

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0391 FAX

800-342-8086



N 960000000995

ACCOUNT NO. : 072100000032

REFERENCE : 854848 5642A

AUTHORIZATION *Patricia Pignatelli*

COST LIMIT : \$ 70.00

ORDER DATE : February 21, 1996

ORDER TIME : 3:52 PM

ORDER NO. : 854848

400001720944

CUSTOMER NO: 5642A

CUSTOMER: Frank A. Utset, Esq
GOLDBERG & YOUNG, P.A.

1630 North Federal Highway

Fort Lauderdale, FL 33305

EFFECTIVE DATE

2/20/96

DOMESTIC FILING

NAME: FOUNTAINS/SOMERSET AT
JACARANDA MASTER ASSOCIATION,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

EXAMINER'S INITIALS:

W96-4039

413, 2295

FILED
96 FEB 21 AM 10:03
RECEIVED
96 FEB 21 PM 4:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATION

SAB
2/26/96



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

February 22, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: FOUNTAINS/SOMERSET AT JACARANDA MASTER
ASSOCIATION, INC.
Ref. Number: W96000004039

We have received your document for FOUNTAINS/SOMERSET AT JACARANDA MASTER ASSOCIATION, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The person designated as registered agent in the document and the person signing as registered agent must be the same.

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

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) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 696A00007785

ARTICLES OF INCORPORATION FOR
FOUNTAINS/SOMERSET AT JACARANDA MASTER ASSOCIATION, INC. FILED
a Florida corporation not for profit

EFFECTIVE DATE
2/20/96

96 FEB 21 AM 10:03

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators by these Articles of Incorporation represent themselves for the purpose of forming a corporation not for profit pursuant to the laws of the State of Florida, and hereby adopt the following Articles of Incorporation:

ARTICLE 1

NAME

The name of the corporation shall be FOUNTAINS/SOMERSET AT JACARANDA MASTER ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Master Association," these Articles of Incorporation as the "Articles," and the Bylaws of the Master Association as the "Bylaws."

ARTICLE 2

PURPOSE

The purpose for which the Master Association is organized is to provide an entity for the purpose of administering real property (known as the "Master Property").

ARTICLE 3

DEFINITIONS

The terms used in these Articles shall have the same definitions and meaning as those set forth in the Master Declaration of Covenants, Restrictions and Easements for FOUNTAINS/SOMERSET AT JACARANDA (the "Declaration") to be recorded in the Public Records of Broward County, Florida, and/or the Bylaws, unless herein provided to the contrary, or unless the context otherwise requires.

ARTICLE 4

POWERS

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

- 4.1 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 Declaration or the Bylaws.
- 4.2 Enumeration. The Master Association shall have all of the powers reasonably necessary to operate the Project pursuant to the Declaration and as more particularly

described in the Bylaws and these Articles, 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 Member Associations, 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 Master Property, and other property acquired or leased by the Master Association.
- (d) To purchase insurance upon the Master Property and insurance for the protection of the Master Association, its officers, directors and Owners.
- (e) To make and amend reasonable rules and regulations for the maintenance, conservation and use of the Master Property and for the health, comfort, safety and welfare of the Member Associations.
- (f) To enforce by legal means the provisions of the Declaration, these Articles, the Bylaws, and the rules and regulations for the use of the Master Property.
- (g) To contract for the management and maintenance of the Master Property and to authorize a management agent 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 Master Property with funds as shall be made available by the Master Association for such purposes. The Master Association and its officers and Directors shall, however, retain at all times the powers, and duties granted by the Declaration, 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 of the Master Property.

- 4.3 Master Property. All funds and the titles to all properties acquired by the Master Association and their proceeds shall be held for the benefit and use of the Member Associations in accordance with the provisions of the Declaration, these Articles and the Bylaws.
- 4.4 Distribution of Income; Dissolution. The Master Association shall make no distribution of income to its Members, Directors or officers, and upon dissolution, all assets of the Master Association shall be transferred only to another non-profit corporation or a public agency, except in the event of a termination of the Declaration.
- 4.5 Limitation. The powers of the Master Association shall be subject to and shall be exercised in accordance with the provisions hereof and of the Declaration and the Bylaws.

ARTICLE 5

MEMBERS

- 5.1 Membership. The members of the Master Association ("Members") shall consist of the Member Associations.
- 5.2 Assignment. The share of a Member Association in the funds and assets of the Master Association cannot be assigned, hypothecated or transferred in any manner.
- 5.3 Voting. On all matters upon which the membership shall be entitled to vote, there shall be only one vote for each Member Association, which vote shall be exercised or cast in the manner provided by the Declaration and Bylaws.
- 5.4 Meetings. The Bylaws shall provide for an annual meeting of Member Associations, and may make provision for regular and special meetings of Member Associations other than the annual meeting.

ARTICLE 6

TERM OF EXISTENCE

The Master Association shall have perpetual existence, which shall become effective on February 28, 1996.

2/18/91

per

ARTICLE 7

INCORPORATORS

The names and address of the Incorporators to these Articles are as follows:

<u>NAME</u>	<u>ADDRESS</u>
STEVEN C. REEGER	1350 E. Newport Center Drive, #200 Deerfield Beach, Florida 33442
DAVID R. HINKIN	c/o Frank, Effman, Weinberg, P.A. 8000 Peters Road Plantation, Florida 33324

ARTICLE 8

OFFICERS

Subject to the direction of the Board (described in Article 9 below) 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 at its first meeting following the annual meeting of the Member Associations of the Master Association and shall serve at the pleasure of the Board. The Bylaws may provide for the removal from office of officers, for filling vacancies and for the duties of the officers. The names of the officers who shall serve until their successors are designated by the Board are as follows:

<u>President/Treasurer</u>	STEVEN C. REEGER
<u>Vice President/Secretary</u>	DAVID R. HINKIN

ARTICLE 9

DIRECTORS

- 9.1 Number and Qualification. The property, business and affairs of the Master Association shall be managed by a board (the "Board of Directors") consisting of the number of Directors determined in the manner provided by the Bylaws, shall consist of not less than two (2) Directors from each Member Association. Directors must be members of a Member Associations.
- 9.2 Duties and Powers. All of the duties and powers of the Master Association existing under the Declaration, these Articles and the Bylaws shall be exercised exclusively by the Board, its agents, contractors or employees, subject only to approval by Member Associations when such approval is specifically required and except as provided in the Declaration.

9.3 Appointment; Removal. Directors of the Master Association shall be appointed by the boards of directors of each Member Association in the manner determined by and subject to the qualifications set forth in the Bylaws. Directors may be removed and vacancies on the Board shall be filled in the manner provided in the Bylaws.

9.4 First Directors. The names of the members of the first board who shall hold office until their successors are appointed, as provided in the Bylaws are as follows:

<u>NAME</u>	<u>ADDRESS</u>
STEVEN C. REEGER	1350 E. Newport Center Drive, #200 Deerfield Beach, Florida 33442
DRUCILLA HOLM	1350 E. Newport Center Drive, #200 Deerfield Beach, Florida 33442
DAVID R. HINKIN	c/o Frank, Effman, Weinberg, P.A. 8000 Peters Road Plantation, Florida 33324
SEYMOUR LANDAU	c/o Frank, Effman, Weinberg, P.A. 8000 Peters Road Plantation, Florida 33324

ARTICLE 10

INDEMNIFICATION

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) 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 Master 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 Master 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 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 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 Master 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 Master 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 Member Associations 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 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 insured 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.
- 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 Member Associations.

ARTICLE 11

BYLAWS

The first Bylaws of the Master Association shall be adopted by the board and may be altered, amended or rescinded in the manner provided in the Bylaws and the Declaration.

ARTICLE 12

AMENDMENTS

Amendments to these Articles shall be proposed and adopted in the following manner or by written agreement in lieu of a meeting, as provided within the Bylaws:

- 12.1 A resolution for the adoption of a proposed amendment may be prepared either by a majority of the Board or by a Member Association. The Board shall thereupon adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of the Member Associations, which may be the annual or a special meeting, or by written agreement in lieu of a meeting, all being subject to the provisions of Chapters 718 and 617 as may be amended from time to time, if applicable.
- 12.2 Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each Member Association within the time and in the manner provided in the Bylaws for the giving of notice of a meeting of the Member Associations. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.
- 12.3 At such meeting, a vote of the Member Associations entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of each Member Association.
- 12.4 Any number of amendments may be submitted to the Member Associations and voted upon by them at any one meeting.
- 12.5 If all of the Directors and all of the Member Associations eligible to vote sign a written statement manifesting their intention that an amendment to these Articles be adopted, then the amendment shall thereby be adopted as though the above requirements had been satisfied.

- 12.6 No amendment shall make any changes in the qualifications for membership nor in the voting rights of Member Associations without approval by all of the Member Associations. No amendment shall be made that is in conflict with the Declaration or the Bylaws.
- 12.7 No amendment to these Articles shall be made which discriminates against any Member Association, without the written approval of the Member Associations so discriminated against or affected.
- 12.8 Upon the approval of an amendment to these Articles, the articles of amendment shall be executed and delivered to the Department of State as provided by law, and a copy certified by the Department of State shall be recorded in the public records of the County.

ARTICLE 13

PRINCIPAL ADDRESS OF MASTER ASSOCIATION

The principal office of this corporation shall be at 8000 Peters Road, Plantation, Florida 33324, or such other place as may subsequently be designated by the Board.

ARTICLE 14

CONVEYANCE

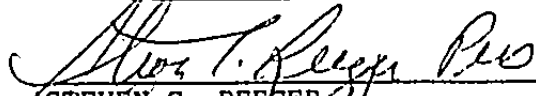
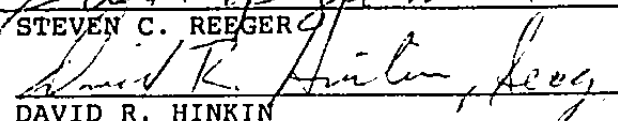
The Master Association shall accept any and all deeds of conveyance delivered to it by the Member Associations for the Master Property, as described in the Declaration.

ARTICLE 15

REGISTERED AGENT

The initial registered agent of the Master Association shall be Steven A. Weinberg, Esquire, with offices at 8000 Peters Road, Plantation, Florida 33324.

IN WITNESS WHEREOF, the Incorporators have affixed their signatures as of this 20 day of Feb, 1996.


STEVEN C. REEGER

DAVID R. HINKIN

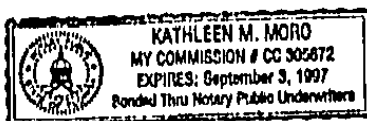
STATE OF FLORIDA)
)SS:
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this
20th day of February, 1996, by STEVEN A. WEINBERG,
Esquire, on behalf of Frank, Pfliman, Weinberg, P.A., a Professional
Association, who is personally known to me.

Kathleen M. Moro
NOTARY PUBLIC, STATE OF FLORIDA AT LARGE
KATHLEEN M. MORO

(Name - Please print, type or stamp)

9/3/97 305672
Comm. Exp. Date Serial No., if any



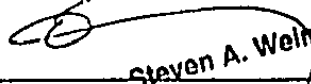
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with the laws of Florida, the following is submitted:

First that desiring to organize under the laws of the State of Florida with its principal office, as indicated in the foregoing Articles of Incorporation, at City of Plantation, County of Broward, State of Florida, the corporation named in the said Articles has named STEVEN A. WEINBERG, Esquire, Frank, Effman, Weinberg, P.A., as its statutory registered agent.

Having been named the statutory registered agent of said corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and that I am familiar with and accept the obligations of Florida Statutes §607.325.

FRANK, EFFMAN, WEINBERG, P.A.

By: 
STEVEN A. WEINBERG, Esquire

Dated this 20 day of Feb, 1996.

FILED
96 FEB 21 AM 10:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA