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FLORIDA PROFIT/NON PROFIT CORPORATION  
MERU TOWNHOME ASSOCIATION, INC.

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ARTICLES OF INCORPORATION FOR  
MERU TOWNHOME ASSOCIATION, INC.,  
a Florida corporation not for profit

We, the undersigned, hereby associate ourselves together for the purpose of becoming incorporated under the laws of the State of Florida, in accordance with the provisions of the Statutes of said state, providing for the formation, liabilities, rights, privileges, and immunities of corporations not for profit.

ARTICLE I

NAME

The name of the corporation shall be MERU TOWNHOME ASSOCIATION, INC.

ARTICLE II

PURPOSE

A general nature of the business to be transacted is as follows:

- a. To enforce the terms, covenants, conditions and restrictions appertaining to Meru Subdivision, in Broward, Florida, as recorded in the Public Records of Broward County, Florida, (hereinafter, the "Subdivision") and to provide perpetual maintenance for certain Subdivision improvements called for in the Declaration of Covenants, Easements and Restrictions for the Meru Subdivision.
- b. To accomplish the forgoing purposes, the corporation shall have all corporate powers permitted under Florida law, including, but not limited to, the power to mortgage and borrow monies and the power to assess and collect homeowner's association dues from owners of Lots or dwelling Units in the Subdivision.

ARTICLE III

Any person, firm, corporation or other business entity may become a member of the Association on the terms, conditions and criteria specified below:

- a. The record title holder of a present vested fee simple interest in any lot or dwelling unit in the Subdivision is automatically a member; including owners of lots added at a later date.
- b. The record title holder described in Paragraph a, above designates in writing to the secretary of the Association, the name of a tenant which the record title holder desires to have

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the rights and duties of a member in the Association, the tenant shall be a member of the Association. The record title holder's membership privileges during the period of such designation is in effect, but shall abate and shall be exercisable only by the tenant. The record title holder's obligations to the Association, however, shall stay in full force and effect during the period of such designation is in effect. Such designation shall automatically terminate upon termination of the tenancy and may be terminated at any time upon six (6) days prior written notice from the record title holder to the secretary of the Association.

- c. The membership of any record title holder shall automatically terminate when such person or entity is no longer a fee simple owner of a lot or dwelling unit in the subdivision.
- d. When a corporation or other business entity is the record title holder or designated tenant, only the president of the corporation or its individual designate or the senior principal of the business entity or its individual designate shall be entitled to exercise membership privileges.

#### ARTICLE IV

This corporation shall have perpetual existence.

#### ARTICLE V

The name and addresses of subscribers of this corporation are as follows:

Luis Marcello Carducci  
1911 NW 150 Avenue #201  
Pembroke Pines, Florida 33028

Maximilian Andreu  
1911 NW 150 Avenue #201  
Pembroke Pines, Florida 33028

Marcello Carducci  
1911 NW 150 Avenue #201  
Pembroke Pines, Florida 33028

ARTICLE VI

The management of this corporation and time for elections shall be as follows:

- a. The affairs and property of this corporation shall be managed and governed by a Board of Directors composed of not less than three (3) nor more than nine (9) members.
- b. Directors shall be elected by the voting membership at the regular annual meeting of the membership of the corporation to be held on the first Monday in October, 2014, and each year thereafter at such place as may be designated by the Board of Directors.
- c. All officers shall be elected by the Board of Directors in accordance with the By-Laws at the regular annual meeting of the Board of Directors to be held immediately following the annual meeting of the membership. The Board of Directors shall elect from among the members of the corporation, a president, a vice-president and a secretary/treasurer and such other officers as it may deem desirable.
- d. All officers may hold more than one office as set forth above, except that the president shall not also be the secretary/treasurer.

ARTICLE VII

The names of the officers who shall serve until the first elections are as follows:

President:	Marcello Carducci
Vice-President:	Maximilian Andreu
Secretary/Treasurer:	Luis Marcello Carducci

ARTICLE VIII

The following three (3) persons shall constitute the first Board of Directors. Said First Board of Directors may appoint three (3) successors to serve as an interim Board of Directors until the first election of the Board of Directors at the first regular annual meeting of the members:

Luis Marcello Carducci

Maximilian Andreu

Marcello Carducci

ARTICLE IX

The street address of the initial registered office of the corporation shall be 1911 NW 150 Avenue #201, Pembroke Pines, Florida 33028. The name of the initial registered agent shall be: Peter M. Lopez, P.A., 1911 NW 150 Avenue #201, Pembroke Pines, Florida 33028, Attn: Peter M. Lopez, Esq. In acceptance of his statutory duties, the registered agent named in this Article has signed these Articles as required by law.

ARTICLE X

INDEMNIFICATION

- 10.1 Indemnity. 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 director, employee, officer, or agent of the Association, against 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) a court of competent jurisdiction finally determines, after all appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or in a manner he reasonably believed to be in, or not 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, and (b) such court also 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 and in a manner which he reasonably believed to be in, or not opposed to, the best interest of the Association, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.
- 10.2 Expenses. 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 10.1 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 and reasonably incurred by him in connection therewith.

- 10.3 Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the affected Director, officer, employee or agent to repay such amount unless it shall be ultimately determined that he is entitled to be indemnified by the Association as authorized in this Article 10.
- 10.4 Miscellaneous. 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, and shall continue as to a person who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of the heirs and personal representatives of such person.
- 10.5 Insurance. 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, against any liability asserted against him and insured 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.
- 10.6 Amendment. Anything to the contrary herein notwithstanding the provisions of this Article 10 may not be amended without the approval in writing of all persons whose interest would be adversely affected by such amendment.

#### ARTICLE XI

The By-Laws of this corporation may be amended, altered or rescinded as provided by the By-Laws. No amendment shall be made that is in conflict with the Articles of Incorporation or the Declaration of Covenants, Easements and Restrictions for Meru Subdivision.

#### ARTICLE XII


An affirmative vote of seventy-five percent (75%) of the membership and Board of Directors or by not less than eighty percent (80%) of the votes of the entire membership of the Association shall be deemed necessary to amend these Articles of Incorporation.

ARTICLE XIII

No dividend shall be paid and no part of the Association's income shall be distributed to its members, directors or officers. The corporation may, however, pay a reasonable amount to its members, directors and officers for actual services rendered and may confer benefits upon its members in conformity with the purposes set forth in Article II hereof.

WITNESS THE HANDS AND SEALS of the incorporator and subscriber in Broward County, State of Florida this 10 day of February, 2014.

MERU TOWNHOME ASSOCIATION, INC.

BY:   
Marcello Carducci, President

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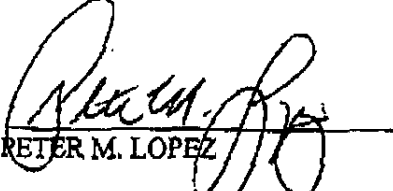
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED**

**MERU TOWNHOME ASSOCIATION, INC.  
a Florida not-for-profit corporation**

In pursuance of the Florida Statutes, the following is submitted, in compliance with said Act:

First—that Meru Townhome Association, Inc., desiring to organize under the laws of the State of Florida with its principal office at: 1911 NW 150 Avenue, Suite 201, Pembroke Pines, Florida 33028, has named Peter M. Lopez, Esquire, c/o Peter M. Lopez, P.A. located at 1911 NW 150 Avenue, Suite 201, Pembroke Pines, Florida 33028, as its agent to accept service of process within this State.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

  
PETER M. LOPEZ

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