

N96000005252

LAW OFFICES

MULLEN & BIZZARRO, P.A.

JOSEPH P. MULLEN
DEBORAH L. BIZZARRO

JAMES H. MURRAY, JR.
OF COUNSEL

SUITE 201 C
2020 EAST COMMERCIAL BOULEVARD
FORT LAUDERDALE, FLORIDA 33308
(954) 777-0100
FAX (954) 401-8708

300001942473

-09/09/96--01050--004

****122.50 ****122.50

September 5, 1996

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

RE: NEW FILINGS
THE VINEYARDS AT LAUDERHILL HOMEOWNERS' ASSOCIATION, INC.
(A not-for-profit corporation)

Dear Sir or Madam:

Enclosed herewith please find the original and one (1) copy of Articles of Incorporation for THE VINEYARDS AT LAUDERHILL HOMEOWNERS' ASSOCIATION, INC. (A not-for-profit corporation), with our check in the amount of \$122.50 representing your fee.

Kindly file the Articles and return a copy to our offices in the enclosed, self-addressed pre-paid envelope.

Should you have any questions with regard to this matter, please do not hesitate to contact me directly by telephone.

Thanking you for your prompt attention to this matter, I remain,

Cindy Kindig
Cindy J. Kindig
10-14-96
KR

Very truly yours,

Cindy J. Kindig
Cindy J. Kindig
Secretary to
Joseph P. Mullen

JPM/cjk
Enc.

corp/secstate.

W-19112
KR 9-11
10-14-96

LAW OFFICES

MULLEN & BIZZARRO, P.A.

JOSEPH P. MULLEN
DEBORAH C. BIZZARRO

JAMES W. MURRAY III
OF COUNSEL

SUITE 200 C
2000 EAST COMMERCIAL BOULEVARD
FORT LAUDERDALE, FLORIDA 33301
(954) 772-0100
FAX (954) 463-0700

October 11, 1996

FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

ATTN: KIMBERLY ROLFE
DOCUMENT SPECIALIST

RE: BOARD OF DIRECTORS (REVISED PAGE 5) -
THE VINEYARDS AT LAUDERHILL HOMEOWNERS' ASSOCIATION, INC.
REF NUMBER: W96000019112

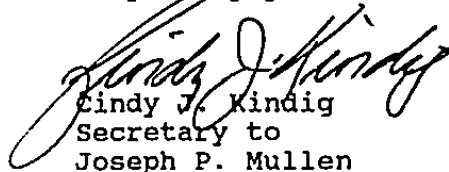
Dear Ms. Rolfe:

With regard to your letter of September 11, 1996, (copy attached) please find enclosed the original and one (1) copy of Articles of Incorporation (page 5 revised to show three (3) Board of Directors) for THE VINEYARDS AT LAUDERHILL HOMEOWNERS' ASSOCIATION, INC., you are already in receipt of our check in the amount of \$122.50 representing your fee for filing the Articles of Incorporation.

Kindly file the Articles and return a copy of same to the undersigned in the enclosed, self-addressed stamped envelope.

Thanking you for your prompt attention to this matter, I remain,

Very truly yours,


Cindy J. Kindig
Secretary to
Joseph P. Mullen

/cjk
Enc.
corp/secstate.rev



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 11, 1996

CINDY J KINDIG
MULLEN & BIZZARRO, PA
2929 E COMMERCIAL BLVD, PH-C
FORT LAUDERDALE, FL 33308

SUBJECT: THE VINEYARDS AT LAUDERHILL HOMEOWNERS'
ASSOCIATION, INC.
Ref. Number: W96000019112

We have received your document for THE VINEYARDS AT LAUDERHILL HOMEOWNERS' ASSOCIATION, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

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.

Kimberly Rolfe
Document Specialist

Letter Number: 796A00042298

REV.
9/4/96

FILED
SECT 19
TALLAHASSEE

**ARTICLES OF INCORPORATION
OF**

THE VINEYARDS AT LAUDERHILL HOMEOWNERS' ASSOCIATION, INC.
(A not-for-profit corporation)

ARTICLE I - NAME

The name of the corporation is THE VINEYARDS AT LAUDERHILL HOMEOWNERS' ASSOCIATION, INC., (hereinafter referred to as the "Association" or "Corporation").

ARTICLE II - PURPOSE

The purposes for which the Association is organized are as follows:

1. To operate as a not-for-profit corporation pursuant to Chapter 617 of the Florida Statutes.
2. To administer, enforce and carry out the terms and provisions of the DECLARATION OF COVENANTS, RESTRICTIONS AND EASEMENTS FOR THE VINEYARDS AT LAUDERHILL, (the "Declaration") as the same may be amended from time to time. Terms used herein shall have the same meaning ascribed to them in the Declaration unless the context indicates otherwise.
3. To promote the health, safety, welfare, comfort, social and economic welfare of the Members of the Association, and the owners and residents of the property subject to the Declaration as authorized by the Declaration, these Articles of Incorporation and by the By-Laws of the Association.

ARTICLE III - POWERS

The Association shall have the following powers:

1. All of the common law and statutory powers of a not-for-profit corporation under the laws of Florida which are not in conflict with the terms of these Articles.

2. All of the powers, express or implied, granted to the Association by the Declaration or which are reasonably necessary in order for the Association to administer, enforce, carry out and perform all of the acts, functions, rights and duties provided in, or contemplated under, said Declaration.

3. To make, establish and enforce rules and regulations governing the use and maintenance of the property subject to the Declaration.

4. To make and collect assessments against Members of the Association to defray the costs and expenses that are, incurred, or that shall be incurred, by the Association and to use the proceeds thereof in the exercise of the Association's powers and duties.

5. To own, purchase, sell, mortgage, lease, administer, manage, operate, maintain, improve, repair and/or replace real and personal property.

6. To purchase insurance for the protection of the Association, its Officers, Directors and Members, and such other parties as the Association may determine to be in the best interest of the Association.

7. To operate, maintain, repair, and improve all of the common areas as defined in the Declaration, and such other portions of the property subject to the Declaration as may be determined by the Board from time to time, or as provided for in the Declaration.

8. To exercise architectural control over all buildings, structures and improvements to be placed or constructed upon the common areas subject to the Declaration.

9. To provide, purchase, acquire, replace, improve, maintain and/or repair such buildings, structures, street lights and other structures, subsurface and surface storm water drainage system, drainage retention on the property subject to the Declaration, landscaping, paving and equipment, both real and personal, related to the health, safety and social welfare of the Members of the Association and the owners and residents of the property subject to the Declaration as the Board of Directors in its discretion determines necessary or appropriate.

10. To employ personnel necessary to perform the obligations, services and duties of or to be performed by the Association and/or to contract with others for the performance of such obligations, services and/or duties.

11. To operate and maintain the surface water management and drainage system for the property subject to the Declaration as permitted by the law or the governing authority including the Broward County Department of Natural Resource Protection, including all retention areas, culverts, storm water drainage system and related appurtenances.

12. To sue and be sued.

ARTICLE IV - MEMBERSHIP

Section 1. Every person or entity who is a record owner of a fee or undivided interest in a lot or residential dwelling unit which is subject to the Declaration and to assessment by the Association thereunder, including contract sellers, but excluding persons or entities holding title merely as security for performance of an obligation and excluding contract purchasers, shall be a Member of the Association. Membership shall be appurtenant to, and may not be separated from the ownership of any such lot or residential dwelling unit which is subject to assessment by the Association. The Membership shall also be divided into the classes set forth below.

Section 2. The Association shall have two classes of voting membership:

Class A. Class A Members shall be all of those owners as defined in Section 1, with the exception of the Declarant under the Declaration. The Class A Member shall be entitled to one (1) vote for each lot or residential dwelling unit in which they hold the interests required for membership by Section 1. When more than one person holds such interest or interests in any lot or residential dwelling unit, all such persons shall be Members, and the Vote for such lot or residential dwelling unit shall be exercised as they, among themselves, determine but in no event shall more than one vote be cast with respect to any such lot or residential dwelling unit.

Class B. Class B Members shall be the Declarant under the Declaration. The Class B Member shall be entitled to three (3) votes for each lot or residential dwelling unit in which it holds the interest required for membership by Section 1. Notwithstanding anything in these Articles, or in the By-Laws or in the Declaration to the contrary,

the Class B Members shall be entitled to elect a majority of the Board of Directors. The Class B Membership shall cease and terminate at the earlier to occur of the following events: (1) three (3) months after ninety (90%) percent of all of the lots or residential dwelling units within the property which can ultimately be subject to the Declaration has been sold and conveyed to Class A Members, or, (2) the date upon which the Declarant may elect to terminate the Class B Membership whereupon the Class B Membership shall be converted to Class A Membership and the Class A Members shall assume control of the Association and elect its Board of Directors.

ARTICLE V - BOARD OF DIRECTORS

Except as hereafter qualified, the affairs of the corporation shall be managed by a Board of Directors consisting of not less than three (3), nor more than five (5) persons. However, until such as the Class B Membership shall terminate the number of directors constituting the initial Board of Directors shall be three (3) and they shall serve until the first annual meeting of the Members, after which time the Directors shall be elected annually by the Class A Members of the corporation in accordance with the provisions of these Articles and the Association's By-Laws. The following person shall constitute the initial Board of Directors:

MICHELLE DAVIS
3601 W. Commercial Boulevard
Suite 35
Ft. Lauderdale, FL 33309

KENNY M. DAVIS
3601 W. Commercial Boulevard
Suite 35
Ft. Lauderdale, FL 33309

CHRISTINE NYHOLM
3601 W. Commercial Boulevard
Suite 35
Ft. Lauderdale, FL 33309

After the Class A Members shall commence to elect the Directors, all Members of the Association, including authorized

representatives, officers or employees of corporate or partnership Members may be Directors.

Prior thereto, the Declarant may elect any person(s) whomsoever to the Board of Directors.

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

Any Director appointed by the Class B Member may be removed and a successor appointed, only by the Class B Member. All other directors may be removed and vacancies on the Board shall be filled in the manner set forth in the By-Laws.

ARTICLE VI - OFFICERS

Officers shall be elected by the Board of Directors and shall consist of a President, Vice President, Treasurer and Secretary. The following persons shall serve as Officers until the first election under these Articles of Incorporation:

KENNY M. DAVIS - President

MICHELLE DAVIS - Vice President

MICHELLE DAVIS - Secretary/Treasurer

ARTICLE VII - INDEMNIFICATION

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 such person is or was a Director, employee, officer or agent of the Association, against expenses (including attorneys' fees and

appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding unless the actions or non-actions of such person giving rise to such claim or suit were due to such person's gross and wilful misfeasance or malfeasance and, with respect to any criminal action or proceeding, if such person had no reasonable cause to believe his or her conduct was unlawful. No indemnification shall be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for gross and wilful misfeasance or malfeasance in the performance of his or her duty to the Association unless, and only to the extent that the court in which such action or suit was brought shall determine, upon application, that despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper. 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, in and of itself, create a presumption that the person did not act in good faith and in a manner in which he or she reasonably believed to be in, or not opposed to, the best interest of the Association; and with respect to any criminal action or proceeding, that he or she had no reasonable cause to believe that his or her conduct was unlawful.

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 Paragraph 1 above, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by such person in connection therewith.

3. Any indemnification under Paragraph 1 above (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the Director, officer, employee or agent is proper under the circumstances because he or she has met the applicable standard of conduct set forth in Paragraph 1 above. Such determination shall be made (a) by the Board by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (b) if such quorum is not obtainable, or, even if obtainable, a quorum of disinterested Directors so directs, by independent legal counsel in written opinion, or (c) by a majority of the Members.

4. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding as authorized by the Board in the specific case 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 or she is entitled to be indemnified by the Association as authorized in this Article.

5. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the laws of the State of Florida, any By-Law, agreement, vote of Members or otherwise; and as to action taken in an official capacity while holding office, 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, executors and administrators of such a person.

6. 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, and incurred by, such person in any such capacity, as arising out of his or her status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

ARTICLE VIII - INCORPORATOR

The following person is the incorporator to these Articles of Incorporation:

KENNY M. DAVIS

The address of the incorporator is:

KENNY M. DAVIS: Davis Financial Corporation
3601 W. Commercial Boulevard
Suite 35
Ft. Lauderdale, FL 33309

ARTICLE IX - REGISTERED AGENT AND OFFICE

The address of the initial registered office of the corporation is: 3601 W. Commercial Boulevard, Suite 35, Ft. Lauderdale, FL 33309, and the initial registered agent at such address shall be: KENNY M. DAVIS. This is also the corporate business and mailing address.

ARTICLE X - AMENDMENTS

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

1. A majority of the Board shall adopt a resolution setting forth the proposed amendment and direct that it be submitted to a vote at a meeting of the Members, which may be the annual or a special meeting.

2. Written notice setting forth the proposed amendment or a summary of the changes to be affected thereby shall be given to each Member entitled to vote thereon within the time and in the manner provided in the By-Laws for the giving of notice of meeting of Members. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

3. At such meeting, a vote of the Members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of a majority of the votes of the entire membership of the Association.

4. Any number of amondments may be submitted to the Members and voted upon by them at any one meeting.

5. If all of the Directors and all of the Members eligiblo to vote sign a written statement manifesting their intention that an amondment to these Articles be adopted, then the amondment shall thereby be adopted as though the above requirements have been satisfied.

6. In addition to the above, so long as Declarant appoints a majority of the Directors of the Association, Declarant shall be entitled to unilaterally amend these Articles and By-Laws. Furthermore, no amendment shall make any changes which would in any way affect any of the rights, privileges, power or options herein provided in favor of, or reserved to, Declarant, unless Declarant joins in the execution of the amendment.

7. Upon the approval of an amendment of these Articles, 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 Broward County.

8. If any mortgage encumbering any lot or residential unit is guaranteed or insured by the Federal Housing Administration or by the Veterans Administration, then the following action(s) made by the Members, or made by Declarant, so long as there is a Class B Membership, must be approved by both agencies: any annexation of additional properties except as originally provided and set forth in the Declaration; any merger, consolidation, or dissolution of

the Association; any mortgaging of any Common Area; and any amendment to these Articles or the By-Laws, if such amendment materially and adversely affects the members or materially and adversely affects the general scheme of development created by the Declaration; provided, however, such approval shall specifically not be required where the amendment is made to correct errors or omissions, or is required to comply with the requirements of any Institutional Lender, or is required by any governmental authority. Such approval shall be deemed given if either agency fails to deliver written notice of its disapproval of any amendment to Declarant or to the Association within twenty (20) days after a request for such approval is delivered to the agency by certified mail, return receipt requested or equivalent delivery, and such approval shall be conclusively evidenced by a certificate of Declarant or the Association that the approval was given or deemed given.

ARTICLE XI - BY-LAWS

The first By-Laws shall be adopted by the Board, and may be altered, amended or rescinded in the manner provided by the By-Laws.

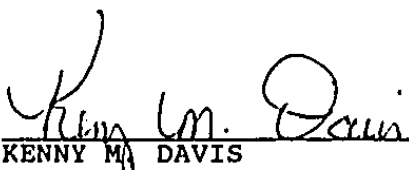
ARTICLE XII - TERM

The Association shall have perpetual existence.

ARTICLE XIII - DISSOLUTION

The Association may be dissolved as provided by law. In the event of dissolution or final liquidation of the Association, the assets, both real and personal of the Association, shall be

dedicated to an appropriate public agency or utility to be devoted to purposes as nearly as practicable to the same as those to which they were required to be devoted by the Association. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization, to be devoted to purposes as nearly as practicable to the same as those to which they were required to be devoted by the Association. No such disposition of Association properties shall be effective to divest or diminish any right or title of any Member vested under the Declaration unless made in accordance with the provisions of such Declaration.

IN WITNESS WHEREOF, the undersigned had set his hand and seal in acknowledgment to be filed in the Office of the Secretary of State, the foregoing Articles of Incorporation, this 4 day of Sept., 1998.⁶ 

KENNY M. DAVIS

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me by KENNY M. DAVIS, who is personally known to me or who has produced as identification.

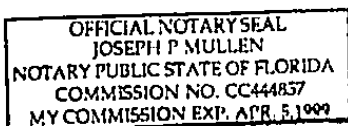
SWORN to and subscribed before me this 4th day of SEPTEMBER, 1998.⁶

NOTARY PUBLIC:

SIGN Joseph P. Mullen

PRINT JOSEPH P Mullen
State of Florida at Large

(SEAL)
My Commission Expires:



Certificate designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served.

In compliance with Section 48.091(1), Florida Statutes (1993), the following is submitted.

That, THE VINEYARDS AT LAUDERHILL HOMEOWNERS' ASSOCIATION, INC., desiring to organize or qualify under the laws of the State of Florida, has named KENNY M. DAVIS, as its agent to accept service of process within the State of Florida.

Dated: 9/4/96

THE VINEYARDS AT LAUDERHILL
HOMEOWNERS' ASSOCIATION, INC.,
a Florida not-for-profit
corporation

By: Kenny M. Davis
KENNY M. DAVIS
President

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of the Florida Statutes relative to the proper performance of my duties.

Dated: 9/4/96

Kenny M. Davis
KENNY M. DAVIS
Registered Agent