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P. 1 of 1

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FLORIDA NON-PROFIT CORPORATION
RANCHO ALEGRE HOMEOWNERS ASSOCIATION, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
RANCHO ALEGRE HOMEOWNERS ASSOCIATION, INC.

The undersigned incorporator hereby adopts the following Articles of Incorporation for the purpose of forming a not-for-profit corporation under the "Florida Not-For-Profit Corporation Act."

ARTICLE I
CORPORATE NAME

The name of the Corporation shall be Rancho Alegre Homeowners Association, Inc., hereinafter called the "Association".

ARTICLE II
DURATION

The duration of the Corporation shall be perpetual.

ARTICLE III
DEFINITIONS

The terms used in these Articles shall have the same definitions and meanings as those set forth in the Declaration of Restrictions, Covenants, Easements and Conditions of Rancho Alegre to be recorded in the Public Records of Broward County, Florida, unless herein provided to the contrary, or unless the context otherwise requires.

ARTICLE IV
COMMENCEMENT OF CORPORATE EXISTENCE

The corporate existence of the Association shall commence at the time these Articles of Incorporation are filed by the Department of State of the State of Florida.

ARTICLE V
PURPOSES AND POWERS

The Association is not organized for pecuniary profit or financial gain, and no part of the Association's assets or income shall inure to the benefit of any Director, Officer or Member of

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the Association except as may be authorized by the Board of Directors in accordance with the terms and provisions of the Bylaws of the Association with respect to the compensation of Directors, Officers or Members of the Association for the rendition of unusual or exceptional services to the Association.

The purposes for which the Association is formed, and the powers that may be exercised by the Board of Directors of the Association, are:

A. To exercise all of the powers and privileges, and to perform all of the duties and obligations, of the Association as set forth in the Declaration of Restrictions, Covenants, Easements and Conditions of Rancho Alegre, as the same may be amended from time to time, and as otherwise required from time to time by, or agreed upon with the Town of Davie, Florida or any other municipality or governing authority having jurisdiction over the real property constituting Rancho Alegre.

B. To acquire by gift, purchase, or otherwise, and to own, build, improve, operate, repair, maintain and replace, lease, transfer, and otherwise dispose of, real property, buildings, improvements, fixtures and personal property in connection with the business and affairs of the Association.

C. To establish, levy, collect, and enforce payment of, all assessments and charges pursuant to the terms and provisions of the Declaration or Bylaws of the Association, and to use the proceeds thereof in the exercise of its powers and duties.

D. To pay all expenses in connection with and incident to the conduct of the business and affairs of the Association.

E. To borrow money and to pledge, mortgage or hypothecate any or all of the real or personal property owned by the Association as security for money borrowed or debts incurred by the Association.

F. To exercise such powers which are now or may hereafter be conferred by law upon an association organized for the purposes set forth herein, or which may be necessary or incidental to the powers so conferred.

G. To promulgate or enforce rules, regulations, bylaws, covenants, restrictions or agreements to effectuate the purposes for which the Association is organized.

((H04000010976 3)))

H. To contract for the management of the Association and to delegate in such contract all or any part of the powers and duties of the Association, and to contract for services to be provided to Members, including, but not limited to, trash removal and other utilities or services.

I. To purchase insurance as required from time to time by the Board of Directors for the protection of the Association, its Officers, its Directors and the Members.

J. To employ personnel to perform the services required for the proper operation of the Association.

The foregoing clauses shall be construed both as purposes and powers, and the enumeration of specific purposes and powers shall not be construed to limit or restrict in any way the purposes and powers of the Association that may be granted by applicable law and any amendments thereto.

ARTICLE VI
BOARD OF DIRECTORS

A. Number and Qualifications. The business and affairs of the Association shall be managed and governed by a Board of Directors. The number of Directors constituting the initial Board of Directors shall be three. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws of the Association, but in no event shall there be less than three Directors. Directors need not be Members of the Association nor residents of the Lots at Rancho Alegre.

B. Duties and Powers. 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 of Directors, its agents, contractors or employees, subject to approval by Owners only when such approval is specifically required.

C. Election; Removal. Directors of the Association shall be elected at the Annual Meeting of the Members in the manner determined by and subject to the qualifications set forth herein and in the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

D. Term of Initial Directors. The Declarant shall appoint the members of the first Board of Directors and their replacements, who shall hold office for the periods described in the Bylaws.

((H04000010976 3)))

E. Initial Directors. The names and addresses of the first Board of Directors who shall hold office until their successors are elected and have taken office, as provided in the Bylaws are as follows:

Alegre Berman
18170 West Dixie Highway
Miami, FL 33160

Jac Berman
18170 West Dixie Highway
Miami, FL 33160

Brett Krupnick
18170 West Dixie Highway
Miami, FL 33160

ARTICLE VII
TRANSACTIONS IN WHICH DIRECTORS OR
OFFICERS ARE INTERESTED

No contract or transaction between the Association and one or more of its Directors or Officers or between the Association and any other corporation, partnership, association, limited liability company or other organization in which one or more of its Officers or Directors are officers or directors 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 or committee thereof that authorized the contract or transaction, or solely because such Officer's or Director's votes are counted for such purpose. No Director or Officer of the 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 may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee that authorized the contract or transaction.

ARTICLE VIII
OFFICERS

The affairs of the Association shall be administered by the Officers holding the offices designated in the Bylaws. The Officers shall be elected by the Board of Directors of the Association at its first meeting following the Annual Meeting of the Members and shall serve at the pleasure of the Board of

((H04000010976 3)))

Directors. The Bylaws may provide for the removal of Officers, for the filling of vacancies and for the duties of the Officers. The names and addresses of the Officers who shall serve until their successors are designated by the Board of Directors are as follows:

President: Alegre Berman
18170 West Dixie Highway
Miami, FL 33160

Vice-President: Jac Berman
18170 West Dixie Highway
Miami, FL 33160

Secretary/Treasurer: Brett Krupnick
18170 West Dixie Highway
Miami, FL 33160

ARTICLE IX
MEMBERSHIP

The Association shall be a membership corporation without certificates or shares of stock. Every person or entity who is a record title owner of any Lot in Rancho Alegre shall be a member of the Association. Membership is appurtenant to a Lot and cannot be conveyed other than by conveyance of fee simple title to the Lot.

The Association shall have two classes of membership, Class A and Class B, as follows:

A. Class A. Class A members shall be those owners as defined in the Declaration, with the exception of the Class B member. Class A members shall be entitled to one vote for each Lot in which they hold the interest required for membership.

B. Class B. Class B members shall be Alegre Berman & Jac Berman, her husband ("Declarant") or any successor who is designated as such in an instrument executed by Declarant. The Class B member shall be entitled to nineteen (19) votes, provided that the Class B membership shall cease on the happening of either of the following events, whichever occurs first:

1. The sale by Declarant of fifteen (15) Lots, such that neither the Declarant nor its successor holds any interest in any

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portion of the fifteen (15) Lots within Rancho Alegre; or

2. When in its sole discretion the Declarant or its successor so determines.

From and after the happening of the earlier of said two events to occur, the Class B membership shall cease to exist.

ARTICLE X
AMENDMENT

Amendments to these Articles shall be made in the following manner:

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

B. Adoption. The resolution for the adoption of a proposed amendment may be proposed by either a majority of the Board of Directors or by not less than one third (1/3) of the Members. Directors and Members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, provided that the approval is delivered to the Secretary at or prior to the meeting. The approval must be by not less than a majority of the votes of all the Members represented at a meeting at which a quorum of Members is present.

C. Limitation. No amendment shall make any changes in the qualifications for membership, nor in the voting rights or property rights of Members, nor any changes in Article V or Article XIII of the Articles entitled "Powers" and "Indemnification," respectively, without the approval in writing of all Members and the joinder of all record owners of mortgages on Lots. No amendment shall be made that is in conflict with the Declaration or Bylaws, nor shall any amendment make changes that would in any way affect the rights, privileges, powers or options herein provided in favor of, or reserved to, Declarant, or an affiliate of Declarant, unless Declarant shall join in the execution of the amendment. No amendment to this Paragraph C of Article X shall be effective.

D. Declarant's Amendment. Notwithstanding the foregoing, the Declarant may amend these Articles consistent with the provisions of the Declaration allowing certain amendments to be effected solely by the Declarant.

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E. Recording. A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of applicable Florida law, and a copy certified by the Secretary of State shall be recorded in the Public Records of Broward County, Florida.

ARTICLE XI

BYLAWS

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

ARTICLE XII

INCORPORATOR

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

Fredda Fierro
8551 W. Sunrise Blvd., #208
Ft. Lauderdale, FL 33322

ARTICLE XIII

INDEMNIFICATION

A. Indemnity. 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/she is or was a director, employee, officer or agent of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding, unless (a) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he/she did not act in good faith, or in a manner he/she 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/she had reasonable cause to believe his/her conduct was unlawful, and (b) such court further specifically determines that indemnification should be denied.

The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the

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person did not act in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interests of the Association, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.

B. Expenses. 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 A above, or in defense of any claim, issue or matter therein, he/she shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him/her in connection therewith.

C. Advances. 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 upon the receipt of an undertaking by or on behalf of the affected 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 in this Article XIII.

D. Miscellaneous. 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 bylaw, agreement, vote of members or otherwise, and 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 and personal representatives of such person.

E. Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was 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/her and incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not the Association would have the power to indemnify him/her against such liability under the provisions of this Article.

F. Amendment. Notwithstanding anything herein to the contrary, the provisions of this Article XIII may not be amended without the prior written consent of all persons whose interest would be adversely affected by such amendment.

((H04000010976 3)))

ARTICLE XIV
DISSOLUTION

The Association may be dissolved by a vote of eighty percent (80%) of the Members entitled to vote at any regular or special meeting; provided, however, that the proposed action is specifically set forth in the notice of any such meeting, and that, so long as Declarant owns at least one (1) Lot, Declarant's written consent to the dissolution of the Association must first be obtained.

ARTICLE XV
MAILING ADDRESS; REGISTERED OFFICE AND AGENT

The mailing address of the Association is:

18170 West Dixie Highway
Miami, FL 33160

The name and address of the initial registered agent of the Association:

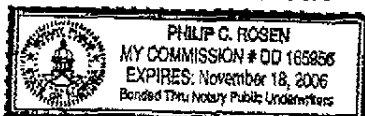
Paul M. Bloomgarden
Bloomgarden & Associates, P.A.
8551 West Sunrise Blvd., Suite 208
Ft. Lauderdale, FL 33322


IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 16th day of January, 2004.


FREDDA FIERRO, Incorporator

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 16th day of January, 2004 by FREDDA FIERRO who is personally known to me or who has produced her Florida drivers license as identification and who did take an oath.




Notary Public

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DESIGNATION OF REGISTERED AGENT

FOR

Rancho Alegre HOMEOWNERS ASSOCIATION, INC.

In compliance with Section 48.091, Florida Statutes, RANCHO ALEGRE HOMEOWNERS ASSOCIATION, INC. desiring to organize and qualify under the laws of the State of Florida, hereby names Paul M. Bloomgarden, located at 8551 W. Sunrise Boulevard, Suite 208, Ft. Lauderdale, Florida 33322 as its agent to accept service of process within Florida.

DATED: January 16, 2004



FREDDA FIERRO, Incorporator

ACCEPTANCE

Having been named to accept service of process for the above named 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.

DATED: January 16, 2004



PAUL M. BLOOMGARDEN, Registered Agent

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