

78-329077

State of Florida

DEPARTMENT OF STATE • DIVISION OF CORPORATIONS

I certify that the following is a true and correct copy of Articles of Incorporation of THE MAPLE WOOD ISLE ASSOCIATION, INC., a corporation not for profit organized under the Laws of the State of Florida, filed on August 3, 1978, as shown by the records of this office.

The charter number for this corporation is 743797.

78 OCT 14 AM 9 21



GREG SOLLITTO
Closing Officer

CORAL RIDGE PROPERTIES, INC.
A Subsidiary of
Westinghouse Electric Corporation

3300 University Drive
Coral Springs, Florida 33065
Telephone: (305) 752-1100

GIVEN under my hand and the Great Seal of the State of Florida, at Tallahassee, the Capital, this the 8th day of August, 1978.

James M. ...
SECRETARY OF STATE



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FILED IN THE OFFICE OF THE STATE
CORPORATIONS DIVISION
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION THE MAPLE WOOD ISLE ASSOCIATION, INC.

(a corporation not for profit)

ARTICLE I

NAME

The name of this corporation shall be THE MAPLE WOOD ISLE ASSOCIATION, INC. (hereinafter referred to as the "ASSOCIATION").

ARTICLE II

PURPOSES

The general nature, objects and purposes of the ASSOCIATION are:

A. To promote the health, safety and social welfare of property subject to an Amendment to Declaration of Restrictions for a Portion of MAPLE WOOD (hereinafter referred to as the MAPLE WOOD ISLE RESTRICTIONS) to be recorded in the Public Records of Broward County, Florida, which shall be referred to herein as MAPLE WOOD ISLE and which is more particularly described as follows:

All of Block E and all of Block R, MAPLE WOOD, according to the Plat thereof as recorded in Plat Book 80, at Page 37, of the Public Records of Broward County, Florida.

B. To construct, improve, maintain, repair, replace, operate or otherwise deal with property and improvements of every nature or kind constituting the common property within MAPLE WOOD ISLE.

C. To provide or provide for private security, fire protection, street lighting, and such other services the responsibility of which has been or may be accepted by the ASSOCIATION, and the capital improvements and equipment related thereto in MAPLE WOOD ISLE.

D. To provide, purchase, acquire, replace, improve, maintain, construct and repair such buildings, structures, landscaping, paving and equipment, both real and personal, related to the health, safety and social welfare of the members of the ASSOCIATION as the Board of Directors in its discretion determines necessary, appropriate and convenient.

E. To operate, without profit, for the sole and exclusive benefit of its MEMBERS.

F. To perform all of the functions contemplated by the ASSOCIATION and undertaken by the Board of Directors of the ASSOCIATION.

ARTICLE III

GENERAL POWERS

The general powers that the ASSOCIATION shall have are as follows:

A. To hold funds solely and exclusively for the benefit of the MEMBERS for purposes set forth in these Articles of Incorporation.

B. To promulgate and enforce rules, regulations, By-Laws and agreements to effectuate the purposes for which the ASSOCIATION is organized.

C. To delegate power or powers where such is deemed in the interest of the ASSOCIATION.

D. To purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of, real or personal property, except to the extent restricted hereby; to enter into, make, perform or carry out contracts of every kind with any person, firm, corporation, association or other entity; to do any and all of the activities and pursue any and all of the objects and purposes set forth in the Articles of Incorporation and not forbidden by the Laws of the State of Florida.

E. To fix assessments to be levied against property to defray expenses and the cost of effectuating the objects and purposes of the ASSOCIATION, and to create reasonable reserves for such expenditures,

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and to authorize its Board of Directors, in its discretion, to enter into agreements with mortgage companies and other organizations for the collection of such assessments.

F. To charge recipients for services rendered by the ASSOCIATION and the user for use of ASSOCIATION property when such is deemed appropriate by the Board of Directors of the ASSOCIATION.

G. To pay taxes and other charges, if any, on or against property owned or accepted by the ASSOCIATION.

H. In general, to have all powers conferred upon a corporation by the Laws of the State of Florida, except as prohibited herein.

ARTICLE IV

MEMBERS

A. The MEMBERS shall consist of the property OWNERS in MAPLE WOOD ISLE and all such property OWNERS shall be MEMBERS of the ASSOCIATION.

B. "SUBDIVIDER", "OWNER", "MEMBER", and any other defined terms used herein, and elsewhere in the Articles, are used with the definitions given those terms in the aforesaid MAPLE WOOD ISLE RESTRICTIONS.

ARTICLE V

VOTING AND ASSESSMENTS

A. Subject to the restrictions and limitations hereinafter set forth, each MEMBER shall be entitled to one (1) vote for each LOT in which they hold the interests required for membership. When one or more persons holds such interest or interests 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 (1) vote be cast with respect to any LOT. Except where otherwise required under the provisions of these Articles, the MAPLE WOOD ISLE RESTRICTIONS, or by law, the affirmative vote of the OWNERS of a majority of LOTS represented at any meeting of the MEMBERS duly called and at which a quorum is present, shall be binding upon the MEMBERS.

B. The SUBDIVIDER shall have the right to appoint a majority of the Board of Directors so long as it owns at least twenty (20) LOTS in MAPLE WOOD ISLE.

C. The SUBDIVIDER shall have the right to appoint two (2) members to the Board of Directors so long as it owns less than twenty (20) LOTS but more than one (1) LOT in MAPLE WOOD ISLE.

D. The ASSOCIATION will obtain funds with which to operate by assessment of its MEMBERS in accordance with the provisions of the MAPLE WOOD ISLE RESTRICTIONS, as supplemented by the provisions of the Articles and By-Laws of the ASSOCIATION relating thereto.

ARTICLE VI

BOARD OF DIRECTORS

A. The affairs of the ASSOCIATION shall be managed by a Board of Directors consisting of five (5) Directors. So long as the SUBDIVIDER shall have the right to appoint a majority of the Board of Directors, Directors need not be MEMBERS of the ASSOCIATION and need not be residents of MAPLE WOOD ISLE; thereafter, all Directors shall be MEMBERS of the ASSOCIATION and residents of MAPLE WOOD ISLE and of the State of Florida. There shall be two (2) Directors elected by MEMBERS so long as SUBDIVIDER has the right to appoint a majority of the Board of Directors. Elections shall be by plurality vote. At the first annual election to the Board of Directors the term of office of the elected Director receiving the highest plurality of votes shall be established at two (2) years and the term of the other elected Director shall be established for one (1) year. In Addition, SUBDIVIDER shall select two (2) Directors to serve for terms of two (2) years and one (1) Director to serve for a term of one (1) year. Thereafter, as many Directors shall be elected and appointed, as the case may be, as there are regular terms of office of Directors expiring at such time, and the term of the Director so elected or appointed at each annual election shall be for two (2) years expiring at the second annual election following their election, and thereafter until their successors are duly elected and qualified, or until removed from office with or without cause by the affirmative vote of a majority of the MEMBERS which elected or appointed them. In no event can a Board member appointed by

SUBDIVIDER be removed except by action of SUBDIVIDER. Any Director appointed by the SUBDIVIDER shall serve at the pleasure of the SUBDIVIDER, and may be removed from office, and a successor Director may be appointed at any time by the SUBDIVIDER.

B. The names and addresses of the members of the first Board of Directors who shall hold office until the annual meeting of the MEMBERS to be held in the year 1979, and until their successors are elected or appointed and have qualified, are as follows:

- | | |
|-------------------|---|
| 1. J.P. Taravella | 3300 University Drive, Coral Springs, Florida 33065 |
| 2. R. L. Hofmann | 3300 University Drive, Coral Springs, Florida 33065 |
| 3. W. Bunte Meyer | 3300 University Drive, Coral Springs, Florida 33065 |
| 4. R. McKinley | 3300 University Drive, Coral Springs, Florida 33065 |
| 5. A. N. Malanos | 3300 University Drive, Coral Springs, Florida 33065 |

ARTICLE VII

OFFICERS

A. The officers of the ASSOCIATION shall be a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board may from time to time by resolution create. Any two (2) or more offices may be held by the same person except the offices of President and Secretary. Officers shall be elected for one (1) year terms in accordance with the procedure set forth in the By-Laws.

B. The names of the officers who are to manage the affairs of the ASSOCIATION until the annual meeting of the Board of Directors to be held in the year 1979, and until their successors are duly elected and qualified are:

President: J.P. Taravella
Treasurer: R. McKinley

Vice President: R. L. Hofmann
Secretary: W. Bunte Meyer

ARTICLE VIII

CORPORATE EXISTENCE

The ASSOCIATION shall have perpetual existence.

ARTICLE IX

BY-LAWS

The Board of Directors shall adopt By-Laws consistent with these Articles.

ARTICLE X

AMENDMENT TO ARTICLES OF INCORPORATION

These Articles may be altered, amended or repealed by resolution of the Board of Directors. No amendment affecting FLORIDA NATIONAL PROPERTIES, INC., a Florida corporation, or its successors or assigns, as SUBDIVIDER of MAPLE WOOD ISLE shall be effective without the prior written consent of said FLORIDA NATIONAL PROPERTIES, INC., or its successors or assigns, as SUBDIVIDER.

ARTICLE XI

SUBSCRIBERS

The names and addresses of the subscribers are as follows:

- | | |
|-------------------|---|
| 1. J.P. Taravella | 3300 University Drive, Coral Springs, Florida 33065 |
| 2. R. L. Hofmann | 3300 University Drive, Coral Springs, Florida 33065 |
| 3. W. Bunte Meyer | 3300 University Drive, Coral Springs, Florida 33065 |

ARTICLE XII

INDEMNIFICATION OF OFFICERS AND DIRECTORS

A. The ASSOCIATION hereby indemnifies any Director or Officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

1. Whether civil, criminal, administrative, or investigative, other than one by or in the right of the ASSOCIATION to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity of Director or Officer of the ASSOCIATION, or in his capacity as Director, Officer, employee or agent of any other corporation, partnership, joint venture, trust, or other enterprise which he served at the request of the ASSOCIATION, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interest of the ASSOCIATION, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such Director or Officer did not act in good faith in the reasonable belief that such action was in the best interests of the ASSOCIATION or that he had reasonable grounds for belief that such action was unlawful; and

2. By or in the right of the ASSOCIATION to procure a judgment in its favor by reason of his being or having been a Director or Officer of the ASSOCIATION, or by reason of his being or having been a Director, Officer, employee or agent of any other corporation, partnership, joint venture, trust, or other enterprise which he served at the request of the ASSOCIATION, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein if such person acted in good faith in the reasonable belief that such action was in the best interests of the ASSOCIATION. Such person shall not be entitled to indemnification in relation to matters to which such person has been adjudged to have been guilty of negligence or misconduct in the performance of his duty to the ASSOCIATION unless, and only to the extent that, the court, administrative agency, or investigative body before which such action, suit or proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expense which such tribunal shall deem proper.

B. The Board of Directors shall determine whether the amounts for which a Director or Officer seeks indemnification were properly incurred and whether such Director or Officer acted in good faith and in a manner he reasonably believed to be in the best interests of the ASSOCIATION, and whether, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made 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.

C. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the ASSOCIATION to indemnify under applicable law.

ARTICLE XIII

TRANSACTION IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

A. No contract or transaction between the ASSOCIATION and one or more of its Directors or Officers, or between the ASSOCIATION and any other corporation, partnership, association, or other organization in which one or more of its Directors or Officers are Directors or Officers, or have a financial interest, shall be invalid, void or voidable solely for this reason, or solely because the Director or Officer is present at or participates in the meeting of the Board or committee thereof which authorized the contract or transaction, or solely because his or their votes are counted for such purpose. No Director or Officer of the ASSOCIATION shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction.

B. Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

ARTICLE XIV

DISSOLUTION OF THE ASSOCIATION

A. Upon dissolution of the ASSOCIATION, all of its assets remaining after provision for creditors and payment of all costs and expenses of such dissolution shall be distributed in the following manner:

1. Real property contributed to the ASSOCIATION without the receipt of other than nominal consideration by the SUBDIVIDER (or its successor in interest) shall be returned to the SUBDIVIDER (whether or not a MEMBER at the time of such dissolution), unless it refuses to accept the conveyance (in whole or in part);

2. Dedication to any applicable municipal or other governmental authority of any property determined by the Board of Directors of the ASSOCIATION to be appropriate for such dedication and which the authority is willing to accept; and

3. Remaining assets shall be distributed among the MEMBERS, subject to the limitations set forth below, as tenants in common, each MEMBER'S share of the assets to be determined in accordance with his voting rights.

B. The ASSOCIATION may be dissolved upon a resolution to that effect being approved by three-fourths (3/4) of the members of the Board of Directors. Said resolution shall be submitted by the Board to all MEMBERS. Dissolution may only occur after the resolution has been approved by three-fourths (3/4) of the ASSOCIATION'S MEMBERS and receipt of an appropriate decree as set forth in Florida Statutes Section 617.05 or statute of similar import.

ARTICLE XV
GENDER

Wherever the male pronoun is used herein, it shall be understood to be the female pronoun if the context or sex of the party referred to so requires.

ARTICLE XVI
DESIGNATION OF RESIDENT AGENT

In accordance with Section 48.091, Florida Statutes, R.L. HOFMANN is hereby designated as the Resident Agent for service of process within the State of Florida, at 3300 University Drive, Coral Springs, Broward County, Florida 33065.

IN WITNESS WHEREOF, the undersigned subscribers have signed these Articles this 25th day of July, 1978.

Signed, sealed and delivered in the presence of

Arthur W. Schlenker

Rosalind S. Seiden

STATE OF FLORIDA)
) SS
COUNTY OF BROWARD)

J.P. Taravella
J.P. TARAVELLA

R.L. Hofmann
R.L. HOFMANN

W. Buntmeyer
W. BUNTEMAYER

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared J.P. Taravella, R.L. Hofmann, and W. Buntmeyer, well known to me and that they severally acknowledged executing the foregoing Articles of Incorporation in the presence of two subscribing witnesses freely and voluntarily.

WITNESS my hand and official seal in the County and State last aforesaid this 25th day of July, 1978.

Rosalind S. Seiden
Notary Public

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES SEPT 12 1981
SIGNED THRU GENERAL INS UNDERWRITERS

RECORDED IN THE OFFICIAL RECORDS BOOK
OF BROWARD COUNTY, FLORIDA
R. R. KAUTH
COUNTY ADMINISTRATOR

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