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**FLORIDA NON-PROFIT CORPORATION**

**Haywood Estates Association, Inc.**

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**ARTICLES OF INCORPORATION**  
**OF**  
**HAYWOOD ESTATES ASSOCIATION, INC.**

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The undersigned hereby associate themselves for the purpose of forming a corporation not-for-profit under Chapter 617, Florida Statutes, and certify as follows:

**ARTICLE I**

The name of the corporation shall be: HAYWOOD ESTATES ASSOCIATION, INC., which corporation shall hereinafter be referred to as the "Association."

**ARTICLE II**  
Purpose

The purposes and objects of the Association shall be to administer the operation and management of the improvements and common amenities to be located on certain property in Broward County, Florida, legally described as:

Lots Thirty-Four (34), Thirty-Five (35), Thirty-six (36), Thirty-Seven (37), Thirty-Eight (38) and Thirty-Nine (39), Block Two Hundred Ninety-Two (292), PROGRESSO, according to the map or plat thereof as recorded in Plat Book 2, Page(s) 18, Public Records of Dade County, Florida; said lands situate, lying and being in Broward County, Florida.

Such operation and management shall be in contemplation of and pursuant to the Declaration of Covenants and Restrictions of Haywood Estates ("Declaration of Covenants and Restrictions"), as the same are recorded in the Public Records of Broward County, Florida. The Association shall own, operate, lease, sell, trade and otherwise deal with such property, whether real or personal, as may be necessary or convenient in the administration of same in order to foster a harmonious living environment for the residents of the six (6) single-family rowhouse units ("Unit") to be constructed on the property hereinabove described, hereinafter referred to as the "Property."

**ARTICLE III**  
Powers

The Association shall have the following powers:

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1. The Association shall have all of the powers reasonably necessary and convenient to implement the purposes of the Association, as hereinabove set forth including, but not limited to, the following:

1.1. To make, establish and enforce reasonable rules and regulations governing the use of the driveways and common amenities pursuant to the Declaration of Covenants and Restrictions.

1.2. To make and collect assessments against the members of the Association to defray the costs, expenses and losses incident to the Property and the Association.

1.3. To use the proceeds of assessments in the exercise of its powers and duties.

1.4. To undertake the maintenance, repair, replacement and operation of the driveways and common amenities of the Property and the property owned or leased by the Association for the benefit of its members.

1.5. To purchase insurance upon the Property and insurance for the protection of the Association and its members.

1.6. To enforce by legal means the provisions of the Declaration of Covenants and Restrictions, these Articles of Incorporation, the By-Laws of the Association and the rules and regulations for the use of the driveways and common amenities.

1.7. To contract for the management, maintenance, repair and replacement of the driveways and common amenities and the Property, in general.

1.8. To employ personnel and/or independent contractors necessary to perform the services required for the proper operation of the business of the Association.

2. All funds and the titles to all properties acquired by the Association and the proceeds thereof shall be held in trust for the members in accordance with the provisions of the Declaration of Covenants and Restrictions.

3. The Association shall make no distribution of income (in the form of dividends) to its members, directors or officers.

4. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration of Covenants and Restrictions and the By-Laws of the Association.

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#### ARTICLE IV Members

1. The members of the Association shall consist of all of the record owners of the six (6) Units comprising the Building to be located on the Property.
2. Transfer of membership in the Association shall be established by the recording in the Public Records of Broward County, Florida, of a deed establishing a record title to a Unit and the delivery to the Association of a certified copy of such instrument; and the owner or owners designated by such instrument shall thereby become a member or members of the Association. The membership in the Association of the prior owner or owners shall thereby be simultaneously terminated.
3. The share of a member in the funds and the assets of the Association cannot be assigned, hypothecated and/or transferred in any manner, except as an appurtenance to his or her Unit.
4. The members of the Association, singularly or collectively, shall be entitled to only one (1) vote for each Unit owned by them, respectively. The exact manner of exercising the voting rights when there are two (2) or more owners of a Unit shall be determined by the By-Laws of the Association.

#### ARTICLE V Directors

1. The affairs of the Association shall be managed by a Board consisting of the number of directors as shall be determined by the By-Laws of the Association, but such number shall not be less than three (3). In the absence of a determination as to the number of members, the Board of Directors shall consist of three (3) directors.
2. The directors of the Association shall be elected at the annual meeting of the members in the manner determined by the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.
3. The first election of the directors by the membership of the Association shall be held within three (3) months from the date the developer of the Property, Peyton Properties, Inc. ("Developer"), shall have conveyed a total of six (6) Units to members.
4. The director(s) herein named shall serve until the first election of the directors by Association members, and any vacancies in their numbers occurring before the first election shall be filled by the remaining directors.

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5. The names and addresses of the member of the first Board of Directors who shall hold office until her respective successor(s) is elected and has qualified, or until removed, is as follows:

<u>Name</u>	<u>Address</u>
Clare Vickery	Clare Vickery & Associates 728 N.E. 5th Avenue Fort Lauderdale, FL 33304
Robert Vickery	Clare Vickery & Associates 728 N.E. 5th Avenue Fort Lauderdale, FL 33304
James C. Brady	501 N.E. 8th Street Fort Lauderdale, FL 33304

#### ARTICLE VI Officers

The affairs of the Association shall be administered initially by the officers named in these Articles of Incorporation. After the Developer has relinquished control of the Board of Directors, the officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association, and such officers shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors elected by the membership of the Association, are as follows:

<u>Name and Address</u>	<u>Office</u>
Clare Vickery 728 N.E. 5th Avenue Fort Lauderdale, FL 33304	President
Clare Vickery 728 N.E. 5th Avenue Fort Lauderdale, FL 33304	Vice President
Clare Vickery 728 N.E. 5th Avenue Fort Lauderdale, FL 33304	Secretary/Treasurer

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**ARTICLE VII**  
Indemnification

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him or her in connection with any proceedings 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 at the time such expenses are incurred, except in such cases wherein a director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties; provided that in the event of a settlement, indemnification shall apply only when the Board of Directors approves such settlement as being for the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

**ARTICLE VIII**  
By-Laws

The first By-Laws of the Association shall be adopted by the Board of Directors named herein, and the same may be altered, amended or rescinded in the following manner:

1. A resolution adopting a proposed amendment may be proposed by either the Board of Directors or by the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing such approval is delivered to the Secretary at or prior to the meeting. Except as elsewhere provided, such approval must be by either:

- 1.1 Not less than four (4) of the Unit owners; or
- 1.2 By all the directors, until the first election of directors.

**ARTICLE IX**  
Amendments

Amendments to these Articles of Incorporation shall be proposed and adopted in the following manner:

1. Notice of the subject matter of the proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

2. A resolution approving a proposed amendment may be proposed by either the Board of Directors or by any one or more members of the Association. Directors and members not present in person or by proxy at the meetings considering the amendment may express their

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respective approvals in writing, provided such approval is delivered to the Secretary of the Association at or prior to the meeting.

3. Except as elsewhere provided, such approvals must be by not less than four (4) members of the Association.

4. A copy of each amendment to the Articles of Incorporation, as approved, shall be filed with the Office of the Secretary of State and recorded in the Public Records of Broward County, Florida, and the same shall have attached thereto a description of the Property.

5. Notwithstanding the foregoing provisions of this Article IX, until the Developer has relinquished control of the Association as hereinabove provided, no amendments of these Articles shall be adopted or become effective without the prior written consent of the Developer, its successors or assigns.

#### ARTICLE X

##### Term

This Association shall have perpetual existence.

#### ARTICLE XI

##### Subscribers

The name and address of the subscriber of these Articles of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
James C. Brady	501 N.E. 8th Street Fort Lauderdale, FL 33304

#### ARTICLE XIII

##### Resident Agent

The initial resident agent of the Association shall be Clare Vickery, whose address is 728 N.E. 5th Avenue, Fort Lauderdale, FL 33304.

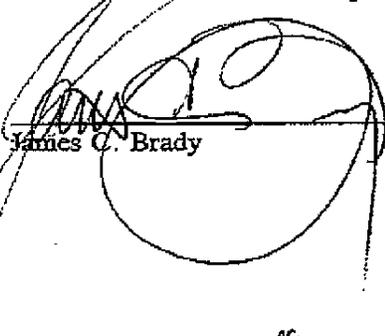
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ARTICLE XIV  
Initial Address

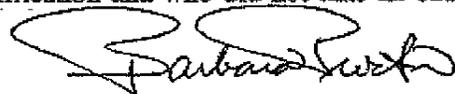
The initial address of the Association shall be 728 N.E. 5th Avenue, Fort Lauderdale, FL 33304.

IN WITNESS WHEREOF, the subscriber has herunto affixed his respective signature on this 6 day of September, 2002.

  
James C. Brady

STATE OF FLORIDA  
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 6<sup>th</sup> day of September, 2002, by James C. Brady,  who is personally known to me or  who has produced as identification and who did not take an oath.



Signature of Notary Public  
  
BARBARA PROCTOR  
COMMISSION #DD 113506  
EXPIRES APR. 30, 2006  
POWERED THROUGH  
ADVANTAGE NOTARY

Print, Type or Stamp Commissioned Name of Notary & Commission No.

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**STATE OF FLORIDA  
DEPARTMENT OF STATE**

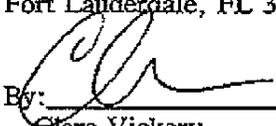
**Certificate Designating Place of Business or Domicile for the Service of  
Process Within this State, Naming Agent Upon Whom Process May Be Served  
and Providing Names and Addresses of the Officers and Directors**

The following is submitted in compliance with Chapter 48.091, Florida Statutes:

**HAYWOOD ESTATES ASSOCIATION, INC.**, a corporation organized (or organizing) under the laws of the State of Florida, with its principal office at 728 N.E. 5th Avenue, Fort Lauderdale, FL 33304, State of Florida, has named Clare Vickery, located at 728 N.E. 5th Avenue, Fort Lauderdale, FL 33304, Fort Lauderdale, Broward County, Florida, as its agent to accept service of process within this State.

<b>OFFICERS: NAMES</b>	<b>TITLES</b>	<b>SPECIFIC ADDRESSES</b>
Clare Vickery	President	728 N.E. 5th Avenue Fort Lauderdale, FL 33304
Clare Vickery	Vice President	728 N.E. 5th Avenue Fort Lauderdale, FL 33304
Clare Vickery	Secretary/Treasurer	728 N.E. 5th Avenue Fort Lauderdale, FL 33304

<b>DIRECTORS: DIRECTOR</b>	<b>SPECIFIC ADDRESSES</b>
Clare Vickery	728 N.E. 5th Avenue Fort Lauderdale, FL 33304
Robert Vickery	728 N.E. 5th Avenue Fort Lauderdale, FL 33304
James C. Brady	501 N.E. 8th Street Fort Lauderdale, FL 33304

By:   
Clare Vickery  
Corporate Director

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**ACCEPTANCE:**

I agree as Registered Agent to accept Service of Process; to keep my office open during the prescribed hours; to post my name (and the names of any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in my office as required by law.

By   
Clare Vickery  
Registered Agent

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