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LAW OFFICES OF  
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July 28, 2002

Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314

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-08/14/02--01019--012  
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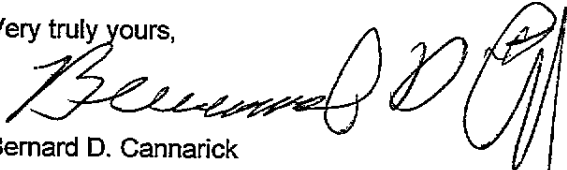
Re: Woodlands Section IV Estate Lot Homeowners Association of Broward County, Inc.

Dear Sir/Madam:

Enclosed please find Articles of Incorporation for the above-captioned corporation along with my check for \$78.75 for the filing fee and a self-addressed, stamped envelope for your convenience.

Thank you for your anticipated cooperation.

Very truly yours,

  
Bernard D. Canarick

BDC/meg  
Enclosure

FILED  
02 AUG 14 AM 8:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Bm 8/16

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**ARTICLES OF INCORPORATION**  
**OF**  
**WOODLANDS SECTION IV ESTATE LOT HOMEOWNERS**  
**ASSOCIATION OF BROWARD COUNTY, INC.**  
**(A Florida Corporation Not-for-Profit)**

**FILED**  
02 AUG 14 AM 8:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The following provisions are the Articles of Incorporation of Woodlands Section IV Estate Lot Homeowners Association of Broward County, Inc., a Florida corporation not-for-profit ("Corporation").

**ARTICLE I**

**DEFINITIONS**

As used herein, the following terms have the following meaning:

- A. "Articles" shall mean these Articles of Incorporation of the "Association" (as hereinafter defined).
- B. "Association" shall mean Woodlands Section IV Estate Lot Homeowners Association of Broward County, Inc., a Florida corporation not-for-profit, its successors and assigns.
- C. "Board" shall mean the Board of Directors of the Association, elected in accordance with the "Bylaws" (as hereinafter defined) of the Association.
- D. "Bylaws" shall mean the Bylaws of the Association.
- E. "Declaration" shall mean the Declaration of Restrictions by Behring Properties, Inc., a Florida Corporation, relating to The Woodlands, Section Four, in ORB 3791/490 and any amendments thereto.
- F. "Documents" shall mean, in the aggregate, the Declaration of Restrictions by Behring Properties, Inc., a Florida Corporation, relating to The Woodlands, Section IV, recorded at ORB 3791/490, these Articles, the Bylaws, the Guidelines, the rules and regulations, if any, promulgated by the Association and all of the instruments and documents referred to herein or therein.

**G. "Member" shall mean any person or entity holding membership in the Association as provided herein.**

**H. "Owner" shall mean and refer to the person(s) or other legal entity(ies), holding fee simple interest of record to any Lot, including persons who have executed executory contracts of sale. Excluded are person(s) or entity(ies) having an interest in a Lot merely as security for the performance of an obligation.**

**I. "Property" shall mean all lots, roadways, and common areas included in The Woodlands, Section IV plat recorded in Plat Book 66, Page 25, Public Records of Broward County.**

**All terms not defined herein shall have the meaning set forth in the Declaration.**

## **ARTICLE II**

### **NAME**

**The name of this Association shall be The Woodlands Estate IV Lot Homeowners Association of Broward County, whose present address is 7100 W. Commercial Boulevard, Suite 107, Lauderhill, Florida 33319.**

## **ARTICLE III**

### **PLAN FOR DEVELOPMENT AND PURPOSE OF ASSOCIATION**

**The purpose for which the Association has been formed is to administer, maintain, manage and operate the Association, to fulfill certain functions and carry out the terms and provisions of the Declaration, to enforce the provisions relative to the Association as set forth in the Woodlands Section IV Homeowners Documents, submitting property to the jurisdiction of, or assigning responsibilities, rights, or duties to the Association.**

## **ARTICLE IV**

### **POWERS**

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

**A. The Association shall have all of the common law and statutory powers of a corporation not for profit under the Laws of the State of Florida which are not in conflict with the terms of the Woodlands Homeowners Documents.**

**B. The Association shall have all of the powers reasonable necessary to implement its purposes, including, but not limited to, the following:**

**1. to make, establish and enforce the architectural, landscape and signage guidelines and the granting of variances thereto and reasonable rules and regulations governing the maintenance of all Woodlands Section IV Estate Lot properties;**

**2. to make, levy and collect assessments for the purpose of obtaining funds from the Members in accordance with the Declaration to pay for the Common Expenses of the Association, including the operational, managerial and administrative expenses of the Association and the costs of collection; security, common area landscaping costs, and to use and expend the proceeds of assessment in the exercise of its powers and duties hereunder;**

**3. to enforce, by legal means, the obligations of the Members of the Association and the provisions of the Woodlands Section IV Estate Lot Documents;**

**4. to employ personnel, retain independent contractors and contract for professional personnel required for the management and operation of the Association's duties and enter into any other agreement consistent with the purposes of the Association;**

**5. to administer and carry out the obligations of the Association as set forth in the Documents;**

## **ARTICLE V**

### **MEMBERS**

**The qualification of the Members, the manner of their admission to membership in the Association ("Membership"), the termination of such Membership and voting by the Members shall be as follows:**

**A. Estate Lot Owners. The record owners of the Estate Lots in The Woodlands, Section Four, may be members of the Association for so long as said Owner owns an Estate Lot. Memberships shall be established for each Estate Lot upon the recording of these Articles among the Public Records of Broward County, with each Lot having the right to have one member in the Association.**

**B. Changes in Ownership. Except as set forth above, Membership in the Association shall be established by the acquisition of fee simple title to a Lot within the Property as evidenced by the recording amongst the Public Records of Broward County, Florida, a deed or other instrument of conveyance and the delivery to the Association of a true copy of such instrument. Upon transfer of fee title to any Estate Lot, whether by conveyance, devise, judicial decree, or otherwise, and upon recordation in the Public Records of Broward County, Florida, of the deed or other instrument of conveyance evidencing a transfer of ownership, the new Estate Lot**

Owner designated in such deed or other instrument of conveyance shall become a member of the Association, and the Membership in the Association of the prior owner of such Lot shall terminate as to such Lot. The Association shall not be responsible for any such change in membership until notified of same.

C. Membership appurtenant to Estate Lot or Unit. No membership in the Association, and no interest or right of any Member in the funds or assets of the Association, may be assigned, transferred, encumbered, or otherwise disposed of or hypothecated except as an appurtenance to the underlying Estate Lot of the Member.

D. Each and every Member shall be entitled to the benefits of Membership, and shall be bound to abide by the provisions of the Documents.

## ARTICLE VI

### VOTING

1. In General. There shall be one (1) vote for each Estate Lot. The vote for any Estate Lot shall not be divided and must be cast as one (1) entire vote by the Estate Lot Owner. In the event that any Estate Lot is owned by more than one (1) person, or is owned by a corporation, there shall only be one vote for each Lot owned by any Member. In any event, where a Lot is owned by more than one Owner as a result of the fee interest in such Lot being held by more than one person, such Owners, collectively, shall be entitled to only one vote and the vote for each such Estate Lot shall be cast pursuant to the Bylaws. Any member may represent himself, or may authorize the Association or any other person, by proxy, to act in his behalf, at any meeting or other activity in which a Member of the Association is entitled to vote.

4. In matters that require a vote, the Bylaws shall provide for the number of members that constitute a quorum and the minimum number of votes necessary to constitute an action of the Members, subject to provisions of those Articles or the Bylaws. Voting shall take place as follows:

(a) Matters relating to the election of Directors shall be voted upon by the Membership as a whole at the annual meeting of The Association and shall be determined by a vote of the majority of the Members in attendance at any meeting having a quorum.

(b) Recall of any Director shall be at a Special meeting called for that purpose to be held within 30 days after the President of The Association has received a petition for recall signed by twenty-five (25) percent of the members of the Association, unless an Annual meeting is scheduled to be held within the thirty (30) day period, in which such case the vote on the recall of any member shall be held at the annual meeting. The petition must include the address and telephone number of each signatory. Within ten (10) days of the receipt of the petition, the President of the Association shall cause to be sent to every Member of The Association a notice of the Special meeting containing the date, time, and location of

the meeting.

(c) Matters pertaining to the amending of these Articles shall be determined by (a vote of a majority) of the Members at any meeting having a quorum and no such amendment shall be effective unless affirmatively approved by a majority of the votes. No amendment to these Articles may be voted upon at any meeting unless the Members have been given thirty (30) days written notice of any proposed change in these Articles.

## **ARTICLE VII**

### **TERM**

The term for which the Association is to exist shall be perpetual.

## **ARTICLE VIII**

### **INCORPORATORS**

The name and street address of the Incorporators to these Articles is as follows:

#### **NAME**

#### **ADDRESS**

Ronald M. Miller

4903 Woodlands Boulevard  
Tamarac, FL 33319

Herbert C. Haber

5204 Woodlands Boulevard  
Tamarac, Florida 33319

## **ARTICLES IX**

### **OFFICERS**

Subject to the directions of the Board, the affairs of the Association shall be managed by the President of the Association, assisted by one or several Vice Presidents, the Secretary and the Treasurer, by the Assistant Secretary and Assistant Treasurer, if any, and such other Officers as the Board may from time to time create by resolution.

The Board shall elect the President, Secretary and Treasurer, and as many Vice Presidents, Assistant Secretaries, Assistant Treasurer, or other Officers, as the Board shall, from time to time, determine. Such officers shall be elected annually by the Board at the first meeting of the Board; provided, however, such officers may be removed by such Board and other person may be elected by the Board as such officers. Thereafter, the Officers shall be elected at the Annual Meeting. The same person may hold two offices, the duties of which are

not incompatible; provided, however, the offices of President and a Vice President shall not be held by the same person, nor shall be offices of President and Secretary or Assistant Secretary be held by the same person.

## **ARTICLE X**

### **FIRST OFFICERS TO THE BOARD AND ARC MEMBERS**

A. The names of the officers who are to serve until the first election of officers by the Board are as follows:

President	<u>Ronald M. Miller</u>
Vice-President	<u>Maurice D. Gruber</u>
Secretary/Treasurer	<u>Herbert C. Haber</u>

B. The names of the persons who are to serve as the Architectural Review Committee and advise the Board and who shall serve until the first appointment by the Board of such advisors are as follows:

1. Ronald M. Miller
- 2.
- 3.

The Board shall have the power, in its sole discretion, to appoint one or more persons to serve on the Architectural Review Committee and remove any or all of the person(s) who serve as the Architectural Review Committee, as well as the power to discontinue the use of such advisors.

## **ARTICLE XI**

### **BOARD OF DIRECTORS**

A. **Number.** A Board of Directors, the number of which shall be determined by, or pursuant to, the Bylaws, shall manage the affairs of the Association. In the absence of a determination of the number of Directors, the Board of Directors shall be composed of four (4) members. The Members may, by a majority vote, elect to increase the size of the Board.

B. **Initial Directors.** The names and street addresses of the persons who are to serve as the First Board and who shall hold office until their successors have been duly elected at the first annual meeting of the Members of the Association and until such successors have qualified, are as follows:

Ronald M. Miller	4903 Woodlands Boulevard
	Tamarac, FL 33319

**Herbert C. Haber**

**5204 Woodlands Boulevard  
Tamarac, FL 33319**

**Maurice D. Gruber**

**5200 Woodlands Boulevard  
Tamarac, FL 33319**

**C. Election by members.** Hereafter, all Directors elected by the Members shall be elected at the annual meeting of the Members in the manner provided by the Bylaws. Directors may be removed, and vacancies on the Board filled, in the manner provided by the Bylaws. The term of each Director's service shall extend until the next Annual Members' Meeting and until its successor is duly elected and qualified, or until he is removed in the manner hereinafter provided.

**D.** The Board shall control the operation of the Association and shall possess all of the powers of the Association. All decisions of the Board, (except the amendment of these Articles), shall be by a majority vote of the Directors present at a meeting of the Board and each Director shall be entitled to one (1) vote.

## **ARTICLE XII**

### **INDEMNIFICATION**

Every Director and every officer of the Association shall be indemnified by the Association against all expense and liabilities, including attorneys' fees at all trial and appellate levels reasonably incurred by or imposed upon him in connection with any proceeding, litigation or settlement to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or officer of the Association, whether or not he is a Director or officer at the time such expenses and/or liabilities are incurred, except in such cases wherein the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement, the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of any and all right of indemnification to which such Director or officer may be entitled by common or statutory law.

## **ARTICLE XIII**

### **BYLAWS**

Bylaws of the Association shall be adopted by the First Board, and thereafter may be altered, amended, or rescinded by the affirmative vote of a majority of the Board. In the event



of any conflict between the provisions of the Articles, and the provisions of the Bylaws, the provisions of the Articles and the provisions of the Bylaws, the provisions of the Articles shall control.

## **ARTICLE XIV**

### **AMENDMENTS**

#### **A. Amendment of the Articles.**

1. The Board shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of Members, which may be either the Annual Members' Meeting or a Special meeting. Any number of amendments may be submitted to the Members and voted upon by them at one meeting. Notice of the subject matter of the proposed amendment shall be included in the notice of any meeting in which a proposed amendment will be considered.

2. Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each Member within the time and in the manner provided in the Bylaws for the giving of notice of Meetings of Members ("Required Notice").

3. At such meeting, a vote of the Members shall be taken on the proposed amendment(s). The proposed amendment shall be adopted upon receiving the affirmative vote of a majority of the votes of all Members entitled to vote thereon. Directors or Members may approve or disapprove such amendment in person or by proxy at the meeting considering the amendment.

B. Alternatively, an amendment may be adopted by a written statement signed by all Directors and all Members setting forth their intention that an amendment to the Article be adopted.

C. No proposal to amend these Articles shall be presented for a vote of the Members unless such proposal is first approved by the Board.

D. No amendment may be made to the Articles which shall in any manner reduce, amend, affect or modify the provisions and obligations set forth in the Declaration.

E. A copy of each amendment shall be certified by the Secretary of State of the State of Florida and shall be recorded amongst the Public Records of Broward County, Florida.

## **ARTICLE XV**

### **REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the registered office of the Association is 7100 W. Commercial Boulevard, Suite 107, Lauderdale, Florida 33319, and the registered agent of the Association at that address shall be Ambassador Community Management, Inc.

#### **ARTICLE XVI**

##### **TRANSACTION IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED**

No contract or transaction between the Association and one or more of its Directors or officers, or between the Association and any other corporation, partnership, association, or other organization in which one or more of its directors or officers are Directors or officers, have a financial interest, shall be invalid, or voidable solely for this reason, or solely because the Director or officer is present at or participates in the meeting of the Board or committee thereof which authorized the contract or transaction or solely because his or their votes are counted for such purpose. No Director or officer of the Association shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction.

#### **ARTICLE XVII**

##### **DISSOLUTION**

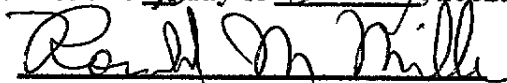
A. In the event of dissolution or final liquidation of the Association, both real and personal property, of the Association shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization, or dedicated to an appropriate public agency or utility, to be devoted as nearly as practicable to the same purpose as the Association.

B. In the event of dissolution or final liquidation of the Association, all of the assets of the Association remaining after provision for creditors and payment of all costs and expenses of such dissolution or liquidation shall be distributed in the following manner:

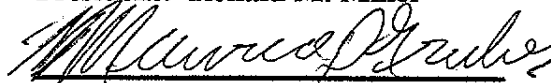
1. Remaining assets shall be distributed among the Members, as tenants in common, each Member's share of the assets to be determined in accordance with the Member's voting rights.

2. The Association may be dissolved upon a resolution to that effect being recommended by two-thirds (2/3) of the members of the Board, and, if such decree be necessary at the time of dissolution, after receipt of an appropriate decree as set forth in the Florida Statutes or statute of similar import, and approved by two-thirds (2/3) of the voting rights of the Association's Members.

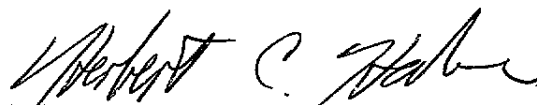
IN WITNESS WHEREOF, the President, Vice-President and Secretary/Treasurer of the Association have hereunto affixed their signatures this 25 day of July, 2002.



President: Ronald M. Miller



Vice-President: Maurice D. Gruber



Secty/Treas.: Herbert C. Haber

STATE OF FLORIDA }

SS:

COUNTY OF BROWARD }

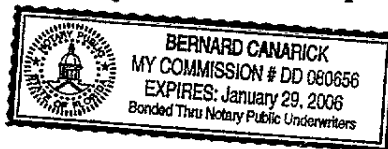
I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Ronald M. Miller, Maurice D. Gruber, and Herbert C. Haber, to me known to be the persons described as the President, Vice-President and Secretary/ Treasurer, respectively, of THE WOODLANDS SECTION IV ESTATE LOT ASSOCIATION OF BROWARD COUNTY, INC., and who executed the foregoing Articles of Incorporation of said Association, and who acknowledged that they executed the foregoing instrument for the purposes therein set forth.

Witness my hand and official seal in the County and State named above the 25 day of July, 2002.

otaNotary Public, State of Florida at Large

  
My Commission Expires:

Woodlands IV  
07/23/02 (8:40AM)F-lda



**CERTIFICATE DESIGNATING REGISTERED OFFICE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

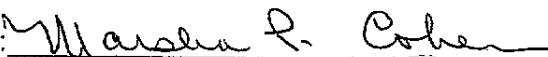
PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA  
STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE  
LAWS OF THE STATE OF FLORIDA SUBMITS THE FOLLOWING STATEMENT  
IN DESIGNATING THE REGISTERED OFFICE/AGENT, IN THE STATE OF  
FLORIDA:

*Woodlands Section IV Estate Lot Homeowners  
Association of Broward County, Inc.* a corporation being organized under the laws of the  
State of Florida, designates as its registered office *Ambassador Community Management Inc.*  
has named *Management Inc.* as its registered agent to accept service of process  
within the State of Florida.

BY:   
RONALD MILLER  
PRESIDENT

**ACKNOWLEDGEMENT**

*Woodlands Section IV Estate Lot Homeowners  
Association of Broward County, Inc.* Having been named registered agent and to accept service of process for  
at the place designated in this Certificate, I  
hereby accept the appointment and agree to act in such capacity. I further agree to  
comply with the provisions of all statutes relating to the proper and complete  
performance of my duties, and I am familiar with and accept the obligations of my  
position as registered agent. In compliance with Section 48.091, Florida Statutes, I agree  
to comply with the provisions of said Act with respect to keeping such office open.

BY:   
Insert name  
REGISTERED AGENT

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02 AUG 14 AM 8:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA