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Charter Number Only

5/7/96

Stein Rosenberg, 76  
4875 N. Federal Hwy  
Aventura, FL 33308

City State ZIP Phone

772-5151 B

VALIDATION ONLY

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CORPORATION(S) NAME

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05/08/96 01049-019  
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Empire Toll Free: 1-800-432-3028

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<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other	
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<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30	
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CR2E031 (R8-85)

ARTICLES OF INCORPORATION  
OF  
MIZNER OCEAN GRANDE CONDOMINIUM ASSOCIATION, INC.  
(A Florida Corporation Not-For-Profit)

\* \* \*

In order to form a corporation not-for-profit under and in accordance with Chapters 617 and 718 of the Florida Statutes, we, the undersigned, hereby associate ourselves into a corporation not-for-profit for the purposes and with the powers hereinafter set forth and to that end, we do, by these Articles of Incorporation, certify as follows:

EXPLANATION OF TERMINOLOGY

The terms contained in these Articles which are contained in the Declaration of Condominium ("Declaration") creating MIZNER OCEAN GRANDE, A CONDOMINIUM, shall have the meaning of such terms set forth in the Declaration.

ARTICLE I

The name of this Association shall be MIZNER OCEAN GRANDE CONDOMINIUM ASSOCIATION, INC., whose present address is 6221 West Atlantic Boulevard, Margate, Florida 33063.

ARTICLE II

PURPOSES OF ASSOCIATION

The purpose for which this Association is organized is to maintain, operate and manage the Condominium and to operate, lease, trade, sell and otherwise deal with the personal and real property thereof.

ARTICLE III

POWERS

The Association shall have the following powers which shall be governed by the following provisions:

A. The Association shall have all of the common law and statutory powers of a corporation not-for-profit and all powers set forth in the Florida Statutes Chapter 718, Florida Statutes Chapter 607, and Florida Statutes Chapter 617 which are not in conflict with or limit the terms of the Declaration, these Articles, the By-Laws or the Act.

B. The Association shall have all of the powers of an owners' association under the Act and shall have all of the powers reasonably necessary to implement the purposes of the Association, including, but not limited to, the following:

1. to make, establish and enforce reasonable Rules and Regulations governing the Condominium and the use of Units;

2. to make, levy, collect and enforce Special Assessments and Monthly Assessments against Owners and to provide funds to pay for the expenses of the Association and the maintenance, operation and management of the Condominium in the manner provided in the Declaration, these Articles, the By-Laws and the Condominium Act and to use and expend the proceeds of such Assessments in the exercise of the powers and duties of the Association;

3. to maintain, repair, replace and operate the Condominium in accordance with the Declaration, these Articles, the By-Laws and the Act;

4. to reconstruct improvements of the Condominium in the event of casualty or other loss in accordance with the Declaration.

5. to enforce by legal means the provisions of the Declaration, these Articles, the By-Laws and the Act; and,

6. to employ personnel, retain independent contractors and professional personnel and enter into service contracts to provide for the maintenance, operation and management of the Condominium and to enter into such other agreements that are consistent with the purpose of the Association.

#### ARTICLE IV

##### MEMBERS

The qualification of Members, the manner of their admission to membership in the Association, the manner of the termination of such membership and voting by Members shall be as follows:

A. Until such time as the recordation of the Declaration, the Members of this Association shall be comprised solely of the Subscribers ("Subscriber Members") to these Articles; and in the event of the resignation or termination of any Subscriber Member, the remaining Subscriber Members may nominate and designate a successor Subscriber Member. Each of the Subscriber Members shall be entitled to cast one (1) vote on all matters requiring a vote of the Members.

B. Upon the recordation of the Declaration, the Subscriber Members' rights and interests shall be automatically terminated and the Owners, which in the first instance means Developer as the owner of the Units, shall be entitled to exercise all of the rights and privileges of Members.

C. Membership in the Association shall be established by the acquisition of ownership of a Condominium Unit in the property as evidenced by the recording of an instrument of conveyance amongst the Public Records of Broward County, Florida, whereupon, the membership in the Association of the prior Owner thereof, if any, shall terminate. New Members shall deliver a true copy of the recorded deed or other instrument of acquisition of title to the Association.

D. No Member may assign, hypothecate or transfer in any manner his membership in the Association or his share in the funds and assets of the Association except as an appurtenance to his Condominium Unit.

E. With respect to voting, the Members as a whole shall vote. Each Condominium Unit with respect to all matters upon which Owners (other than the Developer) are permitted or required to vote as set forth in the Declaration, these Articles or By-Laws shall be entitled to one vote for each Unit owned (unless altered pursuant to an amendment to the Declaration) which vote shall be exercised and cast in accordance with the Declaration, these Articles and the By-Laws.

#### ARTICLE V

##### TERMS

The term for which this Association is to exist shall be perpetual.

ARTICLE VI

SUBSCRIBERS

The name and address of the Subscriber to these Articles are as follows:

<u>NAME</u>	<u>ADDRESS</u>
ARTHUR R. ROSENBERG	4875 North Federal Highway Seventh Floor Fort Lauderdale, Florida 33308

ARTICLE VII

OFFICERS

A. The affairs of the Association shall be managed by a President, one (1) or several Vice Presidents, a Secretary and a Treasurer and, if elected by the Board, an Assistant Secretary and Assistant Treasurer, which officers shall be subject to the directions of the Board.

B. The Board shall elect the President, the Vice President, the Secretary, the Treasurer and as many other Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board shall from time to time determine appropriate. Such officers shall be elected annually by the Board at the first meeting of the Board; provided, however, such officers may be removed by such Board and other persons may be elected by the Board as such officers in the manner provided in the By-Laws. The President and Vice President shall be Directors of the Association, but no other officer need be a Director. The same person may hold two (2) offices, the duties of which are not incompatible.

ARTICLE VIII

FIRST OFFICERS

The name of the officers who are to serve until the first election of officers by the Board are as follows:

President:	WENFORD HOOD
Vice President:	ARTHUR CANTER
Secretary/Treasurer:	ARTHUR R. ROSENBERG

The street address of the initial office of this Corporation is 6221 West Atlantic, Margate, Florida 33063; and the name of the initial resident agent of this Corporation is Arthur R. Rosenberg, Esquire at Stein, Rosenberg & Winikoff, P. A., 4875 North Federal Highway, 7th Floor, Fort Lauderdale, Florida 33308.

ARTICLE IX

BOARD OF DIRECTORS

A. The form of administration of the Association shall be by a Board of a minimum of three (3) Directors, but no more than five (5).

B. The name and address of the persons who are to serve as the first Board of Directors ("First Board") are as follows:

<u>NAME</u>	<u>ADDRESS</u>
WENFORD HOOD	6221 West Atlantic Boulevard Margate, Florida 33063

ARTHUR CANTER

6221 West Atlantic Boulevard  
Margate, Florida 33063

ARTHUR R. ROSENBERG

4875 North Federal Highway  
Seventh Floor  
Fort Lauderdale, Florida 33308

Developer reserves the right to designate successor Directors to serve on the First Board for so long as the First Board is to serve, as hereinafter provided.

C. The First Board shall serve until the "Initial Election Meeting", as hereinafter described, which shall be held thirty (30) days after the sending of notice by Developer to the Association that Developer voluntarily waives its right to continue to designate the members of the First Board, whereupon the First Board shall resign and be succeeded by the "Initial Elected Board" (as hereinafter defined). Nothing herein shall effect the right of Unit Owners to elect board members in accordance with the Florida Statutes.

D. The "Initial Elected Board" shall be composed of Directors elected by the Members of the Association at a meeting ("Initial Election Meeting") to be called by the First Board for such purpose. Within Seventy-Five (75) days after members of the Association, other than the Developer, are entitled to elect a member or members of the Board, the Association shall call and notice of the Initial Election Meeting shall be forwarded to all Members in accordance with the By-Laws; provided, however, that the Members shall be given not less than sixty (60) days notice of such meeting. The election shall proceed as provided in Section 718.112 (2) (d), F.S. All members of the Initial Elected Board shall be Owners of Condominium Units in the property. The Initial Elected Board shall succeed the First Board upon the election thereof at the Initial Election Meeting, but nothing herein shall preclude the officers, directors or designees of Developer (as long as Developer is an Owner) from being elected as members of the Board at the Initial Election Meeting or at any time thereafter. The Initial Elected Board shall serve until the next "Annual Members Meetings" (as defined in the By-Laws) following the Initial Election Meeting, whereupon the Members shall elect the Directors. The Board shall continue to be so elected at each subsequent Annual Members Meetings in accordance with the By-Laws of the Association.

## ARTICLE X

### INDEMNIFICATION

Every Director and every officer of the Association (and the Directors and/or officers as a group) shall be indemnified by the Association against all expenses and liabilities, including counsel fees (at all trial and appellate levels) reasonably incurred by or imposed upon him or them in connection with any proceeding, litigation or settlement in which he may become involved by reason of his being or having been a Director or officer of the Association. The foregoing provisions for indemnification shall apply whether or not he is a Director or officer at the time such expenses are incurred. Notwithstanding the above, in instances where a Director or officer admits or is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, the indemnification provisions of these Articles shall not apply. Otherwise, the foregoing rights to indemnification shall be in addition to and not exclusive of any and all rights of indemnification to which a Director or officer may be entitled, whether by statute, common law or through insurance.

## ARTICLE XI

### BY-LAWS

The By-Laws of the Association shall be adopted by the First Board, and thereafter may be altered, amended or rescinded in the manner provided for in the By-Laws and the Act. As is set forth in the By-Laws, the By-Laws may be amended by the affirmative vote of not less than a majority of the Members present at an Annual Members Meeting or a special meeting of the Members and the affirmative approval of the majority of the Board at a regular or special meeting of the Board. Notwithstanding anything contained herein to the contrary, while the Developer is entitled to appoint a majority of the Board of Directors, the By-Laws may be amended by a majority of the Board of Directors, provided that such Amendment shall not increase the proportion of common expenses nor decrease the ownership of Common Elements borne by the Unit Owners or change a Unit Owner's voting rights without the consent of the affected Unit Owners. Said Amendment need only be executed and acknowledged by the Board of Directors, and the consent of the Unit Owners, the owner and holder of any lien encumbering a Unit in this Condominium, or any others, shall not be required.

## ARTICLE XII

### AMENDMENTS

A. Prior to the recording of the Declaration amongst the Public Records of Broward County, Florida, these Articles may be amended only by an instrument in writing signed by all of the Directors and filed in the office of the Secretary of State of the State of Florida. The instrument amending these Articles shall identify the particular Article or Articles being amended and give the exact language of such amendment, and a certified copy of such amendment shall always be attached to any certified copy of these Articles and shall be an exhibit to the Declaration upon the recording of any such Declaration.

B. After the recording of the Declaration amongst the Public Records of Broward County, Florida, these Articles may be amended in the following manner:

1. Notice of the subject matter of the proposed amendment shall be included in the notice of any meeting (whether of the Board or of the Members) at which such proposed amendment is to be considered; and

2. A resolution approving the proposed amendment may be first passed by either the Board or the Members. After such approval of a proposed amendment by one of said bodies, such proposed amendment must be submitted and approved by the other of said bodies. Approval by the Members must be by a vote of a majority of the Members present at a meeting of the membership at which a quorum (as determined in accordance with the By-Laws) is present and approval by the Board must be by a majority of the Directors present at any meeting of the Directors at which a quorum (as determined in accordance with the By-Laws) is present.

C. A copy of each amendment shall be certified by the Secretary of State and recorded amongst the Public Records of Broward County, Florida.

D. Notwithstanding the foregoing provisions of this Article XII, there shall be no amendment to these Articles which shall abridge, amend or alter the rights of Developer, including the <sup>†</sup> to designate and select the Directors as provided in Article <sup>†</sup>eof, or the provisions of this Article XII, without the prior <sup>†</sup>en consent therefor by Developer.

E. Notwithstanding anything contained herein to the

contrary, while the Developer is entitled to appoint a majority of the Board of Directors, these Articles may be amended by a majority of the Board of Directors, provided that such Amendment shall not increase the proportion of common expenses nor decrease the ownership of Common Elements borne by the Unit Owners or change a Unit Owner's voting rights without the consent of the affected Unit Owners. Said Amendment need only be executed and acknowledged by the Association and the consent of the Unit Owners, the owner and holder of any lien encumbering a Unit in this Condominium, or any others, shall not be required.

IN WITNESS WHEREOF, the Subscriber has hereunto affixed his signature the day and year set forth below.

Dated: May 3, 1996

ARTHUR R. ROSENBERG

STATE OF FLORIDA )  
COUNTY OF BROWARD )  
 ) SS.

The foregoing instrument was acknowledged before me this 3rd  
day of May, 1996, by ARTHUR R.  
ROSENBERG, who is personally known to me or has produced \_\_\_\_\_  
as a type of identification and who did/did not take a  
oath.

Jean M. Cixxete  
Notary Public, State of Florida

My Commission Expires:



Joan M. Cinnante  
MY COMMISSION # CC516025 EXPIRES  
December 5, 1999  
BONDED THRU TROY PAIN INSURANCE, INC.

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED NOT-PROFIT CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VIII OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

DATED THIS 3rd DAY OF May, 1996.

BY, Arthur R. Rosenberg  
ARTHUR R. ROSENBERG

STATE OF FLORIDA )  
 ) SS.  
COUNTY OF BROWARD )

I HEREBY CERTIFY that on this 3rd day of May, 1996, personally appeared before me, an officer duly authorized to administer oaths and take acknowledgements, ARTHUR R. ROSENBERG, who is personally to me known to me, who took an oath, and is the individual described in and who executed the foregoing instrument as registered agent to the Amended Articles of Incorporation of MIZNER OCEAN GRANDE CONDOMINIUM ASSOCIATION, INC. a Florida not-profit corporation, and he severally acknowledged to me that he signed and executed such instrument for the uses and purposes therein stated.

IN WITNESS WHEREOF, I have sent my hand and office seal in the County and State aforesaid on the day and year last above written.

Jean M. Cimante  
Notary Public, State of Florida

My Commission Expires:



Jean M. Cimante  
MY COMMISSION # CCS16025 EXPIRES  
December 3, 1999  
BONDED THRU TROY FAIR INSURANCE, INC.

MAY -8 AM 11:49  
FILED  
TROY FAIR INSURANCE  
TALLAHASSEE, FLORIDA

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