

NO00000002442

MICHAEL R. FLAM, P.A.

ATTORNEY AT LAW

2858 UNIVERSITY DRIVE
SUITE B, SECOND FLOOR
CORAL SPRINGS, FLORIDA 33065

TELEPHONE
(954) 753-9333
FACSIMILE
(954) 753-9633
E-MAIL
flamlaw@gate.net

March 22, 2000

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-04/07/00--01018--016
*****78.75 *****78.75

Re: MIZNER VILLAGE ACTION GROUP, INC.
Our File No. 119.1

Dear Madam/Sir:

Enclosed are the Articles of Incorporation for filing, with respect to the referenced entity, along with a check for \$78.75 representing the filing fee, registered agent designation and certified copy fees.

If there are any questions regarding this filing, please contact me.

Very truly yours,

Michael R. Flam

MICHAEL R. FLAM, P.A.

MRF/sjd
encl.

FILED
00 MAR -7 AM 9:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch APR 13 2000

ARTICLES OF INCORPORATION
of
MIZNER VILLAGE ACTION GROUP, INC.
(a Florida corporation not for profit)

FILED
00 MAR -7 AM 9:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME AND ADDRESS

The name of this corporation shall be **MIZNER VILLAGE ACTION GROUP, INC.** (hereinafter referred to as the "CORPORATION"). The mailing and principal office address of the CORPORATION shall be 5825 N.W. 122nd Drive, Coral Springs, Florida 33076. All books and records of the CORPORATION shall be kept at its principal office.

ARTICLE II
PURPOSES

The purposes for which this CORPORATION is organized are to represent the interests and protect the rights of its Members (hereinafter defined) and to promote the use and enjoyment of the Development (hereinafter defined) by its Members. The CORPORATION is not organized for profit and no part of the net earnings, if any, shall inure to the benefit of any Member or individual person, firm or corporation.

ARTICLE III
GENERAL POWERS

The general powers that the CORPORATION shall have are as follows:

A. To have all powers conferred upon a corporation not for profit by the laws of the State of Florida, except as may be prohibited herein.

B. To make, levy and collect assessments and charges (as described in the Corporation's governing documents) against and from its Members, to defray the expenses and the cost of effectuating the objects and purposes of the CORPORATION; to create reasonable reserves for such expenditures as deemed necessary; and to authorize its Board of Directors, in its discretion, to enter into agreements with banks in Florida or other organizations in Florida for the collection of such assessments.

C. To promulgate and enforce rules, regulations and agreements to effectuate the purposes for which the CORPORATION is organized.

D. To do all of the acts required to be performed by it in accordance with any instrument recorded in the Public Records of Broward County, Florida, or not placed of record.

E. To hold funds solely and exclusively for the benefit of its Members for the purposes set forth in these Articles of Incorporation.

F. To delegate power or powers where such is deemed in the interest of the CORPORATION.

ARTICLE IV **MEMBERS**

The "Members" of the CORPORATION shall consist of the record property owners of lots in the Mizner Village at Heron Bay development ("Development"), located in Coral Springs, Florida, who have consented in writing to become Members of the Corporation and have paid their membership fees, when due, provided that any such person or entity who holds such interest merely as security for the performance of an obligation shall not be a Member. Each and every Member shall be entitled to the benefits of membership and shall be bound to abide by the provisions of these Articles of Incorporation and the By-Laws of the CORPORATION, as amended from time to time.

ARTICLE V **VOTING AND ASSESSMENTS**

A. Each Member of the CORPORATION shall be entitled to one (1) vote for each lot in the Development ("Lot") in which they hold the interests required for membership by Article IV hereof. When more than one person holds such interest or interests in any Lot, all such persons shall be Members, and the vote for such Lot shall be exercised as they among themselves determine, but, in no event shall more than one vote be cast with respect to any such Lot.

B. The By-Laws of the CORPORATION shall provide for an annual meeting of Members and may make provisions for regular and special meetings of Members other than the annual meeting. The affirmative vote of at least a majority of the votes of the Members present, in person or by proxy, at any meeting of the Members duly called at which a quorum has been attained, shall be binding upon the Members. A quorum of the transaction of business at any meeting of Members shall exist if thirty percent (30%) of the total number of Members shall be present or represented at the meeting. Fractional voting is prohibited. There shall be no cumulative voting.

C. The CORPORATION will obtain funds with which to operate by assessment of its Members in accordance with the provisions of these Articles of Incorporation and the By-Laws of the CORPORATION relating thereto.

ARTICLE VI **BOARD OF DIRECTORS**

A. The affairs of the CORPORATION shall be managed and conducted by a Board of Directors ("hereinafter referred to as "Board" or "Board of Directors") consisting of not less than three (3) but may

consist of as many persons as the Board of Directors shall from time to time determine. The initial members of the Board of Directors shall serve until the first annual meeting of the Members.

B. Except for the first Board of Directors, Directors shall be elected by the Members of the CORPORATION at the annual meeting of the membership as provided in the By-Laws of the CORPORATION, and said By-Laws may provide for the method of voting in the election and for removal from office of Directors. Election shall be by plurality vote. Directors shall hold office until the next succeeding annual meeting of Members, and thereafter until qualified successors are duly elected and have taken office.

C. The names and addresses of the members of the first Board of Directors, who shall hold office until the first annual meeting of the CORPORATION, and until their successors are elected or appointed and have qualified, are as follows:

<u>Name</u>	<u>Address</u>
Vincent E. Cebert	5825 N.W. 122 nd Drive Coral Springs, Florida 33076
Les Lazarowitz	5928 N.W. 123 rd Avenue Coral Springs, Florida 33076
Scott Lindenberg	5863 N.W. 123 rd Avenue Coral Springs, Florida 33076

ARTICLE VII

OFFICERS

The officers of the CORPORATION shall be a President, a Secretary and a Treasurer, and such other officers as the Board may from time to time deem necessary. Any two (2) or more offices may be held by the same person except that the offices of President and Secretary may not be held by the same person.

ARTICLE VIII

CORPORATE EXISTENCE

The CORPORATION shall have perpetual existence.

ARTICLE IX

BY-LAWS

The Board of Directors may, from time to time, adopt, alter or rescind By-Laws not inconsistent with these Articles.

ARTICLE X
AMENDMENT TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the following manner:

A. The Board of Directors, by majority vote, shall adopt a resolution setting forth the proposed Amendment and direct that it be submitted to vote at a meeting of the Members.

B. Notice of the subject matter of the proposed Amendment shall be included in the notice of any meeting (special or annual) at which such proposed Amendment is to be considered by the Members. Such notice shall set out in full the proposed amended article, section, subsection or paragraph of a subsection.

C. Such proposed Amendment shall be submitted to and approved by the Members at such meeting. Any number of Amendments may be submitted to the Members and voted upon at one (1) meeting. The proposed Amendment shall be adopted upon receiving the affirmative vote of at least a majority of the votes of the Members present, in person or by proxy, at such meeting at which a quorum has been attained.

D. An Amendment to these Articles of Incorporation may be made by a written statement signed by all Members eligible to vote in lieu of the above procedure.

ARTICLE XI
INCORPORATOR

The name of the Incorporator of the CORPORATION is Michael R. Flam, P.A., whose mailing address is 2858 University Drive, Suite B, Second Floor, Coral Springs, Florida 33065.

ARTICLE XII
INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every Director and every Officer of the CORPORATION (and the Directors and Officers as a group) shall be indemnified by the CORPORATION against all expenses and liabilities, including counsel fees (at all trial and appellate levels) reasonably incurred by or imposed upon such person or persons in connection with any claim, proceeding, litigation or settlement in which they may become involved by reason of being or having been a Director or Officer of the CORPORATION. The foregoing provisions for indemnification shall apply whether or not such person is a Director or Officer at the time such expenses are incurred. Notwithstanding the above, in instances where a Director or Officer admits or is adjudged guilty by a court of competent jurisdiction of willful misfeasance or malfeasance in the performance of such person's duties, the indemnification provisions of these Articles shall not apply. Otherwise, the foregoing rights to indemnification shall be in addition to and not exclusive of any and all rights of indemnification to which a Director or Officer may be entitled, whether by statute or common law. No amendment to this Article which reduces or restricts the indemnity created herein may be adopted without the prior consent of each and every Officer and Director (whether current or former) affected by such amendment.

ARTICLE XIII
TRANSACTION IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

A. No contract or transaction between the CORPORATION and one or more of its Directors or Officers, or between the CORPORATION and any other corporation, partnership, association, or other organization in which one or more of its Directors or Officers are Directors or Officers or have a financial interest, shall be invalid, void 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 a 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 CORPORATION shall incur liability by reason of the fact that he is or may be interested in such contract or transaction.

B. Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

ARTICLE XIV
DISSOLUTION OF THE CORPORATION

A. Upon dissolution of the CORPORATION, all of its assets remaining after provision for creditors and payment of all costs and expenses of such dissolution shall be distributed among the Members, as tenants in common, each Member's share of the assets to be determined in accordance with his voting rights.

B. The CORPORATION may be dissolved upon a resolution to that effect being approved by three-fourths (3/4) of the members of the Board of Directors; three-fourths (3/4) of the Members of the CORPORATION; and the filing of Articles of Dissolution with the Department of State as provided for in Section 617.1403, Florida Statutes.

ARTICLE XV
GENDER

Wherever the male pronoun is used herein, it shall be understood to be the female pronoun if the context or sex of the party referred to so requires.

ARTICLE XVI
DESIGNATION OF REGISTERED AGENT

MICHAEL R. FLAM, P.A., is hereby designated as the CORPORATION's Registered Agent for service of process within the State of Florida, and its street address is 2858 University Drive, Suite B, Second Floor, Coral Springs, Florida 33065.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation
this 22 day of March, 2000.

MICHAEL R. FLAM, P.A.

By: Michael R. Flam, Pres.
Name: Michael R. Flam, President

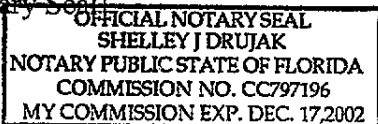
Address: 2858 University Drive
Suite B, Second Floor
Coral Springs, Florida 33065

STATE OF FLORIDA)
)ss:
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 22 day of March, 2000 by Michael R. Flam, the President of MICHAEL R. FLAM, P.A., a Florida corporation, for and on behalf of the corporation, who is personally known to me or who produced his Florida driver's license as a type of identification.

Shelley J. Drujak
Print Name: Shelley J. Drujak
Notary Public, State of Florida
My Commission Expires: _____
My Commission No.: _____

[Notary Seal]



CONSENT OF REGISTERED AGENT

MICHAEL R. FLAM, P.A., whose street address is 2858 University Drive, Suite B, Second Floor, Coral Springs, Florida 33065, hereby consents to its designation as Registered Agent in the foregoing Articles of Incorporation, and states that it is familiar with, and accepts, the obligations of that position as provided for in Section 617.0501, Florida Statutes.

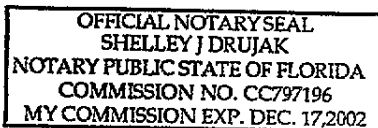
MICHAEL R. FLAM, P.A.

By: Michael R. Flam, Pres.
Name: Michael R. Flam, President

Address: 2858 University Drive
Suite B, Second Floor
Coral Springs, Florida 33065

STATE OF FLORIDA)
)ss:
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 22 day of March, 2000 by Michael R. Flam, the President of MICHAEL R. FLAM, P.A., a Florida corporation, for and on behalf of the corporation, who is personally known to me or who produced his Florida driver's license as a type of identification.



Shelley J. Drujak
Print Name: Shelley J. Drujak
Notary Public, State of Florida
My Commission Expires: _____
My Commission No.: _____

[Notary Seal]

This Instrument was Prepared by:
MICHAEL R. FLAM, P.A.
2858 University Drive
Suite B, Second Floor
Coral Springs, Florida 33065

MRF/119.1/ARTICLES OF INCORPORATION/032200/sjd