

N11627

(Requestor's Name)

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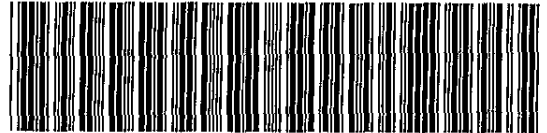
(Business Entity Name)

(Document Number)

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03 JUN -3 PM 12: 06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

T BROWN JUN - 3 2003

Amended & Resubmitted



Cooppa, Inc.

CENTURY VILLAGE

13550 S.W. 10th STREET • PEMBROKE PINES, FL 33027 • (954) 437-886

FAX: (954) 437-6380

April 10, 2003

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

Attention: Amendment Section

Dear Honorable Secretary of State:

Pursuant to Section 617.0123 Florida Statutes, please find enclosed Certified Articles of Amendments to the Articles of Incorporation including the Certified Amended Articles of Incorporation dated March 31, 2003.

Also enclosed is a check made payable to the Department of State in the amount of \$52.50 to cover the filing fees.

Trusting the enclosed meets with your approval, and it will be approved at the earliest convenience.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Raymond Schultz", written over a horizontal line.

Raymond Schultz
President, COOPPA, Inc.

Enc.

**"What people do for themselves-dies with them"
"What people do for the community-lives forever"**



Cooppa, Inc.

CENTURY VILLAGE

13550 S.W. 10th STREET • PEMBROKE PINES, FL 33027 • (954) 437-8864
FAX: (954) 437-6380

April 28, 2003

Florida Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

ATT: Amendment Department
Teresa Brown Document Specialist
Letter No. 403A00024309

Subject: COOPPA, Inc.
Rec. Number N11627

Dear Ms. Brown:

As per your letter referenced number above, and a copy attached hereto, concerning the above subject, the attachment is forwarded in compliance with your request.

1. We have corrected our documents to reflect the correct name of the entity, i.e. COOPPA, Inc..
2. The "Restated Articles of Incorporation" have been amended to include the manner which directors are to be elected or appointed. Please see the attached schedule (Section I definitions Item E) and Amended and Restated Articles of Incorporation.
3. Attached is a separate certificate accompanying the "Restated Articles of Incorporation" indicating as per item (2) of your letter the date of approval of adoption of amendment by the members and that the number of votes cast for the amendment was sufficient for the amendment was sufficient for approval.

All of the above, which includes our documents with a copy of your letter for filing is forwarded to your attention.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Raymond Shultz".

Raymond Shultz, President



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

April 22, 2003

RAYMOND SCHULTZ
COOPPA, INC.
13550 S.W. 10TH STREET
PEMBROKE PINES, FL 33027

SUBJECT: COOPPA, INC.
Ref. Number: N11627

We have received your document for COOPPA, INC. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The current name of the entity is as referenced above. Please correct your document accordingly.

Restated Articles of Incorporation should include the manner in which directors are to be elected or appointed. The restated articles may provide that the method of election of the directors is as stated in the bylaws.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6869.

Teresa Brown
Document Specialist

Letter Number: 403A00024309

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

COOPPA, INC.

FILED
03 JUN -3 PM 12:
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, as representatives of **COOPPA, INC.** do hereby amend and restate the Articles Of Incorporation and Amendments pursuant to Chapter 617, Florida Statutes, and for all purposes described herein and do certify and state as follows:

ARTICLE I - DEFINITIONS

A. "ACT" means the Condominium Act, Chapter 718 et seq., Florida Statutes, as same is amended from time to time.

B. "APARTMENT" means "UNIT" as defined in the ACT, in the CENTURY VILLAGE PEMBROKE PINES CONDOMINIUM.

C. "APARTMENT OWNER" means "unit owner", as defined in the Act and is the record owner(s) of an APARTMENT.

D. "ARTICLES" means this document.

E. "BOARD" means the Board of Directors of this Corporation as the "DELEGATES", who are elected by unit owners of each building in CENTURY VILLAGE, PEMBROKE PINES, to serve as Directors on the Board..

F. "BYLAWS" means the Bylaws of this Corporation.

G. "CENTURY VILLAGE PEMBROKE PINES" means the planned residential condominium community developed on those lands according to the plat thereof, recorded in Plat Book _____, Page _____, of the Public Records of Broward County, Florida, and any

other lands owned or acquired, whether or not contiguous, by F.W.D.C., INC., its successors or assigns and actually developed at Century Village, Pembroke Pines, Florida.

H. "CENTURY VILLAGE PEMBROKE PINES CONDOMINIUMS" means certain lands and improvements at CENTURY VILLAGE PEMBROKE PINES which were or are to be submitted to condominium ownership.

I. "COMMON ELEMENTS" means the land and all improvements thereon, not included in the APARTMENTS, and all easements and rights appurtenant thereto submitted to condominium ownership.

J. "CONDOMINIUM ASSOCIATION" means a corporation not-for-profit as same is definite in the Condominium Act, Chapter 718 et seq., Florida Statutes as same is amended from time to time.

K. "CONDOMINIUM DOCUMENTS" means the aggregate of the Declarations of Condominium as amended, Long-Term Leases as amended, Management Agreements, Master Management Agreements and all other Exhibits annexed to the several Declarations of condominium, relating to and for CENTURY VILLAGE PEMBROKE PINES CONDOMINIUMS.

L. "DECLARATIONS" means the documents by which CENTURY VILLAGE PEMBROKE PINES CONDOMINIUMS were or are to be submitted to condominium ownership in accordance with the ACT.

M. "DEVELOPER" means F.W.D.C., INC., a Florida corporation, its successors and assigns or any other entity who creates or offers condominium APARTMENTS or facilities for

the benefit thereof within CENTURY VILLAGE PEMBROKE PINES for sale or lease in its ordinary course of business.

N. "DIRECTOR" or "DELEGATE" means a member of the BOARD.

O. "EXECUTIVE COMMITTEE" means a voting member (1) from each member association elected by the BOARD.

P. "OFFICERS" means those persons voted by the Executive Committee to serve as managers on a day to day basis to manager, operate, and administer the COOPPA, INC .Organization (see Article VI, Page 9). Once elected to office, officers shall become members of the "Executive Committee".

Q. "PROPERTY" means any and all real and personal property in CENTURY VILLAGE PEMBROKE PINES, or elsewhere, acquired or belonging to COOPPA, INC.

ARTICLE II

Name

The name of this Corporation shall be: COOPPA, INC. The business address of this corporation shall be 13550 S. W. 10th Street, Pembroke Pines, FL 33027.

ARTICLE III

Purpose

The general nature and objects of this Corporation is as follows:

1. To organize, coordinate and exercise the power of a united, viable umbrella organization consisting of all APARTMENT OWNERS, and CONDOMINIUM ASSOCIATIONS

which are located at CENTURY VILLAGE PEMBROKE PINES, for the purpose of carrying out the common goals, objectives, powers and purposes of the respective APARTMENT OWNERS, CONDOMINIUM ASSOCIATIONS and this Corporation. To provide for a united, viable umbrella organization of APARTMENT OWNERS and CONDOMINIUM ASSOCIATIONS within CENTURY VILLAGE PEMBROKE PINES.

2. To provide a unified effort for the APARTMENT OWNERS residing at CENTURY VILLAGE PEMBROKE PINES for the fulfillment of collective unit owner rights under the several DECLARATIONS, CONDOMINIUM DOCUMENTS, and under law, and the protection of these rights as they relate to the COMMON ELEMENTS, community facilities, services and obligations, and other common matters.

3. To protect the aforementioned rights as well as any additional rights granted by the United States and Florida Constitutions, and all Federal, State, and local legislation and ordinances.

4. To negotiate, deal and consult with the Management Company, Master Management Company, and Lessor under the Long-Term Leases, and all other entities and parties directly or indirectly controlled by, associated with, or related to F.W.D.C., INC., and the several CONDOMINIUM ASSOCIATIONS for the purpose of promoting the interests and improving the living conditions of the APARTMENT OWNERS at CENTURY VILLAGE PEMBROKE PINES.

5. To inform, educate and otherwise advise the APARTMENT OWNERS as to their rights, responsibilities, benefits and obligations as APARTMENT OWNERS.

6. To oversee the performance of and to endeavor to enforce all contractual and other obligations of the Management Company, Master Management Company and Lessor, pursuant to

the several DECLARATIONS and CONDOMINIUM DOCUMENTS and all other instruments and representations.

7. To enter into any and all contracts to carry out the purposes of this Corporation, including but not necessarily limited to, those contracts for the management of the several CONDOMINIUM ASSOCIATIONS and for the provision of community services.

8. To collect, use and expend monies in order to properly effectuate this Corporation's purposes and powers.

9. To retain and hire professionals, including but not limited to, accountants, engineers and attorneys, as the need may arise, and as the interests of the Corporation warrant.

10. To operate, manage and otherwise publish a community newspaper.

11. To set forth in the BYLAWS for this Corporation the procedures or guidelines determined necessary for the carrying out the purposes herein and to generally perform any and all things appropriate and necessary for the welfare, benefit, and collective interests of the APARTMENT OWNERS.

12. For all such other purposes as are permissible under Florida law.

ARTICLE IV

The Corporation shall have perpetual existence.

ARTICLE V

The Corporation shall have two (2) classes of membership, designated as follows:

1. **Voting Members:**

Each CONDOMINIUM ASSOCIATION, which CONDOMINIUM ASSOCIATION has paid dues to the Corporation and subscribes to these Articles, shall, in accordance with the provisions of their respective by-laws, elect one DELEGATE from each building which DELEGATES shall serve as the Voting Members of the Corporation.

1. **Non-Voting Members:**

All APARTMENT OWNERS who are members of CONDOMINIUM ASSOCIATIONS subscribing to these Articles who have paid dues to the Corporation, shall be classified as Non-Voting Members of the Corporation. In addition, where any APARTMENT OWNER is member of a CONDOMINIUM ASSOCIATION which has not subscribed to the Articles and/or has not paid dues to the corporation shall, nonetheless, be a Non-Voting Member of the Corporation if the Owner shall have paid dues to the Corporation. Upon the recordation of a deed establishing a change of record title to any APARTMENT, the new owner designated by said deed shall become vested with all rights that the prior owner possessed.

ARTICLE VI

Board

The voting members shall constitute the "BOARD" of the Corporation. A quorum of the BOARD shall consist of a majority of the total BOARD. Acts approved by a majority of the DELEGATES present and voting at a meeting of which a quorum is present, shall constitute the acts of the BOARD. **The directors of the corporation are elected by unit owners of each building in Century Village, Pembroke Pines.**

Except with regard to Amendments to these Articles or to the Corporation's By Laws, in the event that a noticed meeting of the BOARD does not result in the presence of a quorum after one properly noticed meeting then on the second noticed meeting a majority of those BOARD MEMBERS present and voting shall have the power and authority to transact any business authorized under these Articles and the By-Laws of this Corporation, so long as at least one third (1/3) of the Board is present at the meeting.

ARTICLE VII

Officers

The affairs of the Corporation shall be administered by the President of the Corporation assisted by six Vice Presidents, Corporate Secretary, and Treasurer, elected in accordance with the provisions of the BYLAWS. The EXECUTIVE COMMITTEE shall elect the President, Six Vice Presidents, Corporate Secretary, and Treasurer. The President shall be elected for a two (2) year term of office and all other officers shall be elected for a two year term of office. All officers may be re-elected for any number of additional consecutive terms. Such Officers may be removed by the EXECUTIVE COMMITTEE and other persons may be elected by the EXECUTIVE COMMITTEE in the manner provided by the BYLAWS. The same person may hold two (2) offices, the duties of which are not incompatible; provided, however, the offices of President and Vice-President shall not be held by the same person, nor shall the same person hold the office of President who holds the office of Treasurer or Corporate Secretary.

Once elected to office, Officers shall become members of the EXECUTIVE COMMITTEE.

Every officer must belong to a dues paying association, or must be a dues paying non voting member.

ARTICLE VIII

Bylaws

The EXECUTIVE COMMITTEE shall adopt BYLAWS for the management, administration, and regulation of the Corporation, not inconsistent with these ARTICLES or the laws of the State of Florida.

The BYLAWS may therefore be altered, amended or rescinded as follows:

1. The amendment may be proposed by the President or any other officer, by a petition signed by a majority of the EXECUTIVE COMMITTEE and filed with the Recording Secretary of the Corporation, or by a petition signed by ten (10%) percent of the Non-Voting Members filed with the Recording Secretary of this Corporation.

2. Proposed amendments shall be considered at a meeting of the EXECUTIVE COMMITTEE upon no less than fourteen (14) days prior written notice, mailed or delivered to each EXECUTIVE COMMITTEE MEMBER, which notice shall set forth in full the proposed amendments and the time and place of said meeting. A majority (50% plus 1) vote of the entire EXECUTIVE COMMITTEE shall be necessary to adopt any amendments to the BYLAWS.

ARTICLE IX

Amendments

The ARTICLES may be amended by the BOARD at any regular or special meeting called therefore in the following manner:

1. The amendment may be proposed by the President or any other officer, by a petition by majority of the BOARD and filed with the Recording Secretary of this Corporation, or by a petition signed by ten (10%) percent of the Non-Voting Members and filed with the Recording Secretary of this Corporation.

2. Proposed amendments shall be considered at a meeting of BOARD upon no less than fourteen (14) days prior written notice, mailed or delivered to each BOARD MEMBER, which notice shall set forth in full the proposed amendments and the time and place of said meeting. A two-thirds (66.67%) vote of the entire BOARD, shall be necessary to adopt any amendments to these ARTICLES. However, after two consecutive meetings if 66 2/3 (95) of the board is not present than a 50% plus 1 of the board can vote to adopt an amendment.

3. A copy of each amendment shall be filed with and certified by the Secretary of State of Florida.

ARTICLE X

Powers

The Corporation shall have all such powers as permitted under law, in addition to any of the powers set forth in these ARTICLES, and for purposes of illustration, include but are not limited to the following:

1. The Corporation shall have all of the common law and statutory powers of a corporation not-for-profit.

2. This Corporation shall have all of the powers reasonably necessary to implement the purposes of this Corporation such as:

(a) To collect funds from its members to pay for the Corporation's expenses, the maintenance, operation and management to use and expend the proceeds of these funds in the exercise of the powers and duties of this Corporation.

(b) To employ personnel, professional personnel, and to enter into service contracts.

(c) To operate, maintain and publish a newspaper or other periodical or publication designed for circulation amongst the APARTMENT OWNERS.

(d) To establish, in the BYLAWS any procedures or guidelines necessary for the implementation of the purposes and powers of this Corporation; and

(e) To exercise any and all other lawful powers, including without limitation, those enumerated in the provisions of Chapter 617 and Florida Statutes.

ARTICLE XI

No Stock

The Corporation is not organized for pecuniary profit nor shall it have any power to issue certificates of stock, or to declare dividends and no part of the income of the Corporation shall inure to the individual benefit of its Members, or OFFICERS. All BOARD MEMBERS and Officers shall serve without compensation.

ARTICLE XII

Indemnification

Every Officer and Delegate of this Corporation and the Officers and Delegates as a group shall be indemnified by this Corporation against all expenses and liabilities, including attorneys' fees (at all trial and appellate levels) reasonably incurred or imposed upon him or them in connection with any proceeding or litigation or settlement in which he may become involved by reason of his being or having been an Officer or Delegate of this Corporation. The foregoing provisions for indemnification shall apply whether or not he is an Officer or Delegate at the time such expenses are incurred. Notwithstanding the above, the indemnification provisions of these ARTICLES shall not apply where an Officer or Delegate admits or is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties. The foregoing rights to indemnification shall be in addition to and not exclusive of any and all rights of indemnification to which an Officer or Delegate may otherwise be entitled to whether by statute or common law.

ARTICLE XIII

Initial Registered Agent

The name of the registered agent of this Corporation is Steve Friedman whose address is
235 North University Drive, Pembroke Pines, Florida 33024.

ARTICLE XIV

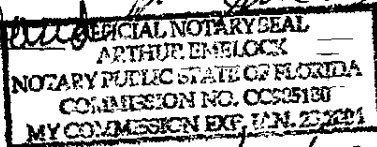
**AMENDED TERM OF MERGER CONCERNING COOPPA, INC. AND COOPPA
GUARDIAN, INC.**

1. Cooppa Guardian may maintain a separate bank account from Cooppa, Inc. for operating purposes. The Officers of Cooppa, Inc. shall have signatory rights regarding the Cooppa Guardian bank account.
2. Two signatures shall be required on all drafts and withdrawals concerning the Cooppa Guardian bank account.
3. All profits derived from the operation of Cooppa guardian shall be turned over to Cooppa, Inc.
4. To the extent that Cooppa Inc's Articles of Incorporation and Bylaws as amended are not inconsistent with the terms and conditions set forth above, they shall govern Cooppa Guardian's operations.

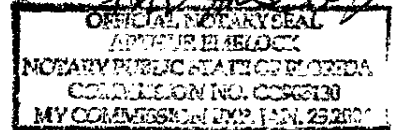
IN WITNESS WHERE OF, the subscribers hereto have set their hands and seals

Pembroke Pines, Broward County, Florida this 31st day of MARCH 2003.

Marion D. ...
Corporate Secretary
COOPPA, Inc.



Ray ...
President
COOPPA, Inc.



CERTIFICATE BY REGISTERED AGENT

Having been named as the registered agent of COOPPA, INC., I hereby agree to act in this 3/31/03 capacity and agree to maintain said Corporation's registered office and agree to comply with the provisions of Florida Statutes relative to keeping open said office.

Arthur Emelock
OFFICIAL NOTARY SEAL
ARTHUR EMELOCK
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC905180
MY COMMISSION EXP. JAN. 25 2004
3/31/03

[Signature]



The **COOPPA GUARDIAN**

CENTURY VILLAGE

13550 S.W. 10th STREET, PEMBROKE PINES, FL 33027
Tel: (954) 437-8864 • Fax: (954) 437-6380

COOPPA, INC.

CERTIFICATE OF RESTATED

ARTICLES OF INCORPORATION

- (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

This "Restated Articles of Incorporation" for COOPPA, Inc. was adopted on March 31, 2003 by the members and the number of votes cast was sufficient for approval.

Marion L. Boland
Corporate Secretary

Raymond Shultz
President

OFFICIAL NOTARY SEAL
ARTHUR EMELOCK
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC905180
MY COMMISSION EXP. JAN. 25, 2004

4/28/03



Cooppa, Inc.

CENTURY VILLAGE

13550 S.W. 10th STREET • PEMBROKE PINES, FL 33027 • (954) 437-8864

FAX (954) 437-6380

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
COOPPA, INC.

1) ARTICLE-1(DEFINITIONS)

A) SECTION B, ELIMINATE COMPLETELY.

B) SECTION F, ELIMINATE AND REPLACE WITH NEW SUBSECTION E.

C) ADD NEW SUBSECTION O. (EXECUTIVE COMMITTEE)

D) ADD NEW SUBSECTION P. (OFFICERS).

E) DELETE E "**BOARD**" means the Board of this Corporation is comprised of the directors from each member association plus the immediate past president of COOPPA. They are referred to as the "**DELEGATES**". Add "**BOARD**" the Board of this Corporation is comprised of the directors from each member association plus the immediate past president of COOPPA. They are referred to as the "**DELEGATES**", who are elected by unit owners of each building in **Century Village, PEMBROKE PINES** to serve as Directors of the Board.

2) ARTICLE 1 (NAMES) BECOMES ARTICLE 2.

3) ARTICLE 2 (PURPOSE) BECOMES ARTICLE 3.

4) ARTICLE 4 REPLACES ARTICLE 3.

5) ARTICLE 5 REPLACES ARTICLE 4.

6) DELETE ARTICLE 5 ENTIRELY.

7) ARTICLE 6 REPLACES ARTICLE 6.

8) DELETE ARTICLE 7 ENTIRELY.

9. ARTICLE 7 REPLACES ARTICLE 8.

10) ARTICLE 8 REPLACES ARTICLE 9.

11) ARTICLE 9 REPLACES ARTICLE 10.

12) ARTICLE 10 REPLACES ARTICLE 11.

"What people do for themselves-dies with them"

"What people do for the community-lives forever"

13) ARTICLE 11 REPLACES ARTICLE 12.

14) ARTICLE REPLACES ARTICLE 13.

15) ARTICLE REPLACES ARTICLE 14.

16) ARTICLE REPLACES MERGER AMENDMENT DATED 3/3/2000.

SEE THE ENTIRE NEW ARTICLES ATTACHED TO SUPPORT THE ABOVE MENDENTS.