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From: Account Name : DUANE MORRIS & HECKSCHER, LLP
Account Number : I19990000059
Phone : (305)960-2220
Fax Number : (305)960-2201

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BASIC AMENDMENT

WATERSTONE MASTER ASSOCIATION, INC.

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
FOR
WATERSTONE MASTER ASSOCIATION, INC.
(A CORPORATION NOT FOR PROFIT)

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
WATERSTONE MASTER ASSOCIATION, INC.
(A CORPORATION NOT FOR PROFIT)

In compliance with the requirements of the laws of the State of Florida the undersigned does hereby acknowledge:

1. Name of Corporation. The name of the corporation is WATERSTONE MASTER ASSOCIATION, INC. ("Association").

2. Principal Office. The principal office of Association is 550 Biltmore Way, Suite 1110, Coral Gables, Florida 33134.

3. Registered Office - Registered Agent. The street address of the Registered Office of Association is 200 South Biscayne Blvd., Suite 3400, Miami, Florida 33131. The name of the Registered Agent of Association is:

PATRICIA KIMBALL FLETCHER, P.A.

4. Definitions. A declaration entitled Amended and Restated Declaration for Waterstone (the "Declaration") will be recorded in the Public Records of Miami-Dade County, Florida, and shall govern all of the operations of a community to be known as Waterstone. All initially capitalized terms not defined herein shall have the meanings set forth in the Declaration.

5. Purpose of Association. Association is formed to: (a) provide for ownership, operation, maintenance and preservation of the Common Areas, and improvements thereon; (b) perform the duties delegated to it in the Declaration; (c) administer the interests of Association and the Owners; (d) promote the health, safety and welfare of the Owners.

6. Not for Profit. Association is a not for profit Florida corporation and does not contemplate pecuniary gain to, or profit for, its members.

7. Powers of Association. Association shall, subject to the limitations and reservations set forth in the Declaration, have all the powers, privileges and duties reasonably necessary to discharge its obligations, including, but not limited to, the following:

7.1. To perform all the duties and obligations of Association set forth in the Declaration and By-Laws, as herein provided.

7.2. To enforce, by legal action or otherwise, the provisions of the Declaration and By-Laws and of all rules, regulations, covenants, restrictions and agreements governing or binding Association and Waterstone.

7.3. To fix, levy, collect and enforce payment, by any lawful means, of all Assessments pursuant to the terms of the Declaration, these Articles and By-Laws.

7.4. To pay all Operating Costs, including, but not limited to, all licenses, taxes or governmental charges levied or imposed against the property of Association.

7.5. To acquire (by gift, purchase or otherwise), annex, own, hold, improve, build upon, operate, maintain, convey, grant rights and easements, sell, dedicate, lease, transfer or otherwise dispose of real or personal property (including the Common Areas) in connection with the functions of Association except as limited by the Declaration.

7.6. To borrow money, and to mortgage, pledge or hypothecate any or all of its real or personal property as security for money or debts incurred.

7.7. To dedicate, grant, license, lease, concession, create easements upon, sell or transfer all or any part of Waterstone to any public agency, entity, authority, utility or other person or entity for such purposes and subject to such conditions as it determines and as provided in the Declaration.

7.8. To participate in mergers and consolidations with other non-profit corporations organized for the same purposes.

7.9. To adopt, publish, promulgate or enforce rules, regulations, covenants, restrictions or agreements governing Association, Waterstone, the Common Areas, Lots, Parcels and Homes as provided in the Declaration and to effectuate all of the purposes for which Association is organized.

7.10. To have and to exercise any and all powers, rights and privileges which a not-for-profit corporation organized under the laws of the State of Florida may now, or hereafter, have or exercise.

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7.11. To employ personnel and retain independent contractors to contract for management of Association, Waterstone, and the Common Areas as provided in the Declaration and to delegate in such contract all or any part of the powers and duties of Association.

7.12. To contract for services to be provided to, or for the benefit of, Association, Owners, the Common Areas, and Waterstone as provided in the Declaration, such as, but not limited to, Telecommunications Services, maintenance, garbage pick-up, and utility services.

7.13. To establish committees and delegate certain of its functions to those committees.

7.14. To contract with the District for any legal purpose.

8. Voting Rights. Owners and Developer shall have the voting rights set forth in the By-Laws.

9. Board of Directors. The affairs of Association shall be managed by a Board with not less than three (3) nor more than nine (9) members. The initial number of directors appointed by Landstar shall be three (3), and once those Board members resign and until the Turnover Date, the Board shall consist of four (4) Directors and each of the four (4) entities comprising Developer shall have the unrestricted power to appoint one (1) such Director of Association. Board members shall be appointed and/or elected as stated in the By-Laws. The election of Directors shall be held at the annual meeting. Directors shall be elected for a term expiring on the date of the next annual meeting. The names and addresses of the members of the first Board who shall hold office until their successors are appointed or elected, or until removed, are as follows:

NAME	ADDRESS
Manny Mato	550 Biltmore Way #1110 Coral Gables, FL 33134
David Serviansky	550 Biltmore Way #1110 Coral Gables, FL 33134
Eduardo Stern	550 Biltmore Way #1110 Coral Gables, FL 33134

10. Dissolution. In the event of the dissolution of Association other than incident to a merger or consolidation, any member may petition the Circuit Court having jurisdiction of the Judicial Circuit of the State of Florida for the appointment of a receiver to manage its affairs of the dissolved Association and to manage the Common Areas, in the place and stead of Association, and to make such provisions as may be necessary for the continued management of the affairs of the dissolved Association and its properties. In addition, if Association is dissolved, the Surface Water Management System shall be conveyed to an appropriate agency of local government. If a governmental agency will not accept the Surface Water Management System, then it must be dedicated to a similar non-profit corporation.

11. Duration. Association shall have perpetual existence.

12. Amendments.

12.1. General Restrictions on Amendments. Notwithstanding any other provision herein to the contrary, no amendment to these Articles shall affect the rights of Developer unless such amendment receives the prior written consent of Developer, as applicable, which may be withheld for any reason whatsoever. If the prior written approval of any governmental entity or agency having jurisdiction is required by applicable law or governmental regulation for any amendment to these Articles, then the prior written consent of such entity or agency must also be obtained. No amendment shall be effective until it is recorded in the Public Records.

12.2. Amendments Prior to and Including the Turnover Date. Prior to and including the Turnover Date, Developer shall have the right to amend these Articles as it deems appropriate, without the joinder or consent of any person or entity whatsoever, except that consent of Landstar is required while Landstar owns any property within Waterstone or for any amendment that may affect the rights of Landstar hereunder. Developer's right to amend under this Section is to be construed as broadly as possible. In the event that Association shall desire to amend these Articles prior to and including the Turnover Date, Association must first obtain Developer's prior written consent to any proposed amendment. Thereafter, an amendment identical to that approved by Developer may be adopted by Association pursuant to the requirements for amendments from and after the Turnover Date. Thereafter, Developer shall join in such identical amendment so that its consent to the same will be reflected in the Public Records.

12.3. Amendments After the Turnover Date. After the Turnover Date, but subject to the general restrictions on amendments set forth above, these Articles may be amended with the approval of (i) two-thirds (66 2/3%) of the Board; and (ii) seventy-five percent (75%) of the votes present (in person or by proxy) at a duly called meeting of the Members in which there is a quorum.

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13. Limitations.

13.1. Declaration is Paramount. 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.

13.2. Rights of Developer. There shall be no amendment to these Articles which shall abridge, reduce, amend, effect or modify the rights of Developer or Landstar.

13.3. By-Laws. These Articles shall not be amended in a manner that conflicts with the By-Laws.

14. Officers. The Board shall elect a President, Secretary, Treasurer, and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board shall from time to time determine. The names and addresses of the Officers who shall serve until their successors are elected by the Board are as follows:

<u>President:</u> Manny Mato	550 Biltmore Way #1110 Coral Gables, FL 33134
<u>Vice President:</u> Manny Mato	550 Biltmore Way #1110 Coral Gables, FL 33134
<u>Secretary/Treasurer:</u> Virginia Cepero	550 Biltmore Way #1110 Coral Gables, FL 33134

15. Indemnification of Officers and Directors. Association shall and does hereby indemnify and hold harmless every Director and every Officer, their heirs, executors and administrators, against all loss, cost and expenses reasonably incurred in connection with any action, suit or proceeding to which such Director or Officer may be made a party by reason of being or having been a Director or Officer of Association, including reasonable counsel fees and paraprofessional fees at all levels of proceeding. This indemnification shall not apply to matters wherein the Director or Officer shall be finally adjudged in such action, suit or proceeding to be liable for or guilty of gross negligence or willful misconduct. The foregoing rights shall be in addition to, and not exclusive of, all other rights to which such Director or Officers may be entitled.

16. Transactions in Which Directors or Officers are Interested. No contract or transaction between Association and one (1) or more of its Directors or Officers or Developer, or between Association and any other corporation, partnership, association, or other organization in which one (1) or more of its Officers or Directors are officers, directors or employees or otherwise interested shall be invalid, void or voidable solely for this reason, or solely because the Officer or Director is present at, or participates in, meetings of the Board thereof which authorized the contract or transaction, or solely because said Officers' or Directors' votes are counted for such purpose. No Director or Officer of Association shall incur liability by reason of the fact that such Director or Officer may be interested in any such contract or transaction. Interested Directors shall disclose the general nature of their interest and may be counted in determining the presence of a quorum at a meeting of the Board which authorized the contract or transaction.

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ACCEPTANCE BY REGISTERED AGENT

The undersigned, having been named to accept service of process for the above-stated corporation at the place designated in this certificate, hereby agrees to act in this capacity, and is familiar with, and accepts, the obligations of this position and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties.

Dated this 1st day of December, 2003.

PATRICIA KIMBALL FLETCHER, P.A.

By: Patricia K. Fletcher
PATRICIA KIMBALL FLETCHER, ESQ.
as President

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ARTICLES OF AMENDMENT TO
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
WATERSTONE MASTER ASSOCIATION, INC.
(A CORPORATION NOT FOR PROFIT)

Pursuant to the provisions of Section 617.1006, Florida Statutes, the undersigned corporation
adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment adopted:

The Articles of Incorporation of Waterstone Master Association, Inc. filed with
the Florida Secretary of State on May 5, 2003, are hereby replaced in their
entirety by the Amended and Restated Articles of Incorporation of Waterstone
Master Association, Inc., attached hereto and made a part hereof.

SECOND: The date of adoption of the amendment was November 26, 2003.

THIRD: Adoption of Amendment (CHECK ONE)

The Amendment was adopted by the members and the number of votes cast
for the Amendment was sufficient for approval.

There are no members entitled to vote on this amendment.

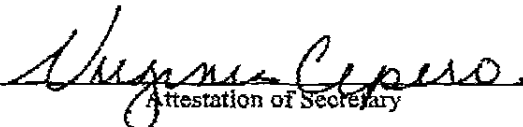


Signature of President or Vice President

Manny Mato

Typed or printed name

President December 1, 2003
Title Date



Attestation of Secretary

Virginia Cepero

Typed or printed name

Secretary December 1, 2003
Title Date

[SEAL]