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February 3, 1998

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

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-02/09/98--01074--001  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Lake Fran-C-Ora Homeowners Association, Inc.

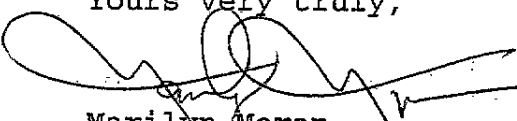
Dear Sir or Madam:

Enclosed are the original and one copy of the Articles of Incorporation of Lake Fran-C-Ora Homeowners Association, Inc., a not-for-profit Florida corporation. We would appreciate your filing these and sending us a certified copy with the applicable filing information in the enclosed self-addressed envelope. We are enclosing our firm check in the amount of \$122.50 to cover the following costs:

Filing Fee	\$35.00
Certified Copy	52.50
Registered Agent Designation	35.00
Total	\$122.50

Thank you for your prompt attention to this matter

Yours very truly,

  
Marilyn Moran  
Certified Legal Assistant to  
Vincent E. Damian, Jr.

Enclosure

FILED  
98 FEB -9 AM 8:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CB  
2-11-98

**ARTICLES OF INCORPORATION**  
**OF**  
**LAKE FRAN-C-ORA HOMEOWNERS ASSOCIATION, INC.**

**FILED**  
98 FEB -9 AM 8:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned hereby associate to form a corporation not for profit under Chapter 617 of the Florida Statutes.

**ARTICLE I**

**NAME**

The name of this corporation shall be **LAKE FRAN-C-ORA HOMEOWNERS ASSOCIATION, INC.**, (hereinafter referred to as the "Association").

**ARTICLE II**

**PURPOSES**

The purposes of the Association are to acquire title to, own, a portion of a Lake in Dade County, Florida, known as Lake Fran-C-Ora and to carry out the duties of the Association required by Declaration of Covenants of Lake Fran-C-Ora.

**ARTICLE III**

**POWERS**

The Association shall have all of the powers now or hereafter given to corporations not for profit by the Florida Statutes and all of the powers expressly conferred upon it by the Lake Fran-C-Ora Declaration of Covenants, which will be recorded among the Public Records of Dade County, Florida (hereinafter referred to as the "Declaration"), together with all powers necessary to fulfill both such stated powers and the duties expressly given to it in such Declaration. These powers are the following:

A. To carry out all obligations of the Homeowners Association under the Lake Fran-C-Ora Declaration of Covenants, which has or will be recorded among the Public Records of Dade County, Florida.

B. Make and collect assessments only as allowed in the aforesaid Declaration of Covenants and herein.

C. Pay all Association expenses.

D. Acquire title to and exercise all rights of ownership in and to any real or personal property.

E. Make, amend and enforce reasonable rules and regulations for the use of the property it owns or maintains.

F. Enforce the terms of the Declaration, these Articles, and the By-Laws of the Association.

#### **ARTICLE IV**

##### **MEMBERS**

1. Every record owner of a fee interest in any residential lot (hereinafter referred to as a "Lot") which is subject to assessment by the Declaration, including contract sellers, 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 a Lot.

2. Change of membership in the Association shall be established by the recording in the Public Records of Dade County, Florida, of a deed or other instrument establishing a record title to a Lot and shall be evidenced by delivery to the Association of a copy of such instrument. The

membership of the prior owner shall be terminated as of the date of delivery of such deed or other instrument.

3. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except upon transfer of his Lot.

4. There shall be two (2) classes of membership as follows:

(a) Class A. As long as there is a Class B membership, Class A members shall be all Lot Owners other than the Declarant (The Sweeting Group, Ltd). Each Lot whose owners are Class A members shall be entitled to one vote at members' meeting.

(b) Class B. The Declarant shall be the only Class B member and shall have three votes for every Lot it owns. Upon the earliest of the following to occur, the Class B membership shall terminate and the Developer shall be a Class A member with regard to Lots it owns:

- (i) Seventy-Five (75%) Percent of the Lots have been conveyed; or
- (ii) On December 31, 2004; or
- (iii) Thirty (30) days after the Declarant elects to terminate the Class B membership.

## **ARTICLE V**

### **BOARD OF DIRECTORS**

1. The affairs of the Association shall initially be managed by a Board of three (3) Directors,

whose names and addresses are:

<u>Directors</u>	<u>Address</u>
Jerry Flick	2601 South Bayshore Drive Suite 1225 Coconut Grove, FL 33133
Jeff Flick	2601 South Bayshore Drive Suite 1225 Coconut Grove, FL 33133
Tom Freiwald	2601 South Bayshore Drive Suite 1225 Coconut Grove, FL 33133

2. New Directors shall be appointed or elected and the number of Directors shall be increased or diminished in accordance with the By-Laws of the Association.

## ARTICLE VI

### **OFFICERS**

The officers of the Association shall be a President, Vice President, Secretary and Treasurer, and such additional officers as the By-Laws specify. The officers shall be elected by the Directors at their annual meeting or at any special meeting called for that purpose.

The first officers who shall serve until the first election are:

<b>Jerry Flick</b>	-	President
<b>Tom Freiwald</b>	-	Vice President
<b>Jeff Flick</b>	-	Secretary/Treasurer

## **ARTICLE VII**

### **BY-LAWS**

The By-Laws of the Association shall be adopted by the first Board of Directors and may be altered as follows:

1. An amendment may be proposed by any member or any Director prior to a meeting at which it will be considered.
2. Notice of the subject matter of the proposed amendment shall be included in the notice of the meeting at which the amendment is to be considered.
3. Except as otherwise provided in the By-Laws, the amendment must be approved, either in person or by proxy by (i) at least three-fourths (3/4ths) of the entire membership of the Board of Directors and three-fourths (3/4ths) of each class of the entire membership of the Association; or (ii) by the Class B member alone.
4. No amendment may change the qualifications for membership in the Association.
5. No amendment will be allowed without the written approval of the Declarant until December, 2004 or until Declarant has filed of record a Disclaimer of its right of approval.
6. The Department of Housing and Urban Development or the Veterans Administration has the right to veto amendments to the By-Laws while there is a Class B membership.
7. A copy of the amendment shall be recorded in the Public Records of Dade County, Florida.

## **ARTICLE VIII**

### **AMENDMENT OF ARTICLES**

These Articles of Incorporation may be amended as follows:

1. The Board of Directors shall adopt a resolution setting forth the proposed amendment, and directing that it be submitted to a vote at any annual or special meeting of members.
2. Within the time and in the manner provided in the By-Laws for the giving of notice of meetings of members, written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each member of record entitled to vote thereon. 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 thereat shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of three-fourths (3/4ths) of all Lot Owners who are voting in person or by proxy at such meeting.
4. In lieu of the above, if all of the Directors and members eligible to vote sign a written statement manifesting their intention that an amendment to these Articles be adopted, then the amendment shall thereby be adopted, or, instead, the members alone may adopt an amendment at any meeting for which notice of the change being made has been given.
8. No amendment will be allowed without the written approval of the Declarant until December, 2004 or until Declarant has filed of record a Disclaimer of its right of approval.

## **ARTICLE IX**

### **DISSOLUTION OF THE ASSOCIATION**

The term of the Association shall be perpetual unless dissolved by the written consent of at least three-fourths (3/4ths) of each class of members.

Upon dissolution, the Association's assets (including any real property and improvements thereon) remaining after payment to creditors and payment of all costs and expenses relating to such dissolution shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. 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 such similar purpose.

#### **ARTICLE X**

##### **INITIAL SUBSCRIBER**

The name and address of the initial subscriber is as follows:

Jerry Flick

2601 South Bayshore Drive  
Suite 1225  
Coconut Grove, FL 33133

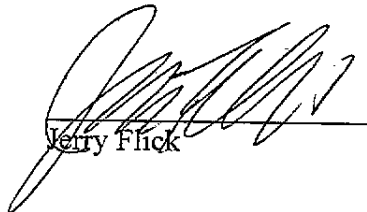
#### **ARTICLE XI**

##### **REGISTERED OFFICE AND REGISTERED AGENT**

The initial registered office of this corporation shall be located at 80 S.W. 8th Street, Suite 2550, Miami, Florida 33130, and the initial registered agent of this corporation at such office shall be Vincent E. Damian, Jr., who shall be authorized to accept service of process for this corporation. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.



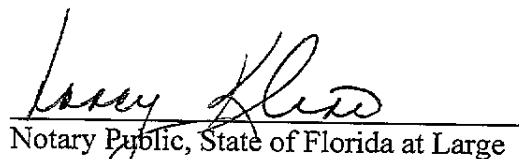
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the purpose of forming the Association this 28 day of January, 1998.

  
Jerry Flick

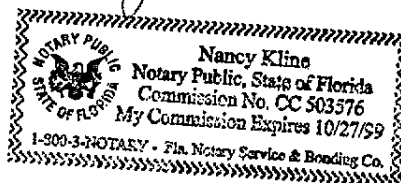
STATE OF FLORIDA           )  
  ) SS:  
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this 28 day of January, 1998, before the undersigned authority personally appeared Jerry Flick to me known to be the person described in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal at the County and State the day and year first above written.

  
Notary Public, State of Florida at Large

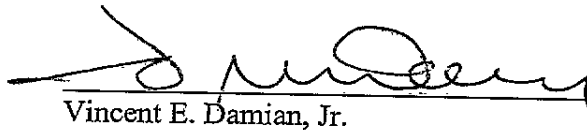
My Commission Expires:



LAKE FRAN-C-ORA  
HOMEOWNERS ASSOCIATION, INC.  
ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, Vincent E. Damian, Jr., having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity.

Dated this 2 day of ~~December~~ <sup>February</sup>, 1998.

  
\_\_\_\_\_  
Vincent E. Damian, Jr.

**FILED**  
98 FEB - 9 AM 8:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA