

CORPORATION INFORMATION  
SERVICES, INC.  
1201 BAYS STREET  
TALLAHASSEE, FL 32314  
904-222-9171  
904-222-0191 FAX

800-342-8086

**CSC networks**

Mail To:  
P.O. Box 5028  
Tallahassee, FL 32314

ACCOUNT NO. : 0721000000032

REFERENCE : 528614 8739A

AUTHORIZATION *Patricia Pyjts*  
COST LIMIT : \$ 122.50

ORDER DATE : January 23, 1995

ORDER TIME : 11:15 AM

ORDER NO. : 528614

CUSTOMER NO: 8739A

CUSTOMER: Jean Moore, Legal Assistant  
SIEGEL & LIPMAN

Suite 801  
5355 Town Center Road  
Boca Raton, FL 33432

DOMESTIC FILING

*N/95000000565*

NAME: COBBLESTONE WALK HOMEOWNERS'  
ASSOCIATION, INC.

XXXXX ARTICLES OF INCORPORATION  
\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXXXXX CERTIFIED COPY  
\_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

FILED  
95 JAN 23 PM 6:27  
TALLAHASSEE, FLORIDA  
SEC. OF STATE

*N.P. 1/23/95 634, 615  
634, 615  
2 6 15  
CO/1A*



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

January 23, 1995

*Please send the 23rd's  
file  
date*

CORPORATION INFORMATION SERVICES, INC.  
1201 HAYS ST.  
TALLAHASSEE, FL 32301

SUBJECT: COBBLESTONE WALK HOMEOWNERS' ASSOCIATION, INC.  
Ref. Number: W95000001588

We have received your document for COBBLESTONE WALK HOMEOWNERS' ASSOCIATION, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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 (904) 487-6929.

Brendolyn Bruton  
Corporate Specialist

Letter Number: 895A00002750

FILED  
95 JAN 23 PM 6:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
COBBLESTONE WALK HOMEOWNERS' ASSOCIATION, INC.

The undersigned incorporator, desiring to form a corporation not-for-profit under Chapter 617, Florida Statutes, as amended, hereby adopt the following Articles of Incorporation:

ARTICLE I.

NAME AND ADDRESS

The name of the corporation shall be COBBLESTONE WALK HOMEOWNERS' ASSOCIATION, INC., which is hereafter referred to as the "Association". The principal address of the Association is 10118 Royal Palm Boulevard, Coral Springs, Florida 33065.

ARTICLE II.

DEFINITIONS

Each term used herein which is defined in the Declaration of Restrictions and Protective Covenants for COBBLESTONE WALK recorded or to be recorded in the Public Records of Broward County, Florida (the "Declaration") shall have the same meaning or definition when used herein as the meaning or definition ascribed thereto in the Declaration.

ARTICLE III.

PURPOSES AND POWERS

The objects and purposes of the Association are those objects and purposes as are authorized by the Declaration of Restrictions and Protective Covenants for COBBLESTONE WALK to be recorded in the Public Records of Broward County, Florida, and to enforce the covenants and restrictions created by the Declaration.

The Association is not organized for profit and no part of the net earnings, if any, shall inure to the benefit of any members or individual person, firm or corporation.

The Association shall have the power:

- A. To contract for the management of the Association and to delegate to the party with whom such contract has been entered the powers and duties of the Association except those which require specific approval of the Board of Directors or members.
- B. 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 and the Declaration. The Association shall also have all of the powers necessary to implement the purposes of the Association. Provided, however, the Association shall not have the power to provide financial support to an ad hoc committee of another association without the approval of seventy-five percent (75%) of the Membership, and, for as long as the Developer holds title to any portion of the Properties, the express written consent of the Developer.

## ARTICLE IV.

### MEMBERS

Section 1. Membership. Every person or entity who is a record owner of a fee or undivided fee interest in any Lot shall be a member of the Association, provided that any such person or entity who holds such interest merely as a security for the performance of an obligation shall not be a member.

Section 2. Voting Rights. The Association shall have two classes of voting membership:

Class A. Class A members shall be all those owners as defined in Section 1 with the exception of the Developer as defined in the Declaration, hereinafter referred to as "the Developer". Class A member shall be entitled to one vote for each Lot in which they hold the interests required for membership by Section 1. When more than one person holds such interest or interests in any Lot, all such persons shall be members, but the vote for such Lot shall be exercised only by that one person designated in writing by all such members. In no event shall more than one vote be cast with respect to any such Lot.

Class B. The Class B member shall be the Developer. The Class B member shall be entitled to one vote for each Lot in which it holds the interest required for membership in Section 1, provided, however, that notwithstanding any provision to the contrary, the Developer shall have the right to elect the entire Board of Directors of the Association until such time as Developer no longer holds the title to any portion of the properties subject to the Declaration or to any additional property which may have been brought under the provisions thereof by recorded supplemental declarations.

Section 3. Meetings of Members. The By-Laws of the Association shall provide for an annual meeting of members, and may make provision for regular and special meetings of members other than the annual meeting. A quorum for the transaction of business at any meeting of the members shall exist if thirty percent of the total number of members in good standing shall be present or represented at the meeting.

## ARTICLE V.

### CORPORATE EXISTENCE

The corporation shall have perpetual existence.

## ARTICLE VI.

### DIRECTORS

Section 1. Management by Directors. The property, business and affairs of the Association shall be managed by a Board of Directors, which shall consist of not less than three nor more than nine persons, but as many persons as the Board of Directors shall from time to time determine. A majority of the directors in office shall constitute a quorum for the transaction of business. The By-Laws shall provide for meetings of directors, including an annual meeting.

Section 2. Initial Board of Directors. The names and addresses of the first Board of Directors of the Association, who

shall hold office until the first annual meeting of members and until qualified successors are duly elected and have taken office, shall be as follows:

Steven Gross

Groshire Development Group, Inc.  
4601 Ponce de Leon Boulevard  
Coral Gables, Florida 33146

Rochelle Malkin

10118 Royal Palm Boulevard  
Coral Springs, Florida 33065

Malcolm Resnick

Malomar at Cobblestone, Inc.  
3155 N. 39th Street  
Hollywood, Florida 33021

Section 3. Election of Members of Board of Directors. Except for the first Board of Directors, directors shall be elected by the members of the Association at the annual meeting of the membership as provided by the By-Laws of the Association, and the By-Laws may provide for the method of voting in the election and for removal from office of directors. All directors shall be members of the Association residing in COBBLESTONE WALK or shall be authorized representatives, officers or employees of corporate members of the Association provided that such limitations shall not apply to Directors appointed by the Developer.

Section 4. Duration of Office. Members elected to the Board of Directors shall hold office until they resign or until the next succeeding annual meeting of members, and thereafter until qualified successors are duly elected and have taken office.

Section 5. Vacancies. If a director elected by the general membership shall for any reason cease to be a director, the remaining directors so elected may elect a successor to fill the vacancy for the balance of the unexpired term.

## ARTICLE VII.

### OFFICERS

Section 1. Officers Provided For. The Association shall have a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time elect.

Section 2. Election and Appointment of Officers. The officers of the Association, in accordance with any applicable provisions of the By-Laws, shall be elected by the Board of Directors for terms of one year and until qualified successors are duly elected and have taken office. The By-Laws may provide for the method of voting in the election, for the removal from office of officers, for filling vacancies, and for the duties of the officers. The President and Vice President shall be directors; other officers may or may not be directors of the Association. If the office of President shall become vacant for any reason, or if the President shall be unable or unavailable to act, the Vice President shall automatically succeed to the office or perform its duties and exercise its powers. If any office other than that of the President shall become vacant for any reason, the Board of Directors may elect or appoint an individual to fill such vacancy.

Section 3. First Officers. The names and addresses of the first officers of the Association, who shall hold office until the annual meeting of directors and until successors are duly elected

shall hold office until the first annual meeting of members and until qualified successors are duly elected and have taken office, shall be as follows:

Steven Gross

Groshire Development Group, Inc.  
4601 Ponce de Leon Boulevard  
Coral Gables, Florida 33146

Rochelle Malkin

10118 Royal Palm Boulevard  
Coral Springs, Florida 33065

Malcolm Resnick

Malomar at Cobblestone, Inc.  
3155 N. 39th Street  
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Section 3. First Officers. The names and addresses of the first officers of the Association, who shall hold office until the annual meeting of directors and until successors are duly elected

and have taken office, shall be as follows:

Office	Name	Address
President & Treasurer	Steven D. Gross	Growth Development Group, Inc. 4601 Ponce de Leon Boulevard Coral Gables, Florida 33146
Vice President	Malcolm Rosnick	Malomar at Cobblostone, Inc. 3155 N. 39th Street Hollywood, Florida 33021
Secretary	Rochelle Malkin	10118 Royal Palm Boulevard Coral Springs, Florida 33065

#### ARTICLE VIII.

##### BY-LAWS

The Board of Directors shall adopt By-Laws consistent with these Articles of Incorporation. Such By-Laws may be altered, amended or repealed by the membership in the manner set forth in the By-Laws.

#### ARTICLE IX.

##### AMENDMENTS

Amendments to these Articles of Incorporation shall require the affirmative vote of a majority of the Board of Directors and the affirmative vote of two-thirds of the Members of the Association; provided, however, that (a) no amendment shall make any change in the qualifications for membership nor the voting rights of the Members without the written approval or affirmative vote of all Members of the Association, (b) that these Articles shall not be amended in any manner without the prior written consent of the Developer to such amendment for so long as the Developer is the Owner of any Lot, and (c) that these Articles shall not be amended in any manner which conflicts with the terms, covenants and provisions contained in the Declaration. Notwithstanding anything contained herein to the contrary, so long as there exists a Class B member, the Class B member may amend these Articles of Incorporation without the consent of the Class A members.

#### ARTICLE X.

##### INDEMNIFICATION OF OFFICERS AND DIRECTORS

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 such person in connection with any proceeding or any settlement thereof to which such person may be a party or may become involved by reason of 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 wilful misfeasance or malfeasance in the performance of his duty; provided that in the event of a settlement, the indemnification provided for herein shall apply only if and when the Board of Directors approves such settlement and reimbursement as being in the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of any and all rights of indemnification to which such director or officer may be entitled under statute or common law.

ARTICLE XI.

TRANSACTIONS IN WHICH  
DIRECTORS OR OFFICERS ARE INTERESTED

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, or have a financial interest, shall be invalid, void or voidable solely for such reason, or solely because the director or officer is present at or participates 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.

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.

ARTICLE XII.

REGISTERED AGENT

The address of the initial registered agent of the Corporation is Steven Gross, 10118 Royal Palm Boulevard, Coral Springs, Florida 33065 and the name of the initial registered agent of the corporation at that address is Steven D. Gross.

ARTICLE XIII.

INCORPORATOR

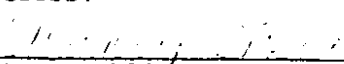
Steven Gross, whose address is 10118 Royal Palm Boulevard, Coral Springs, Florida 33065, is the Incorporator to these Articles of Incorporation.

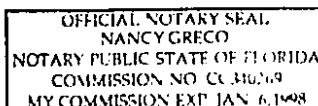
IN WITNESS WHEREOF, the said Incorporator has hereunto set his hand this 30 day of December, 1994.

  
\_\_\_\_\_  
Steven Gross  
Incorporator/Registered Agent

STATE OF FLORIDA       )  
                                  SS.:  
COUNTY OF Broward    )

The forgoing instrument was acknowledged before me this \_\_\_\_\_ day of December, 1994 by Steven Gross.

  
\_\_\_\_\_  
Notary Public, State of Florida  
Commission Expires:





ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Steven D. Gross, having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

  
\_\_\_\_\_  
Steven D. Gross

FILED  
95 JAN 23 PM 6:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA