

CORPORATION INFORMATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32311
904-222-9171
904-222-0191 FAX

800-342-8086

csc networks

Mail To:
P.O. Box 5020
Tallahassee, FL 32314

ACCOUNT NO. : 0721000000012

REFERENCE : 540857 11109A

AUTHORIZATION : *Patricia Pizots*

COST LIMIT : \$ 122.50

ORDER DATE : February 9, 1995

ORDER TIME : 9:53 AM

ORDER NO. : 540857

CUSTOMER NO: 11109A

CUSTOMER: Jennifer B. Drake, Esq
BECKER & POLIAKOFF

3111 Stirling Road

Ft. Lauderdale, FL 33312

DOMESTIC FILING

N95000000650

NAME: PEMBROKE FALLS MASTER
ASSOCIATION, INC.

☒ ARTICLES OF INCORPORATION
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY
☐ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jodie Krebs

EXAMINER'S INITIALS: *pm*

FILED
95 FEB-9 PM 1:15
SECRET
TALLAHASSEE, FL 32304

*2-9-95
01/7*

ARTICLES OF INCORPORATION
OF
PEMBROKE FALLS MASTER
ASSOCIATION, INC.

95 FEB -9 PM 1:15
FILED
SEC. 6
TALLAHASSEE, FLORIDA

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

ARTICLE I

NAME AND ADDRESS

The name of the corporation shall be the PEMBROKE FALLS MASTER ASSOCIATION, INC. The principal address of the corporation is 123 N.W. 13th Street, Suite 300, Boca Raton, FL 33432. For convenience, the corporation shall be referred to in this instrument as the "Master Association", those Articles of Incorporation as the "Articles", and the Bylaws of the Master Association as the "Bylaws".

ARTICLE II

PURPOSES AND POWERS

2.1 Objects and Purposes. The objects and purposes of the Master Association are those objects and purposes as are authorized by the Declaration of Master Association Covenants and Restrictions for Pembroke Falls recorded (or to be recorded) in the Public Records of Broward County, Florida, as hereafter amended and/or supplemented from time to time (the "Master Declaration"). The further objects and purposes of the Master Association are to preserve the values and amenities in The Properties, as same are defined in the Master Declaration, and to maintain the Common Areas thereof for the benefit of the Members of the Master Association.

2.2 Not for Profit. The Master Association is not organized for profit and no part of the net earnings, if any, shall inure to the benefit of any Member or individual person, firm or corporation. Upon dissolution, all assets of the Master Association shall be transferred only to another not-for-profit corporation or as otherwise authorized by the Florida not-for-profit corporation statute.

2.3 The powers of the Master Association shall include and be governed by the following:

2.3.1 General. The Master Association shall have all of the common-law and statutory powers of a corporation not for profit under the Laws of Florida that are not in conflict with the provisions of these Articles, the Master Declaration, or the Bylaws.

2.3.2 Enumeration. The Master Association shall have the powers and duties set forth in subsection 2.3.1 above, except as limited by these Articles, the Bylaws and the Master Declaration, and all of the powers and duties reasonably necessary to operate the Master Association pursuant to the Master Declaration, and as more particularly described in the Bylaws, as they may be amended from time to time, including, but not limited to, the following:

(a) To make and collect Assessments and other charges against Members and Owners, and to use

the proceeds thereof in the exercise of its powers and duties.

- (b) To buy, own, operate, lease, sell, trade and mortgage both real and personal property.
- (c) To maintain, repair, replace, reconstruct, add to and operate the Common Areas, and other property acquired or leased by the Master Association.
- (d) To purchase insurance upon the Common Areas and insurance for the protection of the Master Association, its officers, directors and Members.
- (e) To make and amend reasonable rules and regulations for the maintenance, conservation and use of the Common Areas and for the health, comfort, safety and welfare of the Members.
- (f) To enforce by legal means the provisions of the Master Declaration, these Articles, the Bylaws, and the Rules and Regulations for the use of the Common Areas, subject, however, to the limitation regarding assessing Lots owned by the Developer for fees and expenses relating in any way to claims or potential claims against the Developer as set forth in the Master Declaration and/or Bylaws.
- (g) To contract for the management and maintenance of the Common Areas and to authorize a management agent (which may be an affiliate of the Developer) to assist the Master 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 Areas with such funds as shall be made available by the Master Association for such purposes. The Master Association and its officers shall, however, retain at all times the powers and duties granted by the Master Declaration, Bylaws and these Articles, including, but not limited to, the making of Assessments, promulgation of rules and execution of contracts on behalf of the Master Association.
- (h) To employ personnel to perform the services required for the proper operation, maintenance, conservation, and use of the Common Areas.

ARTICLE III

MEMBERS

The Members of the Master Association shall be as set forth in the Master Declaration and the Bylaws of the Master Association.

ARTICLE IV

CORPORATE EXISTENCE

The Master Association shall have perpetual existence.

ARTICLE V

BOARD OF DIRECTORS

Section 5.1. Management by Directors. The property, business and affairs of the Master Association shall be managed by a Board of Directors, which shall consist of not less than three (3) persons, but as many persons as the Board of Directors shall from time to time determine but which shall always be an odd number. A majority of the directors in office shall constitute a quorum for the transaction of business. The Bylaws shall provide for meetings of directors, including an annual meeting.

Section 5.2. Original Board of Directors. The names and addresses of the first Board of Directors of the Master Association, who shall hold office until their qualified successors are duly elected and have taken office as provided in the Bylaws, are as follows:

<u>Name</u>	<u>Address</u>
William Gardiner	123 N.W. 13th Street, Suite 300 Boca Raton, FL 33432
Donald Merskin	123 N.W. 13th Street, Suite 300 Boca Raton, FL 33432
Harry Engelstein	123 N.W. 13th Street, Suite 300 Boca Raton, FL 33432

Section 5.3. Election of Members of Board of Directors. Except as otherwise provided herein and for the first Board of Directors, directors shall be elected by the Members of the Master Association at the annual meeting of the membership as provided by the Bylaws of the Master Association, and the Bylaws may provide for the method of voting in the election and for removal from office of directors.

Section 5.4. Duration of Office. Members elected to the Board of Directors shall hold office until the next succeeding annual meeting of Members, and thereafter until qualified successors are duly elected and have taken office.

Section 5.5. Vacancies. If a director so elected 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 term.

Section 5.6. Term of Developer's Directors. The Developer shall appoint the members of the first Board of Directors and their replacements who shall hold office for periods described in the Bylaws.

ARTICLE VI

OFFICERS

Section 6.1. Officers Provided For. The Master 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 6.2. The affairs of the Master Association shall be administered by the officers holding the offices designated in the Bylaws. The officers shall be elected by the Board of Directors of the Master Association at its first meeting following the annual meeting of the members of the Master Association and shall serve at the pleasure of the Board of Directors. The Bylaws may provide for the removal from office of officers, for filling vacancies and for

the duties and qualifications of the officers. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

Name and Office:

Addresses:

President:

William Gardiner

123 N.W. 13th Street, Suite 300
Boca Raton, FL 33432

Vice-President:

Donald Merskin

123 N.W. 13th Street, Suite 300
Boca Raton, FL 33432

Secretary/Treasurer:

Harry Engelstein

123 N.W. 13th Street, Suite 300
Boca Raton, FL 33432

ARTICLE VII

BYLAWS

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

ARTICLE VIII

AMENDMENTS AND PRIORITIES

Section 8.1. Amendments to these Articles of Incorporation shall be proposed and approved by the Board of Directors and thereafter submitted to a meeting of the membership of the Master Association for adoption or rejection (by affirmative vote of 66-2/3% of the Members), all in the manner provided in, and in accordance with the notice provisions of, Chapter 617, Florida Statutes.

Section 8.2. Limitation. No amendment shall be made which would in any way affect any of the rights, privileges, powers or options herein provided in favor of or reserved to the Developer, or any affiliate, successor or assign of the Developer, unless the Developer shall join in the execution of the amendment.

Section 8.3. Developer Amendments. The Developer may amend these Articles consistent with the provisions of the Declaration, including such provisions of the Declaration allowing certain amendments to be affected by the Developer alone.

Section 8.4. In case of any conflict between these Articles and the Bylaws, these Articles shall control; and in case of any conflict between these Articles of Incorporation and the Master Declaration, the Master Declaration shall control.

ARTICLE IX

INCORPORATOR

The name and address of the incorporator of this Corporation is:

Name

Address

John Kraynick

123 N.W. 13th Street, Suite 300
Boca Raton, FL 33432

ARTICLE X

INDEMNIFICATION

Section 10.1. Indemnity. The Master 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 Master 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) it is determined by a court of competent jurisdiction, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or that he acted in a manner he believed to be not in or opposed to the best interest of the Master Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) such court further determines specifically that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith or did act in a manner which he believed to be not in or opposed to the best interest of the Master Association, and with respect to any criminal action or proceeding, that he had reasonable cause to believe that his conduct was unlawful.

Section 10.2. Expenses. To the extent that a director, officer, employee or agent of the Master 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 incurred by him in connection therewith.

Section 10.3. Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Master Association in advance of the final disposition of such action, suit or proceeding through all available appeals upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Master Association as authorized in this Article.

Section 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, both as to action in his official capacity while holding such office or otherwise, and shall continue as to a person who has ceased to be director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 10.5. Insurance. The Master 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 Master Association, or is or was serving at the request of the Master 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 incurred by him in any such capacity, or arising out of his status as such, whether or not the Master Association would have the power to indemnify him against such liability under the provisions of this Article.

Section 10.6. Amendment. Anything to the contrary herein notwithstanding, the provisions of this Article X may not be

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

95 FEB -9 FILED
TALLAHASSEE

In compliance with the laws of Florida, 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 Broward, State of Florida, the corporation named in said articles has named Becker & Poliakoff, P.A. located at 3111 Stirling, Fort Lauderdale, FL 33310, as its statutory registered agent.

Having been named the statutory agent of the above corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

BECKER & POLIAKOFF, P.A.

By: Robert J. Manne
ROBERT J. MANNE, ESQ.

Dated this 8th day of February, 1995.

This instrument was prepared by:

Jennifer Bales Drake, Esquire
Becker & Poliakoff, P.A.
3111 Stirling Road
Fort Lauderdale, FL 33312
Phone: (305) 985-4113
Florida Bar No. 653896

N95000000650



BECKER & POLIAKOFF, P.A.

BOCA RATON* CLEARWATER FORT MYERS FORT LAUDERDALE MELBOURNE* MIAMI NAPLES ORLANDO
PORT CHARLOTTE* ST. PETERSBURG SARASOTA TALLAHASSEE TAMPA WEST PALM BEACH

GARY A. BUCKNER
ALAN S. BUCKER
ROBERT J. MANN
ANTHONY A. KALLICHE
DAVID B. ROSENTHAL
GARY C. RILEY
ALLEN M. LEVINE
LEE H. DUMI
STEVEN D. LERNER
RICHARD H. DUFF
MURRAY G. AGFA
HERBERT O. BUCKER, JR.
CHAD M. MCCLENNAN
DAVID H. ROGEL
ELLEN HOSCHKE HAAS
DENNIS A. HAAS

ADMINISTRATIVE OFFICES
EMERALD LAKE CORPORATE PARK
3111 STIRLING ROAD
FORT LAUDERDALE, FL 33312-6525

MAILING ADDRESS
P.O. Box 9057
FORT LAUDERDALE, FL 33310-9057

DIRECT TELEPHONE LINES
FORT LAUDERDALE (954) 987-7550
MIAMI (305) 444-2928
BOCA RATON (305) 941-8069
PALM BEACH (407) 732-0803
FLORIDA TOLL FREE (800) 432-7712
PALM SPRING (954) 985-4170

FLYING TO:

Ft. Lauderdale
Direct Line
(954) 985-4159

May 2, 1996

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

900001811739
-05/07/96--01130--011
*****35.00 *****35.00

Re: Amendment to Articles of Incorporation of
Pembroke Falls Master Association, Inc.

900001811739
-05/07/96--01130--012
*****35.00 *****35.00

Dear Sir/Madam:

900001811739
-06/06/96--01030--001
*****17.50 *****17.50

Enclosed please find an Amendment to the Articles of
Incorporation of Pembroke Falls Master Association, Inc.,
as well as checks totalling \$70.00 to cover the cost of
filing and a certified copy of same.

Thank you for your attention to this matter.

Very truly yours,

DORETTA MARTONE KNOCH
For the Firm

DMK/cs

cc: Mr. John Kraynick

OTHER OFFICES
PRAGUE, THE CZECH REPUBLIC
MARTIN KLIMEK
JAN KOTLIK
JITKA KOTLIKOVÁ
WIKTOR JELINEK

GUANGZHOU, CHINA
MICHAEL X. ZHANG

BERN, SWITZERLAND

*NOT ADMITTED IN FLORIDA
**AVAILABLE FOR CONSULTATION
BY APPOINTMENT.

SH 5/28
NC

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY 24 AM 8:55



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 14, 1996

Doretta Martone Knoerr
Becker & Pollakoff, P.A.
P.O. Box 9057
Ft. Lauderdale, FL 33310-9057

SUBJECT: PEMBROKE FALLS MASTER ASSOCIATION, INC.
Ref. Number: N95000000650

We have received your document for PEMBROKE FALLS MASTER ASSOCIATION, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The fee to file articles of amendment is \$35. For each certified copy requested, please add an additional \$52.50.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 496A00023916



LAW OFFICES

BECKER & POLIAKOFF, P.A.

BOCA RATON*
PORT CHARLOTTE*

CLEARWATER
ST. PETERSBURG

FORT MYERS
SARASOTA

FORT LAUDERDALE
TALLAHASSEE

MELBOURNE*
MIAMI
TAMPA

NAPLES
ORLANDO
WEST PALM BEACH

GARY A. POLIAKOFF
ALAN S. BECKER
ROBERT J. MANNE
ANTHONY A. KALLICHE
DANIEL B. ROMENSHAM
GARY C. ROSEN
ALLEN M. LEVINE
LEE H. HUNG
STEVEN B. LEVNER
RICHARD H. DUFF
MICHAEL G. MEIER
HERBERT O. BROCK, JR.
CHAD M. MCCLENNATHEN
DAVID H. ROSE
ELLEN HIRSCH DE HAAN
DENNIS A. HAAS
KENNETH S. DIERKER
JOSEPH E. ADAMS
MICHAEL X. ZHANG
BERNIE FRIEDMAN
JENNIFER BALES DRANE

ADMINISTRATIVE OFFICES
EMERALD LAKE CORPORATE PARK
3111 STIRLING ROAD
FORT LAUDERDALE, FL 33312-6525

MAILING ADDRESS
P.O. Box 9057
FORT LAUDERDALE, FL 33310-9057

DIRECT TELEPHONE LINES
FORT LAUDERDALE (954) 987-7550
MIAMI (305) 944-2976
FORT MYERS (305) 941-8069
TALLAHASSEE (904) 332-0003
FLORIDA TOLL FREE (800) 432-7712
FAX NUMBER (954) 985-4176

RELAY

Ft. Lauderdale
Direct Line
(954) 985-4159

May 22, 1996

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

Attention: Steven Harris,
Corporate Specialist

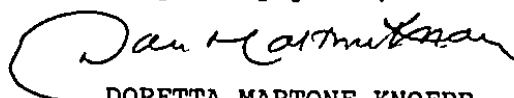
Re: Pembroke Falls Master Association, Inc.
Ref. Number: N95000000650
Letter Number: 496A00023916

Dear Mr. Harris:

Enclosed please find the Articles of Amendment to the Articles of Incorporation of Pembroke Falls Master Association, Inc., which have been changed to reflect that William Gardiner is also President of the corporation. Also enclosed is a check in the amount of \$17.50, which together with the check you are holding in the amount of \$70.00, makes a total \$87.50, representing the filing fee and certified copy.

Please call me if you have any questions.

Very truly yours,


DORETTA MARTONE KNOERR
For the Firm

OF COUNSEL
MARTIN I. JATTE
SAMUEL ROGATSKY
CHARLES N. TETUMEC
DAVID J. TU
SHARON A. WELER
GEORGE WEINBAUM

DIEGO C. ASCENCIO, CONSULTANT
FORMER U.S. AMBASSADOR TO
COLOMBIA AND BRAZIL

OTHER OFFICES
PRAGUE, THE CZECH REPUBLIC
MARTIN KLUMPA
JAN KOZUBEK
JITKA KOTÁROVÁ
VĚROVĚ JELÍNEK

GUANGZHOU, CHINA
MICHAEL X. ZHANG

BERN, SWITZERLAND

DMK/cs
Enclosure

*NOT ADMITTED IN FLORIDA
*AVAILABLE FOR CONSULTATION
BY APPOINTMENT

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
PEMBROKE FALLS MASTER ASSOCIATION, INC.

RECORDED
INDEXED
05 MAY 24 AM 8:56

The undersigned, being all of the directors and the sole incorporator of Pembroke Falls Master Association, Inc., a Florida not-for-profit corporation (the "Corporation"), in accordance with Sections 617.1002 and 617.1006 of the Florida Not-For-Profit, certifies that:

1. A Special Meeting of the Board of Directors of the Corporation was held at the offices of the Corporation on April 25, 1996 at 10:00 A.M. for the purpose of changing the name of the Corporation.
2. The name of the Corporation is Pembroke Falls Master Association, Inc.
3. At this Special Meeting, this amendment to change the name of the Corporation was adopted by unanimous consent of all of the directors and the sole incorporator prior to the Corporation having members. Accordingly, member approval is not required.
4. By unanimous consent, it was adopted that Article I of the Articles of Incorporation be amended to read as follows:

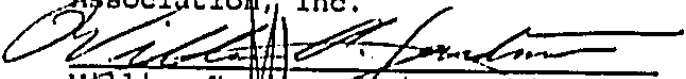
ARTICLE I

NAME

The name of the corporation shall be Pembroke Falls Homeowners Association, Inc.

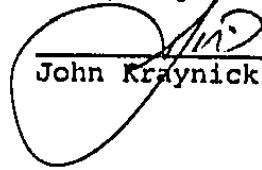
The undersigned has executed this amendment this 25th day of
April, 1996.

Pembroke Falls Master
Association, Inc.


William Gartinor, Director/President


Donald Merskin, Director


Harry Engelstein, Director


John Kraynick, Sole Incorporator

Doretta Martone Knoerr, Esq.
Florida Bar No. 438413
3111 Stirling Road
Fort Lauderdale, FL 33312
954-985-4159