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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**TRACTS 25 AND 26 PROPERTY OWNERS ASSOCIATION, INC.**

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ARTICLES OF INCORPORATION

OF

TRACTS 25 AND 26 PROPERTY OWNERS ASSOCIATION, INC.

The undersigned, for the purposes of forming a nonprofit corporation under the Florida Not for Profit Corporation Act, do hereby make and adopt the following Articles of Incorporation:

ARTICLE I

The name of this corporation shall be "TRACTS 25 AND 26 PROPERTY OWNERS ASSOCIATION, INC." and the principal address is c/o Gill Realty, Inc., 4900 Davie Road, Davie, Broward County, Florida 33314

ARTICLE II

The corporation is a corporation not for profit as defined in Section 617.01401, Florida Statutes (2007). The corporation is not formed for pecuniary profit.

ARTICLE III

The general nature and purpose of this corporation shall be to install, monitor, maintain and hold title to a parcel of real property to be used as a mitigation area, conservation area and/or dry retention area for the benefit of the owners of the remaining portions of Tract 26 and that portion of Tract 25, lying East of U.S. Highway No. 27 as shown on the Plat of Everglades Land Company Subdivision of the North ½ of Section 10, Township 51 South, Range 39 East as recorded in Plat Book 2, Page 1 of the Public Records of Dade County, Florida. Said lands lying and being in the City of Pembroke Pines, Broward County, Florida, and to protect the interests of the members of this corporation; to present a united front on all matters of mutual interest to the membership and the community; to enforce restrictive covenants on the property in the subdivision; and to make and collect assessments against the property owners to carry out the foregoing purposes.

ARTICLE IV

Membership in this corporation shall have two classes of membership:

1. Class A Membership. This class of members shall consist of all record title owners of parcels of land contained in the real property described as: All of Tract 25 and Tract 26, less the South 245.45 feet, as shown on the Plat of Everglades Land Company Subdivision of the North ½ of Section 10, Township 51 South, Range 30 East, as recorded in Plat Book 2 at Page 1 of the Public Records of Dade County, Florida; less the state road right of way, per that certain order of taking in Official Records Book 7431 at Page 682 of the Public Records of Broward County, Florida, lying

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and being in the City of Pembroke Pines, Broward County, Florida. Said Class A Membership is appurtenant to the ownership of each parcel and shall not be separable from the ownership of the parcel and shall be deemed to have been conveyed in the conveyance of each parcel, whether or not such Membership is expressly referred to in the instrument affecting such conveyance. Parcels with more than one owner shall only have one Class A Membership which will be a joint membership.

2. Class B. Membership. Thomas F. Gill, as Trustee of the Trust dated 4/24/02 known as GLV Trust Number 1 shall be the sole Class B Member of the Corporation, provided that said Class B Membership shall cease and terminate upon the earlier of (a) the delivery by the Class B Member to the Corporation of written notice the Class B Member irrevocably terminates and cancels its Class B. Membership; or (b) June 30, 2010.

Voting by the members in the affairs of the Association shall be as follows:

1. Number of votes:

(a) Each Class A Membership shall be entitled to one (1) vote for each parcel owned.

(b) The Class B Member shall be entitled to a number of votes equal to the sum of (i) the total number of votes possessed by the Class A Members at the time of any particular vote by the membership; plus (ii) one (1) additional vote.

ARTICLE V

This corporation is to have perpetual existence. If the corporation is dissolved, the surface water management system, property containing the surface water management system and water management portions of common areas which are owned by the corporation shall be conveyed to an agency of local government determined to be acceptable by the South Florida Water Management District. If the local government declines to accept the conveyance, then the surface water management system, property containing the surface water management system and water management portions of common areas which are owned by the corporation shall be dedicated to a similar non-profit corporation.

ARTICLE VI

The name and residence of the incorporator to these Articles is as follows:

Patrick G. Kelley

1401 E. Broward Blvd., #206  
Ft. Lauderdale, FL 33301

ARTICLE VII

The affairs of the corporation are to be managed by the following officers: President, Vice-

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President, Treasurer, and Secretary and they shall be elected annually in the manner of election as prescribed in the By-Laws of the corporation.

#### ARTICLE VIII

The By-Laws of the corporation shall be altered, rescinded or adopted by a majority vote of the membership present at any meeting held for the purpose of adopting changes in the By-Laws, the procedure for which is more fully set forth in the By-Laws of the corporation.

#### ARTICLE IX

Any amendments to the Articles of Incorporation shall be adopted by a majority vote of the membership present and voting at any meeting of the corporation called for that purpose, provided that written notice of the proposed amendment shall have been mailed to each member of the corporation fifteen (15) days prior to said meeting of the corporation preceding the meeting at which the proposed amendment is to be voted upon.

#### ARTICLE X

Annual meetings shall be held upon a day and time fixed within the month of January as shall be determined and announced prior to such meeting by the Board of Directors with due notice to membership.

#### ARTICLE XI

Classes of membership and the voting rights of said membership shall be prescribed in the By-Laws of the corporation. The election of officers and directors shall be as set forth in the By-Laws.

#### ARTICLE XII

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors or officers, but the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. This corporation shall not have or issue shares of stock.

#### ARTICLE XIII

The corporation shall all the powers set forth in Section 617.0302, Fla. Stat. (1997).

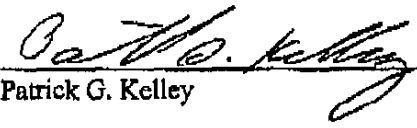
#### ARTICLE XIV

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The street address of the initial registered office of the corporation is 1401 E. Broward Blvd., Suite 206, Ft. Lauderdale, FL 33301, and the name of its initial Registered Agent at that address is Patrick G. Kelley and the mailing address is same.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation, at Ft. Lauderdale, Broward County, Florida, for the uses and purposes aforesaid this 1st day of August, 2007.

  
Patrick G. Kelley

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That TRACTS 25 AND 26 PROPERTY OWNERS ASSOCIATION, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at Broward County, State of Florida, has named Patrick G. Kelley, 1401 E. Broward Blvd., Suite 206, Ft. Lauderdale, Florida 33301, as its agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named as Resident Agent to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

  
Patrick G. Kelley, Resident Agent

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