

758713

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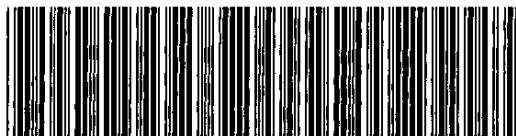
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SACHS & SAX

ATTORNEYS AT LAW

SUITE 4150
301 YAMATO ROAD
BOCA RATON, FLORIDA 33431

TELEPHONE (561) 994-4499
DIRECT LINE (561) 237-6840
FACSIMILE (561) 994-4985

LOUIS CAPLAN, ESQ.
LCAPLAN@SSLAWFL.COM

January 8, 2008

To: Amendment Section
Division of Corporations

NAME OF CORPORATION: Century of Boca Raton Umbrella Association, Inc.

DOCUMENT NUMBER: 758713

The enclosed Articles of Amendment are submitted for filing.

Please return all correspondence concerning this matter to the following:

Louis Caplan, Esq.
Sachs Sax Klein
301 Yamato Road, Suite 4150
Boca Raton, FL 33431

For further information concerning this matter, please call:

Clara H. Garcia at (561) 237-6840

Enclosed is a check for the following amount:

\$43.75 for filing fee and Certificate of Status.

Mailing Address:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
FOR
CENTURY OF BOCA RATON UMBRELLA
ASSOCIATION, INC.

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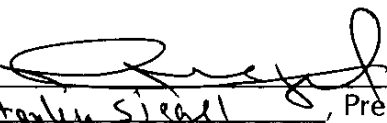
Pursuant to the provision of Chapter 617 of the Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

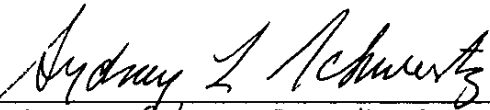
FIRST: The Amendments adopted are attached as Exhibit "A".

SECOND: On November 13, 2007, the above Amendment was adopted by the members ("Delegates") and the number of votes cast for the amendment was sufficient for approval.

DATED: December 18, 2007.

CENTURY OF BOCA RATON UMBRELLA
ASSOCIATION, INC.

By: , President
Stanley Siegel

By: 
Sydney L. Schwartz Recording Secretary

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
CENTURY OF BOCA RATON UMBRELLA ASSOCIATION, INC.

We, as representatives of CENTURY OF BOCA RATON UMBRELLA ASSOCIATION, INC. ("COBRUA") and as representatives of the several MEMBER CONDOMINIUM ASSOCIATIONS, as same are defined in Paragraph "O" below, and which MEMBER CONDOMINIUM ASSOCIATIONS are set forth in Article V below; do hereby associate our Condominium Associations for the purpose of organizing a not-for-profit corporation under the laws of the State of Florida and for all purposes described herein and do certify and state as follows:

- A. "ACT" means the Condominium Act, Chapter 718, Fla. Stat. (2003).
- B. "ARTICLES" means this document, as same may be amended from time to time.
- C. "BYLAWS" means the Amended and Restated Bylaws of this Corporation, as same may be amended from time to time.
- D. "CENTURY VILLAGE WEST" means the planned residential condominium Community developed on those lands described in Exhibit A of that instrument recorded in Official Records Book 2906, Page 1776, public records of Palm Beach County, Florida, and any other lands owned or acquired, whether or not contiguous, by CENTURY VILLAGE WEST, INC. and designated and actually developed at Century Village, Boca Raton, Florida.
- E. "CENTURY VILLAGE WEST CONDOMINIUMS" means certain lands and improvements at CENTURY VILLAGE WEST which were submitted to condominium ownership.
- F. "COMMON ELEMENTS" means the land and all improvements thereon, not included in the UNITS, and all easements and rights appurtenant thereto submitted to condominium ownership as CENTURY VILLAGE WEST CONDOMINIUMS.
- G. "CONDOMINIUM ASSOCIATION" means a corporation not-for-profit as same is defined in the Condominium Act, Chapter 718, Fla. Stat. (2003).

- H. "CONDOMINIUM DOCUMENTS" means the aggregate of the Declarations of Condominium as amended, Long-Term Leases as amended, and Master Management Agreements and all other Exhibits annexed to the several Declarations of Condominium, relating to and for CENTURY VILLAGE WEST CONDOMINIUMS.
- I. CORPORATION means COBRUA.
- J. " COUNCIL OF DELEGATES" or "DELEGATES" means all persons designated by the MEMBER CONDOMINIUM ASSOCIATIONS to be Association Representatives to COBRUA.
- K. "DECLARATIONS" means the documents by which the CENTURY VILLAGE WEST CONDOMINIUMS were submitted to condominium ownership in accordance with the ACT.
- L. "DELEGATE" means any person designated by a MEMBER CONDOMINIUM ASSOCIATION to be an Association Representative to COBRUA.
- M. "EXECUTIVE BOARD" shall consist of the following membership: a) all current elected officers of COBRUA; b) all past Presidents of COBRUA; and c) all current MEMBER CONDOMINIUM ASSOCIATION presidents. The Executive Board shall recommend to the Council of Delegates actions, proposals, legislation, and amendments to the Bylaws and Articles of Incorporation to be voted upon by the Council of Delegates. A representative of all committees, including Management and Operations Committee, must report to the Executive Board within thirty (30) days after their meeting and prior to their reporting to the Council of Delegates, as more fully described in Article IX, Section 9 of the BYLAWS.
- N. MANAGEMENT AND OPERATIONS COMMITTEE ("M&O COMMITTEE") shall exercise the power and authority and carry out the duties and responsibilities as set forth in Section 4 of that certain Settlement Agreement dated September 16, 1994, by and between COBRUA, BRF, Inc., and Cen-West Communities, Inc., and consented to by H. Irwin Levy and the several Condominium Associations within Century Village, Boca Raton, Florida.

- O. "MEMBER CONDOMINIUM ASSOCIATION" means a Condominium Association located in CENTURY VILLAGE WEST that subscribes to these ARTICLES.
- P. "NON-VOTING MEMBER" means UNIT OWNERS who are record owners in the CENTURY VILLAGE WEST CONDOMINIUMS as set forth in these ARTICLES and the BYLAWS.
- Q. "PROPERTY" means any and all real and personal property in CENTURY VILLAGE WEST, or elsewhere, acquired or belonging to COBRUA.
- R. "REPRESENTATIVE" means any person who has resided in a UNIT at CENTURY VILLAGE WEST for at least nine (9) months in the preceding calendar year, designated by the UNIT OWNER of the UNIT where such person resides, in writing and filed with the Recording Secretary of the Corporation, who shall exercise the rights of the UNIT OWNER as set forth in these ARTICLES or the BYLAWS, and includes a duly designated corporate officer for a UNIT owned by a corporation, as well as the trustee of a UNIT owned by a trust.
- S. "UNIT" means a "Unit," as defined in the ACT, in a CENTURY VILLAGE WEST CONDOMINIUM.
- T. "UNIT OWNER" means a "Unit Owner" as defined in the ACT and is the record owner(s) of a UNIT in a CENTURY VILLAGE WEST CONDOMINIUM.

ARTICLE I

Name

The name of this Corporation shall be: CENTURY OF BOCA RATON UMBRELLA ASSOCIATION, INC. ("COBRUA").

ARTICLE II

Purpose

The general nature and objects of this Corporation, subject to the limitations, if any, of §718.103(2), Fla. Stat. (2003), are as follows:

1. To organize and exercise the power of a united, viable umbrella federation

consisting of all MEMBER CONDOMINIUM ASSOCIATIONS as same are defined herein, for the purpose of carrying out the common goals, objectives, powers and purpose of the respective MEMBER CONDOMINIUM ASSOCIATIONS and this Corporation, which MEMBER CONDOMINIUM ASSOCIATIONS shall include but not necessarily be limited to the following:

Ainslie at Century Village Condominium Association, Inc., Brighton at Century Village Condominium Association, Inc., Cornwall at Century Village Condominium Association, Inc., Dorset at Century Village Condominium Association, Inc., Exeter at Century Village Condominium Association, Inc., Fanshaw at Century Village Condominium Association, Inc., Guildford at Century Village Condominium, Inc., Hythe at Century Village Condominium Association, Inc., Lincoln at Century Village Condominium, Inc., Mansfield at Century Village Condominium Association, Inc., Newcastle at Century Village Condominium Association, Inc., Preston at Century Village Condominium Association, Inc., Rexford at Century Village Condominium Association, Inc., Suffolk at Century Village Condominium Association, Inc., Wolverton at Century Village Condominium Association, Inc., and Yarmouth at Century Village Condominium Association, Inc., all not for profit Florida corporations.

2. To provide a unified effort by the MEMBER CONDOMINIUM ASSOCIATIONS at CENTURY VILLAGE WEST for the fulfillment of collective associations' rights under the several DECLARATIONS, CONDOMINIUM DOCUMENTS and under law, and the protection of these rights as they relate to the COMMON ELEMENTS, community services and obligations, and other common matters.

3. To protect the aforementioned rights as well as any additional rights granted by the United States and Florida Constitutions, and all Federal, State, and local legislation and ordinances.

4. To negotiate, deal and consult with the management company, master management company, lessor under the Long-Term Leases, and all other entities and parties directly or indirectly managed by the management company, master management company and the 16 MEMBER CONDOMINIUM ASSOCIATIONS for the purpose of promoting the interests and improving the living conditions of the UNITS at CENTURY VILLAGE WEST.

5. To inform, educate and otherwise advise the MEMBER CONDOMINIUM

ASSOCIATIONS as to their rights, responsibilities, benefits and obligations as MEMBER CONDOMINIUM ASSOCIATIONS.

6. To do all things necessary for the purpose of maintaining in good condition all the Common facilities, the PROPERTY and community services, if any of these are or become the responsibility of the Corporation.

7. To oversee the performance of and to endeavor to enforce all contractual and other obligations of the management company, master management company and lessor, pursuant to the several DECLARATIONS and CONDOMINIUM DOCUMENTS and all other instruments and representatives.

8. To enter into any and all contracts to carry out the purposes of this Corporation.

9. To use and expend monies collected by this Corporation to effectuate its purposes and powers.

10. To retain and hire professionals, including but not limited to, accountants, engineers, and attorneys, as the need may arise and as the interests of this Corporation warrants.

11. To adopt a budget, which shall include all costs necessary for carrying out the purposes of the Corporation.

12. To operate, manage and otherwise publish a community newspaper.

13. To set forth in the BYLAWS for this Corporation the procedures or guidelines determined necessary for carrying out the purposes herein and to generally perform any and all things appropriate and necessary for the welfare, benefit, and collective interests of the MEMBER CONDOMINIUM ASSOCIATIONS.

14. For all such other purposes as are permissible under Florida law.

ARTICLE III

Corporate Existence

The Corporation shall have perpetual existence.

ARTICLE IV

Membership

The Corporation shall have two classes of membership, designated as follows:

1. VOTING MEMBERS: Each MEMBER CONDOMINIUM ASSOCIATION which subscribes to these ARTICLES and pays dues shall be the VOTING MEMBERS of COBRUA and shall elect or appoint one DELEGATE to this Corporation for each seventy-five (75) UNITS contained within each respective MEMBER CONDOMINIUM ASSOCIATION plus one additional DELEGATE for the remainder of 38 or more UNITS. Each DELEGATE shall be entitled to one (1) vote on the COUNCIL OF DELEGATES.

2. NON-VOTING MEMBERS: All UNIT OWNERS who are record owners in CONDOMINIUM ASSOCIATIONS subscribing to these ARTICLES shall be classified as NON-VOTING MEMBERS of the Corporation. Upon the recordation of a deed establishing a change of record title to any condominium parcel, the new owner, designated by said deed shall become a NON-VOTING MEMBER of the Corporation and the membership of the prior owner shall terminate.

ARTICLE V

Member Condominium Associations

The names and addresses of the MEMBER CONDOMINIUM ASSOCIATIONS are set forth below:

| <u>Name</u> | <u>Address</u> |
|---|--|
| Ainslie at Century Village Condominium Association, Inc. | 3039 Ainslie C Boca Raton, Florida 33434 |
| Brighton at Century Village Condominium Association, Inc. | 200 Brighton E Boca Raton, Florida 33434 |
| Cornwall at Century Village Condominium Association, Inc. | 3050 Cornwall C Boca Raton, Florida 33434 |
| Dorset at Century Village Condominium Association, Inc. | 374 Dorset I Boca Raton, Florida 33434 |
| Exeter at Century Village Condominium Association, Inc. | 5000 Exeter C Boca Raton, Florida 33434 |
| Fanshaw at Century Village Condominium Association, Inc. | 434 Fanshaw K Boca Raton, Florida 33434 |

| | |
|--|---|
| Guildford at Century Village Condominium Association, Inc. | 5000 Guildford E Boca Raton, Florida 33434 |
| Hythe at Century Village Condominium Association, Inc. | 4016 Hythe A Boca Raton, Florida 33434 |
| Lincoln at Century Village Condominium Association, Inc. | Box 5000 Lincoln Boca Raton, Florida 33434 |
| Mansfield at Century Village Condominium Association, Inc. | 122 Mansfield C Boca Raton, Florida 33434 |
| Newcastle at Century Village Condominium Association, Inc. | 5000 Newcastle A Boca Raton, Florida 33434 |
| Preston at Century Village Condominium Association, Inc. | 3 Preston A Boca Raton, Florida 33434 |
| Rexford at Century Village Condominium Association, Inc. | 4057 Rexford C Boca Raton, Florida 33434 |
| Suffolk at Century Village Condominium Association, Inc. | 106 Suffolk C Boca Raton, Florida 33434 |
| Wolverton at Century Village Condominium Association, Inc. | 5000 Wolverton C Boca Raton, Florida 33434 |
| Yarmouth at Century Village Condominium Association, Inc. | 5000 Yarmouth C Boca Raton, Florida 33434 |

ARTICLE VI

Council of Delegates

The affairs of the Corporation shall be managed by the COUNCIL OF DELEGATES. A quorum of the COUNCIL OF DELEGATES shall consist of a majority of the total DELEGATES. Acts approved by a majority of the DELEGATES, present and voting at a meeting at which a quorum is present, shall constitute the acts of the COUNCIL OF DELEGATES, except when a higher percentage is required in these ARTICLES, or the BYLAWS.

ARTICLE VII

Officers

The affairs of the Corporation shall be administered by the President of the Corporation, assisted by a First Vice President, Second Vice President, Budget Director, Recording Secretary, Financial Secretary, Treasurer, and Sergeant-At-Arms, elected in accordance with the provisions of the BYLAWS. The COUNCIL OF DELEGATES shall elect bi-annually the President, First Vice-President, Second Vice-President, Recording Secretary, Financial Secretary, Budget Director, Treasurer, and Sergeant-At-Arms. Such Officers may be removed by the COUNCIL OF DELEGATES, and other persons may be elected by the COUNCIL OF DELEGATES in the manner provided by the BYLAWS. The same person may not hold two (2) or more offices.

ARTICLE VIII

Bylaws

The COUNCIL OF DELEGATES shall adopt BYLAWS for the management, administration, and regulation of the Corporation, not inconsistent with these ARTICLES or the laws of the State of Florida. The BYLAWS may thereafter be altered, amended or rescinded as provided in the BYLAWS.

ARTICLE IX

Amendments

The ARTICLES may be amended by the COUNCIL OF DELEGATES, at any regular or special meeting called therefore in the following manner:

1. An amendment to the ARTICLES may be proposed by a) the President; b) a petition in writing to the Recording Secretary signed by a majority of the EXECUTIVE BOARD; or c) by a petition signed by 5% of the UNIT OWNERS. All proposals for amendments shall be referred to the Bylaws and Articles of Incorporation Committee, as defined in Article IX, Section 1 of the BYLAWS, prior to being considered by the COUNCIL OF DELEGATES.
2. Proposed amendments shall be considered at two (2) consecutive meetings of

the COUNCIL OF DELEGATES on not less than fourteen (14) days written notice, mailed, delivered, or published, which notice shall set forth in full the proposed amendments. A two-thirds (66.67%) percent vote of the DELEGATES present at the second meeting, shall be necessary to adopt any amendments to these ARTICLES.

3. A copy of each amendment shall be filed with and certified by the Secretary of State of Florida.

ARTICLE X

Powers

The Corporation shall have all such powers as are authorized or permitted under law, in addition to any of the powers set forth in these ARTICLES, and for the purposes of illustration, including but not limited to, the following:

1. This Corporation shall have all of the common law and statutory powers of a corporation not-for-profit.

2. This Corporation shall have all of the powers reasonably necessary to implement the purposes of this Corporation such as:

(a) To levy and collect dues from its MEMBER CONDOMINIUM ASSOCIATIONS to pay for the Corporation's expenses, the maintenance, operation and management of the property and to use and expend the proceeds of these dues in the exercise of the powers and duties of this Corporation;

(b) To maintain, repair, replace and operate the property in accordance with the CONDOMINIUM DOCUMENTS and the ACT;

(c) To operate, maintain and publish a newspaper or other periodical or publication designed for circulation among UNIT OWNERS.

(d) To establish in the BYLAWS any procedures or guidelines necessary for the implementation of the purposes and powers of this Corporation; and

(e) To exercise any and all other lawful powers, including without limitation, those enumerated in the provisions of Chapter 617, Fla. Stat. (2003).

ARTICLE XI

No Stock

The Corporation is not organized for pecuniary profit nor shall it have any power to issue certificates of stock, or to declare dividends and no part of the income of the Corporation shall inure to the individual benefit of its Members, DELEGATES, or Officers. All DELEGATES and Officers shall serve without compensation.

ARTICLE XII

Indemnification

Every DELEGATE, Officer, and Committee Member of this Corporation (and the DELEGATES and/or Officers, including, but not limited to, the EXECUTIVE BOARD, as a group) shall be indemnified by this Corporation against all expenses and liabilities, including attorneys' fees (at all trial and appellate levels) reasonably incurred or imposed upon him or them in connection with any proceeding or litigation or settlement in which he may become involved by reason of his being or having been a DELEGATE, Officer, or Committee Member of this Corporation. The foregoing provisions for indemnification shall apply whether or not he is a DELEGATE, Officer, or Committee Member at the time such expenses are incurred. Notwithstanding the above, the indemnification provisions of these ARTICLES shall not apply where a DELEGATE, Officer, or Committee Member admits or is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties. Otherwise, the foregoing rights to indemnification shall be in addition to and not exclusive of any and all right of indemnification to which a DELEGATE, Officer, or Committee Member may be entitled whether by statute or common law. No officer, employee, Delegate, Executive Board member, committee member or other person doing COBRUA business in an official capacity shall be personally liable for any action taken, or failure to take any action, in his/her official capacity, if he/she performed his/her duties in compliance with these Bylaws, the Articles and all applicable Florida law.

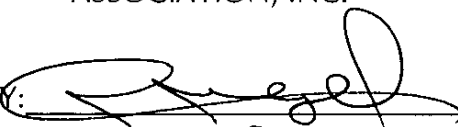
ARTICLE XIII

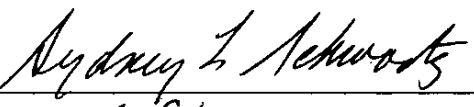
Registered Office and Agent

The street address of the registered, office of the Corporation is, at present, Century of Boca Raton Umbrella Association, 9070 Kimberly Blvd., Suite 55, Boca Raton, Florida 33434 and the name of the registered agent of this Corporation at that address is Henri Borstel.

IN WITNESS WHEREOF, the President and Recording Secretary of the Corporation have set their hands and seals at Boca Raton, Palm Beach County, Florida this 18th day of December, ²⁰⁰⁷~~2004~~.

CENTURY OF BOCA RATON UMBRELLA
ASSOCIATION, INC.

BY: 
Stanley Siegel, President

ATTEST: 
Sydney L. Schwartz, Recording Secretary

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
FOR
CENTURY OF BOCA RATON UMBRELLA
ASSOCIATION, INC.**

Pursuant to the provision of Chapter 617 of the Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST: The Amendments adopted are attached as Exhibit "A".

SECOND: On November 13, 2007, the above Amendment was adopted by the members
____("Delegates") and the number of votes cast for the amendment was sufficient for approval. _____

DATED: December 18, 2007.

CENTURY OF BOCA RATON UMBRELLA
ASSOCIATION, INC.

By: _____

Stanley Siegel, President

By: _____

Sydney L. Schwartz
Sydney L. Schwartz Recording Secretary

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
CENTURY OF BOCA RATON UMBRELLA ASSOCIATION, INC.

We, as representatives of CENTURY OF BOCA RATON UMBRELLA ASSOCIATION, INC. ("COBRUA") and as representatives of the several MEMBER CONDOMINIUM ASSOCIATIONS, as same are defined in Paragraph "O" below, and which MEMBER CONDOMINIUM ASSOCIATIONS are set forth in Article V below; do hereby associate our Condominium Associations for the purpose of organizing a not-for-profit corporation under the laws of the State of Florida and for all purposes described herein and do certify and state as follows:

- ~~A. "ACT" means the Condominium Act, Chapter 718, Fla. Stat. (2003).~~
- B. "ARTICLES" means this document, as same may be amended from time to time.
- C. "BYLAWS" means the Amended and Restated Bylaws of this Corporation, as same may be amended from time to time.
- D. "CENTURY VILLAGE WEST" means the planned residential condominium Community developed on those lands described in Exhibit A of that instrument recorded in Official Records Book 2906, Page 1776, public records of Palm Beach County, Florida, and any other lands owned or acquired, whether or not contiguous, by CENTURY VILLAGE WEST, INC. and designated and actually developed at Century Village, Boca Raton, Florida.
- E. "CENTURY VILLAGE WEST CONDOMINIUMS" means certain lands and improvements at CENTURY VILLAGE WEST which were submitted to condominium ownership.
- F. "COMMON ELEMENTS" means the land and all improvements thereon, not included in the UNITS, and all easements and rights appurtenant thereto submitted to condominium ownership as CENTURY VILLAGE WEST CONDOMINIUMS.
- G. "CONDOMINIUM ASSOCIATION" means a corporation not-for-profit as same is defined in the Condominium Act, Chapter 718, Fla. Stat. (2003).

H. "CONDOMINIUM DOCUMENTS" means the aggregate of the Declarations of Condominium as amended, Long-Term Leases as amended, and Master Management Agreements and all other Exhibits annexed to the several Declarations of Condominium, relating to and for CENTURY VILLAGE WEST CONDOMINIUMS.

I. CORPORATION means COBRUA.

J. "COUNCIL OF DELEGATES" or "DELEGATES" means all persons designated by the MEMBER CONDOMINIUM ASSOCIATIONS to be Association Representatives to COBRUA.

K. "DECLARATIONS" means the documents by which the CENTURY VILLAGE WEST CONDOMINIUMS were submitted to condominium ownership in accordance with the ACT.

~~L. "DELEGATE" means any person designated by a MEMBER CONDOMINIUM ASSOCIATION to be an Association Representative to COBRUA.~~

M. "EXECUTIVE BOARD" shall consist of the following membership: a) all current elected officers of COBRUA; b) all past Presidents of COBRUA; and c) all current MEMBER CONDOMINIUM ASSOCIATION presidents. The Executive Board shall recommend to the Council of Delegates actions, proposals, legislation, and amendments to the Bylaws and Articles of Incorporation to be voted upon by the Council of Delegates. A representative of all committees, including Management and Operations Committee, must report to the Executive Board within thirty (30) days after their meeting and prior to their reporting to the Council of Delegates, as more fully described in Article IX, Section 9 of the BYLAWS.

N. MANAGEMENT AND OPERATIONS COMMITTEE ("M&O COMMITTEE") shall exercise the power and authority and carry out the duties and responsibilities as set forth in Section 4 of that certain Settlement Agreement dated September 16, 1994, by and between COBRUA, BRF, Inc., and Cen-West Communities, Inc., and consented to by H. Irwin Levy and the several Condominium Associations within Century Village, Boca Raton, Florida.

- O. "MEMBER CONDOMINIUM ASSOCIATION" means a Condominium Association located in CENTURY VILLAGE WEST that subscribes to these ARTICLES.
- P. "NON-VOTING MEMBER" means UNIT OWNERS who are record owners in the CENTURY VILLAGE WEST CONDOMINIUMS as set forth in these ARTICLES and the BYLAWS.
- Q. "PROPERTY" means any and all real and personal property in CENTURY VILLAGE WEST, or elsewhere, acquired or belonging to COBRUA.
- R. "REPRESENTATIVE" means any person who has resided in a UNIT at CENTURY VILLAGE WEST for at least nine (9) months in the preceding calendar year, designated by the UNIT OWNER of the UNIT where such person resides, in writing and filed with the Recording Secretary of the Corporation, who shall exercise the rights of the UNIT OWNER as set forth in these ARTICLES or the BYLAWS, and includes a duly designated corporate officer for a UNIT owned by a corporation, as well as the trustee of a UNIT owned by a trust.
- S. "UNIT" means a "Unit," as defined in the ACT, in a CENTURY VILLAGE WEST CONDOMINIUM.
- T. "UNIT OWNER" means a "Unit Owner" as defined in the ACT and is the record owner(s) of a UNIT in a CENTURY VILLAGE WEST CONDOMINIUM.

ARTICLE I

Name

The name of this Corporation shall be: CENTURY OF BOCA RATON UMBRELLA ASSOCIATION, INC. ("COBRUA").

ARTICLE II

Purpose

The general nature and objects of this Corporation, subject to the limitations, if any, of §718.103(2), Fla. Stat. (2003), are as follows:

1. To organize and exercise the power of a united, viable umbrella federation

consisting of all MEMBER CONDOMINIUM ASSOCIATIONS as same are defined herein, for the purpose of carrying out the common goals, objectives, powers and purpose of the respective MEMBER CONDOMINIUM ASSOCIATIONS and this Corporation, which MEMBER CONDOMINIUM ASSOCIATIONS shall include but not necessarily be limited to the following:

Ainslie at Century Village Condominium Association, Inc., Brighton at Century Village Condominium Association, Inc., Cornwall at Century Village Condominium Association, Inc., Dorset at Century Village Condominium Association, Inc., Exeter at Century Village Condominium Association, Inc., Fanshaw at Century Village Condominium Association, Inc., Guildford at Century Village Condominium, Inc., Hythe at Century Village Condominium Association, Inc., Lincoln at Century Village Condominium, Inc., Mansfield at Century Village Condominium Association, Inc., Newcastle at Century Village Condominium Association, Inc., ~~Preston at Century Village Condominium Association, Inc.,~~ ~~Rexford at Century Village Condominium Association, Inc.,~~ Suffolk at Century Village Condominium Association, Inc., Wolverton at Century Village Condominium Association, Inc., and Yarmouth at Century Village Condominium Association, Inc., all not for profit Florida corporations.

2. To provide a unified effort by the MEMBER CONDOMINIUM ASSOCIATIONS at CENTURY VILLAGE WEST for the fulfillment of collective associations' rights under the several DECLARATIONS, CONDOMINIUM DOCUMENTS and under law, and the protection of these rights as they relate to the COMMON ELEMENTS, community services and obligations, and other common matters.

3. To protect the aforementioned rights as well as any additional rights granted by the United States and Florida Constitutions, and all Federal, State, and local legislation and ordinances.

4. To negotiate, deal and consult with the management company, master management company, lessor under the Long-Term Leases, and all other entities and parties directly or indirectly managed by the management company, master management company and the 16 MEMBER CONDOMINIUM ASSOCIATIONS for the purpose of promoting the interests and improving the living conditions of the UNITS at CENTURY VILLAGE WEST.

5. To inform, educate and otherwise advise the MEMBER CONDOMINIUM

ASSOCIATIONS as to their rights, responsibilities, benefits and obligations as MEMBER CONDOMINIUM ASSOCIATIONS.

6. To do all things necessary for the purpose of maintaining in good condition all the Common facilities, the PROPERTY and community services, if any of these are or become the responsibility of the Corporation.

7. To oversee the performance of and to endeavor to enforce all contractual and other obligations of the management company, master management company and lessor, pursuant to the several DECLARATIONS and CONDOMINIUM DOCUMENTS and all other instruments and representatives.

8. To enter into any and all contracts to carry out the purposes of this Corporation.

9. To use and expend monies collected by this Corporation to effectuate its purposes and powers.

~~10. To retain and hire professionals, including but not limited to, accountants, engineers, and attorneys, as the need may arise and as the interests of this Corporation warrants.~~

11. To adopt a budget, which shall include all costs necessary for carrying out the purposes of the Corporation.

12. To operate, manage and otherwise publish a community newspaper.

13. To set forth in the BYLAWS for this Corporation the procedures or guidelines determined necessary for carrying out the purposes herein and to generally perform any and all things appropriate and necessary for the welfare, benefit, and collective interests of the MEMBER CONDOMINIUM ASSOCIATIONS.

14. For all such other purposes as are permissible under Florida law.

ARTICLE III

Corporate Existence

The Corporation shall have perpetual existence.

ARTICLE IV

Membership

The Corporation shall have two classes of membership, designated as follows:

1. VOTING MEMBERS: Each MEMBER CONDOMINIUM ASSOCIATION which subscribes to these ARTICLES and pays dues shall be the VOTING MEMBERS of COBRUA and shall elect or appoint one DELEGATE to this Corporation for each seventy-five (75) UNITS contained within each respective MEMBER CONDOMINIUM ASSOCIATION plus one additional DELEGATE for the remainder of 38 or more UNITS. Each DELEGATE shall be entitled to one (1) vote on the COUNCIL OF DELEGATES.

2. NON-VOTING MEMBERS: All UNIT OWNERS who are record owners in CONDOMINIUM ASSOCIATIONS subscribing to these ARTICLES shall be classified as NON-VOTING MEMBERS of the Corporation. Upon the recordation of a deed establishing a change of record title to any condominium parcel, the new owner, designated by said deed shall become a NON-VOTING MEMBER of the Corporation and the membership of the prior owner shall terminate.

ARTICLE-V

Member Condominium Associations

The names and addresses of the MEMBER CONDOMINIUM ASSOCIATIONS are set forth below:

| <u>Name</u> | <u>Address</u> |
|---|--|
| Ainslie at Century Village Condominium Association, Inc. | 3039 Ainslie C Boca Raton, Florida 33434 |
| Brighton at Century Village Condominium Association, Inc. | 200 Brighton E Boca Raton, Florida 33434 |
| Cornwall at Century Village Condominium Association, Inc. | 3050 Cornwall C Boca Raton, Florida 33434 |
| Dorset at Century Village Condominium Association, Inc. | 374 Dorset I Boca Raton, Florida 33434 |
| Exeter at Century Village Condominium Association, Inc. | 5000 Exeter C Boca Raton, Florida 33434 |
| Fanshaw at Century Village Condominium Association, Inc. | 434 Fanshaw K Boca Raton, Florida 33434 |

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| Guildford at Century Village Condominium Association, Inc. | 5000 Guildford E Boca Raton, Florida 33434 |
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| Hythe at Century Village Condominium Association, Inc. | 4016 Hythe A Boca Raton, Florida 33434 |
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| Lincoln at Century Village Condominium Association, Inc. | Box 5000 Lincoln Boca Raton, Florida 33434 |
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| Mansfield at Century Village Condominium Association, Inc. | 122 Mansfield C Boca Raton, Florida 33434 |
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| Newcastle at Century Village Condominium Association, Inc. | 5000 Newcastle A Boca Raton, Florida 33434 |
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| Preston at Century Village Condominium Association, Inc. | 3 Preston A Boca Raton, Florida 33434 |
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| Rexford at Century Village Condominium Association, Inc. | 4057 Rexford C Boca Raton, Florida 33434 |
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| Suffolk at Century Village Condominium Association, Inc. | 106 Suffolk C Boca Raton, Florida 33434 |
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| Wolverton at Century Village Condominium Association, Inc. | 5000 Wolverton C Boca Raton, Florida 33434 |
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| Yarmouth at Century Village Condominium Association, Inc. | 5000 Yarmouth C Boca Raton, Florida 33434 |
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ARTICLE VI

Council of Delegates

The affairs of the Corporation shall be managed by the COUNCIL OF DELEGATES. A quorum of the COUNCIL OF DELEGATES shall consist of a majority of the total DELEGATES. Acts approved by a majority of the DELEGATES, present and voting at a meeting at which a quorum is present, shall constitute the acts of the COUNCIL OF DELEGATES, except when a higher percentage is required in these ARTICLES, or the BYLAWS.

ARTICLE VII

Officers

The affairs of the Corporation shall be administered by the President of the Corporation, assisted by a First Vice President, Second Vice President, Budget Director, Recording Secretary, Financial Secretary, Treasurer, and Sergeant-At-Arms, elected in accordance with the provisions of the BYLAWS. The COUNCIL OF DELEGATES shall elect bi-annually the President, First Vice-President, Second Vice-President, Recording Secretary, Financial Secretary, Budget Director, Treasurer, and Sergeant-At-Arms. Such Officers may be removed by the COUNCIL OF DELEGATES, and other persons may be elected by the COUNCIL OF DELEGATES in the manner provided by the BYLAWS. The same person may not hold two (2) or more offices.

ARTICLE VIII

Bylaws

The COUNCIL OF DELEGATES shall adopt BYLAWS for the management, administration, and regulation of the Corporation, not inconsistent with these ARTICLES or the laws of the State of Florida. The BYLAWS may thereafter be altered, amended or rescinded as provided in the BYLAWS.

ARTICLE IX

Amendments

The ARTICLES may be amended by the COUNCIL OF DELEGATES, at any regular or special meeting called therefore in the following manner:

1. An amendment to the ARTICLES may be proposed by a) the President; b) a petition in writing to the Recording Secretary signed by a majority of the EXECUTIVE BOARD; or c) by a petition signed by 5% of the UNIT OWNERS. All proposals for amendments shall be referred to the Bylaws and Articles of Incorporation Committee, as defined in Article IX, Section 1 of the BYLAWS, prior to being considered by the COUNCIL OF DELEGATES.

2. Proposed amendments shall be considered at two (2) consecutive meetings of

the COUNCIL OF DELEGATES on not less than fourteen (14) days written notice, mailed, delivered, or published; which notice shall set forth in full the proposed amendments. A two-thirds (66.67%) percent vote of the DELEGATES present at the second meeting, shall be necessary to adopt any amendments to these ARTICLES.

3. A copy of each amendment shall be filed with and certified by the Secretary of State of Florida.

ARTICLE X

Powers

The Corporation shall have all such powers as are authorized or permitted under law, in addition to any of the powers set forth in these ARTICLES, and for the purposes of illustration, including but not limited to, the following:

~~1. This Corporation shall have all of the common law and statutory powers of a corporation not-for-profit.~~

2. This Corporation shall have all of the powers reasonably necessary to implement the purposes of this Corporation such as:

(a) To levy and collect dues from its MEMBER CONDOMINIUM ASSOCIATIONS to pay for the Corporation's expenses, the maintenance, operation and management of the property and to use and expend the proceeds of these dues in the exercise of the powers and duties of this Corporation;

(b) To maintain, repair, replace and operate the property in accordance with the CONDOMINIUM DOCUMENTS and the ACT;

(c) To operate, maintain and publish a newspaper or other periodical or publication designed for circulation among UNIT OWNERS.

(d) To establish in the BYLAWS any procedures or guidelines necessary for the implementation of the purposes and powers of this Corporation; and

(e) To exercise any and all other lawful powers, including without limitation, those enumerated in the provisions of Chapter 617, Fla. Stat. (2003).

ARTICLE XI

No Stock

The Corporation is not organized for pecuniary profit nor shall it have any power to issue certificates of stock, or to declare dividends and no part of the income of the Corporation shall inure to the individual benefit of its Members, DELEGATES, or Officers. All DELEGATES and Officers shall serve without compensation.

ARTICLE XII

Indemnification

Every DELEGATE, Officer, and Committee Member of this Corporation (and the DELEGATES and/or Officers, including, but not limited to, the EXECUTIVE BOARD, as a group) shall be indemnified by this Corporation against all expenses and liabilities, including ~~attorneys' fees (at all trial and appellate levels) reasonably incurred or imposed upon him or~~ them in connection with any proceeding or litigation or settlement in which he may become involved by reason of his being or having been a DELEGATE, Officer, or Committee Member of this Corporation. The foregoing provisions for indemnification shall apply whether or not he is a DELEGATE, Officer, or Committee Member at the time such expenses are incurred. Notwithstanding the above, the indemnification provisions of these ARTICLES shall not apply where a DELEGATE, Officer, or Committee Member admits or is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties. Otherwise, the foregoing rights to indemnification shall be in addition to and not exclusive of any and all right of indemnification to which a DELEGATE, Officer, or Committee Member may be entitled whether by statute or common law. No officer, employee, Delegate, Executive Board member, committee member or other person doing COBRUA business in an official capacity shall be personally liable for any action taken, or failure to take any action, in his/her official capacity, if he/she performed his/her duties in compliance with these Bylaws, the Articles and all applicable Florida law.

ARTICLE XIII

Registered Office and Agent

The street address of the registered, office of the Corporation is, at present, Century of Boca Raton Umbrella Association, 9070 Kimberly Blvd., Suite 55, Boca Raton, Florida 33434 and the name of the registered agent of this Corporation at that address is Henri Borstel.

IN WITNESS WHEREOF, the President and Recording Secretary of the Corporation have set their hands and seals at Boca Raton, Palm Beach County, Florida this 18th day of December, ²⁰⁰⁷~~2004~~.

CENTURY OF BOCA RATON UMBRELLA
ASSOCIATION, INC.

BY: 

Stanley Siegel, President

ATTEST: 

Sydney L. Schwartz, Recording Secretary