

KATZ, BARRON, SQUITERO & FAUST, P.A.

ATTORNEYS AT LAW

FIRST FT. LAUDERDALE PLACE
100 N.E. 3RD AVENUE, SUITE 280
FT. LAUDERDALE, FLORIDA 33301

TELEPHONE: (954) 522-3636 • (954) 781-4720

TELECOPIER: (954) 522-5119

www.kbsfb.com

RONALD M. BARRON
(1945 - 1994)

OF COUNSEL

ROGER S. GOLDMAN
RICHARD MORTON
WILLIAM A. ZEIHNER, P.A.

BERNARD ALLEN
RICHARD E. BERMAN
W. TODD BOYD
CHARLES D. BRECKER
DAVID S. DROBNER
ERICA L. ENGLISH
ALEX ESPENKOTTER
MARC L. FAUST
HOWARD L. FRIEDBERG
ROBERT C. GRADY
RICHARD B. IVANS
DANIEL A. KASKEL
MICHAEL D. KATZ
MICHAEL I. KEAN
ADAM J. LAMB
JILL D. LEVY
JANICE MALCOLM-BEEKER
MICHELE L. McNICHOL
ANTHONY H. PELLE
MONICA REY-MORAN
JOSE R. RIGUERA
CHARLES D. ROBBINS
WILLIAM D. ROHRER
JOHN R. SQUITERO
WILLIAM R. TRUEBA, JR.

MI OFFICE:
2699 SOUTH BAYSHORE DRIVE
NINTH FLOOR
TALLAHASSEE, FLORIDA 32313-5408
TELEPHONE: (905) 856-2444
TELECOPIER: (305) 285-9227

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February 3, 2000

Via Federal Express

Secretary of State
409 East Gaines Street
Tallahassee, FL 32399

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-02/04/00-01079-003
*****79.75 *****78.75

Attention: Corporate Filing Section

Re: Melrose Homes II at Monarch Lakes Homeowners Association, Inc., a Florida corporation not for profit

Dear Sir/Madam:

Enclosed please find Original and One (1) Copy of Articles of Incorporation for the above named corporation, together with check in the sum of \$79.75. Kindly proceed to file same with the Secretary of State's office.

After the foregoing has been completed, kindly return *one (1) certified copy* of the Articles of Incorporation to this office.

Thank you in advance for your prompt attention to this matter.

Very truly yours,



Marilyn Kalik
Secretary to Charles D. Brecker, Esq.

FILED
00 FEB -4 PM 1:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

/mk
encls.

T. Burch FEB 9 2000

**ARTICLES OF INCORPORATION
FOR
MELROSE HOMES II AT MONARCH LAKES
HOMEOWNERS ASSOCIATION, INC.,
a Florida corporation not for profit**

FILED
08 FEB -4 PM 1:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator by these Articles associates itself for the purpose of forming a corporation not for profit pursuant to the laws of the State of Florida, and hereby adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation shall be MELROSE HOMES II AT MONARCH LAKES HOMEOWNERS 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 Bylaws of the Association as the "Bylaws."

ARTICLE II

Purpose

The purpose for which the Association is organized is to provide an entity for the purpose of administering a portion of a residential real estate project known as "Monarch Lakes" (the "Development").

ARTICLE III

Definitions

The terms used in these Articles shall have the same definitions and meaning as those set forth in the Declaration of Covenants, Conditions and Restrictions for Melrose Cove at Monarch Lakes (the "Declaration") to be recorded in the Public Records of Broward County, Florida, and/or the Bylaws, unless herein provided to the contrary, or unless the context otherwise requires.

ARTICLE IV

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 laws of Florida that are not in conflict with the provisions of these Articles, the Declaration, or the Bylaws.

4.2 Enumeration. The Association shall have all of the powers reasonably necessary to operate the Project pursuant to the Declaration and as more particularly described in the Bylaws and these Articles, as they 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" of the Association (as defined in Article V hereof) as owners (the "Owners") of Lots, and to use the proceeds thereof in the exercise of its powers and duties.
- (b) To buy, own, operate, lease, sell, trade and mortgage both real and personal property.
- (c) To maintain, repair, replace, reconstruct, add to and operate the Project and other property acquired or leased by the Association.
- (d) To purchase insurance upon the "Common Properties" (as defined in the Declaration) and insurance for the protection of the Association, its officers, Board of Directors and Owners.
- (e) To make and amend reasonable rules and regulations for the maintenance, conservation and use of the Project and for the health, comfort, safety and welfare of the Owners.
- (f) To approve or disapprove the leasing, transfer, ownership and possession of Lots as may be provided by the Declaration.
- (g) To enforce, by legal means, the provisions of the Declaration, these Articles, the Bylaws, and the rules and regulations for the use of the Project, subject, however, to the limitation regarding assessing Lots owned by "Declarant" (as defined in the Declaration) for fees and expenses relating in any way to claims or potential claims against Declarant as set forth in the Declaration and/or Bylaws.
- (h) To contract for the management and maintenance of the Project and to authorize a management agent (who may be an affiliate of the Declarant) 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 Properties with funds as shall be made available by the Association for such purposes. The Association, including its board and all officers, shall, however, retain at all times the powers, and

duties granted by the Declaration, 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 the proper operation of the Project.

4.3 Association Property. All funds and the titles to all properties acquired by the Association and their proceeds shall be held for the benefit and use of the Members in accordance with the provisions of the Declaration, these Articles and the Bylaws.

4.4 Distribution of Income: Dissolution. The Association shall make no distribution of income to its Members, Directors or Officers, and upon dissolution, all assets of the Association shall be transferred only to another non-profit corporation or a public agency, except in the event of a termination of the Declaration.

4.5 Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions hereof and of the Declaration and the Bylaws.

ARTICLE V

Members

5.1 Membership. The members of the Association ("Members") shall consist of the Declarant and all of the Owners of Lots in the Project from time to time, as further described in the Declaration.

5.2 Assignment. Each Member's share in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the Lot 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 (1) vote for each Lot, which vote shall be exercised or cast in the manner provided by the Declaration and Bylaws; provided, however, the Declarant shall also have additional votes in accordance with its Class B Membership, as provided in the Declaration. Any person or entity owning more than one (1) Lot shall be entitled to one vote for each Lot owned.

5.4 Meetings. The Bylaws shall provide for an annual meeting of Members, and may make provision for regular and special meetings of Members other than the annual meetings.

ARTICLES VI

Term of Existence

The Association shall have perpetual existence.

ARTICLE VII

Incorporator

The name and address of the Incorporator of these Articles is as follows:

Jose E. Fano
2189 W. 60th Street, Suite 205
Hialeah, FL 33016

ARTICLE VIII

Officers

Subject to the direction of the Board (described in Article IX below), the affairs of the Association shall be administered by the Officers holding the offices designated in the Bylaws. The Officers shall be elected by the Board at its first meeting following the annual meeting of the Members of the Association and shall serve at the pleasure of the Board. The Bylaws may provide for the removal from office of officers, for filling vacancies and for the duties of the Officers. The names of the Officers who shall serve until their successors are designated by the Board are as follows:

President	Jose E. Fano
Vice President/Secretary/Treasurer	Mario Ferro, Jr.

ARTICLES IX

Board of Directors

9.1 **Number and Qualification.** The property, business and affairs of the Association shall be managed by a board (the "Board" or "Board of Directors") consisting of the number of Board Members determined in the manner provided by the Bylaws, but which shall consist of not less than three (3), nor more than nine (9) Board Members. Members of the Board of Directors need not be Members of the Association or Owners of Lots in the Project.

9.2 **Duties and Powers.** All of the duties and powers of the Association existing under the Declaration, these Articles, and the Bylaws shall be exercised exclusively by the Board, its agents, contractors or employees, subject only to approval by Owners of Lots when such approval is specifically required and except as provided in the Declaration.

9.3 **Election; Removal.** Board Members of the Association shall be elected at the annual meeting of the Members in the manner determined by and subject to the qualifications set forth in the Bylaws. Members of the Board may be removed and vacancies on the Board shall be filled in the manner provided in the Bylaws.

9.4 First Directors. The names of the Members of the first Board who shall hold office until their successors are elected and have qualified as provided in the Bylaws, are as follows:

<u>Name</u>	<u>Address</u>
Jose E. Faño	2189 West 60 th Street, Suite 205 Hialeah, FL 33016
Mario Ferro, Jr.	9921 W. Okeechobee Road Hialeah, FL 33016
Ana Maria Gonzalez	2189 West 60 th Street, Suite 205 Hialeah, FL 33016

ARTICLE X

Indemnification

10.1 Indemnity. The Association shall indemnify any Board Member, Officer, or their agents, 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 such party is or was a director, employee, officers, 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 such party 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 such party did not act in good faith or in a manner such party reasonably believed to be in, or not opposed to, the best interest of the Association, and with respect to any criminal action or proceeding, that such party had reasonable cause to believe that his or her conduct was unlawful, and (b) such court also 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 and in a manner which such person 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 such person's conduct was unlawful.

10.2 Expenses. To the extent that a Member of the Board, 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 or she shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him or her 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, suite or proceeding upon receipt of an undertaking by or on behalf of the affected Member of the Board, officer, employee or agent to repay such amount unless it shall be ultimately determined that he or she is entitled to be indemnified by the Association as authorized in this Article X.

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 bylaw, agreement, vote of members or otherwise, and shall continue as to a person who has ceased to be a Board Member, officer, employee or agent and shall inure to the benefit of the heirs and personal representatives 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 Board Member, officer, employee or agent of the Association, or is or was serving at the request of the Association, as a Board Member, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such party and insured by such party in any such capacity, or arising out of said person's status as such, whether or not the Association would have the power to indemnify said person against such liability under the provisions of this Article.

10.6 Amendment. Anything to the contrary herein notwithstanding the provisions of this Article X may not be amended without the approval in writing of all persons whose interest would be adversely affected by such amendment.

ARTICLE XI

Bylaws

The first Bylaws of the Association shall be adopted by the Board and may be altered, amended or rescinded in the manner provided in the Bylaws and the Declaration.

ARTICLE XII

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 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 or by not less than one-third (1/3) of the Members of the Association. Members of the Board and Members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, provided that the approval is delivered to the Secretary at or prior to the meeting. The approvals must be:

(a) at any time, by not less than a majority of the votes of all of the Members of the Association represented at a meeting at which a quorum thereof has been attained and by not less than 66-2/3% of the entire Board; or

(b) after control of the Association is turned over to Owners of Lots other than the Declarant, by not less than sixty-seven percent (67%) of the votes of all of the Members of the Association represented at a meeting at which a quorum has been attained; or

(c) after control of the Association is turned over to Owners of Lots other than the Declarant, but not less than seventy-five percent (75%) of the entire Board; or

(d) before control of the Association is turned over to the Owners of Lots other than the Declarant, by not less than 66-2/3% of the entire Board.

12.3 Limitation. No amendment shall make changes in the qualifications for membership nor in the voting rights or property rights of Members, nor any changes in Section 4.3, 4.4 or 4.5 of Articles IV, entitled "Powers," without the approval in writing of all Members and the joinder of all mortgagees. No amendment shall be made that is in conflict with the Declaration or the Bylaws, 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 Declarant, unless Declarant shall join in the execution of the amendment. No amendment to this Section 12.3 shall be effective.

12.4 Declarant. Declarant has the absolute right, without the joinder of the Association or any other party to amend these Articles (consistent with the provisions of the Declaration allowing certain amendments to be effective by the Declarant alone), without any consent of Members.

12.5 Recording. A Copy of each amendment shall be filed with the Department of State pursuant to the provisions of applicable Florida law.

ARTICLE XIII

Principal Address of Association

The principal office of this Corporation shall be at 2189 S.W. 60th Street, Suite 205, Hialeah, Florida 33016, or such other place as may subsequently be designated by the Board.

ARTICLE XIV

Conveyance

The Association shall accept any and all deeds of conveyance delivered to it by the Declarant.

ARTICLE XV

Registered Agent

The initial Registered Agent of the Association shall be Jose E. Fano, 2189 West 60th Street, Suite 205, Hialeah, FL 33016.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 1st day of FEB., 2000.

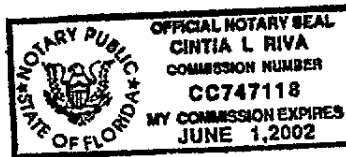
JOSE E. FANO
Incorporator

STATE OF FLORIDA)
): SS:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this day 1st of FEB., 2000, by JOSE E. FANO, to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

[Handwritten Signature]

SIGNATURE OF NOTARY PUBLIC - STATE OF FLORIDA
PRINT, TYPE OR STAMP COMMISSIONED NAME OF
NOTARY PUBLIC:⇒
COMMISSION NUMBER:
COMMISSION EXPIRES:




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

IN COMPLIANCE WITH SECTIONS 48.091 and 617.0501, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST--THAT DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE
STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF HIALEAH,
COUNTY OF MIAMI-DADE, STATE OF FLORIDA, THE CORPORATION NAMED IN THE SAID
ARTICLES HAS NAMED JOSE E. FANO AS ITS STATUTORY REGISTERED AGENT.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY
AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES.



JOSE E. FANO

Dated: FEB. 1, 2000

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 FEB -4 PM 1:07

FILED