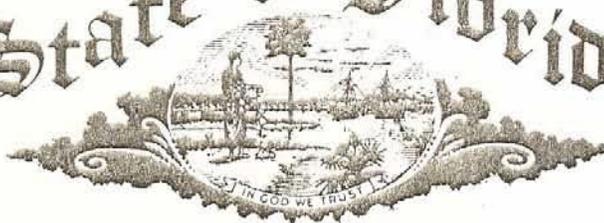


81-93761

# State of Florida



Department of State

I certify that the attached is a true and correct copy of the Articles of Incorporation of CYPRESS LAKES HOMEOWNERS' ASSOCIATION, INC., a corporation not for profit organized under the Laws of the State of Florida, filed on March 24, 1981, as shown by the records of this office.

The charter number for this corporation is 756929.

Given under my hand and the  
Great Seal of the State of Florida,  
at Tallahassee, the Capital, this the  
26th day of March, 1981.



Secretary of State

CER 101 Rev. 12-80

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

CYPRESS LAKES HOMEOWNERS' ASSOCIATION, INC.

(a corporation not for profit)

We, the undersigned incorporators, hereby associate ourselves together and make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these ARTICLES OF INCORPORATION for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation not for profit is CYPRESS LAKES HOMEOWNERS' ASSOCIATION, INC. (hereinafter referred to as "the ASSOCIATION").

ARTICLE II - CORPORATE EXISTENCE

This ASSOCIATION shall have perpetual existence but may be dissolved in accordance with the laws of the State of Florida.

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ARTICLE III - PURPOSES

The objects and purposes for which the ASSOCIATION is established are:

1. To promote, enhance and protect the interests and property, the health, safety and social welfare of all owners of lots and building sites in:

"Parcel GG and all building sites therein, Blocks AB, AC, AD, AE, AF, AG and AH, CYPRESS RUN, as recorded in Plat Book 93, Page 16, of the Public Records of Broward County, Florida."

hereinafter referred to as "the PROPERTY".

2. To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property, easements and other interests in real or personal property which may be necessary or convenient for any of the purposes of the ASSOCIATION and to develop, improve and beautify the same by planting, landscaping, paving, draining, constructing walls, fences and other amenities, and to alter, replace and maintain all such improvements. Said improvements are to be contained wholly within Parcels, EE, FF, HH and JJ of CYPRESS RUN.

3. To enter into any arrangements with any governments or authorities, municipal, local or otherwise, or any person or company that are necessary or conducive to carry out the objects and purposes of the ASSOCIATION.

4. To construct, improve, maintain, replace, repair, operate, manage or otherwise deal with property and improvements of every nature and kind constituting the common property of the ASSOCIATION.

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5. To hold all property, both real and personal, which may be vested in the ASSOCIATION for the benefit of its MEMBERS.

#### ARTICLE IV - POWERS

In addition to the powers conferred by Statute on corporations not for profit, the ASSOCIATION shall have the powers to:

1. Raise funds for its operation by annual assessments of its MEMBERS to defray expenses and the cost of effectuating the objects of the ASSOCIATION and to levy special assessments for capital improvements and/or major repairs to any capital improvements upon any property owned or controlled by the ASSOCIATION and to create reasonable reserves out of such annual or special assessments for the purposes of the ASSOCIATION.
2. Promulgate and enforce rules, regulations and the By-laws adopted by the ASSOCIATION.
3. Charge for services rendered by the ASSOCIATION or for the use of any amenity provided by the ASSOCIATION.
4. Charge interest on any MEMBER'S delinquent assessment.

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ARTICLE V - MEMBERS

The MEMBERS of the ASSOCIATION shall consist of all fee simple owners of lots and building sites in THE PROPERTY including FLORIDA NATIONAL PROPERTIES, INC. (hereinafter referred to as SUBDIVIDER) the present owner of all lots in PROPERTY, and all such fee simple owners other than SUBDIVIDER shall by virtue of their ownership become MEMBERS of the ASSOCIATION upon the recording of the Public Records of Broward County, Florida, of documents evidencing such fee simple ownership.

Membership in the ASSOCIATION shall cease upon a MEMBER parting with all interest in the lot or lots or building sites owned by such MEMBER in THE PROPERTY by virtue of which he became a MEMBER of the ASSOCIATION.

Nothing herein shall be deemed to confer membership in the ASSOCIATION upon mortgagees claiming ownership by virtue of their securities.

ARTICLE VI - VOTING RIGHTS

Each lot or building site in THE PROPERTY shall entitle the owner or owners thereof to One (1) vote.

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ARTICLE VII - BOARD OF DIRECTORS

1. The affairs of the ASSOCIATION shall be under the direction of a BOARD OF DIRECTORS consisting of not less than five (5) Directors.

2. The SUBDIVIDER shall have the right to appoint:

(a) a majority of the BOARD members so long as it owns at least ten (10) lots in THE PROPERTY.

(b) Two (2) BOARD members so long as it owns less than ten (10) lots and more than two (2) lots in THE PROPERTY,

and so long as this right of appointment is exercisable by the SUBDIVIDER, the DIRECTORS appointed by the SUBDIVIDER need not be MEMBERS nor residents of THE PROPERTY. On termination of this right of appointment all elected DIRECTORS shall be MEMBERS and residents of THE PROPERTY.

3. MEMBERS other than the SUBDIVIDER shall have the right to elect two (2) Directors so long as the SUBDIVIDER shall have the right to appoint a majority of the BOARD.

4. A BOARD member appointed by the SUBDIVIDER shall serve solely at the pleasure of the SUBDIVIDER and cannot be removed prior to the expiration of his term of office except by action of the SUBDIVIDER and if removed, his successor shall be appointed by the SUBDIVIDER.

5. Elections of BOARD members shall be by plurality of votes and the nomination of a candidate for election to BOARD membership shall be in writing signed by not less than Ten (10) MEMBERS in good standing and submitted to the Secretary of the ASSOCIATION at least twenty-one (21) days prior to the date of the election meeting.

6. A MEMBER or his proxy may cast, in respect to each vacancy, as many votes as he is entitled to exercise under the provisions of the ARTICLES. The candidates receiving the largest number of votes shall be elected.

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7. The term of office of the elected director receiving the largest number of votes shall be two (2) years. The other elected Director shall serve for one (1) year. Elected directors may be removed from office by the affirmative vote of two-thirds (2/3) of the MEMBERS.

8. Any vacancy occurring on the BOARD because of death, resignation or otherwise of any elected DIRECTOR shall be filled by the BOARD and any Director appointed to fill such vacancy shall be appointed only for the unexpired term of his predecessor in office and until his successor shall have been elected and/or appointed and qualified.

9. The initial Board of Directors, whose names and addresses are listed below, shall hold office until the first annual meeting of MEMBERS to be held as provided in the ARTICLES or until their successors are elected or appointed and qualified to act as Directors:

- |                         |  |
|-------------------------|--|
| 1. W. Buntmeyer         | 3300 University Drive, Coral Springs, FL |
| 2. Paul Britton         | " " " " " "                              |
| 3. Gregory S. Sollitto  | " " " " " "                              |
| 4. J. P. Taravella, Jr. | " " " " " "                              |
| 5. Douglas L. Vance     | " " " " " "                              |

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ARTICLE VIII - 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 annually by the BOARD 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 under the direction of the BOARD OF DIRECTORS until the annual meeting of the BOARD OF DIRECTORS to be held in the year 1982, and until their successors are duly elected and qualified are:

PRESIDENT: W. Buntmeyer  
VICE-PRESIDENT: Paul Britton  
TREASURER: Gregory S. Sollitto  
SECRETARY: J. P. Taravella, Jr.

ARTICLE IX - BY-LAWS

The BOARD OF DIRECTORS shall adopt By-Laws consistent with these Articles and shall have the power subject as provided in said By-Laws to alter, amend or rescind same.

ARTICLE X - AMENDMENT TO ARTICLES OF INCORPORATION

These ARTICLES may be amended altered or added to by resolution of the BOARD OF DIRECTORS and a three-fourths (3/4) vote of the MEMBERS provided always that no amendment affecting SUBDIVIDER or its successors and assigns shall be valid or effective without the prior written consent of SUBDIVIDER or its successors and assigns.

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ARTICLE XI - CORPORATE EXISTENCE

The ASSOCIATION shall have perpetual existence.

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 pleas 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 interest 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.

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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

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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 - RESIDENT AGENT

W. BUNTEMAYER, whose address is  
3300 University Drive, Coral Springs, Florida 33065, is hereby designated Resident Agent for the service of process within the State of Florida.

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