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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Pembroke Harbor Water Management Association, Inc.**

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Page Count	07
Estimated Charge	\$70.00

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WHITE & CASE

SUBJECT: PEMBROKE HARBOR WATER MANAGEMENT ASSOCIATION, INC.  
REF: W07000020766

We have received your document for PEMBROKE HARBOR WATER MANAGEMENT ASSOCIATION, INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

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P.O BOX 6327 - Tallahassee, Florida 32314

**ARTICLES OF INCORPORATION  
PEMBROKE HARBOR WATER MANAGEMENT ASSOCIATION, INC.**

**I. Definitions.**

All terms used herein which are defined in the Declaration of Covenants and Restrictions for Pembroke Harbor Water Management Association ("Declaration") shall be used herein with the same meanings as in said Declaration.

**II. Name and Principal Office.**

The name of this corporation shall be Pembroke Harbor Water Management Association, Inc., sometimes hereinafter referred to as the "Association" and its principal office is 1560 S. Dixie Highway, Suite 211, Coral Gables, FL 33146. The Association is governed by Chapter 617 of the Florida Statutes.

**III. Purposes.**

The general nature, objects and purposes of the Association are as follows:

- A. To own, maintain, repair and monitor the Surface Water Management System and Water Management Areas pursuant to the Declaration.
- B. To operate without profit for the sole and exclusive benefit of its members.
- C. To perform all the functions contemplated of the Association, and undertaken by the Board of Directors of the Association, in the Declaration.

**IV. General Powers.**

The general powers that the Association shall have are as follows:

- A. To hold funds solely and exclusively for the benefit of the members for purposes set forth in these Articles of Incorporation and the Declaration.
- B. To promulgate and enforce rules, regulations, By-Laws, covenants, restrictions and agreements to effectuate the purposes for which the Association is organized.
- C. To delegate power or powers where such is deemed in the interest of the Association.
- D. To enter into, make, perform or carry out contracts of every kind with any person, firm, corporation, association or other entity to effectuate the purposes for which the Association is organized; to do any and all acts necessary or expedient for carrying on any and all of the activities and pursuing any and all of the objects and purposes set forth in the Articles of Incorporation and not forbidden by the laws of the State of Florida.
- E. To fix Assessments to be levied against the Owners to defray Operating Expenses and the cost of effectuating the objects and purposes of the Association as set forth in the Declaration; and to authorize its Board of Directors, companies and other organizations for the collection of such Assessments as set forth in the Declaration.
- F. To pay taxes, insurance and other charges if any, on or against Surface Water Management System and Water Management Areas owned by the Association.
- G. In general, to have all power conferred upon a not for profit corporation by the laws of the State of Florida, except as prohibited herein.

V. Members.

A. The members shall consist of the Owners of Parcels within the Benefited Property, as described in the Declaration as it may from time to time be amended.

VI. Initial Registered Office and Registered Agent.

The street address of the initial registered office of the Association is 200 S. Biscayne Blvd., Suite 4900, Miami, FL 33131, and the name of the initial registered agent of the Association is Steven J. Vainder, Esq.

VII. Voting and Assessments.

A. Subject to the restrictions and limitations hereinafter set forth, and as set forth in the By-Laws of the Association, each member shall be entitled to one (1) vote for each "buildable" acre of Benefited Property in which it holds the interest required for membership. When one or more persons holds such interest or interests in any Benefited Property, all such persons shall be members, and the vote (s) for such property shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any "buildable" acre. There shall be no fractional voting and all such fractions shall be rounded off to the nearest "buildable" acre. No part of the Surface Water Management System or Water Management Areas shall be included in the calculation of ownership of "buildable" acres for voting purposes. The votes for any Owner cannot be divided for any issue and must be voted as a whole. The initial determinator of "buildable" acres is attached to the Declaration as Exhibit "E".

B. The Association will obtain funds with which to operate by collecting Assessments from its members in accordance with the provisions of the Declaration as supplemented by the provisions of the Articles and By-Laws of the Association relating thereto.

C. As more particularly described in the Declaration, in the event any Parcel is subdivided for the purpose of selling lots or condominium units to individual purchasers, the homeowners' or condominium association created in connection therewith shall be the "Owner" and "member" for purposes hereof and shall exercise all rights of members hereunder, including, without limitation, the right to vote for and on behalf of all such individual purchasers.

VIII. Board of Directors.

A. The affairs of the Association shall be managed by a Board of Directors initially consisting of three (3) Directors.

B. The name and addresses of the members of the first Board of Directors who shall hold office until the annual meeting of the members to be held in the year 2007 and until their successors are elected or appointed and have qualified, are as follows:

	<u>Name</u>	<u>Address</u>
1.	Harold L. Eisenacher	1560 S. Dixie Highway, Suite 211 Coral Gables, FL 33146
2.	Francisco Lara	1560 S. Dixie Highway, Suite 211 Coral Gables, FL 33146
3.	Elizabeth V. David	2400 N. Commerce Parkway #405 Weston, FL 33326

IX. Officers.

A. The officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer, and such other officer as the Board may from time to time by resolution create. Any two (2) or more offices may be held by the same person except the office of President and Secretary. Officers shall be elected for one (1) year terms in accordance with the procedures set forth in the By-Laws. The names of the officers who are to manage the affairs of the Association until the annual meeting of the Board of Directors to be held in the year 2007 and until their successors are duly elected and qualified are:

President:	Harold L. Eisenacher
Vice President:	Francisco Lara
Secretary:	Elizabeth V. David
Treasurer:	Richard Coelho

X. Corporate Existence.

The Association shall have perpetual existence.

XI. By-Laws.

The Board of Directors shall adopt By-Laws consistent with these Articles and Declaration.

XII. Amendment to Articles of Incorporation.

These Articles may be altered or amended by super majority (greater than 60%) vote of Directors; provided, however, no such amendment will exempt any Benefited Property from assessment nor adversely affect any particular Parcel without the Owner's consent, which consent shall not be unreasonably withheld.

XIII. Incorporator.

The name and residence addressee of the incorporator is as follows:

James M. Carr  
1560 S. Dixie Highway  
Suite 211  
Coral Gables, FL 33146

XIV. Indemnification of Officers and Directors.

A. The Association hereby indemnifies any Director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

1. Whether civil, criminal, administrative, or investigative, other than one by or in the right of the Association to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity of Director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorney's fees and paraprofessional fees, actually and necessarily incurred as a result of such action, suit or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such Director or officer did not act in good faith in the reasonable belief that such

action was in the best interests of the Association or that he had reasonable grounds for belief that such action was unlawful.

2. By or in the right of the Association to procure a judgment in its favor by reason of his being or having been a Director or officer of the Association, or by reason of his being or having been a Director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against the reasonable expenses, including attorney's fees and paraprofessional fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein if such person acted in good faith in the reasonable belief that such action was in the best interest of the Association. Such person shall not be entitled to indemnification in relation to matters to which such person has been adjudged to have been guilty of negligence or misconduct in the performance of his duty to the Association unless, and only to the extent that, the court, administrative agency, or investigative body before which such action, suit or proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

B. The Board of Directors shall determine whether amounts for which a Director or officer seeks indemnification were properly incurred and whether such Director or officer acted in good faith and in a manner he reasonably believed to be in the best interest of the Association, and whether, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding.

C. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Association to indemnify under applicable law.

XV. Transaction 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, or other organization in which one or more of its Directors or officers are Directors or officers, have a financial interest, shall be invalid, void or voidable solely for this reason, or solely because the Director or officer is present at or participated in the meeting of the Board or committee thereof which authorized the contract or transaction, or solely because his or their votes are counted for such purpose. No Director or officer of the Association shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction.

XVI. Dissolution of the Association.

A. Upon dissolution of the Association, all of its assets remaining after provision for creditors and payment of all costs and expenses of such dissolution shall be distributed in the following manner:

1. Real property contributed to the Association without the receipt of other than nominal consideration by the Declarant (or its predecessor interest) shall be returned to the applicable Declarant unless (a) it refuses to accept the conveyance (in whole or in part) or (b) such conveyance adversely affects the Parcels and/or the use of the Surface Water Management System and/or Water Management Areas for the purpose for which they are intended (i.e., makes the water management system inoperable or non-conforming under applicable law).

2. Remaining assets shall be distributed among the members, subject to the limitations set forth below, as tenants in common, each members' share of the assets to be determined in accordance with its voting rights.

B. Subject to the provisions of the Declaration, the Association may be dissolved upon a resolution to that effect being recommended by three-fourths (3/4) of the members of the Board of Directors, and, if such decree be necessary at the time of dissolution, after receipt of an appropriate decree as set forth in Florida Statutes Section 617.1430 or statute of similar import, and approved by two-thirds (2/3) of the voting rights of the Association's members.

IN WITNESS WHEREOF, the said incorporator has hereto set his hand and seal this 16<sup>th</sup> day of April, 2007.

Steven J. Vander  
\_\_\_\_\_  
Francisco Lara

James Carr, Incorporator

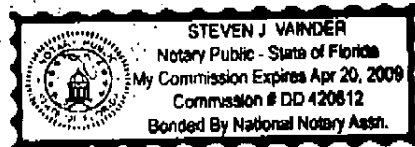
STATE OF FLORIDA            )  
                                      ) SS:  
COUNTY OF MIAMI-DADE    )

The foregoing instrument was acknowledged before me this 16<sup>th</sup> day of April, 2007, by James Carr, who is personally known to me and who did not take an oath.

My Commission Expires:

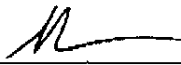
Steven J. Vander  
Notary Public, State of Florida

Steven J. Vander  
Printed Signature



ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for the Pembroke Harbor Water Management Association, Inc. at the place designated in these articles, I 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.

  
\_\_\_\_\_  
Steven J. Verste, Registered Agent

4-16-07  
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Date

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