

N 02000001040
FILED

THE LAW FIRM OF

GILLESPIE & ALLISON, P.A.

- 02 FEB -7 PM 2: 08

SUITE 300
1515 SOUTH FEDERAL HIGHWAY
BOCA RATON, FLORIDA 33432

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

R. BOWEN GILLESPIE, III
DONALD M. ALLISON*
TODD C. DROSKY†

TELEPHONE (561) 368-5758
TELECOPIER (561) 395-0917

*Also Admitted in Arizona & California
†Also Admitted in Colorado & the
District of Columbia

February 4, 2002

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: Articles of Incorporation
Saraceno West Community Association, Inc.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-named proposed Florida corporation, Certificate Designating Place of Business or Domicile for the Service of Process, and a check in the amount of \$78.75, representing payment of the following:

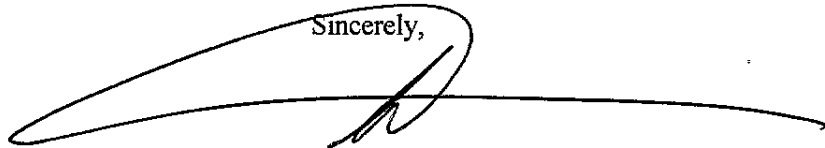
Filing Fees	\$ 35.00
Certified Copy Fee	\$ 8.75
Registered Agent Fee	\$ 35.00

000004890400--7
-02/07/02--01056--001
*****78.75 *****78.75

TOTAL: \$78.75

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned as soon as possible in the enclosed envelope. Thank you for your anticipated cooperation and prompt attention to this matter.

Sincerely,



Todd C. Drosky

TCD:/kjh
kell\articles\corespo\secsta52

**ARTICLES OF INCORPORATION
OF
SARACENO WEST COMMUNITY ASSOCIATION, INC.
(A Florida Corporation Not For Profit)**

FILED

02 FEB -7 PM 2: 08

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

**ARTICLE I.
NAME**

The name of this corporation shall be SARACENO WEST COMMUNITY ASSOCIATION, INC. (hereinafter referred to as the "Corporation").

**ARTICLE II.
DEFINITIONS**

A. All terms which are defined in the Declaration of Covenants, Restrictions and Easements for SARACENO WEST COMMUNITY ASSOCIATION shall be used herein with the same meanings as defined in said Declaration. The principal place of business is 2852 University Drive, Coral Springs, Florida 33065.

B. "Corporation" as used herein shall mean the corporation not for profit, the corporation formed by these Articles, its successors or assigns.

**ARTICLE III.
PURPOSES**

The purposes for which this Corporation is organized are to promote the recreation, health, safety, aesthetic enjoyment and social welfare of the owners and occupants of the committed property, and to operate and maintain, and own the Corporation common areas in accordance with and pursuant to the Declaration or any Supplement thereto, and to fulfill its obligations in accordance with and pursuant to the Declaration. The Corporation is not a Condominium Association under Chapter 718, Florida Statutes.

**ARTICLE IV.
GENERAL POWERS**

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

A. This Corporation shall have all of the common law and statutory powers of a Florida corporation not for profit, except as herein entitled.

B. This Corporation shall have all of the powers reasonably necessary to implement its purposes, including those set forth herein.

C. To do all of the acts required to be performed by it in accordance with the Declaration.

D. To hold funds solely and exclusively for the benefit of the members for purposes set forth in these Articles.

E. To promulgate and enforce rules, regulations, Bylaws, and agreements to effectuate the purposes for which the Corporation is organized and to make, establish and enforce rules and regulations governing the use of the Corporation common areas consistent with the Declaration.

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

G. To purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of, real or personal property, except to the extent restricted hereby; to enter into, make, perform or carry out contracts of every kind with any person, firm, corporation, association or other entity; to do any and all of the activities and pursue any and of the objects and purposes set forth in these Articles and not forbidden by the laws of the State of Florida.

H. To make, levy and collect assessments for the purpose of obtaining funds from its members to pay for the operational expenses of this Corporation (Operating Expenses) and costs of collection and to use and expend the proceeds of assessments in the exercise of its powers and duties hereunder.

I. To charge recipients for services rendered by the Corporation and users for use of Corporation property when such is deemed appropriate by the Board of Governors.

J. To pay taxes and other charges, if any, on or against property owned or leased by the Corporation.

K. To maintain, repair, replace and operate the Corporation common areas (including, but not limited to, any corporation common area to be maintained in a natural state, utilized for recreation purposes or utilized for drainage purposes) in accordance with those governmental regulations which are applicable, the Declaration, or any Supplements thereto.

L. To enforce by legal means the obligations of the members of this Corporation, the provisions of the Declaration and the provisions of any Supplement thereto.

M. To contract for professional management (the "Manager" which may be an individual, corporation, partnership, or other entity) and to delegate to such Manager certain powers and duties of this Corporation.

N. To contract for bulk cable, maintenance, security, administration and other functions to be carried out by the Corporation.

O. To contract with governmental or quasi-governmental entities and Neighborhood Associations regarding maintenance and administration.

P. Notwithstanding anything contained herein to the contrary, this Corporation shall not have the power to, and shall not engage in or carry on propaganda or otherwise attempt to influence legislation, or participate or intervene, directly or indirectly, in any political campaign on

behalf of, or in opposition to, any candidate for office, whether public, quasi-public or private, or otherwise engage in or carry on any political action, including the publishing or distribution of statements, nor shall members perform any such activities in the name of the Corporation.

ARTICLE V.

MEMBERS

The qualifications of members, the manner of their admission to membership, the termination of such membership, and voting by members shall be as follows:

- A. The members of the Corporation shall be comprised of the owners and Declarant.
- B. Membership shall be established effective immediately upon becoming an owner; provided however, that such new member's rights shall not be effective until a new member presents the Corporation with a recorded copy of the Warranty Deed or other muniment of title conveying the title to the plot so conveyed and such membership shall pass with title to the plot in question as an appurtenance thereto, with no such membership or rights arising therefrom, being transferrable in any manner, except as an appurtenance to such plot.
- C. A structure for which final Certificates of Occupancy had been issued, but which has subsequently been destroyed or demolished, shall be deemed, for the purpose of calculating eligible votes, to have the number of dwelling units or business units, as the case may be, which were contained in the original structure until such time as a replacement structure has been erected and a final certificate of occupancy issued therefor. Thereupon, the number of dwelling units or business units, as the case may be, in the replacement structure shall control in lieu of the number of dwelling units so destroyed or demolished.
- D. Notwithstanding anything herein contained, Declarant shall have the right to appoint all of the three (3) governors of the Board of Governors until the "Turnover Date", which date shall be ninety (90) days after the Declarant no longer owns fee simple title to any Lots in the Saraceno West Community, or at any time upon a voluntary election of Declarant, whichever is the earliest to occur. Until such turnover date, governors of the Corporation named by Declarant shall serve, and in the event of vacancies, such vacancies shall be filled by Declarant. The fact that the owners have not elected or refuse to elect governors shall not interfere with the right of governors designated by Declarant to resign.
- E. Each and every member shall be entitled to the benefits of membership, and shall be bound to abide by the provisions of the governing documents.

ARTICLE VI.

BOARD OF GOVERNORS

- A. The affairs of the Corporation shall be managed by a Board of Governors consisting of three (3) governors. Until the Turnover Date, governors need not be members of the Corporation and need not be residents of the committed property. Thereafter, governors shall be members of the Corporation and residents of the committed property and of the State of Florida. Elections shall be by plurality vote. At the first meeting of the members after the Turnover Date, an election for

members of the Board of Governors shall be held and the term of office of the elected governor receiving the highest plurality of votes shall serve until the second annual meeting after the meeting at which such governor was elected and the term of the other elected governors shall be established until the first annual meeting after the meeting at which such governor was elected. Thereafter, as many governors shall be elected and appointed, as the case may be, as there are regular terms of office of governors expiring at such time and the term of the governors so elected and appointed at each annual meeting shall be for two (2) years expiring on the second annual meeting following the annual meeting at which they were elected, and thereafter until their successors are duly elected and qualified or until removed from office with or without cause by the affirmative vote of a majority of the members which elected them. In no event can a Board member appointed by Declarant be removed, except by action of Declarant. Any governor appointed by Declarant shall serve at the pleasure of the Declarant, and may be removed from office, and a successor governor may be appointed at any time by the Declarant.

B. The names and addresses of the members of the first Board of Governors who shall hold office and until their successors are elected or appointed and have qualified, are as follows:

1. Deborah Wills, 2852 University Drive, Coral Springs, FL 33065
2. Ben L. Martz, 2852 University Drive, Coral Springs, FL 33065
3. David Levine, 2852 University Drive, Coral Springs, FL 33065

ARTICLE VII. OFFICERS

A. The officers of the Corporation shall be a president, a vice 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. Officers shall be elected for one (1) year terms in accordance with the procedure set forth in the Bylaws.

B. The names of the officers who are to manage the affairs of the Corporation until the annual meeting of the Board of Governors to be held in the year 2003 and until their successors are duly elected and qualified are:

Deborah Wills, President
Ben L. Martz, Vice-President
David Levine, Secretary, Treasurer

ARTICLE VIII. CORPORATE EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE IX.
BYLAWS

The Board shall, from time to time, adopt, alter, amend, or rescind Bylaws not inconsistent with these Articles and the Declaration. However, the provisions of these Articles shall prevail in any conflict between the provisions of these Articles and the provisions of the Bylaws.

ARTICLE X.
AMENDMENT TO ARTICLES OF INCORPORATION

A. Prior to the recording of the Declaration amongst the Public Records of Broward County, Florida, these Articles may be amended only by an instrument, in writing, signed by all of the governors and filed in the office of the Secretary of State of the State of Florida. The instrument amending these Articles shall identify the particular Article or Articles being amended and give the exact language of such amendment, and a certified copy of each such amendment shall always be attached to any certified copy of these Articles and shall be an exhibit to the Declaration upon the recording of the Declaration.

B. After the recording of the Declaration amongst the Public Records of Broward County, Florida, these Articles may be amended in the following manner:

1. The Board, 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;

2. Notice of the subject matter of the proposed amendment shall be included in the notice of any meeting (regular or annual) at which such proposed amendment is to be considered by the members;

3. After the Turnover Date, such proposed amendment must be submitted to and approved by the members. Any number of amendments may be submitted to the members and voted upon at one meeting. Approval by the members must be by a vote of two-thirds (2/3) of votes of all members entitled to vote thereon. Such vote by the members must be taken at a meeting of the membership;

4. Notwithstanding the foregoing, an amendment to these Articles may be made by a written statement signed by all members and governors eligible to vote.

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

D. A copy of each amendment shall be certified by the Secretary of State of the State of Florida.

E. Notwithstanding the foregoing provisions of this Article X, there shall be no amendment to these Articles which (1) shall abridge, amend or alter the rights of Declarant, including the right of Declarant to designate and select the governors as provided in Article VI

hereof, or the provisions of this Article X without the prior written consent therefor by Declarant; or (2) make any changes in the qualifications for membership or the voting rights of the members, or make any change that would terminate the Association without approval, in writing, of the members affected.

F. In the event of any conflict between the provisions of these Articles and the provisions of the Declaration, the provisions of the Declaration shall prevail.

ARTICLE XI. SUBSCRIBERS

The names and addresses of the subscribers are as follows:

1. Deborah Wills, 2852 University Drive, Coral Springs, FL 33065
2. Ben L. Martz, 2852 University Drive, Coral Springs, FL 33065
3. David Levine, 2852 University Drive, Coral Springs, FL 33065

ARTICLE XII. INDEMNIFICATION OF OFFICERS AND GOVERNORS

Every governor and every officer of the Corporation (and the governors and/or officers as a group) shall be indemnified by the Corporation against all expenses and liabilities, including attorneys' fees (at all trial and appellate levels) reasonably incurred by or imposed upon such person or persons in connection with any claims, proceeding, litigation or settlement in which they may become involved by reason of being or having been a governor or officer of the Corporation. The foregoing provisions for indemnification shall apply whether or not such person is a governor or officer at the time such expenses are incurred. Notwithstanding the above, in instances where a governor 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 right of indemnification to which a governor 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 governor (whether current or former) affected by such amendment.

ARTICLE XIII. TRANSACTION IN WHICH GOVERNORS OR OFFICERS ARE INTERESTED

A. No contract or transaction between the Corporation and one or more of its governors or officers, or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of its governors 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 governor 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 governor or officer of the Corporation shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction.

B. Interested governors may be counted in determining the presence of a quorum at a meeting of the Board of Governors 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 in the following manner and order:

1. Real property contributed to the Corporation without the receipt of other than nominal consideration by the Declarant (or its successor in interest) shall be returned to the Declarant (whether or not a member at the time of such dissolution), unless it refuses to accept the conveyance (in whole or in part);

2. Dedication to applicable municipal or other governmental authority of such property (whether real, personal or mixed) as determined by the Board of Governors of the Corporation to be appropriate for dedication and which the authority is willing to accept; and

3. The remaining assets shall be distributed among the members, subject to the limitations set forth below, 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 Governors, three-fourths (3/4) of the members, and the issuance thereafter of a decree of dissolution by a Circuit Judge as provided for in Sections 617.1430 and 617.1431, Florida Statutes, as amended.

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.

DECLARATION

In the event of any conflict between the provisions of these Articles and the provisions of the Declaration, the provisions of the Declaration shall prevail.

ARTICLE XVII.
DESIGNATION OF REGISTERED AGENT

R. Bowen Gillespie, III is hereby designated as the Corporation's registered agent for service of process within the State of Florida, at Gillespie & Allison, P.A., 1515 South Federal Highway, Suite 300, Boca Raton, Florida 33432.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 31st day of January, 2002.

Deborah Wills
DEBORAH WILLS

Ben L. Martz
BEN L. MARTZ

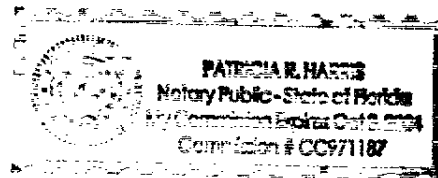
David Levine
DAVID LEVINE

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me by DEBORAH WILLS, BEN L. MARTZ and DAVID LEVINE, who are personally known to me and who did take an oath.

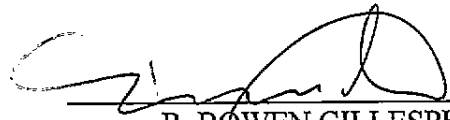
Witness my hand and official seal this 31st day of January, 2002.

Patricia R. Harris
Print: PATRICIA R. HARRIS
Notary Public, State of
Florida at Large
My Commission expires:



CONSENT OF REGISTERED AGENT

R. Bowen Gillespie, III, of Gillespie & Allison, P.A., 1515 South Federal Highway, Suite 300, Boca Raton, Palm Beach County, Florida 33432, hereby consents to its designation as registered agent in the foregoing Articles of Incorporation.


R. BOWEN GILLESPIE, III

FILED
02 FEB - 7 PM 2:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

kelli\regency\Saraceno\West\articles of Inc