

719055
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March 24, 1999

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Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

Re: Amendment to Articles of Incorporation

100002837441--0
-04/13/99--01009--017
*****35.00 *****35.00

Dear Sir/Madam:

Enclosed please find an Amendment to the Articles of Incorporation of Fairways Riviera Association, Inc., as well as check no. 1086 in the amount of \$35.00 to cover the cost of filing and the return of a certified copy.

Thank you for your attention to this matter.

Very truly yours,

Lisa A. Woliner
LISA A. WOLINER
For the Firm

FILED
99 APR 13 AM 10:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
58
4/13/99

* available for consultation
by appointment only

International Offices

- Beijing,
People's Republic
of China
- Prague,
Czech Republic
- Bern, Switzerland*

LAW/sa
Enclosure

206587_1

RECEIVED
99 MAR 26 AM 8:33
DIVISION OF CORPORATIONS





FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 29, 1999

Lisa A. Woliner
Becker & Poliakoff, P.A.
P.O. Box 9057
Ft. Lauderdale, FL 33310-9057

SUBJECT: FAIRWAYS RIVIERA ASSOCIATION, INC.
Ref. Number: 719055

We have received your document for FAIRWAYS RIVIERA ASSOCIATION, INC.
. However, the enclosed document has not been filed and is being returned to
you for the following reason(s):

Please sign and return your check along with this document in order to complete
your filing.

The word "initial" or "first" should be removed from the article regarding directors,
officers, and/or registered agent, unless these are the individuals originally
designated at the time of incorporation.

Please return a copy of this letter along with your document to ensure proper
handling.

If you have any questions concerning this matter, please either respond in writing
or call (850) 487-6901.

Susan Payne
Senior Section Administrator

Letter Number: 899A00015738

FAIRWAYS RIVIERA ASSOCIATION, INC.

FILED

99 APR 13 AM 10:07

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, by these Articles, does so for the purpose of Amending and Restating the Articles of Incorporation forming a not-for-profit corporation, originally recorded in Official Records Book 4188, Pages 414, et seq. of the Public Records of Broward County, Florida and filed with the Secretary of State on the 25th day of February, 1970, pursuant to the laws of the State of Florida (Chapter 617, Florida Statutes, 1993), and hereby adopts the following as its Amended and Restated Articles of Incorporation:

ARTICLE I

NAME

The name of the Corporation is Fairways Riviera Association, Inc. For convenience, the Corporation shall be referred to in this instrument as the "Association" or the "Corporation," these Articles of Incorporation as the "Articles," and the By-Laws of the Association as the "By-Laws."

ARTICLE II

PURPOSE

The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act, Chapter 718, Florida Statutes (the "Act") for the operation of that certain condominium known as the Fairways Riviera Condominium, A Condominium, according to the Declaration thereof, as it may be amended and restated from time to time (the "Condominium").

ARTICLE III

DEFINITIONS

The terms used in these Articles shall have the same definitions and meaning as those set forth in the Declaration of Condominium ("Declaration") for the Condominium, and the By-laws of the Association, unless herein provided to the contrary, or unless the context otherwise requires.

FILED
99 APR 13 AM 10:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV

POWERS

The powers of the Association shall include and be governed by the following:

4.1 General. The Association shall have all of the common law and statutory powers of a not-for-profit corporation under the laws of Florida that are not in conflict with the provisions of these Articles or of the Condominium Act.

4.2 Enumeration. The Association shall have all the powers and duties set forth in the Florida Condominium Act (except as to variances in these Articles and the Declaration which are permitted by the Act), and all of the powers and duties reasonably necessary to operate the Condominium pursuant to its Declaration, and as they may be amended from time to time, including, but not limited to, the following:

A. To make and collect Assessments and other charges against Members as Unit Owners, and to use the proceeds thereof in the exercise of its powers and duties.

B. To buy, own, operate, lease, sell and trade both real and personal property as may be necessary or convenient in the administration of the Condominium.

C. To maintain, repair, replace, reconstruct, add to, and operate the Condominium and other property acquired or leased by the Association for use by Unit Owners.

D. To purchase insurance upon the Condominium and insurance for the protection of the Association, its officers, directors, and Members as Unit Owners, and such other parties as the Association may determine in the best interest of the Association.

E. To make and amend reasonable rules and regulations for the maintenance, conservation and use of the Condominium and for all other lawful purposes.

F. To approve or disapprove the leasing, transfer, mortgaging, ownership and possession of Units as may be provided by the Declaration.

G. To enforce by legal means the provisions of the Act, the Declaration, these Articles, the By-laws, and the rules and regulations for the use of the Condominium.

H. To contract for the management of the Condominium, and to delegate to the party with whom such contract has been entered into all of the powers

and duties of the Association, except (1) those which require specific approval of the Board of Directors or the membership of the Association; (2) those which are incapable of being delegated as same may be contrary to the Declaration or the By-laws; (3) those which are contrary to the Statutes of the State of Florida; and (4) wherein a delegation is a power and duty which by its very nature is a decision or fiduciary responsibility to be made by the Board of Directors and is therefore not susceptible of delegation.

I. To employ personnel to perform the services required for proper operation of the Condominium.

J. To enter into agreements with other parties for easements or sharing arrangements or recreational facilities as the Board of Directors may deem in the best interests of the Condominium.

4.3 Assets of the Association. All funds and the titles of all properties acquired by the Association and their proceeds shall be held for the benefit and use of the Members in accordance with the provisions of the Declaration, these Articles, and the By-Laws.

4.4 Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration and the By-laws.

ARTICLE V

MEMBERS

5.1 Membership. The Members of the Association shall consist of all of the record Owners of Units in the Condominium; and, after termination of the Condominium, if same shall occur, the Members of the Association shall consist of those who are Members at the time of the termination, and their successors and assigns. Membership shall be established by the acquisition of ownership of fee title to, or fee interest in, a condominium parcel in the Condominium, whether by conveyance, devise, judicial decree, or otherwise subject to the provisions of the Declaration, and by the recordation amongst the Public Records of Broward County, Florida, of the deed or other instrument establishing the acquisition and designating the parcel affected thereby, and by the delivery to the Association of a true copy of such deed or other instrument. The new Owner designated in such deed or other instrument shall thereupon become a Member of the Association, and the membership of the prior owner as to the parcel designated shall be terminated.

5.2 Assignment. The share of a Member in the funds and assets of the Association, in its common elements and its common surplus, and membership in this Association, cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the Unit for which that share is held.

5.3 Voting. On all matters upon which the membership shall be entitled to vote, there shall be only one (1) vote for each Unit. Said votes shall be exercised or cast in the manner provided by the Declaration and By-laws. Any person or entity owning more than one (1) Unit shall be entitled to one (1) vote for each Unit owned.

5.4 Meetings. The By-laws shall provide for an annual meeting of Members, and may make provision for regular and special meetings of Members other than the annual meeting.

ARTICLE VI

TERM OF EXISTENCE

The Association shall have perpetual existence.

ARTICLE VII

OFFICERS

The affairs of the Association shall be administered by the officers designated in the By-laws. The officers shall be elected by the Board of Directors of the Association at its first meeting following the annual meeting of the members of the Association, and shall serve at the pleasure of the Board of Directors. The By-laws may provide for the removal from office of officers, for filling vacancies, and for the duties of the officers. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

President: Lowell Weirnerman
250 Diplomat Parkway
Hallandale, FL 33009

Vice President: Yvette Fields
250 Diplomat Parkway, #416
Hallandale, FL 33009

Treasurer: Henry Ziff
250 Diplomat Parkway
Hallandale, FL 33009

ARTICLE VIII

DIRECTORS

8.1 Number and Qualification. The property, business and affairs of the Association shall be managed by a board consisting of the number of directors determined by the By-laws, but which shall consist of not less than three (3) nor more than nine (9) directors. All directors must be Members or spouses of Members of the Association.

8.2 Duties and Powers. All of the duties and powers of the Association existing under the Florida Condominium Act, the Declaration, these Articles and the By-laws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by Unit Owners when that is specifically required.

8.3 Election; Removal. Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the By-laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-laws.

ARTICLE IX

INDEMNIFICATION

9.1 Indemnity. To the extent permitted by law, 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 (other than an action by or in the right of the Association) by reason of the fact that he is or was a director, employee, officer or agent of, or a committee member appointed by, the Association, against expenses (including attorney's fees and appellate attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and 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, he had no reasonable cause to believe his conduct was unlawful; except, that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be

liable for gross negligence or willful misfeasance or malfeasance in the performance of his 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, 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, he had no reasonable cause to believe that his conduct was unlawful.

9.2 Expenses. 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 10.1 above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorney's fees and appellate attorney's fees) actually and reasonably incurred by him in connection therewith.

9.3 Approval. Any indemnification under Section 10.1 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 in the circumstances because he has met the applicable standard of conduct set forth in Section 10.1 above. Such determination shall be made (a) by the Board of Directors 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 a written opinion, or (c) by a majority of the Members.

9.4 Advances. 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 of Directors in the specific case upon receipt of an undertaking by or on behalf of the directors, 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.

9.5 Miscellaneous. 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, and 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.

9.6 Insurance. 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.

ARTICLE X

BY-LAWS

The By-laws of the Association have been adopted by the Members and may be altered, amended or rescinded by the directors and Members in the manner provided in the By-laws.

ARTICLE XI

AMENDMENTS

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

11.1 Notice. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered.

11.2 Adoption. A resolution for the adoption of a proposed amendment may be proposed either by a majority of the Board of Directors or by not less than one-third (1/3) of the Members of the Association. Directors and Members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, provided that approval is delivered to the secretary at or prior to the meeting. Amendments to these Amended and Restated Articles of Incorporation may be made with the affirmative vote of the members entitled to cast forty (40%) percent of the votes of the entire Association. Alternatively, the Association may adopt an amendment to these Amended and Restated Articles of Incorporation in writing, without a meeting, with the approval of at least forty (40%) percent of the Members of the Association.

11.3 Limitation. No amendment shall make any changes in the qualifications for membership nor in the voting rights or property rights of Members. No amendment shall be made that is in conflict with the Florida Condominium Act or the Declaration.

11.4 Recording. A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of the applicable Florida Statutes, and a copy certified by the Secretary of State shall be recorded in the Public Records of Miami-Broward County, Florida.

ARTICLE XII

ADDRESS

The principal place of business of the Corporation shall be located at 250 Diplomat Parkway, Hallandale, Florida 33009, but the Corporation may maintain offices and transact business in such other places within the State of Florida as may from time to time be designated by the Board of Directors.

ARTICLE XIII

INITIAL REGISTERED OFFICE ADDRESS AND NAME OF REGISTERED AGENT

The registered office of this Corporation shall be located at 3111 Stirling Road, Fort Lauderdale, Florida 33312, and the registered agent of the Corporation at that address is Lisa Anne Woliner.

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED NOT-FOR-PROFIT CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE XIII OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

DATED THIS 17th DAY OF March, 1997.



LISA ANNE WOLINER
(Registered Agent)

**ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION**

of

FAIRWAYS RIVIERA ASSOCIATION, INC.

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted: (Amended and Restated Articles of Incorporation which are attached hereto.)

SECOND: The date of adoption of the amendment(s) was: MARCH 10 1999

THIRD: Adoption of Amendment (CHECK ONE)

The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.

There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors.

Dated MARCH 10, 19 99

FAIRWAYS RIVIERA ASSOCIATION, INC.

Corporation Name

By

Lowell Weinekman

(Chairman, Vice Chairman, President or other officer)

Lowell Weinekman

Typed or printed name

President

Title