

Division of Corporations

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## FLORIDA NON-PROFIT CORPORATION

Sapphire Bay Master Association, Inc.

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EXHIBIT "L"

**ARTICLES OF INCORPORATION OF  
SAPPHIRE BAY MASTER  
ASSOCIATION, INC.**

The undersigned Incorporator, desiring to form a corporation not-for-profit under the Chapter 617 of the laws of the State of Florida, hereby adopts the following Articles of Incorporation ("Articles"):

**Article 1**

**NAME AND DEFINITIONS**

The name of the corporation shall be SAPPHIRE BAY MASTER ASSOCIATION, INC., which is hereinafter referred to as the "Association".

The capitalized terms used herein shall have the meanings, if any, given to them in the Declaration of Covenants, Restrictions and Easements for Sapphire Bay, recorded (or to be recorded) in the Public Records of Miami-Dade County, Florida, as hereafter amended and/or supplemented from time to time (the "Sapphire Bay Covenants") unless the context clearly requires otherwise; provided, however, that the term "Member" shall mean a member of the Association as provided herein.

**Article 2**

**PURPOSES AND POWERS**

The objects and purposes of the Association are those objects and purposes as are authorized by the Sapphire Bay Covenants. The further objects and purposes of the Association are to preserve the values and amenities of ICE, a Condominium (hereinafter referred to as the "Condominium") and to maintain the Common Properties thereof for the benefit of the Members of the Association and the Owners of the Units within Sapphire Bay.

The Association is not organized for profit and no part of the net earnings, if any, shall inure to the benefit of any Member or individual person, firm or corporation.

The Association shall have the power to contract for the management of the Association and to delegate to the party with whom such contract has been entered into (which may be an affiliate of ICE, LLC (the "Declarant")) the powers and duties of the Association, except those which require specific approval of the Board or the Members.

The Association shall have all of the common law and statutory powers of a corporation not-for-profit which are not in conflict with the terms of these Articles and the Sapphire Bay Covenants. The Association shall also have all of the powers necessary to exercise all of the Association's rights and privileges, to perform all of its duties and obligations and to otherwise implement the purposes of the Association as set forth in the Sapphire Bay Covenants. The Association shall further have all of the powers

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necessary to provide for the common good, health, safety and general welfare of all of the Owners.

The foregoing statement of purposes shall be construed as a statement both of purpose and of powers, and such purposes and powers shall not be limited or restricted by reference to or inference from the terms or provisions of any other clause or statement, but shall be broadly construed as independent purposes and powers.

### **Article 3** **MEMBERS**

3.01 Membership. The Members of the Association shall be as follows:

- (a) Sub-associations. Each Sub-association shall be a Member of the Association.
- (b) Independent Development Parcel Owner(s). Any owner of an Independent Development Parcel, which is not subject to the jurisdiction of a Sub-association, shall be a Member of the Association.
- (c) Declarant. The Declarant shall be a Member of the Association so long as the Declarant owns any portion of Sapphire Bay, including any Unit, or any of the Common Properties.

3.02 Members' Voting Rights. Except as provided in subsection c, below, on all matters upon which the Members shall be entitled or required to vote, each Unit shall have one (1) vote.

- (a) Each Sub-association Member shall have the number of votes equal to the number of Units within the Sub-association Property subject to the jurisdiction of that Sub-association at the time of such vote. A Sub-association Member shall cast its votes in the manner provided by the By-Laws.
- (b) Each Independent Development Parcel Owner shall have the number of votes equal to the number of Units owned by or assigned to such Owner at the time of such vote, or any lesser amount which may be required by applicable law.
- (c) The Declarant shall have three votes for each vote of any other Member, so long as the Declarant is entitled to appoint a majority of the directors of the Association as hereafter provided, and thereafter unless prohibited by applicable law, the Declarant shall have three votes for each Unit owned by the Declarant, regardless of whether such Units are subject to the jurisdiction of a Sub-association.

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3.03 General Matters. Unless otherwise specified, when reference is made herein, or in the Sapphire Bay Covenants, By-Laws, rules and regulations, management contracts or otherwise, to a majority or specific percentage of Members, such reference shall be deemed to be a reference to a majority or specific percentage of the votes of Members present at a duly constituted meeting thereof and not of the Members themselves.

3.04 Meetings of Members. The By-Laws shall provide for an annual meeting of Members, and may provide for regular and special meetings of Members other than the annual meeting. A quorum for the transaction of business at any meeting of the Members shall exist if a majority of the total votes which may be cast by the Members in good standing shall be represented at the meeting by the respective Members. Unless otherwise specifically required by law, references herein and in the Edgewater Covenants, By-Laws and other documents administered by or binding on the Association shall be deemed to refer to meetings and votes of Members.

#### **Article 4** **CORPORATE EXISTENCE**

The Association shall have perpetual existence.

#### **Article 5** **BOARD OF DIRECTORS**

5.01 Management by Directors. The property, business and affairs of the Association shall be managed by a Board, which shall initially consist of three (3) persons. The Board may increase, by resolution, the authorized number of directors on the Board, up to a maximum of seven (7) directors. A majority of the directors in office shall constitute a quorum for the transaction of business. The By-Laws shall provide for meetings of directors, including annual meetings.

5.02 Original Board of Directors. The names and addresses of the first Board, who shall hold office until the first election and thereafter until qualified successors are duly elected and have taken office, shall be as follows:

<u>Name</u>	<u>Address</u>
Robert Wohl	701 N.E. 31 Street Miami, FL 33137
Michael Gold	701 N.E. 31 Street Miami, FL 33137
Agnes Wohl	701 N.E. 31 Street Miami, FL 33137

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5.03 Appointment of Directors. The Directors shall be appointed as follows:

- (a) The Declarant shall have the right to appoint all of the Directors of the Association until such time as the Owners other than the Declarant are entitled to appoint not less than a majority of the directors of two (2) Sub-association Members, at which time the Board shall be expanded from three (3) to five (5) directors, four (4) of which shall be appointed by the Declarant and (1) of which shall be an at-large director chosen in accordance with the By-Laws.
- (b) At such time as the Owners other than the Declarant of three (3) Sub-association Members are entitled to elect a majority of the Member's board of directors, the Declarant shall be entitled to appoint three (3) directors and the three (3) Sub-association Members shall be entitled to appoint two (2) at-large directors in accordance with the By-Laws.
- (c) At such time as the Owners other than the Declarant of four (4) Sub-association Members are entitled to elect a majority of the Member's board of directors, the Board shall be expanded to seven (7) directors and the Members shall have the right to elect a majority of the directors; provided, however, the Declarant shall have the right to appoint all other directors, so long as the Declarant is a Member.
- (d) Thereafter, Declarant shall no longer have the right to appoint any directors and all of the directors shall be elected by the Members; provided, however, that each Member shall have the right to elect one (1) director and, if necessary, the seventh director shall be an at-large director appointed by a Sub-association Member in accordance with the By-Laws.

5.04 Election of Board of Directors. Unless otherwise provided in these Articles of Incorporation, directors elected by the Members shall be elected at the annual meeting of the Members as provided in the By-Laws. The By-Laws may provide for the method of voting for the election and for the removal from office of directors.

5.05 Duration of Office. Directors elected by the Members shall hold office until the next succeeding annual meeting of the Members, and thereafter until qualified successors are duly elected and have taken office.

5.06 Vacancies. If a director elected by the Members shall for any reason cease to be a director, the remaining directors so elected may elect a successor to fill the vacancy for the balance of the unexpired term. However, any director appointed by the Declarant may only be removed by the Declarant, and any vacancy on the Board shall be appointed by the Declarant if, at the time such vacancy is to be filled, the number of remaining Directors appointed by the Declarant is less than the maximum

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number of directors which may, at that time, be appointed by the Declarant as set forth above.

#### **Article 6** **OFFICERS**

6.01 Officers Provided For. The Association shall have a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board may from time to time elect. One person may hold more than one office, subject to the limitations set forth in the By-Laws.

6.02 Election and Appointment of Officers. The officers of the Association, in accordance with any applicable provision of the By-Laws, shall be elected by the Board annually for terms of one (1) year and thereafter until qualified successors are duly elected and have taken office. The By-Laws may provide for the method of voting in the election for the removal from office of officers, for the filling of vacancies and for the duties of the officers. The President shall be a director; other officers may or may not be directors of the Association. If the office of President shall become vacant for any reason, or if the President shall be unable or unavailable to act, the Vice President shall automatically succeed to the office or perform its duties and exercise its powers. If any office other than that of the President shall become vacant for any reason, the Board may elect or appoint an individual to fill such vacancy.

6.03 First Officers. The names and addresses of the first officers of the Association, who shall hold office until the first annual meeting of directors and thereafter until successors are duly elected and have taken office, shall be as follows:

<u>Name and Office</u>	<u>Address</u>
President: Robert Wohl	701 N.E. 31 Street Miami, FL 33137
Vice President: Michael Gold	701 N.E. 31 Street Miami, FL 33137
Secretary and Treasurer: Agnes Wohl	701 N.E. 31 Street Miami, FL 33137

#### **Article 7** **BY-LAWS**

The Board shall adopt By-Laws consistent with these Articles. Such By-Laws may be altered, amended, repealed or rescinded by the Members in the manner set forth in the By-Laws.

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### **Article 8**

#### **AMENDMENTS**

8.01 Approval of Amendments. Amendments to these Articles shall be proposed and approved by the Board and thereafter submitted to a meeting of the Members for adoption or rejection by affirmative vote of 75% of the votes of the Members. In the case of such a vote, and notwithstanding anything contained in these Articles or the By-Laws to the contrary, a Sub-association Member must vote against any amendment to these Articles unless authorized to do so by a vote of seventy-five percent (75%) of the voting interests of all Unit Owners within the Sub-association Property subject to the jurisdiction of a Sub-association Member.

8.02 Declarant's Right to Amend. Anything to the contrary herein notwithstanding, the Declarant shall have the absolute right to amend these Articles without the consent of the Members of the Board, and no amendment to these Articles shall be made or shall be effective without the written consent and joinder of the Declarant, which consent the Declarant may withhold in its sole and exclusive discretion.

8.03 Notice. Notice of a proposed amendment shall be included in the notice of the meeting at which such amendment is to be considered and shall otherwise be given in the time and manner provided in Chapter 617, Florida Statutes. Such notice shall contain the proposed amendment or a summary of the changes to be affected thereby.

8.04 Conflicting Provisions. In case of any conflict between these Articles and the By-Laws, these Articles shall control; and in case of any conflict between these Articles and the Edgewater Covenants, the Edgewater Covenants shall control.

### **Article 9**

#### **INCORPORATOR**

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

<u>Name</u>	<u>Address</u>
Howard J. Vogel	c/o Berman Rennert Vogel & Mandler, P.A. 100 S.E. Second Street, Suite 2900 Miami, Florida 33131-2130

### **Article 10**

#### **INDEMNIFICATION**

10.01 Right to Indemnification. 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 is or was a director, employee, officer, committee member, or agent of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement

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actually and reasonably incurred by him in connection with such action, suit or proceeding unless (a) it is determined by a court of competent jurisdiction, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or in a manner he reasonably believed to be not in, or opposed to, the best interest of the Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) such court further determines specifically that indemnification should be denied. 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 or did act in a manner which he believed to be not in or opposed to the best interest of the Association, and with respect to any criminal action or proceeding, that he had reasonable cause to believe that his conduct was unlawful.

10.02 Attorneys' Fees. 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 attorneys' fees and appellate attorneys' fees) actually incurred by him in connection therewith.

10.03 Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceeding through all available appeals upon receipt of an undertaking by or on behalf of the director, officer, committee member, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Association as authorized in this Article.

10.04 Non-exclusive. 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 by-law, agreement, vote of Members or otherwise, both as to action in his official capacity while holding such office or otherwise, and shall continue as to a person who has ceased to be director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

10.05 Power to Purchase Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, committee member, 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 asserted against him and incurred by him in any such capacity, or 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.

10.06 No Amendment. The provisions of this Article 10 shall not be amended.



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**Article 11**  
**OFFICE**

The principal office and mailing address of the Association shall be at 546 N.E. 31 Street, Miami, FL 33137, or at such other place as may be subsequently designated by the Board of Directors. All books and records of the Association shall be kept at its principal office or at such other place as may be permitted by Florida law.

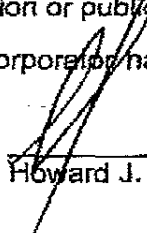
**Article 12**  
**REGISTERED AGENT**

Until changed, Registered Agents of Florida, LLC shall be the registered agent of the Association and the registered office shall be c/o Berman Rennert Vogel & Mandler, P.A., Suite 2900, 100 Southeast Second Street, Miami, Florida 33131-2130.

**Article 13**  
**DISSOLUTION**

Upon dissolution of the Association, all of its assets shall be conveyed to another non-profit corporation, unincorporated association or public agency.

IN WITNESS WHEREOF, the said Incorporator has hereunto set his hand this 5 day of February, 2003.

  
Howard J. Vogel, Incorporator

STATE OF FLORIDA           )  
                                          ) SS:  
COUNTY OF MIAMI-DADE    )

The foregoing instrument was acknowledged before me on the 5 day of February, 2003, by Howard J. Vogel, who is personally known to me.

My Commission Expires:

  
Notary Public,  
State of Florida at Large



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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

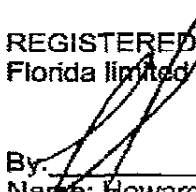
**SAPPHIRE BAY MASTER ASSOCIATION, INC.**, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Miami, State of Florida, has named Registered Agents of Florida, LLC, located at Suite 2900, 100 Southeast Second Street, Miami, FL 33131-2130, as its agent to accept service of process within Florida.

  
Howard J. Vogel, Incorporator

Dated: 2-6-03

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.

REGISTERED AGENTS OF FLORIDA, LLC, a  
Florida limited liability company

  
By: \_\_\_\_\_  
Name: Howard J. Vogel  
Title: Vice President

Dated: 2-6-03

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