

N96000006247

Wampler Buchanan & Breen

A Professional Association

Attorneys and Counselors at Law

900 Sun Trust Building

777 Brickell Avenue

Miami, Florida 33131

(305) 577 0044

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December 5
September 11, 1996

State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

UNRECORDED COPY
RECORDED COPY

Re: Articles of Incorporation of Vanderbilt Estates Property Owners Association
Inc. and Design Wizard, Inc.

Dear Sir or Madam:

Enclosed are original and one copy of the Articles of Incorporation for the above
corporations. Please file the originals in your offices and certify each and return one copy to me.

I am enclosing checks in the amounts of \$122.50 for each of the corporations as
follows:

\$ 35.00 Filing Fee
52.50 Certificate of Registered Agent
30.00 Certified Copy
\$122.50

Also please provide me with a Certificate of Good Standing for Westbrooke
Communities, Inc. A check in the amount of \$8.75 is enclosed.

Very truly yours,

Neeta Kochhar

Neeta Kochhar
Legal Assistant

FILED
96 DEC -5 PM 1:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

/nk
Enclosures

12.9.96
KR

PREPARED BY AND RETURN TO:
Charles D. Robbins, Esq.
WAMPLER BUCHANAN & BREEN, P.A.
900 SunTrust Building
777 Brickell Avenue
Miami, Florida 33131

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
VANDERBILT ESTATES PROPERTY OWNERS ASSOCIATION, INC.
(Florida Corporation Not For Profit)**

In order to form a corporation not for profit under and in accordance with the provisions of Chapter 617 of the Florida Statutes, the undersigned, acting as incorporator, hereby adopts the following Articles of Incorporation for the purposes and with the powers hereinafter mentioned and does certify and set forth the following:

**ARTICLE I
DEFINITIONS**

The following words and phrases when used in these Articles of Incorporation (unless the context reflects another meaning) shall have the following meanings:

1. "Articles" shall mean these Articles of Incorporation and any amendments thereto.
2. "Assessment" shall mean any of the types of assessments defined in Article V of the Declaration.
3. "Association" shall mean Vanderbilt Estates Property Owners Association, Inc., a Florida non-profit corporation, and its successors and assigns.
4. "Board" shall mean the Board of Directors of the Association elected in accordance with the By-Laws of the Association.
5. "By-Laws" shall mean the By-Laws of the Association, which have been or shall be adopted by the Board, as such By-Laws may be amended from time to time.
6. "Common Expenses" shall mean the actual and estimated costs of maintenance, management, operation, repair and replacement of the Common Facilities (including unpaid Common Assessments, Special Assessments, Reconstruction Assessments and Capital Improvement Assessments); the costs of any and all

commonly metered utilities and other commonly metered charges for the Common Facilities; costs of management and administration of the Association, including, but not limited to, compensation paid by the Association to managers, accountants, attorneys and employees and costs of insurance bonds covering those personnel; the costs of all utilities, gardening and other services benefiting the Common Facilities; the costs of fire, flood, casualty and liability insurance, workmen's compensation insurance, and other insurance covering the Common Facilities; the costs of bonding of the members of the Board and any management body; taxes paid by the Association, including real property taxes, if any, for the Common Facilities; amounts paid by the Association for the discharge of any lien or encumbrance levied against the Common Facilities, or portions thereof; the costs of any other item or items so designated by, or in accordance with, other expenses incurred by the Association for any reason whatsoever in connection with the Common Facilities for the benefit of the Owners; and reserves for capital improvements and deferred maintenance of the Common Facilities.

7. "Common Facilities" shall mean those certain Improvements created or constructed by Declarant upon the Properties or any portion of the Properties for the common benefit of all Owners of Dwelling Units within the Properties.

8. "Declaration" shall mean the Declaration of Covenants, Restrictions and Easements for Vanderbilt Estates, as it may be amended from time to time.

9. "Declarant" shall mean and refer to The Adler Companies, Inc., a Florida corporation, and any successor or assign thereof, which acquires any of the Properties from the Declarant for the purpose of development and to which The Adler Companies specifically assigns all or part of the rights of the Declarant hereunder by an express written assignment recorded in the Broward County, Florida, Public Records.

10. "Dwelling Unit" or "Unit" shall mean and refer to a constructed dwelling which is designed and intended for use and occupancy as a family residence.

11. "Improvement" shall mean all structures or artificially created conditions and appurtenances thereto of every type and kind located upon the Lots or Common Facilities which may, but not necessarily, include, but not be limited to, buildings, swimming pools, spas, cabanas, walkways, sprinkler pipes, road, driveways, parking areas, fences, gazebos, screening walls, retaining walls, berms, stairs, decks, landscaping, hedges, windbreaks, plantings, planted trees and shrubs, poles, lighting poles, signs, exterior air conditioning, heating and water-softener fixtures or equipment and television and cable equipment.

12. "Lot" shall mean one of the plots of land designated or to be designated as a "Lot" pursuant to the Declaration.

13. "Management Company" shall mean the person, firm or corporation which may be appointed or hired by the Association hereunder as its agent and delegated certain duties, powers or functions of the Association.

14. "Member" shall mean any person or entity holding a membership in the Association as provided in Article V herein.

15. "Owner" shall mean and refer to the person or persons or other legal entity or entities holding fee simple interest of record to any Lot, including Declarant and sellers under the executory contracts of sale, but excluding those having such interests merely as security for the performance of an obligation and excluding purchasers under executory contracts of sale of a Lot.

16. "Property" or "Properties" shall mean all of the Property encumbered by the Declaration and the Articles.

17. "Turnover Date" shall mean the date defined in Article XII of the Articles.

All other capitalized terms not defined herein shall have the meaning ascribed to them, to the extent they are not in conflict with the provisions of the Declaration.

ARTICLE II

NAME

The name of this Association will be VANDERBILT ESTATES PROPERTY OWNERS ASSOCIATION, INC., a Florida corporation not for profit, whose present address is 2600 Douglas Road, Suite 510, Coral Gables, Florida 33134.

ARTICLE III

PURPOSES

The purpose for which this Association is organized is to take title to, operate, administer, manage, lease and maintain the Association Common Facilities as is dedicated to or made the responsibility of the Association in the Declaration, in accordance with the terms and purposes set forth therein; and to conduct any lawful business permitted under the laws of the State of Florida for corporations not for profit in order to carry out the covenants and enforce the provisions of the Declaration and corporate By-Laws.

ARTICLE IV
POWERS

The Association shall have the following powers and 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 which are not in conflict with the terms of the Declaration.

B. The Association shall have all of the powers to be granted to the Association in the Declaration.

C. The Association shall have all of the powers reasonably necessary to implement the purposes of the Association, including, but not limited to, the following:

1. To perform any act required or contemplated by it under the Declaration.

2. To make, establish and enforce reasonable rules and regulations governing the use of the Common Facilities or any portions thereof.

3. To make, levy and collect Assessments for the purpose of obtaining funds from its Members for the payment of Association Expenses in the manner provided in the Declaration and to use and expend the proceeds of such Assessments in the exercise of the powers and duties of the Association.

4. To administer, manage and operate Vanderbilt Estates and to maintain, repair, replace and operate the Common Facilities in accordance with the Declaration.

5. To enforce by legal means the obligations of the Members and the provisions of the Declaration.

6. To employ personnel, retain independent contractors and professional personnel and enter into service contracts to provide for the maintenance, operation, administration and management of the Common Facilities and to enter into any other agreements consistent with the purposes of the Association, including, but not limited to, agreements with respect to professional management of the Common Facilities and to delegate to such professional management certain powers and duties of the Association.

7. To enter into the Declaration and any amendments thereto and instruments referred to therein.

8. To deal with other corporations or representatives thereof on matters of mutual interest.

9. To provide, to the extent deemed necessary by the Board, any and all services and do any and all things which are incidental to or in furtherance of things listed above or to carry out the Association mandate to keep and maintain the Properties in a proper and aesthetically pleasing condition and to provide the Owners with services, amenities, controls and enforcement which will enhance the quality of the life at Vanderbilt Estates.

ARTICLE V MEMBERS

A. Regular Membership:

1. Every person or entity who is or shall become a record owner of a fee or undivided fee interest in any Lot in the Properties (as defined in the Declaration), which is or shall be subject to the Declaration, shall be a member of this Association from the date such member acquires record title to a Lot, provided that any such person or entity which holds such interest merely as a security for the performance of an obligation shall not be a member.

2. A change in membership in the Association shall be established by recording in the Public Records of Broward County, Florida, a deed or other instrument establishing record title to a Lot in the Properties. Upon the delivery to the Association of a recorded copy of such instrument, the owner designated by such instrument shall thereby become a Member of the Association, and the membership of the prior owner shall at that time be terminated.

3. The interest of any Member in the Common Facilities or in the funds and assets of the Association cannot be conveyed, assigned, mortgaged, hypothecated or transferred in any manner, except as authorized by the Declaration, these Articles, or the By-Laws of the Association.

B. Additional Membership Categories: The By-Laws may provide for additional membership categories, which categories shall not have any voting privileges. The term "Member" or "Membership" as used in the Declaration, the By-Laws or these Articles shall not apply to any such additional membership categories. The By-Laws shall provide for the rights and obligations of any additional membership categories.

ARTICLE VI
TERM

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

ARTICLE VII
SUCCESSORS ENTITIES

This Association may not be dissolved without the written consent of Members entitled to cast not less than two-thirds (2/3) of the votes and the consent of not less than two-thirds (2/3) of the Members of the Board.

In the event of the dissolution of the Association, or any successor entity thereto (unless same is reinstated), other than incident to a merger or consolidation, all assets of the Association shall be transferred to either a similar owners association or an appropriate governmental agency or public body having a similar purpose or any Member may petition the applicable Circuit Court of the State of Florida for the appointment of a receiver, to be maintained for the purposes for which the Association, or a successor thereto, was maintaining such assets in accordance with the terms and provisions under which such assets were being held by this Association, or such successor.

ARTICLE VIII
INCORPORATOR

The names and addresses of the Incorporators of these Articles are:

Charles D. Robbins, Esquire
Wampler Buchanan & Breen, P.A.
900 SunTrust Building
777 Brickell Avenue
Miami, Florida 33131

Monica A. Rey-Moran, Esquire
Wampler Buchanan & Breen, P.A.
900 SunTrust Building
777 Brickell Avenue
Miami, Florida 33131

Neeta Kochhar
Wampler Buchanan & Breen, P.A.
900 SunTrust Building

777 Brickell Avenue
Miami, Florida 33131

ARTICLE IX
OFFICERS

A. The affairs of the Association shall be managed by the President of the Association, assisted by one (1) or more Vice Presidents, a Secretary and a Treasury and, if elected by the Board, one (1) or more Assistant Secretaries and one (1) or more Assistant Treasurers, which officers shall be subject to the direction of the Board.

B. The Board shall elect the President, the Vice President, the Secretary and the Treasurer, and as many 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, that such officers may be removed by the Board and other persons may be elected by the Board as such officers in the manner provided in the By-Laws. The President shall be a member of the Board, but no other officer need be a member of the Board. The same person may hold two offices, the duties of which are not incompatible, provided, however, the office of President and Vice President shall not be held by the same person.

ARTICLE X
FIRST OFFICERS

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

President	Tony Palumbo
Vice President	David C. Adler
Secretary	Jacqueline Coleman
Treasurer	Luis Rabell

ARTICLE XI
BOARD OF DIRECTORS

A. The number of members of the first Board ("First Board") shall be three (3), who are to serve until the Turnover Date. Thereafter, the number of members of the Board shall be determined by the Board from time to time, but shall not be less than three (3) Directors.

B. The names and street addresses of the persons who are to serve as the First Board are as follows:

<u>Name</u>	<u>Address</u>
David C. Adler	2600 Douglas Road Suite 510 Coral Gables, FL 33134
Jacqueline Coleman	2600 Douglas Road Suite 510 Coral Gables, FL 33134
Luis Rabell	2600 Douglas Road Suite 510 Coral Gables, FL 33134

The First Board shall be the Board of the Association until the Turnover Date. The Declarant shall have the right to appoint, replace, designate or elect all the members of the First Board and, in the event of any vacancy, fill any such vacancy. Declarant reserves the right to remove any Director from the First Board.

C. The resignation of a Director who has been designated, appointed or elected by Declarant, or the resignation of an officer of the Association who was elected by the First Board, shall remise, release, acquit and forever discharge such Director or officer of and from any all manner of action(s), cause(s) of action, suits, debts, dues, claims, bonds, bills, covenants, contracts, controversies, agreements, promises, variances, trespasses, damages, judgments, executions, claims and demands whatsoever, in law or in equity which the Association or Owners had, now have, or will have; or which any personal representative, successor, heir or assign of the Association or Owners hereafter may have against such Director or officer by reason of his having been a Director or officer of the Association.

ARTICLE XII
VOTING RIGHTS/"TURNOVER" OF ASSOCIATION

A. Voting Rights:

The Association shall have two classes of voting membership:

1. Class "A": Class "A" Membership shall be all of those Owners as defined in Article V hereof with the exception of the Declarant. Class "A" Members shall be entitled to one vote for each Lot in which they hold the interest required for membership by Article V. When more than one person holds such interest in any Lot, all such persons shall be Members, and the vote for such Lot 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.

2. Class "B": The Class "B" Member shall be the Declarant, or its successor. The Class "B" Member shall be entitled to three (3) votes for each Lot in which it holds the interest required for membership by Article V hereof, provided that the Class "B" Membership shall cease and become converted to Class "A" Membership on the happening of the earlier of the following events:

(a) when title to seventy-five percent (75%) of all Lots have been conveyed by the Declarant, a dwelling has been constructed on all such Lots and such Lots have been conveyed to owner-occupants; or

(b) at any earlier time that the Declarant, in its sole discretion, voluntarily converts its Class "B" Membership to Class "A" membership; or

(c) on December 31, 2002.

3. Turnover. Within ninety (90) days after the Declarant no longer has the right to elect or appoint a majority of the Board of Directors, the Association shall conduct a special meeting of the membership (the "Turnover Meeting") for the purpose of electing officers and directors; provided, however, that so long as Declarant continues to own any portion of the Property, Declarant shall be entitled (but not required) to appoint one (1) Member on the Board subsequent to the Turnover Date.

ARTICLE XIII INDEMNIFICATION

Every Director and every officer of the Association shall be indemnified by the Association against all costs, expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed upon him in connection with any proceeding, litigation, arbitration or settlement 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 cost, expense or liability is incurred. Notwithstanding the foregoing, in the event of a settlement, the indemnification provisions herein shall not be automatic and shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the

Association. Notwithstanding anything contained herein to the contrary, in instances where the Director or officer admits or is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, the indemnification provisions contained herein shall not apply. Otherwise, the foregoing right of indemnification shall be in addition to and not exclusive of any and all right of indemnification to which such Director or officer may be entitled by common or statutory law.

ARTICLE XIV 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. In the event of a conflict between provisions of these Articles and the provisions of the By-Laws, the provisions of these Articles shall control.

ARTICLE XV AMENDMENTS

A. These Articles may be amended only as follows:

1. (a) The Board shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of Members, which may be at either the annual members' meeting or a special meeting. Any number of proposed amendments may be submitted to the Members and voted upon by them at one meeting.

(b) Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to the members within the time and in the manner provided in the By-Laws for the giving of notice of meetings of Members ("Required Notice").

(c) At such meeting, a vote of the Members shall be taken on the proposed amendment(s). The proposed amendment(s) shall be adopted upon receiving: (i) the affirmative vote of the Members entitled to cast a majority of the votes of the Members; and (ii) the affirmative vote of the majority of the members of the Board.

2. An amendment may be adopted by a written statement (in lieu of a meeting) signed by all Members of the Association and all members of the Board setting forth their intention that an amendment to the Articles be adopted.

B. No amendment may be made to these Articles which shall in any manner reduce, amend, affect or modify the terms, conditions, provisions, rights and obligations set forth in the Declaration or any amendments thereto.

C. A copy of each amendment shall be filed with and certified by the Secretary of State of the State of Florida.

D. Notwithstanding the foregoing provisions of this Article XV, there shall be no amendment to these Articles which shall abridge, amend or alter the rights of: (i) Declarant, including the right to designate and select members of the Board as provided in Article XI hereof, without the prior written consent thereto by Declarant; or (ii) any Institutional Mortgagee without the prior written consent of such Institutional Mortgagee.

ARTICLE XVI
REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Association is Wampler Buchanan & Breen, P.A., 900 SunTrust Building, 777 Brickell Avenue, Miami, Florida 33131, and the initial registered agent of the Association at that address shall be Charles D. Robbins.

IN WITNESS WHEREOF, the Incorporators have hereto affixed their signatures on the day and year set forth below.

Charles D. Robbins
CHARLES D. ROBBINS

Dated: 12-5-96

Monica A. Rey-Moran
MONICA A. REY-MORAN

Dated: 12-5-96

Neeta Kochhar
NEETA KOCHHAR

Dated: 12-5-96

The undersigned hereby accepts the designation of Registered Agent of Vanderbilt Estates Property Owners Association, Inc. as set forth in Article XV of

these Articles and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under the Florida General Corporation Act, including specifically Section 607.325.

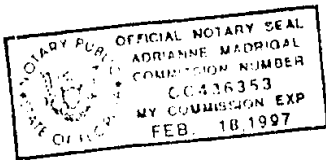
Charles D Robbins
CHARLES D. ROBBINS

Dated: 12-5-96

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

I HEREBY CERTIFY that on this day, before me, a notary public duly authorized in the County and State named above to take acknowledgments, personally appeared CHARLES D. ROBBINS, MONICA A. REY-MORAN and NEETA KOCHHAR, to me known to be the persons described as Incorporators and Registered Agent in the foregoing Articles of Incorporation and who executed same and they acknowledged before me that they executed the same for the purposes therein expressed. They are personally known to me and they did not take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 5th day of December, 1996.



A handwritten signature in cursive script, which appears to read "Adrienne Madrigal". The signature is written in dark ink and is positioned to the right of the notary seal.

944G.CDR

FILED
96 DEC -5 PH 1:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA