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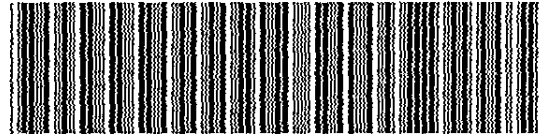
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**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

*Brown's Homes Triplex  
Homeowners Association, Inc.*

- Art of Inc. File \_\_\_\_\_
- LTD Partnership File \_\_\_\_\_
- Foreign Corp. File \_\_\_\_\_
- L.C. File \_\_\_\_\_
- Fictitious Name File \_\_\_\_\_
- Trade/Service Mark \_\_\_\_\_
- Merger File \_\_\_\_\_
- Art. of Amend. File \_\_\_\_\_
- RA Resignation \_\_\_\_\_
- Dissolution / Withdrawal \_\_\_\_\_
- Annual Report / Reinstatement \_\_\_\_\_
- Cert. Copy \_\_\_\_\_
- Photo Copy \_\_\_\_\_
- Certificate of Good Standing \_\_\_\_\_
- Certificate of Status \_\_\_\_\_
- Certificate of Fictitious Name \_\_\_\_\_
- Corp Record Search \_\_\_\_\_
- Officer Search \_\_\_\_\_
- Fictitious Search \_\_\_\_\_
- Fictitious Owner Search \_\_\_\_\_
- Vehicle Search \_\_\_\_\_
- Driving Record \_\_\_\_\_
- UCC 1 or 3 File \_\_\_\_\_
- UCC 11 Search \_\_\_\_\_
- UCC 11 Retrieval \_\_\_\_\_
- Courier \_\_\_\_\_

Signature \_\_\_\_\_

Requested by: *WL* *8/25* *3:30*  
Name Date Time

Walk-In \_\_\_\_\_ Will Pick Up \_\_\_\_\_



**FLORIDA DEPARTMENT OF STATE**  
Glenda E. Hood  
Secretary of State

August 26, 2003

**CAPITAL CONNECTION**

**SUBJECT: BROWN'S HOMES TRIPLEX HOMEOWNERS ASSOCIATION, INC.**  
Ref. Number: W03000024361

We have received your document for BROWN'S HOMES TRIPLEX HOMEOWNERS ASSOCIATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6884.

Shawn Logan  
Document Specialist  
New Filings Section

Letter Number: 103A00048138

**RE-SUBMIT**  
**PLEASE OBTAIN THE ORIGINAL**  
**FILE DATE**

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REGISTRATION  
DIVISION  
TALLAHASSEE, FLORIDA

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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

**Articles of Incorporation**  
of  
**Brown's Homes Triplex Homeowners Association, Inc.,**  
A Florida Corporation Not-for-profit

The undersigned incorporator, for the Purpose of forming a corporation not-for-profit pursuant to the laws of the State of Florida, Florida Statutes, Chapter 617, hereby adopts the following Articles of Incorporation.

**Preamble**

Brown's Community Development Center, Inc. a Florida not for profit corporation (ADeveloper@), owns certain property in Broward County, Florida (the ASubject Property@), and intends to execute and record a Declaration of Covenants and Restrictions for Brown's Homes Triplex (the ADeclaration@) which will affect the Subject Property. This Association is being formed as the Association to administer the Declaration, and to perform the duties and exercise the Powers pursuant to the Declaration, as and when the Declaration is recorded in the Public Records of Broward County, Florida, with these Articles of Incorporation attached as an exhibit. All of the definitions contained in the Declaration shall apply to these Articles of Incorporation, and to the Bylaws of the Association, and for that purpose, are incorporated by reference herein.

**Article I - Name**

The Name of the corporation is Brown's Homes Triplex Homeowners Association, Inc., a Florida corporation not-for-profit, hereinafter referred to as the AAssociation@.

**Article II - Purpose**

The Purposes for which the Association is organized are as follows:

1. To operate as a corporation not-for-profit pursuant to Chapter 617 of the Florida Statutes.
2. To enforce and exercise the Duties of the Association as provided in the Declaration.
3. To promote the health, safety, welfare, comfort, and social and economic benefit of the members of the Association.
4. To perform each and every act necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated in these Articles, or which shall at any time appear conducive to or expedient for the protection or benefit of the Corporation.

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### Article III - Powers And Duties

The Association shall have the following Powers and Duties:

1. All of the common law and statutory Powers of a corporation not-for-profit under the laws of the State of Florida.

2. To administer, enforce, carry out and perform all of the acts, functions, rights and duties provided in, or contemplated by, the Declaration, Including but not limited to, the following:

2.1 To own, purchase, sell, mortgage, encumber, lease, administer, manage, operate, maintain, improve, repair and/or replace real and personal property.

2.2 To make and collect Assessments against Owners to defray the costs, expenses and losses Incurred or to be Incurred by the Association, and to use the proceeds thereof in the exercise of the Association=s powers and duties.

2.3 To enforce the provisions of the Declaration, these Articles, and the By-laws.

2.4 To make, establish and enforce reasonable rules and regulations governing the use of Common Areas, Parcels, Units, and other property under the jurisdiction of the Association.

2.5 To grant and modify easements, and to dedicate property owned by the Association to any public or quasi-public agency, authority or utility company for public, utility, drainage and cable television Purposes.

2.6 To borrow money for the Purposes of carrying out the Powers and Duties of the Association.

2.7 To exercise control over exterior alterations, additions, improvements, or changes in accordance with the terms of the Declaration.

2.8 To obtain insurance as provided by the Declaration.

2.9 To employ personnel necessary to perform the obligations, services and Duties required of or to be performed by the Association and for proper operation of the properties for which the Association is responsible, or to contract with others for the performance of such obligations, services and/or Duties.

2.10 To sue and be sued.

2.11 To operate and maintain the surface water management system for the Subject Property as permitted by the South Florida Water Management District, including all lakes, retention areas, culverts and related appurtenances, as may be applicable.

2.12 To contract for satellite and/or cable television, security and other services for the Subject Property.

3. The foregoing shall be in furtherance of and not in limitation of the general powers conferred by the laws of the State of Florida and the objects and purposes herein set forth in these Articles. It is expressly provided that to such extent as a not for profit corporation organized under the Florida Not for Profit Corporation Act may now or in the future lawfully perform any act, the Corporation shall have the power to do so, either as principal or agent and either alone or in connection with other corporations, firms or individuals, including all and every act or thing necessary, suitable, convenient or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects enumerated in these Articles, or designed directly or indirectly to promote the interests of the Corporation or to enhance the value of its properties; and in general to do any and all things and exercise any and all powers, rights and privileges which a corporation may now or in the future be authorized to do or to exercise under the Florida Corporation Code or under any act amending, supplementing, or substituting for that Code, as modified under the Florida Not for Profit Corporation Act.

The provisions of this Article III shall be construed both as purposes and powers and each as an independent purpose and power. The specific purposes and powers enumerated above shall, except when otherwise provided in this Article III, in no way be limited or restricted by reference to, or inference from, the terms of any provisions of this or any other Article of these Articles of Incorporation.

#### Article IV - Members

1. The Members of the Association shall consist of all of the record Owners of Parcels. Membership shall be established as to each Parcel upon the recording of the Declaration. Upon the transfer of Ownership of fee title to, or fee interest in, a Parcel, whether by conveyance, devise, judicial decree, foreclosure, or otherwise, and upon the recordation amongst the public records in the county in which the Subject Property is located of the deed or other instrument establishing the acquisition of the Parcel affected thereby, the new Owner designated in such deed or other instrument shall thereupon become a member of the Association, and the Membership of the prior Owner as to the Parcel designated shall be terminated, provided, however, that the Association shall not have the responsibility or obligation of recognizing any such change in Membership until it has been delivered a true copy of the applicable deed or other instrument, or is otherwise informed of the transfer of Ownership of the Parcel. Prior to the recording of the Declaration, the Incorporator shall be the sole member of the Association.

2. The Bylaws shall provide for an annual meeting of the Members of the Association and shall make provision for special meetings.

3. The share of each member in the funds and assets of the Association, and the Common Surplus, and any Membership in the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the Parcel for which that Membership is established.

#### Article V - Voting Rights

The Association shall have two (2) classes of voting Membership:

1. Class A. Class A Members shall be all Owners with the exception of the Developer and shall be entitled to one vote for each Parcel owned. When more than one (1) person holds an interest in any Parcel, all such persons shall be Members. The vote for such Parcel shall be exercised as they among themselves determine and according to procedures established in the Bylaws, but in no event shall more than one vote be cast with respect to any Parcel.

2. Class B. Class B member(s) shall be the Developer (as defined in the Declaration) and shall be entitled to five (5) votes for each Parcel owned. The Class B Membership shall cease and be converted to Class A Membership on the happening of either of the following events, whichever occurs earlier:

- (a) when the total votes outstanding in the Class A Membership equals the total votes outstanding in the Class B Membership; or
- (b) written agreement between the Developer and the Association; or
- (c) five (5) years from the date of this instrument.

#### Article VI - Term of Existence

The Association shall have perpetual existence.

#### Article VII - Incorporator

The Name and address of the Incorporator is Darlene Ponder, 5231 N.W. 12<sup>th</sup> Avenue, Lauderhill, FL 33313.

#### Articles VIII - Directors

1. The property, business and affairs of the Association shall be managed by a Board which shall consist of not less than three (3) Directors, nor more than five (5) Directors and which shall always be an odd number. The Bylaws may provide for a method of determining the number

of Directors from time to time. In the absence of a determination as to the number of Directors, the Board shall consist of three (3) Directors. Directors are not required to be Members of the Association.

2. All of the Duties and Powers of the Association existing under the Declaration, these Articles and the Bylaws shall be exercised exclusively by the Board, its agents, contractors or employees, subject to the approval by the Members only when specifically required.

3. So long as Class B Membership shall exist pursuant to the provisions of Article V hereinabove, Developer shall have the right to appoint all of the Directors, and thereafter shall have the right to appoint one director so long as the Developer owns any Parcel. The Developer may waive its right to elect one or more Directors by written notice to the Association, and thereafter such Directors shall be elected by the Members. When the Developer no longer owns any Parcel within the Subject Property, all of the Directors shall be elected by the Members in the manner provided by the By-Laws.

4. Directors may be removed and vacancies on the Board shall be filled in the manner provided by the Bylaws; however, any director appointed by the Developer may be removed only by the Developer if, at the time such vacancy is to be filled, the Developer is entitled to appoint the Directors.

5. The Names and addresses of the initial Directors, Who shall hold office until their successors are appointed or elected, are as follows:

<u>Names</u>	<u>Addresses</u>
Henry Brown, Jr.	1321 N.W. 46 <sup>th</sup> Avenue, Lauderhill, FL 33313
Darlene Ponder	5231 N.W. 12th Street, Lauderhill, FL 33313
Henry Brown, III	4012 Eastridge Circle, Pompano Beach, FL 33064

#### Article IX - Officers

The officers of the Association shall be a President, Vice President, Secretary, Treasurer and such other officers as the Board may from time to time by resolution create. The officers shall serve at the pleasure of the Board, and the Bylaws may provide for the removal from office of officers, for filling vacancies, and for the Duties of the officers. The Names of the officers, who shall serve until their successors are designated by the Board, are as follows:

President	Darlene Ponder
Vice President	Henry Brown, Jr.
Secretary	Henry Brown, III
Treasurer	Henry Brown, III



## Article X - Indemnification

1. 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 proceedings (other than an action by or in the right of the Association) brought by reason of the fact that he is or was director, employee, officer or agent of the Association, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with the action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Association; and with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful; except that no indemnification shall be made in respect to 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 duties to the Association, unless and only to the extent that the court in which the 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 such expenses which the 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, in and of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interests of the Association; and with respect to any criminal action or proceeding, that he had no reasonable cause to believe that his conduct was unlawful.

2. 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 Paragraph 1 above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and costs and appellate attorneys' fees and costs) actually and reasonably incurred by him in connection therewith.

3. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding as authorized by the Board in the specific case upon receipt of an undertaking by or on behalf of the director, officer, 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 herein.

4. The Indemnification provided herein shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the laws of the State of Florida, any Bylaw, agreement, vote of members or otherwise, and as to action taken in an official capacity while holding office, shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

5. The Association shall, have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, 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, as 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. After a majority of the directors are elected by Class A Members the Association shall carry Officers and Directors Errors and Omissions Insurance.

#### Article XI - Bylaws

The first Bylaws shall be adopted by the Board and may be altered, amended or rescinded by the Developer, the Directors and/or Members in the manner provided by the Bylaws.

#### Article XII - Amendments

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

1. A majority of the Board shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of the Members, which may be the annual meeting or a special meeting.
2. Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each member entitled to vote thereon within the time and in the manner provided in the Bylaws for the giving of notice of a meeting of the Members. If the meeting is an annual meeting, the proposed amendment, or such summary may be included in the notice of such annual meeting.
3. At such meeting, a vote of the Members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of a majority of the votes of the entire Membership of the Association.
4. Any number of Amendments may be submitted to the Members and voted upon by them at any one meeting.
5. If all of the Directors and all of the Members eligible to vote sign a written statement manifesting their intention that an amendment to these Articles be adopted, then the amendment shall thereby be adopted as though the above requirements had been satisfied.
6. No amendment shall make any changes in the qualifications for Membership, nor in the voting rights of Members without approval by all of the Members and the joinder of Institutional Lenders holding mortgages upon a majority of the Parcels. No amendment shall be made that is in conflict with the Declaration. Prior to the closing of the sale of all Parcels within the Subject Property, no amendment shall make any changes which would in any way affect any of the rights, privileges, powers or options herein provided in favor of, or reserved to, the Developer,

unless the Developer shall join in the execution of the amendment, Including, but not limited to, any right of the Developer to appoint Directors.

7. No amendment to these Articles shall be made which discriminates against any Owner(s), or affects less than all of the Owners within the Subject Property, without the written approval of all of the Owners so discriminated against or affected.

8. Upon the approval of an amendment to these Articles, the Articles of amendment shall be executed and delivered to the Secretary of State as provided by law, and a copy certified by the Secretary of State shall be recorded in the public records of the county in which the Subject Property is located.

#### Article XIII – Not for Profit

No part of the earnings or proceeds or property received from the operations of the Corporation shall inure to the benefit of any private individual, whether member, officer or director. No substantial part of the activities of the Corporation shall be for the purposes of carrying on propaganda, or otherwise attempting, to influence legislation except as allowed by law. The Corporation shall not participate in, or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office. Notwithstanding the foregoing, the Corporation is organized for the purposes of not for profit activity with the foregoing stated in order to conform with applicable provisions of the Internal Revenue Code and not in limitation of authorized activities of the Corporation except to comply therewith.

#### Article XIV - Dissolution

In the event of dissolution or final liquidation of the Association, the assets, both real and personal, of the Association shall be distributed to the members as provided by law. No such disposition of Association properties shall be effective to divest or diminish any right or title of any member vested in him under the recorded Declaration unless made in accordance with the provisions of such Declaration.

#### Article XV- Initial Registered Office Address, Name of Registered Agent and Principal Place of Business

The Corporation's initial Registered Agent, the Registered Office and its Principal Place of Business in the State of Florida are:

INITIAL REGISTERED AGENT:	Darlene Ponder
INITIAL REGISTERED OFFICE:	5231 N.W. 12 <sup>th</sup> Street Lauderhill, FL 33313.
PRINCIPAL PLACE OF BUSINESS:	5231 N.W. 12 <sup>th</sup> Street Lauderhill, FL 33313

Article XVI - FHA/VA Approval

As long as there is a Class B Membership as defined in the Articles, if any mortgage encumbering any Parcel is guaranteed or insured by the Federal Housing Administration or by the Veterans Administration, then upon written demand to The Association, by either such agency, the following action must be approved by either such agency: (1) any annexation of additional property, except for any property specifically identified in the Declaration (ii) any merger or consolidation of the Association; (iii) any mortgaging or dedication of any Common Area; (iv) any Dissolution of the Association; and (v) any amendment of these Articles, except for an amendment made to correct errors or omissions, or required by any Institutional Lender so that such lender will make, insure or guarantee mortgage loans for the Parcels, or required by any Institutional Lender so that such lender will make, insure or guarantee mortgage loans for the Parcels, or is required by any governmental authority. Such approval shall do deemed given if either agency fails to deliver written notice of its disapproval of any such action to Developer or to the Association within 20 days after a request for such approval is delivered to the agency by certified mail, return receipt requested, or equivalent delivery, and such approval may be conclusively evidenced by a certificate of Developer or the Association that the approval was given or deemed given.

Wherefore, Darlene Ponder, being the Incorporator and the initial registered agent of the Association, has executed these Articles on this 4<sup>th</sup> day of September 2003.

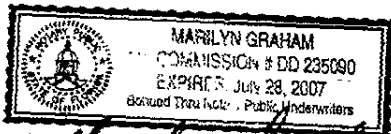
Darlene Ponder  
Darlene Ponder

State of Florida  
County of Broward

I hereby certify that on this day before me, an officer duly qualified to take acknowledgments, personally appeared Darlene Ponder. She is personally known to me or has produced \_\_\_\_\_ as identification and acknowledged before me that he executed the foregoing Articles of Incorporation.

WITNESS my hand and official seal in the County and State last aforesaid this 4<sup>th</sup> day of September 2003.

My commission expires:



Marilyn Graham

\_\_\_\_\_  
Notary Public  
Type or print name of Notary below Notary's signature  
(SEAL)

**Brown Homes Triplex Homeowners Association, Inc.**  
**Articles of Incorporation**

**Page 9**

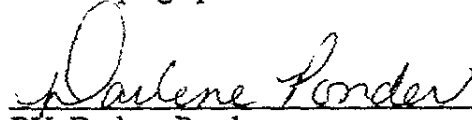
CERTIFICATE DESIGNATING PRINCIPAL OFFICE FOR THE SERVICE OF PROCESS  
WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of §607.0501, Fla. Stat., the following is submitted, in compliance therewith:

First, that desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at City of Lauderhill, County of Broward, State of Florida, has named Darlene Ponder, located at 5231 N.W. 12<sup>th</sup> Street, Lauderhill, FL 33313, as its agent to accept service of process within this state.

**ACKNOWLEDGEMENT:**

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby agree to act in this capacity, accept appointment thereto, and agree to comply with the provision of said Act relative to keeping open said office.

  
BY: Darlene Ponder

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CLERK OF DISTRICT COURT  
MIAMI COUNTY, FLORIDA