc.

By: 

Name: DOUGLAS BRICE

Its: PRESIDENT