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FLORIDA NON-PROFIT CORPORATION

GOLDEN LAKES CONDOMINIUM ASSOCIATION, INC.

Certificate of Status	1
Certified Copy	1
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F. CHESNEY

AUG 21 2000

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**ARTICLES OF INCORPORATION  
FOR  
GOLDEN LAKES CONDOMINIUM ASSOCIATION, INC**

The undersigned Subscribers by these Articles associate themselves for the purpose of forming a corporation not for profit pursuant to the laws of the State of Florida, and hereby adopt the following Articles of Incorporation:

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**ARTICLE ONE**

**NAME**

The name of the corporation shall be GOLDEN LAKES CONDOMINIUM ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Association", these Articles of Incorporation as the "Articles", and the By-Laws of the Association as the "By-Laws". With it's principal & mailing address at 5045 Lakeview drive, Miami Beach, Florida 33140

**ARTICLE TWO**

**PURPOSE**

The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act (the "Act") for the operation of that certain condominium located in Broward County, Florida, and known as GOLDEN LAKES, A CONDOMINIUM (the "Condominium").

**ARTICLE THREE**

**DEFINITIONS**

The terms used in these Articles shall have the same definitions and, meaning as those set forth in the Declaration of the Condominium to be recorded in the Public Records of Broward County, Florida, unless herein provided to the contrary, or unless the context otherwise requires.

**ARTICLE FOUR**

**POWERS**

The powers of the Association shall include and be governed by the following:

- 4.1 General. The Association shall have all of the common-law and statutory powers of a corporation not for profit under the Law of Florida that are not in conflict with these provisions of these Articles or of the Act.

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4.2 Enumeration. The Association shall have all the powers and duties set forth in the Act except as limited by these Articles and the Declaration, and all of the powers and duties reasonably necessary to operate the Condominium pursuant to the Declaration, as it may be amended from time to time, including but not limited to the following:

- (a) To make and collect assessments And other charges against members as Unit Owners, and to use the proceeds thereof in the exercise of its powers and duties.
- (b) To buy, own, operate, lease, sell and trade both real and personal property as may be necessary or convenient in the administration of the Condominium.
- (c) To maintain, repair, replace, reconstruct, add to, and operate the Condominium property and other property acquired or leased by the Association for use by Unit Owners.
- (d) To purchase insurance upon the Condominium property and insurance for the protection of the Association, its officers, directors, and members as Unit Owner3.
- (e) To make and amend reasonable rules and regulations for the maintenance, conservation and use of the Condominium property and for the health, comfort, safety and welfare of the Unit Owners.
- (f) To approve or disapprove the leasing, transfer, mortgaging, ownership and possession of units as may be provided by the Declaration.
- (g) To enforce by legal means the provisions of the Act, the Declaration, these Articles, the By-Laws, and the rules and regulations for the use of the Condominium property.
- (h) To contract for the management and maintenance of the Condominium Property and to authorize a management agent (who may be an affiliate of the Developer) to assist the Association in carrying out its powers and duties by performing such functions as the submission of proposals, collection of assessments, preparation of records, enforcement of rules and maintenance, repair, and replacement of the Common Elements with funds as shall be made available by the Association for such purposes. The Association and its officers shall, however, retain at all times the powers and duties granted by the Condominium Act, including but not limited to the making of Assessments, promulgation of rules and execution of contracts on behalf of the Association.
- (i) To employ personnel to perform the services required for proper duration of the Condominium.

4.3 Condominium Property. All funds and the titles of all properties acquired by the Association and their proceeds shall be held for the benefit and use of the members

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in accordance with the provisions of the Declaration, these Articles, and the By-Laws.

- 4.4 Distribution of Income. The Association shall make no distribution of income to its members, directors or officers.
- 4.5 Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration and the By-Laws.

#### ARTICLE FIVE

##### MEMBERS

- 5.1 Membership. The members of the Association shall consist of all of the record owners of units in the Condominium, and after termination of the Condominium shall consist of those who were members at the time of the termination and their successors and assigns.
- 5.2 Assignment. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the Unit for which that share is held.
- 5.3 Voting. On all matters upon which the membership shall be entitled to vote, there shall be only one vote for each Unit, which vote shall be exercised or cast in the manner provided by the Declaration and By-Laws. Any person or entity owning more than one unit shall be entitled to one vote for each Unit owned.
- 5.4 Meetings. The By-Laws shall provide for an annual meeting of members, and may make provision for regular and special meetings of members other than the annual meeting.

#### ARTICLE SIX

##### TERM OF EXISTENCE

The Association shall have perpetual existence.

#### ARTICLE SEVEN

##### SUBSCRIBERS

The names and addresses of the subscribers to these Articles are as follows:

NAME	ADDRESS
PINCHAS DAGAN	5045 Lakeview Drive Miami Beach, FL 33140

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ROSE TENNENBAUM

5045 Lakeview Drive  
Miami Beach, FL 33140

YANIV DAGAN

5045 Lakeview Drive  
Miami Beach, FL 33140**ARTICLE EIGHT****OFFICERS**

The affairs of the Association shall be administered by the officers designated in the By-Laws. The officers shall be elected by the Board of Directors of the Association at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The By-Laws may provide for the removal from office of officers, for filling vacancies, and for the duties of the officers. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

President:

PINCHAS DAGAN  
5045 Lakeview Drive  
Miami Beach, FL 33140

Vice President:\Secretary

ROSE TENNENBAUM  
5045 Lakeview Drive  
Miami Beach, FL 33140

Treasury

YANIV DAGAN  
5045 Lakeview Drive  
Miami Beach, FL 33140**ARTICLE NINE****DIRECTORS**

- 9.1 Number and qualification. The property, business and affairs of the Association shall be managed by a board consisting of the number of directors determined by the By-Laws, but which shall consist of not less than three (3) directors. Directors need not be members of the Association or residents of a unit in the Condominium.
- 9.2 Duties and Powers. All of the duties and powers of the Association existing under the Act, the Declaration, these Articles and the By-Laws shall be exercised exclusively by the Board of Directors, its Agents, contractors or employees, subject only to approval by Unit Owners when such approval is specifically required.
- 9.3 Election; removal. Directors of the Association shall be elected at the annual meeting

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of the members and otherwise in the manner determined by the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

- 9.4 Term of Developer's directors. The Developer of the Condominium shall appoint the members of the first Board of Directors who shall hold office for the periods described in the By-Laws.
- 9.5 First Directors. The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified are as follows:

NAME	ADDRESS
PINCHAS DAGAN	5045 Lakeview Drive Miami Beach, FL 33140
ROSE TENNENBAUM	5045 Lakeview Drive Miami Beach, FL 33140
YANIV DAGAN	5045 Lakeview Drive Miami Beach, FL 33140

#### ARTICLE TEN

##### INDEMNIFICATION

- 10.1 Indemnity. 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 expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding unless (a) a court of competent jurisdiction finally determines, after all appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the Association, or, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) such court further specifically determines 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 and in a manner which he reasonably believed to be in or not opposed to the best interest of the Association, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

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- 10.2 Expenses. 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 10.1 above or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.
- 10.3 Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Association as authorized in this Article.
- 10.4 Miscellaneous. 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 his official capacity while holding such office or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors and administrators of such person.
- 10.5 Insurance. 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 against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.
- 10.6 Amendment. Anything to the contrary herein notwithstanding, the provisions of this Article 10 may not be amended.

#### ARTICLE ELEVEN

##### BY-LAWS

The first By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded by the directors and members in the manner provided in the By-Laws.

#### ARTICLE TWELVE

##### AMENDMENTS

Amendments to these Articles shall be proposed and adopted in the following manner:

- 12.1 Notice. Notice of the subject matter of a proposed amendment shall be included in the

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notice of any meeting at which the proposed amendment is to be considered.

- 12.2 Adoption. A resolution for the adoption of a proposed amendment may be proposed either by a majority of the Board of Directors or by not less than one-third (1/3) of the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing the approval is delivered to the secretary at or prior to the meeting. The approvals must be either:
- (a) by not less than 50% of the votes of the entire membership of the Association and by not less than 66 2/3 of the Board of Directors; or
  - (b) by not less than 80% of the votes of the entire membership of the Association; or
  - (c) by not less than 100% of the Board of Directors.
- 12.3 Limitation. Provided, however, that no amendment shall make any changes in the qualifications for membership nor in the voting rights or property rights of members, nor any changes in Sections 4.3, 4.4, and 4.5 of Article 4, entitled "Powers", without approval in writing by all members and the joinder of all record owners of mortgages upon units. No amendment shall be made that is in conflict with the Act or the Declaration, nor shall any amendment make any changes which would in any way affect any of the rights, privileges, powers or options herein provided in favor of or reserved to the Developer, or an affiliate of the Developer, unless the Developer shall join in the execution of the Amendment.
- 12.4 The Developer may amend these Articles consistent with the provisions of the Declaration allowing certain amendments to be effected by the Developer alone.
- 12.5 Recording. A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of the applicable Florida Statutes, and a copy certified by the Secretary of State shall be recorded in the public records of Broward County, Florida.

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**ARTICLE THIRTEEN****INITIAL REGISTERED OFFICE ADDRESS  
AND NAME OF REGISTERED AGENT**

The initial registered office of this corporation shall be at 6741 Orange Drive, Davie, FL 33314, with the privilege of having its office and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be MICHAEL H. MERINO, ESQ.

IN WITNESS WHEREOF, the subscribers have affixed their signatures the days and years set forth below.

P. Dagan (SEAL)  
PINCHAS DAGAN

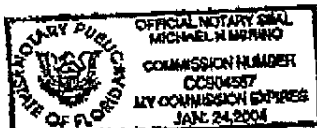
Rose Tennenbaum (SEAL)  
ROSE TENNENBAUM

STATE OF FLORIDA

COUNTY OF BROWARD

ss:

The foregoing instrument was acknowledged before me this 7<sup>th</sup> day of August 2000 by PINCHAS DAGAN who is personally known to me or who produced as identification.



Michael H. Merino  
Notary Public, State of Florida  
Michael H. Merino

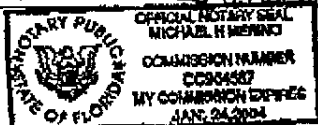
My commission expires:

STATE OF FLORIDA

COUNTY OF BROWARD

ss:

The foregoing instrument was acknowledged before me this 7<sup>th</sup> day of August 2000 by ROSE TENNENBAUM who is personally known to me or who produced as identification.



Michael H. Merino  
Notary Public, State of Florida

Michael H. Merino

My commission expires:

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE  
OF PROCESS WITHIN THIS STATE, NAMING AGENT L:PCN 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 Articles of incorporation at City of Miami, County of Dade, State of Florida, the foregoing corporation has named MICHAEL H. MERINO, ESQ located at 6741 Orange Drive, Davie, FL 33314, County of Broward, State of Florida, as its statutory registered agent.

Having been named the statutory 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.

  
ACCEPTED: MICHAEL H. MERINO

DATED this 7<sup>TH</sup> August, 2000.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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