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FLORIDA PROFIT/NON PROFIT CORPORATION

WATERVIEW WATER MANAGEMENT ASSOCIATION, INC.

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**ARTICLES OF INCORPORATION**  
**WATerview WATER MANAGEMENT ASSOCIATION, INC.**

**I. Definitions.**

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

**II. Name.**

The name of this corporation shall be Waterview Water Management Association, Inc., sometimes hereinafter referred to as the "Association". 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 and maintain, repair and replace the Water Management Facilities pursuant to the Declaration.

B. To control the specifications, design, appearance, elevation and location of landscaping within the Water Management Facilities.

C. To operate without profit for the sole and exclusive benefit of its members.

D. 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, Bylaws, 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

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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 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.

G. To pay taxes and other charges, if any, on or against Water Management Facilities owned by the Association.

H. 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.

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

VI. Principal office.

The street address of the principal office of the Association is 1560 South Dixie Highway, Suite 205, Coral Gables, Florida 33146.

VII. Initial Registered Office and Registered Agent.

The street address of the initial registered office of the Association is 1560 South Dixie Highway, Suite 205, Coral Gables, Florida 33146, and the name of the initial registered agent of the Association is Harold L. Eisenacher.

VIII. Voting and Assessments.

A. Subject to the restrictions and limitations hereinafter set forth, and as set forth in the Bylaws 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 acre. There shall be fractional voting and all such fractions shall be rounded off to the nearest one-tenth (.1) of a "buildable" acre. The votes for any Owner cannot be divided for any issue and must be voted as a whole.

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 Bylaws of the Association relating thereto.

C. As more particularly described in the Declaration, in the event any Lot is

subdivided for the purpose of selling homes to individual purchasers, the residential 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.

**IX. Board of Directors.**

A. The affairs of the Association shall be managed by a Board of Directors initially consisting of three (3) Directors. The method of election of the Directors is stated in Article V of the Bylaws.

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 2011 and until their successors are elected or appointed and have qualified, are as follows:

<u>Name</u>	<u>Address</u>
Harold L. Eisenacher	1560 South Dixie Highway Suite 205 Coral Gables, Florida 33146
Andres Miyares	1560 South Dixie Highway Suite 205 Coral Gables, Florida 33146
Edward Murck	1560 South Dixie Highway Suite 205 Coral Gables, Florida 33146

**X. 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 Bylaws. 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 2011 and until their successors are duly elected and qualified are:

President:	Harold L. Eisenacher
Vice President:	Andres Miyares
Secretary:	Edward Murck
Assistant Secretary:	Harold L. Eisenacher
Treasurer:	Andres Miyares

#### XI. Corporate Existence.

The Association shall have perpetual existence.

#### XII. Bylaws.

The Board of Directors shall adopt Bylaws consistent with these Articles and Declaration.

#### XIII. Amendment to Articles of Incorporation.

These Articles may be altered, or amended by super majority (greater than 75%) vote of Directors. No amendment affecting Declarant, or its successors or assigns shall be effective without the prior written consent of said Declarant, or its successors or assigns. Moreover, no such amendment will exempt any Lot from assessment nor adversely affect any particular Lot without the Owner's consent, which consent shall not be unreasonably withheld. Notwithstanding the foregoing, an amendment may be made without the consent of Owners affected by the terms of said amendment if such amendment is required by Relevant Governmental Agencies.

#### XIV. Incorporator.

The name and address of the incorporator is as follows:

Lauren M. Hunt, Esq.  
200 South Biscayne Boulevard  
Suite 4900  
Miami, Florida 33131

#### XV. 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 in which he served at the request of the Association, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees and paraprofessional fees, actually and necessarily incurred as a result of such action, suit or proceedings, if such person acted 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 in which he served at the request of the Association, against the reasonable expenses, including attorneys' 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.

#### XVI. Transaction in Which Directors or Officers Are Interested

A. 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.

B. Except as set forth in Declaration, interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

**XVII. Dissolution of the Association.**

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 Declarant unless (a) it refuses to accept the conveyance (in whole or in part) or (b) such conveyance adversely affects the Lots and/or the use of the Water Management Facilities 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 any approvals required by or from the Relevant Governmental Agencies, 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 executed these Articles as of this \_\_\_\_\_ day of July, 2009.



Lauren M. Hunt, Esq., Incorporator

**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND REGISTERED OFFICE**

In compliance with Florida Statutes Sections 48.091 and 617.0501, the following is submitted:

That desiring to organize under the laws of the State of Florida with its principal office, as indicated in the foregoing Articles of Incorporation, in the County of Miami-Dade, State of Florida, the corporation named in said Articles has named 1560 South Dixie Highway, Suite 205, Coral Gables, Florida 33146, as its registered office, and has named Harold L. Eisenacher, located at said address, as its registered agent.

  
Laura M. Hunt, Incorporator

**ACCEPTANCE OF REGISTERED AGENT**

Having been named as registered agent to accept service of process for the Waterview Water Management Association, Inc. at the place designated in these Articles of Incorporation, 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.

By:   
Harold L. Eisenacher, Registered Agent

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