

N 96000004407

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RECEIVED
AUG 16 1996

TALLAHASSEE, FLORIDA

August 15, 1996

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

RECEIVED
AUG 16 1996
TALLAHASSEE, FLORIDA

Re: New corporate filing for "TARPON RIVER II HOMEOWNERS'
ASSOCIATION, INC.

Gentlemen/women:

Enclosed please find an original and one copy of the articles
of incorporation for the above-named corporation, together with our
check for \$122.50, representing the following fees:

Filing	\$ 35.00
Designation of Registered Agent	35.00
Certified copy of articles	<u>52.50</u>
Total:	\$122.50

Please return the certified copy of the articles to our office
address.

Thank you for your services.

Sincerely,


Lawrence K. Judd

LKJ/
encls.

ARTICLES OF INCORPORATION

OF

TARPON RIVER II HOMEOWNERS' ASSOCIATION, INC.
(A Florida Corporation Not-For-Profit)

SEP 19 11 51 AM '77
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation not-for-profit under Chapter 617, Florida Statutes, as amended, hereby adopts these Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is TARPON RIVER II HOMEOWNERS' ASSOCIATION, INC., hereinafter the "Association".

ARTICLE II - ADDRESS

The address of the Association is 115 N.W. 2nd Avenue, Ft. Lauderdale, Florida 33311.

ARTICLE III - PURPOSE

The purpose for which the Association is organized is to provide an entity responsible for the maintenance, preservation and architectural control of the four (4) single-family townhouse units (the "Units") now constructed or to be constructed on portions of the following described property situate, lying and being in Broward County, Florida (the "Property"), to-wit:

Lots 47 and 48, Block 49, MRS. ELVA A. TRUAX SUBDIVISION OF BLOCK 49, FORT LAUDERDALE, FLORIDA, according to the Plat thereof recorded in Plat Book 3, Page 23, of the Public Records of Dade County, Florida.

ARTICLE IV - POWERS

The Association shall have the following powers:

4.1 To exercise all common law and statutory powers of a corporation not-for-profit which are not in conflict with the terms

of these Articles.

4.2 To exercise all of the powers and privileges, and to perform all of the duties and obligations of the Association as set forth in the declaration of covenants, conditions, restrictions and easements (the "Declaration") applicable to the Units and recorded or to be recorded in the Public Records of Broward County, Florida, and as same may be amended from time to time.

4.3 To fix, levy, collect and enforce payment of charges and assessments pursuant to the terms of the Declaration.

4.4 To use the proceeds of the assessments and charges in the exercise of its powers and duties.

4.5 To acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the purposes of the Association.

4.6 To have a lien on any one or more of the Units to secure the payment of assessments due and to become due.

4.7 To maintain, repair, replace, and operate the Association property, if any, and property acquired or leased by the Association for use by members.

4.8 To purchase insurance coverage on property owned by the Association, if any, and for the protection of the Association, its members, and Institutional Mortgagees.

4.9 To make and amend reasonable regulations governing the Units.

4.10 To make and/or enforce, by legal means, the provisions of the Declaration, these Articles, the Bylaws, and the rules and regulations for the Units.

4.11 To contract for the management of any Association properties and to delegate powers and duties of the Association.

4.12 To employ personnel to perform the services required to carry out the purposes of the Association.

4.13 To borrow money, and with the assent of three-fourths (3/4) of the members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed for debts incurred.

4.14 With the assent of three-fourths (3/4) of the members, to dedicate, sell or transfer all or any part of the Association property, if any, to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the members.

ARTICLE V - MEMBERSHIP

5.1 Every person or entity who is a record owner of a Unit within the Property shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Unit.

5.2 Change of membership will be established by the recording in the Public Records of Broward County, Florida, a deed or other instrument establishing record fee title to a Unit within the

Property and by delivery to the Association of a copy of such instrument. The Unit owner designated by such instrument shall thereby become a member of the Association, and the membership of the prior owner of the same Unit shall thereby be terminated.

5.3 The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to a Unit within the Property.

ARTICLE VI - VOTING RIGHTS

Members shall be entitled to one vote for each Unit within the Property. When more than one person holds an interest in a Unit, all such persons shall be members. The vote for such Unit shall be exercised as said owners determine, but in no event shall more than one vote be cast with respect to any one Unit within the Property.

ARTICLE VII - BOARD OF DIRECTORS

7.1 The affairs of the Association will be managed by a Board consisting of the number of Directors as determined by the Bylaws, but not less than three (3) Directors.

7.2 Directors of the Association shall be elected at the annual meeting of the members, in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board shall be filled in the manner provided in the Bylaws.

7.3 The first election of Directors shall not be held until after the sale and conveyance of all Units within the Property have been closed, or until developer of the Property elects to terminate its control of the Association, whichever shall first occur. The Directors named in these Articles shall serve until the first

election of directors, and any vacancy in their number occurring before the first election shall be filled by the remaining directors.

7.4 The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

<u>NAMES</u>	<u>ADDRESSES</u>
Beda A. Dondi	625 S.W. 8th Avenue Ft. Lauderdale, FL 33315
C. Craig Edewaard	115 N.W. 2nd Avenue Ft. Lauderdale, FL 33311
Browne Pearson	1500 Cordova Road, Suite 300 Ft. Lauderdale, FL 33316

ARTICLE VIII - OFFICERS

The affairs of the Association shall be administered by the Officers as designated in the Bylaws. The Officers shall be elected by the Association and shall serve at the pleasure of the Board. The names and addresses of the Officers who shall serve until their successor are designated by the Board are as follows:

President	Beda A. Dondi 625 S.W. 8th Avenue Ft. Lauderdale, FL 33315
Vice-President	C. Craig Edewaard 115 N.W. 2nd Avenue Ft. Lauderdale, FL 33311
Secretary/Treasurer	Browne Pearson 1500 Cordova Road, Suite 300 Ft. Lauderdale, FL 33316

ARTICLE IX - INDEMNIFICATION

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including legal fees, reasonably incurred by or imposed upon him in connection with any proceeding, or any settlement of any proceeding, to which he may be a party, or in which he may become involved by reason of his being, or having been, a Director or Officer of the Association; whether or not he is a Director or Officer at the time such expenses are incurred. However, said indemnification will not apply if the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties. In the event of a settlement, the indemnification shall apply only when the Board 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, all other rights to which such director or officer may be entitled.

ARTICLE X - BYLAWS

The first Bylaws of the Association shall be adopted by the Board and may be altered, amended, or rescinded by the Board and the members in the manner prescribed in the Bylaws.

ARTICLE XI - AMENDMENTS

Amendment to these Articles shall be proposed and adopted in the following manner:

A. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed

amendment is considered.

B. A resolution for the adoption of a proposed amendment may be proposed either by the Board or by the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their vote in writing; however, such vote must be delivered to the secretary at or prior to the meeting. Approval must be by not less than three-fourths (3/4) of the votes of the entire membership of the Association.

C. Prior to the first meeting of the members of the Association, the Board of Directors shall have the power to adopt amendments by approval of a majority of the Board.

D. Provided, however, that no amendment shall make any changes in the qualifications for membership, change the voting rights of members, or contravene the terms of the Declaration.

ARTICLE XII - DURATION

The Association shall exist perpetually.

ARTICLE XIII - INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is C. Craig Edewaard, 115 N.W. 2nd Avenue, Fort Lauderdale, Florida 33311.

ARTICLE XIV - REGISTERED OFFICE/AGENT

The registered office of the Association shall be at 115 N.W. 2nd Avenue, Fort Lauderdale, Florida 33311, or at such other place as may be subsequently designated by the Board. The name and address of the registered agent of the Association is C. Craig


Edewaard, 115 N.W. 2nd Avenue, Fc Lauderdale, Florida 33311, or such other person as may be subsequently designated by the Board.

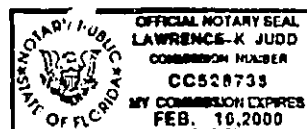
IN WITNESS WHEREOF, the undersigned incorporator has affixed his signature to these Articles of Incorporation, this 15 day of August, 1966.


C. Craig Edewaard

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 15 day of August, 1966, by C. Craig Edewaard, who is personally known to me or who has produced _____ as identification.


Notary Public, State of Florida
My Commission expires:



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 617.0501, Florida Statutes, the mentioned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

TARPON RIVER II HOMEOWNERS' ASSOCIATION, INC.

2. The name and address of the registered agent and office is:

C. Craig Edewaard
115 N.W. 2nd Avenue
Ft. Lauderdale, FL 33311


(Corporate/Officer Signature)

Title: President/Director

Date: August 15, 1996

ACCEPTANCE

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.


C. Craig Edewaard
Registered Agent

Date: August 15, 1996