

N98000002147



ACCOUNT NO. : 072100000032

REFERENCE : 779291 129765A

AUTHORIZATION :

Patricia P...

COST LIMIT : \$ 122.50

ORDER DATE : April 13, 1998

ORDER TIME : 3:03 PM

ORDER NO. : 779291-005

CUSTOMER NO: 129765A

CUSTOMER: Eric M. Glazer, Esq
ERIC M. GLAZER, ESQ

4th Floor
20801 Biscayne Boulevard
Aventura, FL 33180

500002487355-1

FILED
98 APR 13 AM 9:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: VIRGINIA BEACH RESORT OWNERS
ASSOCIATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

~~198 8275~~

*Dmc
4/14/98*

REC'D
98 APR 13 PM 4:14
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 14, 1998

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: VIRGINIA BEACH RESORT OWNERS ASSOCIATION, INC.
Ref. Number: W98000008275

RESUBMIT

Please give original
submission date as file date.

APR 15 11:03:33
DIVISION OF CORPORATION

We have received your document for VIRGINIA BEACH RESORT OWNERS ASSOCIATION, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The mailing address in the document seems to be inconsistent. Please make this correction.

Please return the original and one copy of 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 (850) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 898A00019783

355 correct address

FILED

98 APR 13 AM 9:55

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

VIRGINIA BEACH RESORT OWNERS ASSOCIATION, INC.

(A CORPORATION NOT FOR PROFIT)

In order to form a corporation under and in accordance with the provisions of the laws of the State of Florida for the form of Corporations Not for Profit, we, the undersigned, here-by associate ourselves in a corporation for the purpose and with the powers hereinafter mentioned; and to that end we do, by these Articles of Incorporation, set forth:

I.

The name of the proposed corporation shall be: VIRGINIA BEACH RESORT OWNERS ASSOCIATION, INC.(hereinafter referred to as the "ASSOCIATION")

II

The purposes and objects of the ASSOCIATION shall be to administer the operation and management of VIRGINIA BEACH RESORT, ("THE DEVELOPMENT") as evidenced by that certain Declaration of Covenants, Conditions and Restrictions therefore, (the Declaration), which is recorded in the Public Records of Broward County, Florida and to undertake the performance of the acts and duties incident to the administration of the operation and management of said Development in accordance with the terms, provisions, conditions and authorizations contained in these Articles of Incorporation and which may be contained in the formal Declaration of Covenants,

Conditions and Restrictions recorded in the Public Records of Broward County, Florida and to own, operate, lease, sell, trade and otherwise deal with such property, whether real or personal, as may be necessary or convenient in the administration of said Development. The ASSOCIATION shall be conducted as a non-profit organization for the benefit of its members, and no part of the income of the ASSOCIATION shall be distributed to its Members, Directors or Officers.

III

The ASSOCIATION shall have the following powers;

1. The ASSOCIATION shall have all of the powers and privileges granted to Corporations Not for Profit under the laws of the State of Florida.

2. The ASSOCIATION shall have all of the powers reasonably necessary to implement and effectuate the purposes of the ASSOCIATION, including but not limited to the following:

(a) To make and establish reasonable rules and regulations governing the use of UNITS and COMMON ELEMENTS in the DEVELOPMENT as said terms may be defined in said Declaration of Covenants, Conditions and Restrictions.

(b) To levy and collect assessments against members of the ASSOCIATION to defray the common expenses of the Development as may be provided in said Declaration and in the By-Laws of this ASSOCIATION which may be hereafter adopted, including the right to levy and collect assessments for the purposes of acquiring, operating, leasing, managing and otherwise trading and dealing with such property, whether real or personal, including UNITS in Development, which may be necessary or convenient in the operation and management Development and in accomplishing the purposes set forth in said Declaration.

© To maintain, repair, replace, operate and manage the Development and the property comprising same, including the right to reconstruct improvements after casualty and to make further improvement of the Development property.

(d) To contract for the management of the Development and to delegate to such manager all of the powers and duties of the Association except those which may be required by the Declaration of Development to have approval of the Board of Directors or Membership of the ASSOCIATION.

(e) To enforce the provisions of said Declaration, these Articles of Incorporation, the By-Laws of the ASSOCIATION which may be hereafter adopted, and the rules and regulations governing the use of said Development as same may be hereafter established.

(f) To exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to or imposed upon the ASSOCIATION pursuant to the Declaration or by the Homeowner's Association laws of the State of Florida.

(g) To execute contracts, deeds, mortgages, leases and other instruments by its officers, and to own, convey and encumber real and personal property.

IV

The qualification of the members, the manner of their admission to membership and termination of such membership, and voting by members shall be as follows:

1. The owners of all UNITS in Development shall be members of the ASSOCIATION, and no other persons or entities shall be entitled to membership, except as provided in item (5) of Article IV.

2. Membership shall be established by the acquisition of fee title to a UNIT in Development, or by acquisition of a fee ownership interest therein, whether by conveyance, devise, judicial decree or entire fee ownership interest in any UNIT, except that nothing herein contained shall be construed as terminating the membership of any party who may own two or more UNITS, or who may own a fee ownership interest in two or more UNITS, so long as such party shall retain title to or a fee ownership interest in any UNIT.

3. The interest 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 his Unit. The funds and assets of the ASSOCIATION shall belong solely to the ASSOCIATION subject to the limitation that the same be expended, held or used for the benefit of the membership and for the purposes authorized herein, in the Declaration, and in the By-Laws which may be hereafter adopted.

4. On all matters on which the Membership shall be entitled to vote, there shall be only one vote for each UNIT in the Development, which vote may be exercised or cast by the owner or owners of each UNIT in such manner as may be provided in the ByLaws hereafter adopted by the ASSOCIATION. Should any member own more than one UNIT, such member shall be entitled to exercise or cast as many votes as he owns UNITS, in the manner provided by said By-Laws.

V.

The ASSOCIATION shall have perpetual existence.

VI.

The principal office of the ASSOCIATION shall be located at 355 Virginia Street, Hollywood, Florida 33019 but the ASSOCIATION may maintain offices and transact business in such other places within or without the State of Florida as may from time to time be designated by the Board of Directors. The principal office may be changed from time to time by the Board of Directors.

VII.

The affairs of the ASSOCIATION shall be managed by the President of the ASSOCIATION assisted by the Vice President, and Secretary/Treasurer and, if any, the assistant secretaries and assistant treasurers, subject to the directions of the Board of Directors. The Board of Directors or the President, with the approval of the Board Of Directors, may employ a managing Agent and/or such other managerial and supervisory personnel or entities to administer or assist in the administration of the operation and management of the Development, and the affairs of the ASSOCIATION, and any such person or entity may be so employed without regard to whether such person or entity is a member of the ASSOCIATION or a Director or Officer of the ASSOCIATION, as the case may be.

VIII.

The number of members of the Board of Directors of the ASSOCIATION shall be not less than three (3) nor more than (5). The number of members of the Board of Directors shall be as provided from time to time by the By-Laws of the ASSOCIATION. The members of the Board of Directors shall be elected by the members of the ASSOCIATION at the Annual Meeting of the membership as provided by the By-Laws of the ASSOCIATION, and at least a majority of

the Board of Directors shall be members of the ASSOCIATION or shall be authorized representatives, officers or employees of a corporate member of the ASSOCIATION.

IX.

The Board of Directors shall elect a President, Vice President and Secretary/Treasurer, and as many Assistant Secretaries and Assistant Treasurers as the Board of Directors shall determine. The President shall be elected from among the membership of the Board of Directors, but no other officer need be a Director. The same person may hold two offices, the duties of which are not incompatible; provided, however, that the office of President and Vice President shall not be held by the same person, nor shall the office of President and Secretary/Treasurer be held by the same person.

X.

The names and Post Office addresses of the first Board of Directors who, subject to the provisions of those Articles of Incorporation, the bylaws, and the laws of the State of Florida, shall hold office for the first year of the Association's existence or until their successors are elected and have qualified, are as follows:

Name	Address
BARBARA STRUNK	355 Virginia Street Hollywood, Florida 33021
RUSSELL STRUNK	355 Virginia Street Hollywood, Florida 33021

PETER IVANOFF

4801 Jackson Street
Hollywood, Florida 33021

XI.

The Subscribers to these Articles of Incorporation are the three (3) persons herein named to act and serve as members of the first Board of Directors of the ASSOCIATION, the names of which Subscribers and their respective Post Office addresses are more particularly set forth in Article X above.

XII

The Officers of the ASSOCIATION who shall serve until the first election under these Articles of Incorporation shall be the following:

PRESIDENT: BARBARA STRUNK
 355 Virginia Street
 Hollywood, Florida 33021

SECRETARY/TREASURER: RUSSELL STRUNK
 355 Virginia Street
 Hollywood, Florida 33021

VICE PRESIDENT: PETER IVANOFF
 4801 Jackson Street
 Hollywood, Florida 33021

XIII

The original By-Laws of the ASSOCIATION shall be adopted by a majority vote of the members of the ASSOCIATION present at a meeting of members at which a majority of the membership is present, and thereafter, such By-Laws may be altered or rescinded only in such manner as said By-Laws may provide.

XIV.

Every Director and every Officer of the ASSOCIATION shall be indemnified by the ASSOCIATION against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with 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, except in such cases wherein the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties. 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.

XV.

An Amendment or Amendments to these Articles of Incorporation may be proposed by the Board of Directors of the ASSOCIATION acting upon a vote of the majority of the Directors, or by the members of the ASSOCIATION owning a majority of the UNITS in the Development, whether meeting as members or by instrument in writing signed by them. Upon any Amendment

or Amendments to these Articles of Incorporation being proposed by said Board of Directors or members, such proposed Amendment or Amendments shall be transmitted to the President of the ASSOCIATION or other Officer of the ASSOCIATION in the absence of the President, who shall thereupon call a Special Meeting of the members of the ASSOCIATION for a date not sooner than twenty (20) days nor later than sixty (60) days from the receipt by him of the proposed Amendment or Amendments, and it shall be the duty of the Secretary to give to each member written or printed notice of such Meeting stating the time and place of the meeting and reciting the proposed Amendment or Amendments in reasonably detailed form, which notice shall be mailed or presented personally to each member not less than ten (10) nor more than thirty (30) days before the date set for such meeting. If mailed, such notice shall be deemed to be properly given when deposited in the United States mail, addressed to the member at his Post Office address as it appears on the records of the ASSOCIATION, the postage thereon prepaid. Any member may, by written waiver of Notice signed by such member, waive such Notice, and such waiver when filed in the Records of the Association whether before or after the holding of the meeting, shall be deemed equivalent to the giving of such notice to such member. At such Meeting the Amendment or Amendments proposed must be approved by an affirmative vote of the members owning not less than three-fourths (3/4ths) of the UNITS in the Development in order for such Amendment or Amendments to become effective. Thereupon such Amendment or Amendments of these Articles of Incorporation shall be transcribed and certified in such form as may be necessary to register the same in the office of the Secretary of State of the State of Florida and said Amendment or Amendments shall be set forth in or annexed to a duly adopted Amendment to the Declaration of Development and recorded in the Public Records of Dade

County, Florida. At any meeting held to consider such Amendment or Amendments of these Articles of Incorporation, the written vote of any member of the ASSOCIATION shall be recognized, if such member is not in attendance at such Meeting or represented thereat by proxy, provided such written vote is delivered to the Secretary of the ASSOCIATION at or prior to such Meeting.

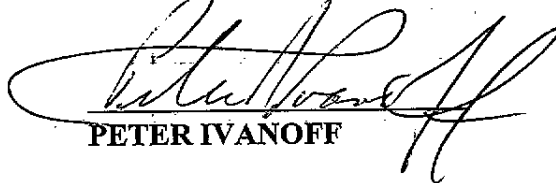
XVI

The street address of the initial registered office of this Corporation is Law Office of Eric M. Glazer, Esq., 20801 Biscayne Blvd., Fourth Floor, Aventura, Florida 33180, and the name of the initial registered agent of this corporation at that address is ERIC M. GLAZER, ESQUIRE.

IN WITNESS THEREOF, the Subscribers have hereunto set their hands and seals this 8th day of April 1998.

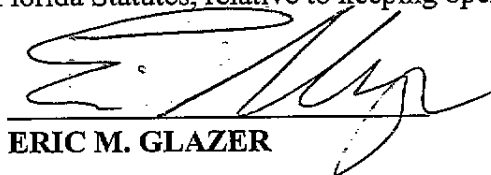

BARBARA STRUNK


RUSSELL STRUNK


PETER IVANOFF

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98 APR 13 AM 9:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

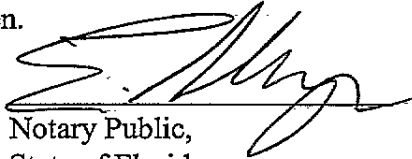
I hereby accept the designation as registered agent and as Resident Agent on whom process may be served on the above stated Corporation, and I agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office.

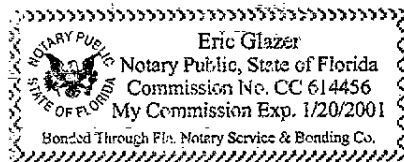

ERIC M. GLAZER

COUNTY OF BROWARD
STATE OF FLORIDA

I HEREBY CERTIFY that on this 8th day of April
1998, personally appeared BARBARA STRUNK who produced FL. Drivers Lic 5365-070-47-701-0
As identification and who did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal the day and year
above written.

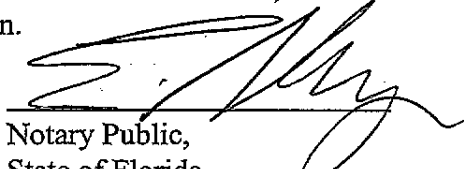

Notary Public,
State of Florida

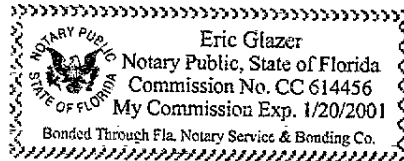


COUNTY OF BROWARD
STATE OF FLORIDA

I HEREBY CERTIFY that on this 8th day of April
1998, personally appeared RUSSELL STRUNK who produced FL. Drivers Lic # 5365-730-47-186-0
As identification and who did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal the day and year
above written.

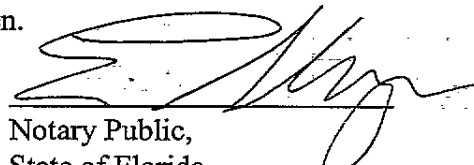

Notary Public,
State of Florida



COUNTY OF BROWARD
STATE OF FLORIDA

I HEREBY CERTIFY that on this 8th day of April
1998, personally appeared PETER IVANOFF who produced FL. Drivers Lic # I151-661-56-027-0
As identification and who did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal the day and year
above written.


Notary Public,
State of Florida

