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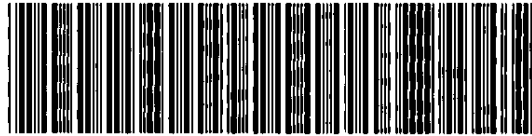
\_\_\_\_\_  
(Business Entity Name)

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Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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## COVER LETTER

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

**SUBJECT:** Sapphire Bay Homeowners' Association, Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

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:** Beighley, Myrick & Udell, P.A.

Name (Printed or typed)

1255 W. Atlantic Blvd., Suite 314

Address

Pompano Beach, FL 33069

City, State & Zip

954-784-3298

Daytime Telephone number

suzanne@bampa.net

E-mail address: (to be used for future annual report notification)

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

ARTICLES OF INCORPORATION  
OF  
SAPPHIRE BAY HOMEOWNERS' ASSOCIATION, INC.

FILED  
2009 JUL 15 P 3:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of amending a Florida not-for-profit corporation under Chapter 617 of the Florida Statutes, hereby adopt the following amended Articles of Incorporation:

ARTICLE I  
NAME

The name of this corporation shall be SAPPHIRE BAY HOMEOWNERS' ASSOCIATION, INC. ("Association").

ARTICLE II  
DEFINITIONS

Unless the context shall mean otherwise, the terms used herein and in the By-Laws shall have the same meaning, if any, as that ascribed to them in the Declaration of Covenants, Conditions, Restrictions, and Easements of Sapphire Bay Townhouse Community, a fee-simple townhouse community, recorded or to be recorded in the Public Records of Broward County, Florida (the "Declaration").

ARTICLE III  
PURPOSES AND POWERS

The Association shall have the following powers:

A. To operate SAPPHIRE BAY TOWNHOUSE COMMUNITY, a fee-simple townhouse community (referred to herein as the "Townhouse Community"), and to undertake the performance of, and to carry out the acts and duties incident to, the administration of the Townhouse Community in accordance with the terms, provisions, conditions and authorizations contained in these Articles, the Association's By-Laws and the Declaration.

B. To borrow money and issue evidences of indebtedness in furtherance of any or all of the objects of its business; to secure the same by mortgage, deed of trust, pledge or other lien.

C. To carry out the duties and obligations and receive the benefits given the Association by the Declaration.

D. To establish By-Laws and Rules and Regulations for the operation of the Association and to provide for the formal administration of the Association; to enforce Chapter 720 of the Florida Statutes, the Declaration, the By-Laws and the Rules and Regulations of the Association.

E. To contract for the management or other services of the Townhouse Community.

F. To acquire, own, operate, mortgage, lease, sell and trade property, whether real or personal, as may be necessary or convenient in the administration of the Townhouse Community.

G. 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, the Declaration, the By-Laws and Chapter 720 of the Florida Statutes. The Association shall also have all of the powers of Homeowners' Associations under and pursuant to Chapter 720, Florida Statutes, and shall have all of the powers reasonably necessary to implement the purposes of the Association.

H. To operate and maintain common property, if any, specifically the surface water management system, as permitted by the SFWMD, South Broward Drainage District and/or licensed by the County, including all lakes, retention areas, culverts and related appurtenances.

I. To assess Members and enforce said assessments.

J. To sue and be sued.

#### ARTICLE IV MEMBERS

A. Each Unit Owner in the Townhouse Community, including the Developer, shall automatically be Members of the Association. Membership of the Developer shall terminate upon being divested of all units in the Townhouse Community and upon control of the Association being turned over to the Unit Owners in the Townhouse Community, other than the Developer.

B. Membership, as to all members other than the Developer shall commence upon the acquisition of fee simple title to a Unit in the Townhouse Community and shall terminate upon the divestment of title to said Unit.

C. On all matters as to which the membership shall be entitled to vote each Unit shall be entitled to the number of votes that are equal to their percentage ownership in the common elements of the Townhouse Community, which vote shall be exercised in the manner provided for by the Declaration and the By-Laws.

D. The share of a Member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to his Unit.

#### ARTICLE V EXISTENCE

The Association shall have perpetual existence. However, if the Association shall be dissolved, the property consisting of the surface water management systems shall be conveyed to an appropriate agency of local government; if not accepted, then the surface water management systems must be dedicated to a similar non-profit corporation.

#### ARTICLE VI INCORPORATOR

John P. Bracken is the Incorporator to these Articles of Incorporation.

#### ARTICLE VII DIRECTORS

A. The Townhouse Community and Association affairs shall be managed by the Board of Directors composed initially of three (3) persons, in accordance with Article V of the Association's By-Laws. Except for Directors appointed by the Developer, all Directors shall be Members or a spouse, trustee or corporate officer of a Member.

B. The number of Directors to be elected, the manner of their election and their respective terms shall be as set forth in Article V of the Association's By-Laws. Should a vacancy occur on the Board, the remaining Directors shall select a Member or other eligible person as described herein, to fill the vacancy until the next annual meeting of the members.

The following persons shall constitute the initial Board of Directors and they shall hold office for the term and in accordance with the provisions of Article V of the Association's By-Laws:

| NAME            | ADDRESS  |
|-----------------|--|
| John P. Bracken | 1601 Veterans Memorial Hwy, Ste. 300, Islandia, NY 11749 |

#### ARTICLE VIII OFFICERS

The affairs of the Association shall be administered by the Officers designated in the By-Laws, who shall serve at the pleasure of said Board of Directors. The names and addresses of the Officers who shall serve until the first election of Officers pursuant to the provisions of the By-Laws are as follows:

| NAME            | TITLE               | ADDRESS  |
|-----------------|---------------------|--|
| John P. Bracken | President/Secretary | 1601 Veterans Memorial Hwy<br>Ste. 300, Islandia, NY 11749 |

#### ARTICLE IX

## BY-LAWS

Amendments to these Articles shall be proposed and adopted in the following manner:

A. Notice of the subject matter of any proposed amendment shall be included in the notice of the meeting at which the proposed amendment is to be considered.

B. A resolution for the adoption of a proposed amendment may be proposed by the Members of the Association having a majority of the votes in the Association. In order for any amendment or amendments to be effective, same must be approved by an affirmative vote of sixty-six and two-thirds percent (66-2/3%) of the Members.

C. No amendment shall make any changes in the qualifications for membership nor the voting rights of the Members without approval in writing by all Members and the joinder of all record owners of mortgages upon Townhouse Community Units. No Amendment shall be made that is in conflict with Chapter 720 of the Florida Statutes or the Declaration.

D. A copy of each amendment adopted shall be filed with the Secretary of State, pursuant to the provisions of applicable Florida Statutes.

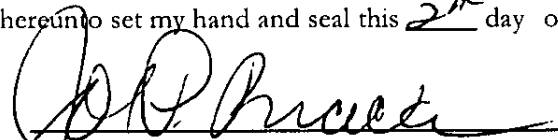
## ARTICLE XI INDEMNIFICATION

Every Director and every Officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon the Director or Officer in connection with any proceeding or any settlement thereof to which the Director or Officer may be a party, or in which the Director or Officer may become involved by reason of the Director or Officer being or having been a Director or Officer of the Association, whether or not 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 the Director's or Officer's duty; provided that in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all of the rights to which such Director or Officer may be entitled.

## ARTICLE XII INITIAL REGISTERED OFFICE, AGENT AND ADDRESS

The principal office of the Association shall be at 2105 S.E. 5 Street, Pompano Beach, FL 33062, or at such other place, within or without the State of Florida, as may be subsequently designated by the Board of Directors. The initial registered office is at 1255 W. Atlantic Blvd. Pompano Beach, FL 33069 and the initial registered agent therein is Beighley, Myrick & Udell, P.A.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 2<sup>nd</sup> day of July, 2009.

  
John P. Bracken, President

STATE OF New York )  
COUNTY OF Suffolk )

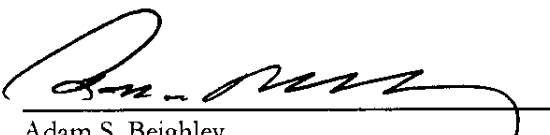
The foregoing instrument was acknowledged before me this 2<sup>nd</sup> day of July, 2009, by John P. Bracken, as President on behalf of SAPPHIRE BAY HOMEOWNERS' ASSOCIATION, who is personally known to me or has produced \_\_\_\_\_ as identification.

{SEAL} ANN HILDEBRAND  
Notary Public, State of New York  
No. 01HI1794535  
Qualified in Suffolk County  
Commission Expires December 31, 2009

  
NOTARY PUBLIC  
COMMISSION EXPIRES: \_\_\_\_\_

ACCEPTANCE OF REGISTERED AGENT

The undersigned accepts his appointment as the initial agent of Sapphire Bay Homeowners' Association, Inc.

  
Adam S. Beighley