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JUL 1, 2002

VIA FEDERAL EXPRESS

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

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-07/02/02--01028--003  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: The Weston Commons Property Owners Association, Inc.

Dear Sir/Madam:

Enclosed is an original and one (1) copy of the articles of incorporation for the Weston Commons Property Owners Association, Inc. along with a check in the amount of \$78.75 which represents the filing fee and fee for certified copy.

Also, enclosed is a self addressed, stamped envelope for your use in returning the certified copy.

Thank you for your assistance in this matter. If you have any questions, please feel free to contact me.

Sincerely,

HAILE, SHAW & PFAFFENBERGER, P.A.

By: Deborah J. Reborchick  
Deborah J. Reborchick, CLA

enclosures

cc: Steve Douglas (via fax w/o encls)  
Raquel Matas (via fax w/o encls)

FILED  
02 JUL -2 PM 2:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION  
OF  
THE WESTON COMMONS PROPERTY OWNERS ASSOCIATION, INC.  
A NOT-FOR-PROFIT FLORIDA CORPORATION

FILED  
02 JUL -2 PM 2:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I  
NAME

The name of the Corporation is THE WESTON COMMONS PROPERTY OWNERS ASSOCIATION, INC., hereinafter referred to as the "Association."

ARTICLE II  
DEFINITIONS

The Corporation shall serve as the "Association" described in the Declaration of Easements, Covenants, Conditions and Restrictions for Weston Commons in Weston, Florida (the "Declaration") and recorded, or to be recorded, in the Public Records of Broward County, Florida. Where applicable, all capitalized terms herein shall have the same meaning set forth in the Declaration.

ARTICLE III  
PURPOSES

The general nature, objects and purposes of the Association are as follows:

- Property.
- A. To promote the interests and welfare of the Owners of Parcels within the
  - B. To perform all of the duties of the Association set forth in the Declaration.
  - C. To perform all of the functions of a commercial property owners association.

The Association shall not be operated for profit and shall make no distribution of income to its Members, directors or officers.

ARTICLE IV  
POWERS

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

- A. To hold funds solely and exclusively for the benefit of the Owners for the

purposes set forth in the Declaration and these Articles of Incorporation.

B. To enforce the Declaration, these Articles and the Bylaws of the Association and to effectuate the purposes for which the Association is organized.

C. To delegate power or powers when such is deemed in the interest of the Association.

D. 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 acts necessary or expedient for carrying on any and all of the activities and pursuing any and all of the objects and purposes set forth in the Declaration and these Articles of Incorporation and not prohibited by the laws of the State of Florida.

E. To fix and collect Assessments to be levied against the Owners to defray expenses and the costs of effectuating the objects and purposes of the Association, and to create reasonable reserves for such expenditures, if such reserves are determined to be necessary and proper.

F. To obtain, review and purchase insurance including fidelity bonds for the protection of the Association, its officers, directors, Owners and such other parties that the Association shall determine to be in its best interest.

G. The Association shall have all of the powers and privileges granted to corporations not for profit under the laws of the State of Florida.

#### ARTICLE V MEMBERSHIP

Every person or entity who is a record Owner of a fee or undivided fee interest in any Parcel shall be a mandatory "Member" of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from title to any Parcel.

#### ARTICLE VI VOTING RIGHTS

The Association shall have a total of 60 votes. Each Owner shall be entitled to a number of votes equal to the gross acreage of Parcel(s) owned by such Owner (rounded to the nearest acre). The initial Owners and their votes are:

Helen Homes of Weston, LLC.	24
Commons North, LTD.	16
Commons South, LTD.	20

When more than one person holds an interest in any Parcel, all such persons shall be Members, and the vote for such Parcel shall be exercised as they, among themselves, determine. When title to a Parcel is in a corporation, partnership, association, trust or other entity, such entity shall designate one individual to act for it and supply appropriate evidence therefor to the Board of Directors prior to any votes attributable to such Parcel being accepted.

## ARTICLE VII BOARD OF DIRECTORS

A. The affairs of the Association shall be managed by a Board of Directors consisting of not less than three (3) nor more than five (5) directors who shall hold office until the election of their successor or successors. Each director must be affiliated with, or appointed by, an Owner. The manner in which the directors are to be elected is set forth in the By-laws. The number of Directors may be changed in accordance with the Bylaws of the Association. Any vacancy on the Board of Directors shall be filled for the unexpired term of the vacated office by the remaining directors.

B. The initial Board of Directors shall consist of three (3) members. The names and addresses of the members of the initial Board of Directors who shall hold office until the selection and qualification of their successors at the first annual meeting of the Association are as follows:

<u>Name</u>	<u>Address</u>
Kenneth H. Simigran	1840 No. Commerce Parkway, Suite No. 3 Weston, FL 33326
Stephen M. Douglas	1840 No. Commerce Parkway, Suite No. 3 Weston, FL 33326
Jacob Shaham	11377 SW 84 <sup>th</sup> Street Miami, FL 33173

C. Each director shall discharge his duties as a director, including any duties as a member of any Board appointed "Committee" in good faith; with the care an ordinary prudent person in a like position would exercise under similar circumstances; and in a manner reasonably believed to be in the best interests of the Association. Unless a director has knowledge concerning a

matter in question that makes reliance unwarranted, a director, in discharging his duties, may rely on information, opinion, reports or statements, including financial statements and other data, if prepared or presented by: one or more officers or employees of the Association whom the director reasonably believes to be reasonable and competent in the matters presented; legal counsel, public accountants or other persons as to matters the director reasonably believes are within the person's professional or expert competence; or a Committee of which the director is not a member if the director reasonably believes the Committee merits confidence. A director is not liable for any action taken as a director, or any failure to take action, if he performed the duties of his office in compliance with the foregoing standards, except as otherwise expressly provided herein to the contrary.

#### ARTICLE VIII OFFICERS

The officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board may from time to time by resolution create. Any two (2) or more offices may be held by the same person except the offices of President and Secretary. Officers shall be elected for one (1) year terms in accordance with the procedures set forth in the Bylaws. The names of the officers who are to manage the affairs of the Association until their successors are duly elected and qualified at the first annual meeting of the Board of Directors are:

President: Jacob Shaham

Vice President: Kenneth H. Simigran

Treasurer/Secretary: Stephen M. Douglas

#### ARTICLE IX TERM OF EXISTENCE

The Association shall have perpetual existence unless sooner dissolved in accordance with the provisions of the laws of the State of Florida.

#### ARTICLE X BYLAWS

The Bylaws of the Association shall be adopted by the initial Board of Directors at its first annual meeting. The Bylaws may be altered, amended, modified or repealed (i) by unanimous vote of the Board of Directors if there are three directors or (b) 75% vote if there are four or five directors, or(ii) 2/3 vote of the Members.

#### ARTICLE XI

## AMENDMENTS

The Association reserves the right to amend or repeal any of the provisions contained in these Articles of Incorporation, or any amendments hereto; provided, however, that any such amendment shall require the affirmative vote of the Board as set forth in Article X above and the assent of 2/3 of the Members at a regular or special meeting held in accordance with the Bylaws of the Association.

## ARTICLE XII INDEMNIFICATION

The Association shall indemnify any and all of its directors, officers, employees or agents, or former directors, officers, employees or agents to the fullest extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party, or may be threatened to be made a party, by reason of his being or having been an officer, director, employee or agent as herein provided. The foregoing right of indemnification shall not be inclusive of any other rights to which any director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

Anything herein to the contrary notwithstanding, 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 willful misfeasance or malfeasance in the performance of his or her 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 the circumstances of the case, such person is fairly and reasonably entitled to indemnity for those expenses which such court shall deem proper. 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 he had no reasonable cause to believe that his conduct was unlawful.

Any indemnification under Article XII (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, committee member, agent or employee is proper in the circumstances because such person has met the applicable standard of conduct set forth in section C of Article VII. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such quorum is not attainable, or, even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (c) by a majority of the Members.

## ARTICLE XIII INCORPORATOR

The name and address of the Incorporator of the Association is:

Name

Address

Kenneth H. Simigran

1840 No. Commerce Parkway, Suite No. 3  
Weston, FL 33326

ARTICLE XIV  
PRINCIPAL OFFICE AND REGISTERED AGENT

The principal office of the Association shall be located at 1840 No. Commerce Parkway, Suite No. 3, Weston, FL 33326, but the Association may maintain offices and transact business in such other places within or without the State of Florida, as may from time to time be designated by the Board of Directors. The initial registered office of the Association is 1840 No. Commerce Parkway, Suite No. 3, Weston, FL 33326. The registered agent at that address is Kenneth H. Simigran, a Florida resident.

IN WITNESS WHEREOF, the purposes of forming this Association under the laws of the State of Florida, the undersigned, constituting the incorporator of this Association, have executed these Articles of Incorporation this 28 day of June, 2002.

  
Name: Kenneth H. Simigran

Incorporator

STATE OF FLORIDA

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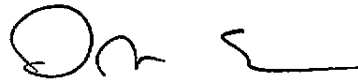
) SS:

COUNTY OF BROWARD

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I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State of Florida to take acknowledgements, personally appeared Kenneth H. Simigran, Incorporator, who is personally known to me or has produced Id as identification and who executed the foregoing instrument, and she acknowledged before me that she executed the same.

WITNESS my hand and official seal in the State of Florida, County of Broward this 28 day of June, 2002.



Notary Public

Typed or Printed Name of Notary

My Commission Expires:



David M. Shaw  
MY COMMISSION # CC797726 EXPIRES  
March 14, 2003  
BONDED THRU TROY FAIR INSURANCE, INC.



ACCEPTANCE BY REGISTERED AGENT

THE UNDERSIGNED hereby accepts his appointment as registered agent in accordance with Section 617.0501, F.S. I am familiar with and accept the obligations of that position.

  
Name: \_\_\_\_\_