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Parkland Estates Property Owners' Association

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

January 13, 2005

AGENTS AND CORPORATIONS, INC.

SUBJECT: PARKLAND ESTATES PROPERTY OWNERS' ASSOCIATION
REF: W05000001933

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**ARTICLES OF INCORPORATION
OF
PARKLAND ESTATES PROPERTY OWNERS' ASSOCIATION, INC.**

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

UBT PARKLAND ESTATES, LLC, a Delaware limited liability company ("DECLARANT"), owns certain property in Broward County, Florida (the "PROPERTY") and intends to execute and record the DECLARATION OF COVENANTS AND EASEMENTS (the "DECLARATION") which will affect the 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 among the Public Records of Broward County, Florida, with these ARTICLES attached as an Exhibit. All of the definitions contained in the DECLARATION shall apply to these ARTICLES and likewise to the BYLAWS of the ASSOCIATION.

ARTICLE I - NAME AND ADDRESS OF ASSOCIATION

The name of the corporation is "PARKLAND ESTATES PROPERTY OWNERS' ASSOCIATION, INC.," hereinafter referred to as the "ASSOCIATION" The principal and mailing address of this corporation is 1902 Avenue K, Brooklyn, New York 11230, or such other place as may be designated by the Board of Directors.

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 provide lake and drainage maintenance for the Property and to operate and maintain the Surface Water Management System, as licensed by the South Florida Water Management District and the Broward County Department of Environmental Protection, including the lake, all retention areas, culverts and related appurtenances for the benefit of the LOTS and in compliance with all government regulations.
4. To maintain, repair, replace, and operate the drainage areas on, upon, over, and under those portions designated in the DECLARATION as drainage easements.

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5. To maintain for the benefit of the membership, water and sewer transmission facilities, including but not limited to lines, pipes and related equipment and facilities necessary for the Surface Water Management System.
6. To provide for necessary berms, and other landscaping buffers required for the Surface Water Management System.
7. To undertake the responsibilities set forth in the DECLARATION and all amendments thereto.
8. All powers as provided for a Homeowners association as set forth in Chapter 720, Florida Statutes

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:
 - a. To own, purchase, sell, mortgage, encumber, lease, administer, manage, operate, maintain, improve, repair and/or replace real and personal property.
 - b. 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.
 - c. To enforce the provisions of the DECLARATION, these ARTICLES, and the BYLAWS.
 - d. To make, establish and enforce reasonable rules and regulations governing the use of COMMON AREAS, STRUCTURAL, COMMON ELEMENTS, LOTS, UNITS and other property under the jurisdiction of the ASSOCIATION.
 - e. 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.
 - f. To borrow money for the purposes of carrying out the powers and duties of the ASSOCIATION.

- g. To exercise control over exterior alterations, additions, improvements or changes in accordance with the terms of the DECLARATION.
- h. To sue or be sued.
- i. 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.
- j. To obtain insurance as provided by the DECLARATION.

ARTICLE IV - MEMBERS

1. The members of the ASSOCIATION shall consist of all of the record owners of LOTS. Membership shall be established as to each LOT upon the recording of the DECLARATION. Upon the transfer of ownership of fee title to, or fee interest in, a LOT, whether by conveyance, devise, judicial decree, foreclosure or otherwise, and upon the recordation among the public records in the county in which the PROPERTY is located of the deed or other instrument establishing the acquisition and designating the LOT 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 LOT 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 LOT. Prior to the recording of the DECLARATION, the incorporator shall be the sole member of the ASSOCIATION.
2. The share of each member in the funds and assets of the ASSOCIATION, and the COMMON SURPLUS, and any membership in this ASSOCIATION, cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the LOT for which that membership is established.
3. On all matters upon which the membership shall be entitled to vote, there shall be only one vote for each LOT. In the event any LOT is owned by more than one person and/or by an entity, the vote for such LOT shall be cast in the manner provided by the BYLAWS. Any person or entity owning more than one LOT shall be entitled to one vote for each LOT owned.
4. The BYLAWS shall provide for an annual meeting of the members of the ASSOCIATION and shall make provision for special meetings.

ARTICLE V - TERM OF EXISTENCE

The ASSOCIATION shall have perpetual existence.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator is:

UBT PARKLAND ESTATES, LLC, a Delaware limited liability company whose address is 1902 Avenue K, Brooklyn, New York 11230.

1. The property, business and affairs of the ASSOCIATION shall be managed by a BOARD consisting of either three (3) or five (5) directors. 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. During the time that DECLARANT owns any of the LOTS within The PROPERTY, the directors are not required to be members of the ASSOCIATION. The term of office for the Directors shall be one year.

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 approval by the members only when specifically required.

3. The DECLARANT shall have the right to appoint all of the directors until DECLARANT has conveyed Five (5) of the LOTS within the PROPERTY, or until 5 years after the DECLARATION is recorded in the Public Records of Broward County, Florida, whichever occurs first, and thereafter DECLARANT shall have the right to appoint a majority of the directors so long as the DECLARANT owns at least one (1) LOT during its ordinary course of business. The DECLARANT 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 DECLARANT no longer owns any LOT within the PROPERTY, all of the directors shall be elected by the members in the manner provided in the BYLAWS. The occurrence of this event shall be deemed the TURNOVER DATE.

4. Directors may be removed and vacancies on the BOARD shall be filled in the manner provided in the BYLAWS, provided that 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 DECLARANT is entitled to appoint any such director.

5. The name and address of the three (3) initial directors, who shall hold office until their successors are duly appointed or elected, is as follows:

Avrohom Oustatcher
1902 Avenue K
Brooklyn, New York 11230

Menachem Goldstone
1259 East 8th Street
Brooklyn, New York 11230

Philippe Symonovitz, Esq.
888 South Andrews Avenue, Suite 201A
Fort Lauderdale, Florida 33316

ARTICLE VIII - 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 and addresses of the officers who shall serve until their successors are duly designated by the BOARD are as follows:

President	Avrohom Oustatcher 1902 Avenue K Brooklyn, New York 11230
Vice-President/Treasurer	Menachem Goldstone 1259 East 8 th Street Brooklyn, New York 11230
Secretary:	Menachem Goldstone 1259 East 8 th Street Brooklyn, New York 11230

ARTICLE IX - 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 (other than an action by or in the right of the ASSOCIATION) by reason of the fact that he 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 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 interest 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 duty 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 interest 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 appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.

3. The ASSOCIATION indemnifies the DECLARANT against any and all causes of action, lawsuits or claims whatsoever which may arise by reason of the matters contained in the DECLARATION for all future and holds said DECLARANT, its agents, employees, members, officers and their assigns harmless by reason of their actions or inactions with respect to the Property.

4. 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 directors, 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.

5. 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.

6. 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, 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.

ARTICLE X - BYLAWS

The first BYLAWS shall be adopted by the BOARD and may be altered, amended or rescinded by the DECLARANT, the Directors and/or members in the manner provided by the BYLAWS.

ARTICLE XI - 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 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 75% of the 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 a majority of the directors and a majority of 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 all INSTITUTIONAL LENDERS holding mortgages on the LOTS. No amendment shall be made that is in conflict with the DECLARATION. Prior to the closing of the sale and conveyance by DECLARANT of all LOTS, 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 DECLARANT, including, but not limited to, any right of the DECLARANT to appoint directors pursuant to Article VII, unless the DECLARANT shall join in the execution of the amendment.

7. No amendment to these ARTICLES shall be made which discriminates against any OWNER, or affects less than all of the OWNERS within the 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 Department of State as provided by law, and a copy certified by the Department of State shall be recorded in the public records of the county in which the PROPERTY is located.

ARTICLE XII-DISSOLUTION

In the event of dissolution or final liquidation of the ASSOCIATION, the assets, both real and personal, of the ASSOCIATION, shall be dedicated to an appropriate public agency or utility

to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the ASSOCIATION. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization, to be devoted to purposes as nearly as practicable to the same as those to which they were required to be devoted by the ASSOCIATION. No such disposition of ASSOCIATION properties shall be effective to divest or diminish any right or title of any OWNER vested in such OWNER under the recorded DECLARATION unless made in accordance with the provisions of the DECLARATION.

**ARTICLE XIII
INITIAL REGISTERED OFFICE ADDRESS AND NAME OF REGISTERED AGENT**

The initial registered agent of the corporation shall be Philippe Symonovicz, Esquire, 888 South Andrews Avenue, Suite 201A, Fort Lauderdale, Florida 33316.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 12 day of January, 2005.

INCORPORATOR:

UBT PARKLAND ESTATES, LLC,
a Delaware limited liability

By: Ad. member
Avrohom Oustatcher, Member of
UBT SADDLE BROOK RANCHES, LLC.
a Delaware limited liability company as
Managing Member of UBT PARKLAND ESTATES, LLC

STATE OF NEW YORK)
COUNTY OF Kings)

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgments, appeared AVROHOM OUSTATCHER as Member of UBT SADDLE BROOK RANCHES, LLC, a Delaware limited liability company as Managing Member for UBT PARKLAND ESTATES, LLC, a Delaware limited liability company, who is ☐ personally known to me or who ☒ has produced Lys A. A. A. A. as identification.

WITNESS my hand and seal on this 12 day of Jan., 2005

Harold Pine
Notary Public

My Commission Expires 5/31/07

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HAROLD PINE
Notary Public, State of New York
No. 24 - 0114740338
Qualified in Kings County
Commission Expires 5/31/07

**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 607.0501, Florida Statutes, the following is submitted:

First that PARKLAND ESTATES PROPERTY OWNERS' ASSOCIATION, INC. desiring to organize or qualify under the laws of the State of Florida, has named Philippe Symonovitz, Esquire whose address is 888 South Andrews Avenue, Fort Lauderdale, Florida 33316, as its agent to accept service of process within Florida.

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. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I am familiar with and accept the obligations of my position as registered agent.


Philippe Symonovitz, Esq.
Dated: December 1, 2004

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NORTH DAVENPORT, FLORIDA