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FLORIDA NON-PROFIT CORPORATION

DAVIE MANOR COMMUNITY ASSOCIATION, INC.

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**ARTICLES OF INCORPORATION OF
DAVIE MANOR COMMUNITY ASSOCIATION, INC.
a Florida Not-For-Profit Corporation.**

In compliance with the requirements of Chapter 617 of the Florida Statutes, the undersigned, a natural person of legal age and a resident of the State of Florida, acting as an incorporator of the corporation does hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is DAVIE MANOR COMMUNITY ASSOCIATION, INC., hereinafter called the "Association". The principal office address shall be 9200 South Dadeland Boulevard, Suite 700, Miami, Florida 33156.

ARTICLE II

The Association is a non-profit corporation.

ARTICLE III

The period of duration is perpetual.

ARTICLE IV

This Association does not contemplate pecuniary gain or profit to the members thereof and the specific primary purposes for which the Association is formed are to provide for maintenance, preservation and architectural control of the Residence Lots and Common Areas within a certain subdivision to be located on the tract of real property described as follows:

THIS DOCUMENT PREPARED BY:
JERRY GREEN, ESQUIRE,
JERRY GREEN, P.A.
9200 South Dadeland Blvd, Suite 700,
Miami, FL 33156
(305) 670-8206
F.B.N. 162282

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Lots 4 through 9, inclusive, of PALM GARDEN
PARK UNIT 1, according to the Plat thereof as
recorded in Plat Book 7, Page 56 of the Public
Records of Broward County, Florida.

and to promote the health, safety and welfare of the residents within the above described subdivision and such additions thereto as may hereafter be brought within the jurisdiction of the Association for such purpose. In furtherance of such purposes, the Association shall have the power to: (a) perform all of the powers, duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions (THE "DECLARATION") applicable to the subdivision and to be recorded in the Public Records of Broward County, Florida as the same may be amended from time to time as therein provided, said DECLARATION being incorporated herein as if set forth at length; b) fix, levy, collect all charges and assessments pursuant to the terms of the Declaration and enforce payment thereof by any lawful means; and pay all expenses in connection therewith, and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed on the property of the Association; (c) acquire (by gift, purchase or otherwise), own, hold, improve, build on, operate, maintain, convey, sell, lease, transfer, dedicate to public use, or otherwise dispose of real and personal property in connection with the affairs of the Association; (d) borrow money and subject to the consent by vote or written instrument of two-thirds of each class of members, mortgage, pledge, convey by Deed of Trust, or hypothecate any and all of its real or personal property as security for money borrowed or debts incurred; (e) dedicate, sell or transfer all or any part of the Common Areas to any municipality, public agency, authority or utility, for such purposes and subject to such conditions as may be agreed upon by the members. No such dedication or transfer shall be effective unless an instrument has

been signed by two-thirds of each class of members agreeing to such dedication, sale or transfer; (f) participate in mergers and consolidations with other non-profit corporations organized for the same purposes, or annex additional residential property and Common Areas, provided that any merger, consolidation or annexation shall have the consent by vote or written instrument of two-thirds of each class of members; (g) have and exercise any and all powers, rights, and privileges that a corporation organized under Chapter 617 of the Florida Statutes by law may now or hereafter have or exercise.

ARTICLE V

The Association is organized and shall be operated exclusively for the aforementioned purposes. The activities of the Association shall be financed by assessments on members as provided in the Declaration, and no part of any net earnings shall inure to the benefit of any member.

ARTICLE VI

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants or record to assessments by the Association, including contract sellers, but excluding persons holding title merely as security for performance of an obligation, shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of a Lot which is subject to assessment by the Association.

ARTICLE VII

The Association shall have two classes of voting members as follows:

CLASS A. Class A members shall be all owners with the exception of the Declarant as such term is defined in the Declaration, and shall be entitled to one (1) vote for each Lot owned. When more than one person holds an interest in any Lot, the joint owners or the corporation, or other legal entity, as the case may be, shall designate one person who shall exercise the right to vote

permitted for each Lot so owned in the manner as provided in the By-laws of the Association.
Voting rights will be exercised in the manner provided for in the By-laws of the Association.

CLASS B. Class B members shall be the Declarant, as such term is defined in the Declaration, who shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership as provided for in the Declaration.

ARTICLE VIII

The number of directors constituting the Initial Board of Directors of the Association is three (3), and the name and address of the persons who are to serve as the initial members are:

NAME	ADDRESS
JOHANN KOEBERL	3316 N. E. 16 Street, Fort Lauderdale, FL 33304
JULIANNA KOEBERL	3316 N. E. 16 Street, Fort Lauderdale, FL 33304
ROBERT KRACKER	5256 S.W. 116 th , Avenue, Cooper City, FL 33330

Members of the Board of Directors subsequent to the Initial Board of Directors shall be elected and qualified as provided for in the By-laws of the corporation.

ARTICLE IX

The corporation shall indemnify its directors, employees, officers or agents in the following manner:

1. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he or she is or was a director, employee, officer or agent of the Association, against expenses (including attorney's fees and appellate attorney's fees), judgments, penalties, fines and amounts paid in settlement actually and

reasonably incurred by him in connection with such action, suit or proceeding, if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Association, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or misfeasance or malfeasance in the performance of his duty to the Association unless and only to the extent that the court in which such action or suit was brought shall determine upon application that despite the adjudication of liability, but in view of all of the circumstances of the case, such person is fairly and reasonable entitled to indemnification for such expenses which such court shall deem proper. The termination of any action, suit or proceeding by judgement, order, settlement, conviction or upon a pleas of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Association, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

2. To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 above or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorney's fees and appellate attorneys' fees) actually and reasonable incurred by him in connection therewith.

3. Any indemnification under Section 1 above (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper under the circumstances because he has met the applicable standard of conduct set forth in Section 1 above. Such determination shall

be made (a) by the Board of Directors by a majority vote of a quorum constituting the directors who were not parties to such action, suit or proceeding, or (b) if such quorum is not obtainable, or, even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or by a majority of the members of the Association.

4. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee or agent.

5. 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 director, officer, employee or agent and shall inure to the benefit of the heirs and personal representatives of such person.

6. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving, at the request of the Association, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

ARTICLE X

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an

appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE XI

The name and street address of the incorporator is JERRY GREEN, ESQUIRE, 9200 South Dadeland Boulevard, Suite 700, Miami, Florida 33156.

ARTICLE XII

DAVIE MANOR COMMUNITY ASSOCIATION, INC., a Florida Not-For-Profit Corporation desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 9200 South Dadeland Boulevard, Suite 700, Miami, Florida 33156 has named JERRY GREEN located at 9200 South Dadeland Boulevard, Suite 700, Miami, Dade County, Florida 33156, as its agent to accept Service of Process within the State of Florida.

ARTICLE XIII

Amendment of these Articles shall require the assent of seventy-five (75%) percent of the entire membership.

ARTICLE XIV

As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: annexation of additional properties, mergers and consolidations, mortgaging of the Common Area, dedication of the Common Area, dissolution or amendment of these Articles, except as further provided for in the Declaration.

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IN WITNESS WHEREOF, these Articles of Incorporation have been executed this 1
day of February, 2002.

JERRY GREEN, Incorporator

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

DAVIE MANOR COMMUNITY ASSOCIATION, INC., desiring to organize or qualify
under the laws of the State of Florida, with its principal place of business at 9200 South Dadeland
Boulevard, Suite 700, Miami, Florida 33156, has named JERRY GREEN, located at 9200 South
Dadeland Boulevard, Suite 700, Miami, Florida 33156, as its agent to accept Service of Process
within the State of Florida.

JERRY GREEN, Incorporator

Dated: February 1, 2002

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.

JERRY GREEN, Resident Agent

Dated: February 1, 2002

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