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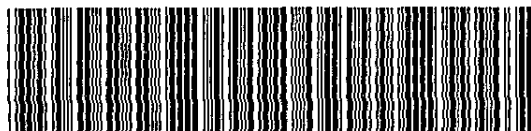
(Business Entity Name)

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Certified Copies _____ Certificates of Status _____

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06 MAY 12 AM 11:45
CLERK OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: CARVER HEIGHTS TOWNHOMES ASSOCIATION, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)
(A CORPORATION NOT-FOR-PROFIT)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: STRALEY & OTTO, P.A.
Name (Printed or typed)
REGISTERED AGENT
3990 SHERIDAN STREET, SUITE 109
Address
HOLLYWOOD, FLORIDA 33021
City, State & Zip
(954) 962-7367
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

FILED

06 MAY 12 AM 11:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
CARVER HEIGHTS TOWNHOMES ASSOCIATION, INC..
(A CORPORATION NOT-FOR-PROFIT)**

In order to form a corporation under and in accordance with the provisions of the laws of the State of Florida, for the formation of a corporation not for profit, we, the undersigned, hereby associate ourselves into a corporation with the purposes and with the powers hereinafter mentioned, and to that end, we do, by these articles of incorporation, set forth:

ARTICLE I

The name of the proposed corporation shall be CARVER HEIGHTS TOWNHOMES ASSOCIATION, INC.

ARTICLE II

The purpose and objects of the corporation shall be to:

- (a) Hold title to, maintain, and operate recreational facilities, accesses and other common areas for the benefit of, and on account of, the townhouse owners within the development to be known as CARVER HEIGHTS TOWNHOMES, comprising all real property described in Schedule A attached hereto.
- (b) Supervise and control the Declaration of Restrictions recorded by the subdividor, restricting and controlling the use of the property and the improvements built thereon.
- (c) This corporation shall be conducted as a non-profit organization for the benefit of its members.

ARTICLE III

The corporation shall have the following powers:

- 1. The corporation shall have all of the powers and privileges set forth and described in Chapter 720, Florida Statutes, as amended from time to time, as well as the applicable portions of Chapter 607, Florida Statutes, relating to corporations not-for-profit.
- 2. The corporation shall have all of the powers reasonable necessary to implement and effectuate the purposes of the corporation, including, but not limited to, the following:
 - (a) To levy and collect assessments against members of the corporation, to defray the expenses of maintaining the common areas, as may be provided in the Declaration of Restrictions, controlling and restricting the use of the subdivided Real Property as it may be hereinafter recorded, including the right to levy and collect assessments for the purposes of acquiring, operating, leasing, managing and otherwise trading and dealing with

such property, whether real or personal, which may be necessary or convenient in accomplishing the purposes set forth in these Articles of Incorporation and said Declaration of Restrictions.

- (b) To enforce the provision of the said Declaration of Restrictions, those Articles of Incorporation, which may, hereinafter be adopted, and the rules and regulations governing the use of the common areas as same may hereafter be established.
- (c) To enter into agreements with others to conduct the lawful business of the corporation, not otherwise restricted under Florida law.

ARTICLE IV

The incorporators shall be the initial members, who shall serve as the first Board of Directors. After the initial Board of Directors completes its term and the successors are elected then qualification of the members, the manner of their admission to membership and termination of such membership, and voting by members shall be as follows:

1. The owners of the townhouses, their heirs, successors and assigns shall be member of the corporation, and no other persons or entities shall be members of the corporation, and no other persons or entities shall be entitled to membership.
2. Membership shall be established by the acquisition of the fee title to a townhouse, in compliance with the procedures and requirements for Association approval set forth in the Declaration, whether by conveyance, judicial decree, or otherwise. The membership of any party shall be automatically terminated upon being divested of title.
3. The interest of a member in the funds and assets of the corporation cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to his ownership of any portion of the recorded subdivision. The funds and assets of the corporation shall be subject to the limitation that the same be expended, held or used for the benefit of the Membership.
4. On all matter on which the Membership shall be entitled to vote there shall be one vote for each townhouse within the subdivision. The votes may be exercised or cast by the owner or owners in such manner as may be provided by the By-Laws hereafter adopted by the corporation. Should any member own more than one unit, then such member shall be entitled to exercise or cast as many votes as units he or she owns, in the manner provided by the By-Laws.

ARTICLE V

The corporation shall have perpetual existence.

ARTICLE VI

The principal office of the corporation shall be located at 10200 State Road 84, Suite 107, Davie, Florida 33324, but the corporation may maintain offices and transact business in such other places within or

without of the State of Florida as may from time to time be designated by the Board of Directors.

ARTICLE VII

The affairs of the corporation may be managed by the President of the Corporation, assisted by one or more Vice-Presidents, Secretary and Treasurer and, if any, the Assistant Secretaries and Assistant Treasurers, subject to the direction of the Board of Directors. The Board of Directors, or the President, with the approval of the Board of Directors, may employ a Managing Agent and/or such other managerial and supervisory personnel entitled to administer or assist in the administration of the operation of the management of the affairs of the corporation, and any such person or entity may be so employed without regard to whether such person or entity is a member of the Corporation or a Director or Officer of the corporation, as the case may be.

ARTICLE VIII

The member or members of the first Board of Directors of the corporation shall be two (2). The number of members of succeeding Board of Directors shall three (3). The members of the Board of Directors shall be elected by the members of the corporation at the Annual Meeting of the Membership as provided in the By-Laws of the corporation. So long as the Declarant/Developer owns not less than ninety percent (90%) of the recorded townhouse lots, then the Developer shall have the right to elect the entire Board of Directors, subject to the following:

- (a) After not less than 90% of all townhouses have been sold or when none of the others are being offered for sale by the Developer in the ordinary course of business, whichever shall first occur, then the right of the Developer to elect all members of the Board of Directors shall cease, and its right shall then be to vote for such directors as any other owner as provided herein.

Within sixty (60) days after the Owners other than the Developer are entitled to elect a member or members of the Board of Directors of the Association, the Association shall call and give not less than thirty (30) days nor more than forty (40) days notice of a meeting of the owners for this purpose. Such meeting may be called and the notice given by the Owner if the Association fails to do so.

- (b) While the Developer owns any building sites within the subdivision, none of the following actions may be taken without approval in writing by the Developer:
 1. Assessment of the Developer as an Owner for capital improvements.
 2. Any action by the Association that would be detrimental to the sales of units by the Developer. However, an increase in assessments without discrimination against the Developer shall not be deemed to be detrimental to the sales of units.

Vacancies in the Board of Directors shall then be filled for the unexpired term by the remaining Directors at any regular or

special Directors' meeting. Directors elected by Members of the corporation as distinguished from those Directors elected by the Developer, shall be Members of the corporation. Until the first sale of each unit, the Developer shall have the complete and absolute right to determine to whom each unit is to be sold and to make such sale, without procuring the approval of (a) this corporation or its Officers or Directors, and (b) the Members of this corporation.

- (c) Prior to or within a reasonable time after the Owners, other than the Developer, elect a majority of the members of the Board of Directors, the Developer shall relinquish control of the Association.

ARTICLE IX

The Board of Directors shall elect a President, Secretary, and Treasurer, and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board of Directors shall determine. The President shall be elected from among the membership of the Board of Directors, but no other officer need be a Director. The same person may hold two offices, the duties of which are not incompatible, provided, however, that the office of President and Vice President shall not be held by the same person; and further provided that the office of President and Secretary or Assistant Secretary shall not be held by the same person.

ARTICLE X

The names and post office addresses of the first Board of Directors who, subject to the provision of these Articles of Incorporation, the By-Laws and the laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are as follows:

Yasir Khan
210 N.W. 5th Avenue
Hallandale, Florida 33009

Floyd Salkey
210 N.W. 5th Avenue
Hallandale, Florida 33009

ARTICLE XI

The Incorporator of these Articles of Incorporation is Yasir Khan, as Manager of HALLANDALE DEVELOPMENT GROUP, LLC, which has a post office address of 10200 State Road 84, Suite 107, Davie, Florida 33324.

ARTICLE XII

The Registered Agent of the corporation is Straley & Otto, P.A., which has a street address of 3990 Sheridan Street, Suite 109, Hollywood, Florida 33021.

ARTICLE XIII

The officers of the corporation who shall serve until the first election under these Articles of Incorporation shall be the following:

Yasir Khan, President

Floyd Salkey, Vice-President/Secretary/Treasurer

ARTICLE XIV

The initial by-laws of this corporation shall be adopted and approved at the first meeting of the Incorporators. Such By-Laws subject to the provisions herein and therein contained, may be altered, amended or added to in the manner provided for in the Articles of Incorporation and in conformity with the provisions and requirements of the Florida Statutes.

ARTICLE XV

Every Director and every Officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including attorneys' fees, reasonably incurred by, or imposed upon him in connection with any proceeding in which he may be party, or in which he may become involved by reason of his being or having been a Director or Officer of the corporation, whether or not he is a Director or Officer at the time such expenses are incurred, except in such cases wherein the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, provided that, in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the Director or Officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such a settlement and reimbursement as being in the best interests of the corporation. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which such Director or Officer may be entitled.

ARTICLE XVI

An amendment or Amendments to these Articles of Incorporation may be proposed by the Board of Directors of the corporation acting upon a vote of the majority of the directors, or by the members of the corporation owning a majority of the townhouses within the development, whether meeting as members or by instrument, in writing, signed by them. Upon any amendment or amendments to these Articles of Incorporation being proposed by said Board of Directors or members, such proposed amendment or amendments shall be transmitted to the President of the corporation or other officer of the corporation, in the absence of the President, who shall, thereupon, call a Special Meeting of the members of the corporation for a date not sooner than fifteen (15) days, not later than forty-five (45) days from the receipt by him of the proposed amendment or amendments, and it shall be the duty of the Secretary to give each member written or printed notice of such meeting, stating the time and place of the meeting and reciting the proposed amendment or amendments in reasonably detailed form, which notice shall be posted in a conspicuous place within the Subdivision, and be mailed or presented personally to each member not less than fifteen (15) days, not more than thirty (30) days, before the date of such meeting. If mailed, such notice shall be deemed to be properly given when deposited in the United States mail, addressed to the member at his post office address as it appears on the records of the corporation, the postage thereon prepaid. Any member may, by written waiver of notice signed by such member, waive the notice, and such

waiver, when filed in the records of the corporation, whether before or after the holding of the meeting shall be deemed equivalent to the giving of such notice to such member. At such meeting, the amendment or amendments proposed may be approved by an affirmative vote of not less than two-thirds (2/3) of the members in order for such amendment or amendments to become effective. Thereupon, such amendment or amendments of these Articles of Incorporation shall be transcribed and certified in such form as may be necessary to register the same in the office of the Secretary of State, State of Florida, and upon the registration of such amendment or amendments with said Secretary of State a certified copy thereof shall be recorded in the Public Records of Dade County, Florida within ten (10) days from the date on which the same are so registered. At any meeting held to consider such amendments of these Articles of Incorporation, the written vote of any member of the corporation shall be recognized, if such member is not in attendance at such meeting or represented thereat by proxy, provided such written vote is delivered to the Secretary of the corporation at or prior to such meeting.

Notwithstanding the foregoing provisions of this Article XVI, no amendment to these Articles of Incorporation which shall abridge, amend or alter the rights of the Developer to designate and select members of each Board of Directors of the corporation, as provided in Article VIII, hereof, may be adopted or become effective without the prior written consent of the said Developer.

ARTICLE XVII

Without the consent of the Developer, the corporation shall not be dissolved until Developer has sold all of the townhouse lots in the property. Thereafter, the corporation may be dissolved with the affirmative vote of not less than seventy-five percent (75%) of the votes of each class of members entitled to vote. In the event of dissolution or final liquidation of the members of the corporation entitled, the assets, both real and personal, of the corporation 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 corporation. In the event that such dedication is refused, such assets shall be granted, conveyed and assigned to any not-for-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 corporation. No such disposition of corporation properties shall be effective to divest or diminish the right or title of any member vested in him or her under the recorded Declaration unless made in accordance with the provisions of such Declaration.

ARTICLE XVIII


For so long as there is a Class B membership, the following actions will require the approval of either the Federal Housing Administration or the Veterans Administration, FNMA or FHLMC if any mortgage encumbering a Lot within the Property is guaranteed or insured by either such agency: (a) annexation of additional properties other than the undeveloped parcel; (b) mergers and consolidations; (c) mortgaging or dedication of common area and (d) dissolution or amendment of these Articles. Such approval, however, shall not be required where the

amendment is made to correct errors, omissions or conflicts or is required by any institutional lender so that such lender will make, insure or guarantee mortgage loans encumbering the townhouse lots, or is required by any governmental authority. Such approval shall be deemed given if either agency fails to deliver written notice of its disapproval of any amendment to Developer or to the corporation within twenty (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 shall be conclusively evidenced by a certificate of Developer or the corporation that the approval was given or deemed given.

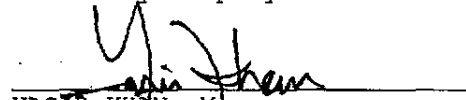
Notwithstanding anything herein to the contrary, approval of the FHANA/FNMA or EHLMC shall only be required if any mortgage encumbering a townhouse lot within the Property is guaranteed or insured by either of such agencies.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Florida, I, the undersigned, constituting the Incorporator of this Corporation, have executed these Articles of Incorporation on the date hereinafter set forth.

WITNESSES


Al Hassan

HALLANDALE DEVELOPMENT GROUP,
LLC, a Florida limited
liability company

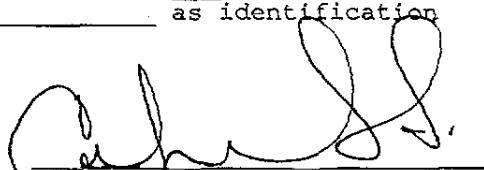

YASIR KHAN, Manager

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

The foregoing Articles of Incorporation were acknowledged before me this 10th day of May, 2006, by YASIR KHAN, as Manager of HALLANDALE DEVELOPMENT GROUP, LLC, who is personally known to me or who produced _____ as identification and who did/did not take an oath.



Catherine Solo
My Commission DD237685
Expires August 03, 2007


NOTARY PUBLIC

ACCEPTANCE BY REGISTERED AGENT

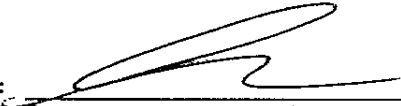
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA NAMING AGENT UPON WHOM PROCESS MAY BE SERVED IN COMPLIANCE WITH FLORIDA LAW, THE FOLLOWING IS SUBMITTED:

FIRST, THAT CARVER HEIGHTS TOWNHOMES ASSOCIATION, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS IN THE STATE OF FLORIDA, HAS NAMED STRALEY & OTTO, P.A., LOCATED AT 3990 SHERIDAN STREET, SUITE 109, HOLLYWOOD, FLORIDA 33021, 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, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

Dated: 5.11.04

STRALEY & OTTO, P.A.

By: 
CHARLES F. OTTO, ESQ.

FILED
06 MAY 12 AM 11:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA