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AUTHORIZATION : *Patricia Pizante*

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ORDER DATE : June 11, 2002

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ORDER NO. : 617879-005

CUSTOMER NO: 80420A

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CUSTOMER: Donald S. Rosenberg, esq  
Peckar & Abramson Rosenberg,  
Reisman & Stein LLP  
Suite 3050  
One Southeast Third Avenue  
Miami, FL 33131

DOMESTIC FILING

NAME: ROYAL SPRINGS PROPERTY  
OWNERS' ASSOCIATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPIES (3)

XX CERTIFICATE OF GOOD STANDING (1)

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS:

RECEIVED  
02 JUN 11 PM 1:11  
SECRETARY OF STATE  
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*JS*  
6/11/02

EFFECTIVE DATE  
6/10/02  
ARTICLES OF INCORPORATION

FILED

2002 JUN 11 PM 1:34

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

OF  
ROYAL SPRINGS PROPERTY OWNERS' ASSOCIATION, INC.

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These Articles of Incorporation are executed by the Undersigned in order to form a non-profit corporation for the purposes and with the powers hereinafter mentioned, under Chapter 617 of the laws of the State of Florida for the formation of not-for-profit corporations.

I

The name of the corporation shall be:  
ROYAL SPRINGS PROPERTY OWNERS' ASSOCIATION, INC.

II

This Corporation is organized for the purpose of engaging in the transaction of any and all lawful business for which corporations may be incorporated under the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, and may do and perform any and all acts and deeds lawful to be done and performed by corporations under said law. This Corporation shall in particular act as the Association to provide for the maintenance and preservation of Coral Springs Outparcels, Coral Springs, Florida ("Property") under and pursuant to Declaration of Covenants, Conditions and Restrictions for Royal Springs Outparcels ("Declaration") existing in the Broward County Public Records from time to time covering the Property and to promote the health, safety and welfare of the owners of said Property. The Corporation does not contemplate pecuniary gain or profit to its Members.

This Instrument Prepared by:  
Donald S. Rosenberg, Esq.  
Florida Bar #0068388  
Peckar & Abramson  
Rosenberg, Reisman & Stein  
Suite 3050, One S.E. Third Avenue  
Miami, FL 33131  
(305) 358-2600

### **III**

The Corporation shall have all rights, powers and privileges presently or hereafter granted to or conferred upon not-for-profit corporations by and under the not-for-profit corporation laws of the State of Florida, including without limitation the right to exercise all powers and privileges, and perform all duties and obligations, under the Declaration as amended from time to time.

### **IV**

The Corporation may issue Membership Certificates to the owners of the Property to evidence Membership in the Corporation but issuance of Membership Certificates shall not be required as Membership will be established by ownership of Lots in the Property.

### **V**

The Corporation shall have perpetual existence.

### **VI**

The principal office and mailing address of the Corporation shall be Suite 3050, One S.E. Third Avenue, Miami, Florida 33131.

### **VII**

The initial registered office of the Corporation shall be located at Suite 3050, One S.E. Third Avenue, Miami, Florida, 33131 and DONALD S. ROSENBERG, whose address is Suite 3050, One S.E. Third Avenue, Miami, Florida 33131, shall be the registered agent of the Corporation.

### **VIII**

The name and address of the incorporator of the Corporation and subscriber to these Articles of Incorporation is: DONALD S. ROSENBERG of PECKAR & ABRAMSON,

ROSENBERG, REISMAN & STEIN, Suite 3050, One S.E. Third Avenue, Miami, Florida, 33131.

## **IX**

The Board of Directors shall consist of three (3) or more individuals. The exact number of Directors may be determined by the By-Laws or special vote of the Members, but the Corporation must never have fewer than three (3) Directors.

## **X**

The names and addresses of the initial Members of the Board of Directors are:

DONALD S. ROSENBERG	Suite 3050, One S.E. Third Avenue Miami, Florida 33131
ROBERT L. HOFMANN	3161 N.W. 112th Avenue Coral Springs, FL 33065
LORI E. ROSENBERG	Suite 3050, One S.E. Third Avenue Miami, Florida 33131

Subject to the laws of the State of Florida, each Director shall hold office until his or her successor is elected and has qualified.

## **XI**

The officers of the Corporation, who shall be elected by the Board of Directors, shall consist of a President, Vice President, Secretary and Treasurer, with as many Vice Presidents, Assistant Secretary/Treasurers or other officers as may be described in the By-Laws of the Corporation or appointed by the Board of Directors. The same person may simultaneously hold more than one office.

## **XII**

The initial offices and officers of the Corporation shall be the following:

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DONALD S. ROSENBERG	-	President/Secretary
ROBERT L. HOFMANN	-	Vice President
LORI E. ROSENBERG	-	Treasurer

### **XIII**

Under a Plat Exemption for the Property approved by City of Coral Springs, Florida, the Property has been divided into seven (7) Lots which are designated and known as Lot 1A, Lot 1B, Lot 2, Lot 3, Lot 4, Lot 5 and Lot 6. All persons or entities who are owners of a Lot in the Property shall be Members of the Corporation. Each owner automatically becomes a Member upon acquiring fee simple title or an undivided fee interest to a Lot and such membership is automatically terminated upon any owner becoming divested of the fee simple title or undivided fee interest to any such Lot. Membership shall be appurtenant to, and may not be separated from, ownership of a Lot. An owner of more than one (1) Lot shall be entitled to a Membership for each Lot owned, regardless of whether any Lots shall be combined for development purposes. No person or entity who holds an interest merely as security for the performance of an obligation shall be a Member of the Corporation by reason of holding any such obligation. By acceptance of a deed each owner accepts his, her or its membership in the Corporation, acknowledges the authority to the Corporation as stated herein and in the Declaration and agrees to abide by and be bound by the provisions of the Declaration, the Articles and the By-Laws of the Corporation and any rules and regulations which may be adopted hereafter by the Corporation.

### **XIV**

The Corporation shall have only one (1) class of voting membership and there shall be only one (1) vote allocated to each Lot. Lots 1A and 1B shall be treated as a single Lot for voting purposes and only one (1) vote is allocated to Lots 1A and 1B regardless of whether the same are under the same or different ownerships. Such vote applicable to each Lot shall be cast by the owner of such Lot. If there is more than one owner of any Lot, then a majority of the owners of

such Lot shall be entitled to cast the vote of the Membership Interest applicable to such Lot, but in no event shall more than one (1) vote allocated to any Lot be cast with respect to such Lot and in no event shall any split vote be permitted with respect to such Lot. When any matter shall be voted on by the Members, a majority of the votes allocable to the Lots represented at the meeting shall govern. Since there are six (6) Lots for voting purposes, a majority vote of the Members at a meeting at which all six (6) Lots are represented would be four (4) votes. Whenever the Members owning four (4) Lots shall be present at any meeting, the same shall constitute a quorum for transaction of business. However, vote of the owners of all of the Lots shall be required for an amendment hereto to be effective.

## **XV**

Every director and officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including fines and counsel fees, imposed upon or reasonably incurred by him or her in connection with any proceeding whether civil, criminal, administrative or investigative to which he or she may be a party, or in which he or she may become involved, by reason of his or her being or having been a director or officer of the Corporation, whether or not he or she is a director or officer at the time such expenses and liabilities are imposed or incurred, except in such cases in which the director or officer seeking indemnification is adjudged guilty of willful misconduct or gross negligence. If any claim for reimbursement or indemnification hereunder is based upon a settlement by the director or officer seeking such reimbursement or indemnification, the indemnification hereunder shall apply only if the Board of Directors approves such settlement as being in the best interests of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of any other right to which such director or officer may be entitled under Florida law or the By-Laws or any agreement executed by the Corporation.

## **XVI**

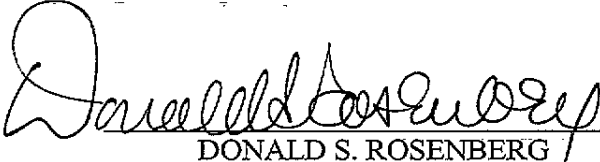
The commencement date of the existence of this Corporation shall be the date of

subscription of this Certificate of Incorporation if such date is within five business days prior to the date of filing of this Certificate in the office of the Secretary of State of Florida, otherwise the commencement date shall be the date of such filing.

**IN WITNESS WHEREOF**, these Articles have been subscribed by the Undersigned on behalf of the Corporation this 10<sup>th</sup> day of June, 2002.

 (SEAL)  
DONALD S. ROSENBERG

The Undersigned hereby accepts appointment as the Registered Agent of ROYAL SPRINGS PROPERTY OWNERS' ASSOCIATION, INC. and agrees to act in such capacity for the Corporation and to comply with all provisions of Florida Statutes relative to proper performance of my duties.

 (SEAL)  
DONALD S. ROSENBERG

June 10, 2002

REGISTERED AGENT

**FILED**  
2002 JUN 11 PM 1:34  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA