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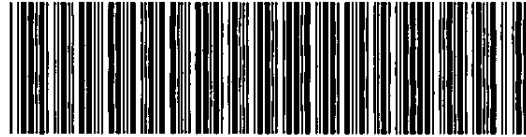
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14 JUN 10 PM 3:14

C. LEWIS  
JUN 23 2014  
EXAMINER

**BECKER &  
POLIAKOFF**

Howard J. Perl  
Shareholder  
Phone: (954) 364-6054 Fax: (954) 985-4176  
HPerl@bplegal.com

1 East Broward Blvd., Suite 1800  
Ft. Lauderdale, Florida 33301

June 6, 2014

CORPORATE RECORDS BUREAU  
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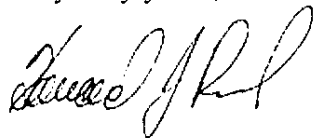
**Re: Oakridge/Hollywood Oaks Master Homeowners' Assn., Inc.**

Dear Sir/Madam:

Enclosed herein please find an **original** and **one copy** of the Amended Articles of Incorporation of Oakridge/Hollywood Oaks Master Homeowners' Association, Inc., as well as a check in the amount of **\$35.00** to cover the cost of filing same and return of a stamped copy to my attention.

Thank you for your attention to this matter.

Very truly yours,



HJP/ljc  
Enclosures

ACTIVE: 5835382\_1

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**AMENDED ARTICLES OF INCORPORATION** 14 JUN 10 PM 3:14  
**OF**  
**OAKRIDGE/HOLLYWOOD OAKS MASTER HOMEOWNERS' ASSOCIATION, INC.**  
N96000003700

**ARTICLE I**  
**NAME**

The name of the corporation shall be the OAKRIDGE/HOLLYWOOD OAKS MASTER HOMEOWNERS' ASSOCIATION, INC, which is hereinafter referred to as the "Association".

**ARTICLE II**  
**OFFICE**

The principle office and mailing address of the Association shall be at 3451 Hollywood Oaks Drive, Hollywood, FL 33312 or at any other place as may be subsequently designated by the Board of Directors. All books and records of the Association shall be kept at its principal office or at such other place as may be designated by the Board.

**ARTICLE III**  
**PURPOSES AND POWERS**

The objects and purposes of the Association are those objects and purposes as are authorized by the Declaration of Covenants, Restrictions and Easements for Oakridge/Hollywood Oaks recorded in the Public Records of Broward County, Florida, as may be amended and/or supplemented from time to time (the "Declaration"). The further objects and purposes of the Association are to maintain the Common Areas for the benefit of Owners of Parcels within the Development.

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

The Association shall have the power to contract for the management of the Association and to delegate to the party with whom such contract has been entered into, the powers and duties of the Association, except those which require specific approval of the Board or Members.

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 above identified. The Association shall also have all of the power necessary to implement the purposes of the Association as set forth in the Declaration, including, without limitation, the power to (a) sue and be sued, (b) own and convey property, (c) operate and maintain the Common Areas, (d) establish rules and regulations, and (e) assess Members for Common Expenses and enforce Assessments. Definitions set forth in the Declaration are incorporated herein by this reference.

## **ARTICLE IV**

### **MEMBERS**

Section 1. Membership. The Oakridge Homeowners' Association, the Hollywood Oaks Neighborhood Association, the Mapleridge Property Owners Association and initially, MG3 West Hollywood, LLC and then upon its formation, The Preserve at Emerald Hills Homeowners Association shall be the sole members of the Association. If a Parcel administered by a Neighborhood Association is conveyed to an Owner, such Neighborhood Association shall be the Member in place of the Owner and the Owner's rights with regard to the Association. All voting rights of any such Owner shall be exercised only by the Neighborhood Association in accordance with its articles and by-laws. As each Neighborhood Association is created it shall become a Member of the Association but with only those voting rights provided for herein.

Section 2. Voting Rights. The Oakridge Homeowners' Association shall have, in the aggregate, a thirty-five (35%) percent vote in matters of the Association. The Hollywood Oaks Neighborhood Association shall have a thirty-five (35%) percent vote in matters of the Association. The Mapleridge Property Owners Association shall have a ten (10%) percent vote in matters of the Association. Initially, MG3 West Hollywood, LLC and then upon its formation, The Preserve at Emerald Hills Homeowners Association shall have a twenty (20%) percent vote in matters of the Association. All votes of a Member (including a Neighborhood Association) must be cast in a single lot and may not be split or otherwise.

Section 3. Meetings of Members. The By-Laws of the Association shall provide for an annual meeting of Members, and may make provisions 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 a majority of the total number of Members in good standing shall be present or represented by proxy at the meeting. The membership and voting rights of a Neighborhood Association shall only be exercised through that Neighborhood's President. All notices of meetings required to be delivered to any such Member herein or in the By-Laws shall be delivered to the Neighborhood Association

Section 4. General Matters. When reference is made herein, or in the Declaration, By-Laws, rules and regulations of the Association, management contracts or otherwise, to a majority or specific percentage of Members, such reference shall be deemed to be a reference to a majority or specific percentage of the votes of Members and not of the Members themselves.

## **ARTICLE V**

### **CORPORATE EXISTENCE**

The Association shall have perpetual existence; provided, however, that if the Association is dissolved, all property forming a part of the Common Areas which is owned by the Association shall be conveyed to an appropriate agency of local government, or if not accepted by said agency, then the portions of the Common Areas owned by the Association shall be dedicated to a similar corporation not-for-profit which shall perform the duties and functions of the Association.

**ARTICLE VI**  
**BOARD OF DIRECTORS**

Section 1. Management by directors. The property, business and affairs of the Association shall be managed by its Board which shall consist of nine (9) persons, to be designated and or elected as follows:

- (a) The President of the Hollywood Oaks Neighborhood Association shall automatically be deemed a director of the Association;
- (b) Two (2) additional directors shall be appointed by the Hollywood Oaks Neighborhood Association;
- (c) The President of the Oakridge Homeowners' Association shall automatically be deemed a director of the Association;
- (d) Two additional directors shall be appointed by the Oakridge Homeowners' Association;
- (e) Initially the Manager of MG3 West Hollywood, LLC, and subsequently, The President of The Preserve at Emerald Hills Homeowners Association shall automatically be deemed a director of the Association;
- (f) Initially the Manager of MG3 West Hollywood, LLC, and subsequently, an additional director shall be appointed by The Preserve at Emerald Hills Homeowners Association;
- (g) The President of the Mapleridge Property Owners Association shall automatically be deemed a director of the Association.

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. Election of Directors. The appointment of directors shall be determined in the manner set forth in Section 1 above, 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 or shall be authorized representatives or officers of a Neighborhood Association.

Section 3. Board of Directors. The names and addresses of the Board of Directors of the Association, who shall hold office until qualified successors are duly designated and have taken office, shall be as follows:

<u>Name</u>	<u>Address</u>
Jay Wasserman	5742 Oakmont Ave Hollywood, FL 33312
Elizabeth Lowsky	3599 Hollywood Oaks Drive Hollywood, FL 33312
Henry Kogel	5332 SW 34 <sup>th</sup> Ave Hollywood, FL 33312
Meyer Minyan	3895 SW 53 <sup>rd</sup> Ct. Hollywood, FL 33312
Nydia Menendez	4953 SW 32 Way Hollywood, FL 33312
Ari Pearl	3324 Hollywood Oaks Drive Hollywood, FL 33312
Barry Galitzer	5208 SW 33 Way Hollywood, FL 33312

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Section 4. Duration of Office. Directors appointed to the Board shall hold office until qualified successors are duly appointed and have taken office.

Section 5. Vacancies. If a director shall for any reason cease to be a director, the remaining directors elected by the same constituency as elected the vacating Director may elect a successor to fill the vacancy for the balance of the 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 may from time to time elect.

Section 2. Election and Appointment of Officers. The officers of the Association, in accordance with any applicable provision of the By-Laws, shall be elected by the Board for terms of one (1) year and thereafter 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. All Officers shall 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 shall become vacant for any reason, the Board may elect or appoint another Director to fill such vacancy.

Section 3. Officers. The names and addresses of the officers of the Association, who shall hold office until the first annual meeting of the directors and thereafter until successors are duly elected and have taken office, shall be as follows:

<u>Name and Office</u>	<u>Address</u>
Jay Wasserman President	5742 Oakmont Ave Hollywood, FL 33312
Henry Kogel Vice President	5332 SW 34 <sup>th</sup> Ave Hollywood, FL 33312
Elizabeth Lowsky Treasurer	3599 Hollywood Oaks Drive Hollywood, FL 33312
Nydia Menendez Secretary	4953 SW 32 Way Hollywood, FL 33312

## **ARTICLE VIII**

### **BY-LAWS**

The Association By-Laws may be altered, amended or repealed in the manner set forth in the By-Laws.

## **ARTICLE IX**

### **AMENDMENTS AND PRIORITIES**

Section 1. Amendments to these Articles of Incorporation shall be proposed and approved by the Board and thereafter submitted to a meeting of the Members of the Association for adoption, which requires the affirmative vote of 75% of the voting interests of the Members.

Section 2. In case of any conflict between these Articles of Incorporation and the By-laws, these Articles shall control; and in case of any conflict between these Articles of Incorporation and the Declaration, the Declaration shall control.

## **ARTICLE X**

### **INDEMNIFICATION**

Section 1. 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 all 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 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 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 a 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 Association, and with respect to any criminal action or proceeding, that he had reasonable cause to believe that his conduct was unlawful.

Section 2. 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 1 above or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorney's fees and appellate attorney's fees) actually incurred by him in connection therewith.

Section 3. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking 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 4. 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 incurred 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.

Section 5. The provisions of this Article XI shall not be amended.



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**ARTICLE XII**  
**REGISTERED AGENT**

The Registered Agent shall be as determined by the Association from time to time.

I hereby certify that the above Amended  
the members and the number of votes cast for the Amended  
sufficient for approval.


Articles of Incorporation were adopted by  
Articles of Incorporation were

Date: 4/24/14

Signature:   
Jay Wasserman  
President

ATTEST:

Date: 4/28/14

Signature:   
Nydia Menendez  
Secretary