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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**CIMARRON COVE MASTER ASSOCIATION, INC**

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ARTICLES OF INCORPORATION

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OF

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CIMARRON COVE MASTER ASSOCIATION, INC.

The undersigned incorporator, desiring to form a not for profit corporation under Chapter 617, Florida Statutes, as amended, hereby adopts the following Articles of Incorporation:

**ARTICLE I**

**NAME AND PRIMARY ADDRESS**

The name of the corporation shall be the CIMARRON COVE MASTER ASSOCIATION, INC., which is hereinafter referred to as the "Association." The primary address of the Association shall be 6400 North Andrews Avenue, Suite 500, Fort Lauderdale, FL 33309.

**ARTICLE II**

**PURPOSES AND POWERS**

The objects and purposes of the Association are those objects and purposes as are authorized by the Declaration of Covenants for Cimarron Cove recorded (or to be recorded) in the Public Records of Palm Beach, Florida, as hereafter amended and/or supplemented from time to time (the "Covenants").

The Association is not organized for profit and no part of the net earnings, if any, shall inure to the benefit of any Member or individual person, firm or corporation.

The Association shall have the power to contract for the management of the Association and to delegate to the party with whom such contract has been entered into, or to a Member(s), the any duties of the Association, except those which require specific approval of the Board of Directors or Members. In the case of such a delegation, the Association shall nevertheless remain responsible to any applicable governmental agencies for the ultimate performance of the duties so delegated, as it shall to the Members.

The Association shall have all of the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of these Articles and the Covenants identified above. The Association shall also have all of the powers necessary to implement the purposes of the Association as set forth in the Covenants and to provide for the general health and welfare of its membership.

The definitions set forth in the Covenants are incorporated herein by this reference.

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### ARTICLE III

#### MEMBERSHIP AND VOTING RIGHTS IN THE ASSOCIATION

Section 1. Membership. Each Owner shall be a Member of the Association, provided that where there is a condominium, homeowners' or similar association in which membership is mandatory for Owners, such association shall be the Member in lieu and on behalf of all such Owners.

Section 2. Voting Rights. The Members of the Association shall have one (1) vote for each acre, or portion thereof, within the Parcel owned by the applicable Member. The votes attributable to a Parcel as of the date of the recording of the Covenants may not be increased by the subdivision of that Parcel but, rather, shall be allocated between among the resulting Parcels by written assignment executed by the Owner of the original Parcel and recorded in the Public Records of the County; provided, however, that if there is a condominium, homeowners' or similar association is created and in which all Owners of the resulting Parcels are members, then the Board of Directors of that association shall designate, by written notice to the secretary of the Association, a person to cast all of the votes of the Parcels.

Section 3. General Matters. When reference is made herein, or in the Articles, By-Laws, Rules and Regulations, management contracts or otherwise, to a majority or specific percentage of Members, such reference shall be deemed to be reference to a majority or specific percentage of the votes of Members present at a duly constituted meeting thereof (i.e., one for which proper notice has been given and at which a quorum exists) and not of the Members themselves or of their Parcels.

### ARTICLE IV

#### CORPORATE EXISTENCE

The Association shall have perpetual existence; provided that if it is ever dissolved, its assets shall be conveyed to another association or public agency having a similar purpose, and the Surface Water Management System shall be conveyed to an entity approved by the South Florida Water Management District.

### ARTICLE V

#### BOARD OF DIRECTORS

Section 1. Management by Directors. The property, business and affairs of the Association shall be managed by a Board of Directors, which shall consist of not less than three (3) persons, but as many persons as the Membership shall from time to time determine. A majority of the directors in office shall constitute a quorum for the transaction of business. The By-Laws shall provide for meetings of directors, including an annual meeting.

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Section 2. Original Board of Directors. The names and addresses of the first Board of Directors of the Association, who shall hold office until the first annual meeting of Members and thereafter until qualified successors are duly elected and have taken office, shall be as follows:

<u>Name</u>	<u>Address</u>
Jeffrey M. Rosenberg	6400 North Andrews Ave., Suite 500 Ft. Lauderdale, FL 33309
Bruce Weiner	6400 North Andrews Ave., Suite 500 Ft. Lauderdale, FL 33309
Ronnie Pertnoy	3111 Fortune Way, Suite B-18 Wellington, FL 33414

Section 3. Election of Members of Board of Directors. Except as otherwise provided herein for filling vacancies, directors shall be elected by the Members of the Association, each Member being entitled to elect one (1) director and the other(s) Director shall be elected by a vote of all Members. In the event that a Parcel, as it exists on the date of the recording of the Covenants, is later subdivided, then the Owners of the resulting Parcel(s) shall, between/among themselves, elect the Director which the Owner of the original Parcel was entitled to elect (unless an association of all of such Owners exists and is therefore the applicable Member hereunder, in which case the Board of Directors of that association shall elect the Director..

Section 4. Duration of Office. Persons elected to the Board of Directors shall hold office until the next succeeding annual meeting of Members, and thereafter until qualified successors are duly elected and have taken office.

Section 5. Vacancies. If a director elected by a Member shall for any reason cease to be a director, such member shall elect a successor to fill the vacancy for the balance of the term.

## ARTICLE VI

### OFFICERS

Section 1. Officers Provided For. The Association shall have a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time elect.

Section 2. Election and Appointment of Officers. The officers of the Association, in accordance with any applicable provision of the By-Laws, shall be elected by the Board of Directors for terms of one (1) year and thereafter until qualified successors are duly elected and have taken office. The By-Laws may provide for the method of voting in the election, for the removal from office of officers, for filling vacancies and for the duties of the officers. The

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President shall be a director; other officers may or may not be directors of the Association. If the office of President shall become vacant for any reason, or if the President shall be unable or unavailable to act, the Vice President shall automatically succeed to the office or perform its duties and exercise its powers. If any office shall become vacant for any reason, the Board of Directors may elect or appoint an individual to fill such vacancy.

## ARTICLE VII

### BY-LAWS

The Board of Directors shall adopt By-Laws consistent with these Articles of Incorporation. Such By-Laws may be altered, amended or repealed in the manner set forth in the By-Laws.

## ARTICLE VIII

### AMENDMENTS AND PRIORITIES

Section 1. Amendments to these Articles of Incorporation shall be proposed and approved by the Board of Directors and thereafter submitted to a meeting of the membership of the Association for adoption or rejection by affirmative vote of 66-2/3% of the Members, all in the manner provided in, and in accordance with the notice provisions of, Florida Statute. 617.017.

Section 2. In case of any conflict between these Articles of Incorporation and the By-Laws, these Articles shall control; and in case of any conflict between these Articles of Incorporation and the Covenants, the Covenants shall control.

## ARTICLE IX

### INCORPORATOR

The name and address of the incorporator of this Corporation is:

#### Address

Charles W. Edgar, III

Cherry, Edgar & Smith, P.A.  
8409 N. Military Trail, Suite 123  
Palm Beach Gardens, FL 33410

## ARTICLE X

### INDEMNIFICATION

Section 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, by reason of the fact that he is or was a

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director, employee, officer or agent of the Association, against all expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless (a) it is determined by a court of competent jurisdiction, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or that he acted in a manner he believed to be not in or opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) such court further determines specifically that indemnification should be denied. 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, of itself, create a presumption that the person did not act in good faith or did act in a manner which he believed to be not in or opposed to the best interest of the Association, and with respect to any criminal action or proceeding, that he had reasonable cause to believe that his conduct was unlawful.

Section 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 Section 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 incurred by him in connection therewith.

Section 3. 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 by-law, agreement, vote of Members or otherwise, both as to action in his official capacity while holding such office or otherwise, and shall continue as to a person who has ceased to be director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 4. 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. Such insurance shall cover 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.

Section 5. The provisions of this Article X shall not be amended.

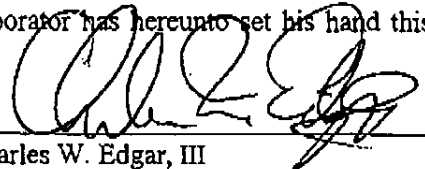
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ARTICLE XI

REGISTERED AGENT

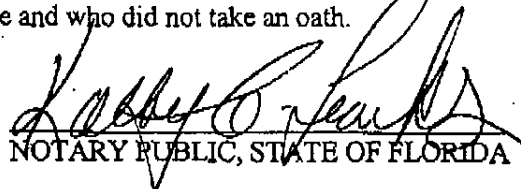
Until changed, Charles W. Edgar, III shall be the registered agent of the Association and the registered office shall be at 8409 N. Military Trail, Suite 123, Palm Beach Gardens, Fl 33410.

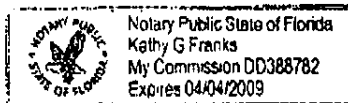
IN WITNESS WHEREOF, the aforesaid incorporator has hereunto set his hand this \_\_\_ day of February 5, 2008.

  
\_\_\_\_\_  
Charles W. Edgar, III

STATE OF FLORIDA                     )  
   ) SS:  
COUNTY OF PALM BEACH             )

The foregoing instrument was acknowledged before me this 5<sup>th</sup> day of February, 2008, by Charles W. Edgar, III, who is personally known to me and who did not take an oath.

  
\_\_\_\_\_  
NOTARY PUBLIC, STATE OF FLORIDA



[Notary Seal]

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

In compliance with the laws of Florida, the following is submitted:

First -- That desiring to organize under the laws of the State of Florida with its principal office, as indicated in the foregoing articles of incorporation, at 6403 North Andrews Avenue, Suite 500, Fort Lauderdale, FL 33309, Broward County, State of Florida, the corporation named in said articles has named Charles W. Edgar, III, at 8409 North Military Trail, Suite 123, Palm Beach Gardens, FL 33410 as its statutory registered agent.

Having been named the statutory agent of the above corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

  
REGISTERED AGENT

Dated this 5<sup>th</sup> day of February, 2008.

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