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Florida Department of State

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ARTICLES OF INCORPORATION TERRAVERDE BLDG 27 CONDO ASSOCIATION, INC.

a Florida corporation Not-For-Profit

The undersigned incorporator, for the purpose of forming a corporation not-for-profit pursuant to the laws of the State of Florida, Florida Statutes, Chapter 617, hereby adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation is "TERRAVERDE BLDG 27 CONDO ASSOCIATION, INC.", a Florida corporation not-for-profit, hereinafter referred to as the "ASSOCIATION". The mailing address of the corporation shall be: c/o TRANSCAPITAL BANK, 8870 W. Oakland Park Boulevard. Suite 100 Sunnise, Fl 33351

<u>ARTICLE II</u>

The location of its Initial registered office in the State of Florida is c/o TRANSCAPITAL BANK, 8870 W. Oakland Park Boulevard. Sunrise, FL 33351, but it shall have the power to establish and maintain branch offices at such cites and towns in the State of Florida as said corporation may from time to time determine. The name of its initial registered agent is LEONARD E. ZEDECK, Esquire, 8870 W. Oakland Park Boulevard, Suite 100, Sunrise, FL 33351.

<u>ARTICLE III</u>

The purpose for which this corporation is formed and the powers of this corporation are as follows::

- All of the common law and statutory powers of a corporation not-for-profit under the laws of the State of Florida, and the statutory powers set forth in the CONDOMINIUM ACT.
- To administer, enforce, carry out and perform all of the acts, functions, rights and duties provided in. or contemplated by, the DECLARATION, either expressed or implied, and to take any action reasonably necessary or appropriate to operate the CONDOMINIUM pursuant to the DECLARATION, including, but not limited to, the following:
 - To own purchase, sell, mortgage, encumber, lease, administer, manage, operate, maintain, improve, repair and/or replace real and personal property.
 - To make and collect ASSESSMENTS against members of the ASSOCIATION to defray the costs, expenses and losses incurred or to be incurred by the ASSOCIATION, and to use the proceeds thereof in the exercise of the ASSOCIATION's powers and duties.

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- 3. To maintain, repair, replace, reconstruct, add to, and operate the CONDOMINIUM, and other property acquired or leased by the ASSOCIATION for use by its members.
- 4. To purchase insurance upon the CONDOMINIUM and insurance for the protection of the ASSOCIATION, its directors, officers and members, and such other parties as the ASSOCIATION may determine The purposes for which the ASSOCIATION is formed and the powers are as follows:
- 5. To make and amend reasonable rules and regulations for the use, maintenance, and appearance of, the UNITS and the use of the COMMON ELEMENTS and the ASSOCIATION PROPERTY, and for the health, comfort, safety, welfare, and benefit of the ASSOCIATION's members.
- 6. To enforce by legal means the provisions of the CONDOMINIUM ACT, the DECLARATION, these ARTICLES, the BY-LAWS, and the Rules and Regulations of the ASSOCIATION.
- 7. To contract for the management and maintenance of the CONDOMINIUM and to authorize a management agent or company (which may be the DEVELOPER or an affiliate of the DEVELOPER) to assist the ASSOCIATION in carrying out its powers and duties by performing such functions as the submission of proposals, collection of assessments, preparation of records, enforcement of rules, and maintenance, repair and replacement of the COMMON ELEMENTS with funds as shall be made available by the ASSOCIATION for such purposes, as well as exercising such other powers and rights delegated to it by the ASSOCIATION, which powers and rights are vested in the ASSOCIATION by virtue of the DECLARATION, these ARTICLES, the BY-LAWS and the CONDOMINIUM ACT. The ASSOCIATION and its officers shall, however, retain at all times the powers and duties granted by the DECLARATION and the CONDOMINIUM ACT, including but not limited to, the making of assessments, promulgation of rules, and execution of contracts on behalf of the ASSOCIATION.
- 8. To employ personnel necessary to perform the obligations, services and duties required of or to be performed by the ASSOCIATION and for the proper operation of the CONDOMINIUM and/or to contract with others, for the performance of such obligations, services and/or duties.

ARTICLE IV

1. The members of the ASSOCIATION shall consist of all of the record owners of UNITS. Membership shall be established as to each UNIT upon the recording of the DECLARATION. Upon the transfer of ownership of fee title to or fee interest in a UNIT, whether by conveyance, devise, judicial decree, foreclosure or otherwise, and upon the recordation among the Public Records of Broward County, Florida of the deed or other instrument establishing the acquisition and designating the UNIT, affected thereby, the new UNIT OWNER designated in such deed or other instrument shall thereupon become a member of the ASSOCIATION, and the membership of the prior UNIT OWNER as to the UNIT designated shall be terminated; provided,

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however, that the ASSOCIATION shall not have the responsibility or obligation of recognizing any such change in membership until it has been delivered a true copy of the applicable deed or other instrument or is otherwise informed of the transfer of ownership of the UNIT. Prior to the recording of the DECLARATION, the incorporator shall be the sole member of the ASSOCIATION.

- 2. The share of each member in the funds and assets of the ASSOCIATION, the COMMON ELEMENTS and the COMMON SURPLUS, and any membership in this ASSOCIATION, cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the UNIT for which that membership is established.
- 3. On all matters upon which the membership shall be entitled to vote, there shall be only one vote for each UNIT. In the event any UNIT is owned by more than one person and/or by an entity, the vote for such UNIT shall be cast in the manner provided by the BY-LAWS. Any person or entity owning more than one (1) UNIT shall be entitled to one (1) vote for each UNIT owned.
- 4. The BY-LAWS shall provide for an annual meeting of the members of the ASSOCIATION and shall make provision for special meetings.

ARTICLE V

The name and address of the incorporator is: LEONARD E. ZEDECK, 8870 W. Oakland Park Boulevard, Suite 109, Sunrise, FL 33351

ARTICLE VI

The address of the initial registered office of the ASSOCIATION is 8870 W. Oakland Park Boulevard, #100. Sunrise. FL 33351. The initial registered agent of the ASSOCIATION at that address is LEONARD E. ZEDECK, Esq.,

ARTICLE VII

- 1. The property, business and affairs of the ASSOCIATION shall be maintained by a BOARD which shall consist of not less than three (3) directors, and which shall always be an odd number. The BY-LAWS may provide for a method of determining the number of directors from time to time. In the absence of a determination as to the number of directors, the BOARD shall consist of three (3) directors. Directors shall be elected by the members in accordance with the BY-LAWS at the regular annual meeting of the membership of the ASSOCIATION. Directors shall be elected to serve for a term of one year. In the event of a vacancy, the remaining directors may appoint a successor director to serve the balance of the vacated term.
- 2. All of the duties and powers of the ASSOCIATION existing under the CONDOMINIUM ACT, the DECLARATION, these ARTICLES and the BY-LAWS shall be exercised exclusively by the BOARD, its agents, contractors or employees, subject to approval by the members only when specifically required,

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- 3. All officers shall be elected by the BOARD in accordance with the BY-LAWS. The BOARD shall elect from among the members a President, Secretary, Treasurer and other such officers as it shall deem advisable, consistent with the BY-LAWS.
- 4. The names and addresses of the initial directors, who shall hold office until their successors are appointed or elected, are as follows:

William E. Himes

88.70 W. Oakland Park Boulevard , Suite 100

Sunrise, FL 33351

Eric Rueger

8870 W. Oakland Park Boulevard, Suite 100

Sunrise, FL 33351

Frances Solomon

8870 W. Oakland Park Boulevard, Suite 700

Sunrise, FL 33351

ARTICLE VIII

The first BY-LAWS shall be adopted by the BOARD and may be altered, amended or rescinded in the manner provided by the BY-LAWS.

ARTICLE IX

Proposals for amendments to these Articles of Incorporation may be made by a majority of the BOARD present at a duly noticed meeting of the BOARD or a majority of the voting members. Such proposals shall set forth the proposed amendment, shall be in writing, filed by the BOARD or a majority of members, and delivered to the President who shall thereupon call a Special meeting of the corporation not less than (10) days nor later than sixty (60) days from receipt of the proposed amendment, the notice for which shall be given in the manner provided in the BY-LAWS. Such proposal shall be presented at an annual or special meeting of the members concerned in accordance with the provisions of the BY-LAWS. In order for a proposed amendment to become effective it must be approved by a majority of the members present, in person or by proxy, at such annual or special meeting.

ARTICLE X

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 him in connection with any proceeding or any settlement thereof, to which he may be a party, or in which he may become involved by reason of his being or having been a director or officer of the ASSOCIATION whether or not he is 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 his duties: provided that in the event of a settlement, the indemnification herein shall apply only when the BOARD approves such settlement and reimbursement as being for the best interest of the Association. The foregoing right of indemnification herein shall apply only when the BOARD 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 other rights to which such director or officer may be entitled.

WHEREFORE, the Incorporator and the initial Registered Agent have executed these ARTICLES on this 4th day of March, 2012

BY: LEONARD E. ZEDECK, F.sq.

STATE OF FLORIDA

SS.:

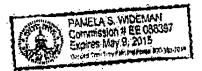
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 9^{\pm} day of March. 2012 by LEONARD E. ZEDECK. Esq. and who is personally known to me.

NOTARY PUBLIC

Prim: Paniele S. Widenan

My Commission Expires:



ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

Thereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.

LEONARD E. ZEDECK

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TALLAHASSEE, FLORIE