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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

The Pointe Villas
Association, Inc.

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ARTICLES OF INCORPORATION
OF

THE POINTE VILLAS ASSOCIATION, INC.

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The undersigned subscribers, desiring to form a Corporation, not for profit, under Chapter 617, Florida Statutes, as amended, hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of this Corporation is

THE POINTE VILLAS ASSOCIATION, INC.

a Florida Corporation, hereinafter referred to as "The Association".

ARTICLE II

PURPOSE AND POWERS

The objects and purposes of The Association are those objects and purposes as are authorized by the Declaration of Restrictions and Protective Covenants for THE POINTE VILLAS, recorded (or to be recorded), in the Public Records of Broward County, Florida, as hereafter amended and/or supplemented from time to time (the "Covenants"), pertaining to the following property:

A portion of Tracts 23 and 24 of the Florida Fruit Lands Company's Subdivision No.2 of Section 5, Township 49 South, Range 41 East, as recorded in Plat Book 1, Page 102, of the Public Records of Palm Beach County, Florida, being more particularly described as follows:

Commencing at the Southwest Corner of Said Section 5, Thence North 00: 06'44" west along the west line of said Section 5, a distance of 2510.67 feet; thence North 80: 11'57" East, a distance of 110.08 feet to the Point of Beginning of this description; thence continuing North 80: 11'57" East, a distance of 389.12 feet; thence North 06:12'12" West, a distance of 873.01 feet; thence South 75: 45'15" West, a distance of 129.50 feet to a Point of Curvature; thence Westerly along the arc of a circular curve to the Right, having a radius of 1680.00 feet, a central angle of 05:45'08," an arc distance of 168.66 feet; thence South 00:06'44" East, a Distance of 869.03 feet to the Point of Beginning.

Said lands situate, lying and being in Broward County, Florida and containing approximately 6.7757 acres.

The further objects and purposes of The Association are to preserve the values and amenities in the properties and to maintain the common

areas thereof, for the benefit of the Owners who become Members of the Association.

The Association is not organized for profit and no part of the net earnings, if any, shall inure to the benefit of any Member or individual person, firm or Corporation.

The Association shall have the power to contract for the management of The Association and to delegate to the party with whom such contract has been entered into (which may be an affiliate of the Developer), the powers and duties of The Association, except those which require specific approval of the Board of Directors or Members.

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 Articles and the Covenants above identified. The Association shall also have all of the power necessary to implement the purposes of the Association as set forth in said Covenants and to provide for the general health and welfare of this membership.

Definitions set forth in the Covenants are incorporated herein by this reference.

ARTICLE III

MEMBERS

Section 1. Membership: Every person or entity who or which is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by The Association shall be a Member of The Association, provided that any such person or entity who holds such interest merely as security for the performance of an obligation shall not be a Member.

Section 2. Voting Rights: The Association shall have two (2) classes of voting membership as follows:

Class A: Class A Members shall be all those Owners as defined in Section 1, with the exception of the Developers, consisting of: WEINTRAUB DEVELOPMENT CORP., a Florida Corporation, LONSDALE DEV., INC., a Florida Corporation, GRACLARK, INC., a Florida Corporation, and DEERCOM, INC., a Florida Corporation, herein referred to as the "Developer" (as long as the Class B Membership shall exist, and thereafter, the Developer shall be a Class A Member to the extent it would otherwise qualify). Class A Members shall be entitled to one (1) vote for each Lot in which they hold the interest required for membership by Section 1. When more than one person holds such interest or 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.

Class B: The Class B Member shall be the Developer. The Class B Member shall be entitled to one (1) vote, plus two (2) votes for each

vote which the Class A Members are entitled to cast from time to time. The Class B membership shall cease and terminate one (1) year after the last Lot within the homesites of THE POINTE VILLAS (as defined in the Covenants) has been sold and conveyed by the Developer, or any time prior thereto at the election of the Developer (whereupon the Class A Members shall be obligated to elect the Board and assume control of The Association).

Section 3. Meetings of Members. The By-Laws of The Association shall provide for an annual meeting of Members, and may make provisions of regular and special meetings of Members other than the annual meeting. A quorum for the transaction of business at any meeting of the Members shall exist if 33 1/3% of the total number of Members in good standing shall be present or represented at the meeting.

ARTICLE IV CORPORATE EXISTENCE

The Association shall have perpetual existence.

ARTICLE V BOARD OF DIRECTORS

Section 1. Management by Directors: The property, business and affairs of The Association shall be managed by a Board of Directors, which shall consist of not less than three (3) persons, but as many persons as the Board of Directors shall from time to time determine. A majority of the Directors in office shall constitute a quorum for the transaction of business. The By-Laws shall provide for meetings of Directors, including an Annual Meeting.

Section 2. Original Board of Directors: The names and addresses of the first Board of Directors of The Association, who shall hold office until the first Annual Meeting of Members and thereafter, until qualified successors are duly elected and have taken office, shall be as follows:

<u>NAME</u>	<u>ADDRESS</u>
Samuel Weintraub	7760 West 20th Avenue Suite 1 Hialeah, Florida 33016
Alma Weintraub	7760 West 20th Avenue Suite 1 Hialeah, Florida 33016

Abraham Weintraub

7760 West 20th Avenue
Suite 1
Hialeah, Florida 33016

Section 3. Election of Members of Board of Directors: Except for the first Board of Directors, 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 the By-Laws may provide for the method of voting in the election and for removal from office of Directors. All directors shall be members of The Association residing in the homesites of THE POINTE VILLAS, or shall be authorized representatives, officers or employees of corporate members of The Association, or designees of the Developer.

Section 4. Duration of Office: Members elected to the Board of Directors shall hold office until the next succeeding Annual Meeting of Members, and thereafter until qualified successors are duly elected and have taken office.

Section 5. Vacancies: If a Director elected by the general membership shall, for any reason, cease to be a Director, the remaining Directors so elected may elect a successor to fill the vacancy for the balance of the unexpired term.

ARTICLE VI OFFICERS

Section 1. Officers Provided For: The Association shall have a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time elect.

Section 2. Election and Appointment of Officers. The officers of The Association, in accordance with any applicable provision of the By-Laws, shall be elected by the Board of Directors for terms of one (1) year and thereafter until qualified successors are duly elected and have taken office. The By-Laws may provide for the method of voting in the election, for the removal from office of officers, for filling vacancies and for the duties of the officers. The President shall be a Director, other officers may or may not be Directors of The Association. If the office of President shall become vacant for any reason, or if the President shall be unable or unavailable to act, the vice President shall automatically succeed to the office or perform its duties and exercise its powers. If any office other than that of the President shall become vacant for any reason, the Board of Directors may elect or appoint an individual to fill such vacancy.

Section 3. First Officers: The names and addresses of the first

officers of The Association, who shall hold office until the first Annual Meeting of Directors and thereafter until successor are duly elected and have taken office, shall be as follows:

<u>NAME AND OFFICE</u>	<u>ADDRESS</u>
President: SAMUEL WEINTRAUB	7760 West 20th Avenue Suite 1 Hialeah, Florida 33016
Vice President/ Secretary/Treasurer: ABRAHAM WEINTRAUB	7760 West 20th Avenue Suite 1 Hialeah, Florida 33016

ARTICLE VII BY-LAWS

The Board of Directors shall adopt By-Laws consistent with these Articles of Incorporation. Such By-Laws may be altered, amended, or repealed by the membership in the manner set forth in the By-Laws.

ARTICLE VIII AMENDMENTS

Section 1: Amendments to these Articles of Incorporation shall be proposed and approved by the Board of Directors and thereafter submitted to a meeting of the membership of The Association for adoption or rejection, provided that as long as the Developer owns any Lot, these Articles may be amended by the Developer above without the consent of the Members or the Board.

Section 2: In case of any conflict between these Articles of Incorporation and the By-Laws, these Articles shall control, and in case of any conflict between these Articles of Incorporation and the Covenants, the Covenants shall control.

ARTICLE IX SUBSCRIBER

The name and address of the Subscriber to these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
Samuel Weintraub	7760 West 20th Avenue Suite 1 Hialeah, Florida 33016

ARTICLE X
INDEMNIFICATION

Section 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 he 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 him in connection with such action, suit or proceeding, unless (a) it is determined by a court of competent jurisdiction, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or in a manner he 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 had reasonable cause to believe his conduct was unlawful, and (b) such court further determines specifically that indemnification should be denied. 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, of itself, create a presumption; that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of The Association, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

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

Section 3. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by The Association in advance of the final disposition of such action, undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by The Association as authorized in this Article.

Section 4. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any By-Law, agreement, vote of Members or otherwise, both as to action in his official capacity while holding such office or otherwise, and shall continue as to a person who has ceased to be director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 5. 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 him and incurred by him in any such capacity, or arising out of his status as such, whether or not The Association would have the power to indemnify him against such liability under the provisions of this Article.

Section 6. The provisions of this Article X may not be amended.

ARTICLE XI
INITIAL REGISTERED OFFICE AND AGENT

Until changed, the Registered Agent and the address of the registered office of The Association shall be:

Michael S. Tobin, Esquire
Rothman & Tobin, P.A.
11900 Biscayne Blvd., Suite 740
North Miami, Florida 33181

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation, this 21 day of October, 1998.



SAMUEL WEINTRAUB

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, authorized to take acknowledgments in the state and County aforesaid, personally appeared SAMUEL WEINTRAUB, know to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, in the State and County last aforesaid, this 21 day of October, 1998.



NOTARY PUBLIC



Miguel Ruiz
My Commission CC588071
Expires Sep. 24, 2000

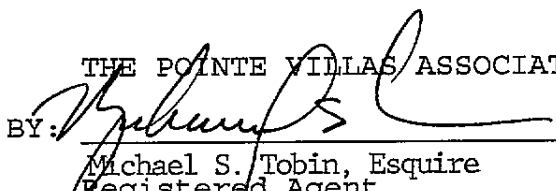
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said Act:

First--That THE POINTE VILLAS ASSOCIATION, INC., desiring to
organize under the laws of the State of Florida with its principal
office, as indicated in the Articles of Incorporation, at 7760 West
20th Avenue, Suite 1, Hialeah, FL 33016, City of Hialeah, County
of Miami-Dade, has named Michael S. Tobin, Esquire, located at
11900 Biscayne Blvd., Suite 740, Miami, FL 33181, City of Miami,
County of Miami-Dade, as its agent to accept service of process
within the state of Florida.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above
stated corporation, at place designated in this certificate, I
hereby accept to act in this capacity, and agree to comply with
the provision of said Act relative to keeping open said office.

THE POINTE VILLAS ASSOCIATION, INC.
BY: 
Michael S. Tobin, Esquire
Registered Agent

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