

ARTICLES OF INCORPORATION

Rec - 79- 45229

79- 31600

ARTICLES OF INCORPORATION

CINNAMON HOMEOWNERS ASSOCIATION, INC.

Refer to:
2nd FL AT RENT
3140 University Ave
Miramar, FL 33225

We, the undersigned, acting as Incorporators of a non-profit corporation under Chapter 617 of the Florida Statutes, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of the corporation shall be CINNAMON HOMEOWNERS ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Association", "Declarant," "Common Area", "Owner", "Lot" and any other defined terms used in these Articles shall have the definitions given to those terms in the Declaration of Covenants, recorded in the Public Records of Broward County, Florida, hereinafter called the "Declaration," or any amendment to such Declaration.

ARTICLE II - INITIAL REGISTERED OFFICE AND AGENT

The initial principal office of the Association shall be located at 3138 University Drive, Miramar, Florida 33023. The office of the corporation may thereafter be at such other place as the Board of Directors of the Association may designate from time to time. The initial registered agent of the Association is Paul Kapelow whose address is 3138 University Drive, Miramar, Florida 33023.

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ARTICLE III - PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation, and architectural control of the residence Lots and Common Areas within that certain tract of property located in Broward County, Florida, which shall be more specifically described in an exhibit which shall be attached to the Bylaws and Declaration of Covenants, Conditions and Restrictions of CINNAMON HOMEOWNERS ASSOCIATION, INC., when such documents are recorded in the Public Records of Broward County, Florida, and such other housing developments as may from time to time be annexed into the Association and to promote the health, safety and welfare of the residents within the above described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association and for this purpose to:

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(a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration, applicable to the property and recorded or to be recorded in the office of the Public Records of Broward County, Florida and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

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Re-recorded to
reflect original signatures
on Page 7.

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(b) Fix, levy, collect and enforce payment by any lawful means; all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(c) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey sell, lease, transfer, dedicate for the public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(d) Borrow money, and with the assent of two (2/3) thirds of each class of members mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) Dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two (2/3) thirds of each class of members, agreeing to such dedication, sale or transfer;

(f) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Area; provided that any such merger, consolidation or annexation shall have the assent of two (2/3) thirds of each class of members, except as provided otherwise in the Declaration;

(g) Have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Florida by law may now or hereafter have or exercise which are not in conflict with these Articles;

(h) To maintain, repair, replace and operate the Common Areas of the Property;

(i) To purchase Insurance upon the Common Areas of the Property and Insurance for the protection of the Association and its members;

(j) To reconstruct improvements to the Common Area after casualty and further improve the property;

(k) To make and amend reasonable rules and regulations respecting the maintenance, upkeep, and use of the Common Areas of the Property.

ARTICLE IV - MEMBERSHIP

Every person or entity who is the record owner of a fee or undivided fee interest in any lot which is a part of the subject property, and subject to the terms and conditions of the Declaration, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of a lot which is subject to assessment by the Association.

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ARTICLE V - VOTING RIGHTS

The Association shall have two (2) classes of voting membership:

CLASS A - Class A members shall be all Owners with the exception of the Declarant, and shall be entitled to one (1) vote for each Lot owned. When more than one person holds an interest in any given lot, all such persons shall be members and the vote for such lot shall be exercised as they, among themselves shall determine, but in no event shall more than one (1) vote be cast with respect to any lot owned by Class A members. There shall be no cumulative voting.

CLASS B - Class B members shall be the Declarant and shall be entitled to three (3) votes for each Lot owned. Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

- When the total votes outstanding in Class A Membership equal the total votes outstanding in the Class B membership, or
- On January 1, 1983.

ARTICLE VI - BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of not less than three (3) nor more than nine (9) Directors who shall be members of the Association, excepting that until Class B membership has ceased and has been converted to Class A membership, the members of the Board of Directors need not be members of the Association. The Initial Board of Directors and the succeeding Board, until such time as the Class B membership has ceased and has been converted to Class A membership, shall be comprised of three (3) persons. Directors until the selection of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
STEPHEN KAPELOW	9200 S. Dadeland Boulevard, Suite 600, Miami, FL 33023
LOUIS ROTH	3138 University Drive, Miramar, Florida 33023
PAUL KAPELOW	3138 University Drive, Miramar, Florida 33023

The initial Board of Directors herein designated shall serve until the first annual membership meeting after the Class B members shall elect three (3) directors for a term of one (1) year, three (3) directors for a term of two (2) years, and three (3) directors for a term of three (3) years; and at each annual meeting thereafter the members shall elect three (3) directors for a term of three (3) years; provided, however, that so long as the Declarant is the Owner of one (1) or more Units within the subject Property and continues to hold said Unit or Units for sale in the ordinary course of business, then the Declarant shall be entitled to designate one (1) member to serve on the Board of Directors,

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REC 8013 MAR 6 24

notwithstanding the fact that Class B stock has ceased to exist and has been converted to Class A stock. Any vacancy on the Board of Directors shall be filled for the unexpired term of the vacated office by the remaining Directors; provided, however, that should said vacancy occur in the Board member designated by the Declarant, then said vacancy shall be filled by the Declarant, provided the Declarant continues to hold at least one (1) unit for sale in the ordinary course of business. Directors may additionally be removed in the manners provided for in the Bylaws.

ARTICLE VII - OFFICERS

The Association shall be administered by the Officers designated in the Bylaws. The Officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the members of the Board of Directors. The names and addresses of the Officers that shall serve until their successors are designated by the Board of Directors are:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
STEPHEN KAPELOW	PRESIDENT	9200 S. Dadeland Boulevard, Suite 600 Miami, Florida 33156
LOUIS ROTH	VICE-PRESIDENT	3138 University Drive, Miramar, Florida, 33023
PAUL KAPELOW	SECRETARY/ TREASURER	1118 University Drive, Miramar, Florida, 33023

ARTICLE VIII - BY LAWS

The Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the Bylaws.

ARTICLE IX - INDEMNIFICATION OF OFFICERS AND DIRECTORS

(a) The Association shall indemnify any Director or Officer of the Association who is made a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a Director or Officer of the Association or is or was serving at the request of the Association as a Director, Officer, employee or agent of another corporation, association, partnership, joint venture, trust or other enterprise:

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- (1) Against expenses (including reasonable attorneys' fees) actually and reasonably incurred by him in connection with an action, suit or proceeding (other than one by or in the right of the Association) if he acted in good faith, and with respect to any criminal action or proceeding. If he had no reasonable cause to believe his conduct was unlawful; and
- (2) Against expenses (including reasonable attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of an action or suit by or in the right of the Association, if he acted in good faith.

(b) 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, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

(c) 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 misconduct in the performance of his duty to the Association.

(d) Any Indemnification under Section (a) (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 or Officer is proper in the circumstances because he has met the applicable standard of conduct set forth in Section (a). Such determination shall be made (1) 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 (2) if such a quorum is not obtainable, or even if obtainable and a quorum of disinterested Directors so directs, by a majority of Members of the Association representing a majority of the total votes of the membership.

(e) Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association from time to time as incurred rather than only after the final disposition of such action, suit or proceeding. Payment of such expenses shall be authorized by the Board of Directors in each specific case only after receipt by the Association of an undertaking by or on behalf of the Director or Officer to repay such amounts if it shall later develop that he is not entitled to be indemnified by the Association.

(f) The indemnification provided by this resolution shall not be deemed exclusive of any other rights to which the Association's Directors, Officers, employees or agents may be entitled under the Association's Bylaws, agreement, vote of members or disinterested Directors or otherwise, both as to actions in their official capacities, and as to actions in another capacity while holding such office or position and shall continue as to a person who has ceased to be a Director, Officer or employee and shall insure to the benefit of the heirs, executors and administrators of such a person.

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 REF R018 PAGE 126

(g) Notwithstanding the foregoing provisions, indemnification provided under this resolution shall not include indemnification for any action of a Director, Officer or employee of the Association for which indemnification is deemed to be against public policy. In the event that indemnification provided under this resolution is deemed to be against public policy, such an event shall not invalidate or affect any other right of indemnification herein provided.

(h) The Association shall have the power, but shall not be obligated to purchase and maintain insurance to provide coverage for any liability asserted against any Director, Officer or employee of the Association in any of his capacities as described in Paragraph (a), whether or not the Association would have the power to indemnify him or her under this Article.

(i) Any person requesting indemnification shall first look to any insurance maintained by the Association for indemnification against expenses (including reasonable attorneys' fees), judgments, fines and amounts paid in settlement (as described above). The Association shall be obligated to indemnify such person (if entitled to indemnification by the Association) only to the extent such insurance does not indemnify such person. In the event that any expenses, judgments, fines or amounts paid in settlement are paid pursuant to insurance maintained by such Association, the Association shall have no obligation to reimburse the insurance company.

ARTICLE X - TRANSACTIONS 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 other 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 said Officer's or Director's votes are counted for such purpose. No Director or Officer of the Association shall incur liability by reason of the fact that said Director or Officer may be interested in such contract or transaction.

(b) Interested Directors may be counted in determining the persence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

ARTICLE XI - DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two (2/3) thirds of each class of members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

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ARTICLE XII - TERM

The term of this Association shall be perpetual.

ARTICLE XIII - AMENDMENTS

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

(a) A notice of the subject matter of the proposed amendment shall be included in the notice of any meeting at which the proposed amendment is considered.

(b) A resolution for the adoption of the proposed amendment may be proposed either by the Board of Directors or by 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 such approval is delivered to the Secretary or prior to the meeting. Except as elsewhere provided, amendments to these Articles shall require the assent of Seventy-Five (75%) percent of the entire membership of the Association and Seventy Five (75%) percent of the members of the Board of Directors.

(c) A copy of each amendment shall be filed with the Secretary of State or its successors.

ARTICLE XIV - SUBSCRIBERS

The names and addresses of the subscribers of these Articles of Incorporation are as follows:

NAME	ADDRESS
STEPHEN KAPLAN	9200 N. Biscayne Boulevard, Suite 600, Miami, Fla.
LOUIS BOFH	3138 University Drive, Biscayne, Florida 33023
PAUL KAPLAN	3138 University Drive, Biscayne, Florida 33023

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, we, the undersigned, constituting the subscribers and Resident Agent of this Association, have executed these Articles of Incorporation this 24 day of February, 1978.

[Signature]
STEPHEN KAPLAN, SUBSCRIBER

[Signature]
LOUIS BOFH, SUBSCRIBER

[Signature]
PAUL KAPLAN, SUBSCRIBER AND
RESIDENT AGENT

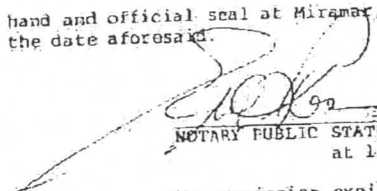
SEE 80136 PAGE 5611

SEE 80136 PAGE 5612

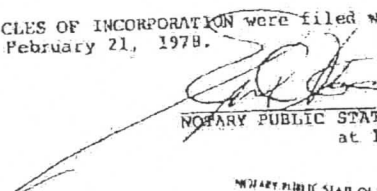
STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

I HEREBY CERTIFY THAT ON THIS 21st day of February, 1978 before me, the undersigned authority, personally appeared STEPHEN KAPELOW, LOUIS ROTH and PAUL KAPELOW, respectively, known by me to be the persons who executed the foregoing Articles of Incorporation, and acknowledged the execution of such instrument, for the uses and purposes therein expressed.

WITNESS my hand and official seal at Miramar, Florida said County and State, the date aforesaid.


NOTARY PUBLIC STATE OF FLORIDA
at large.
My commission expires:
NOTARY PUBLIC STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES SEPT. 23 1981
BROWARD COUNTY GENERAL ISS. UNRENEWABLE

These ARTICLES OF INCORPORATION were filed with the Secretary of State on February 21, 1978.


NOTARY PUBLIC STATE OF FLORIDA
at large.
NOTARY PUBLIC STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES SEPT. 23 1981
BROWARD COUNTY GENERAL ISS. UNRENEWABLE


RECORDED IN THE OFFICIAL RECORDS BOOK
OF BROWARD COUNTY, FLORIDA
GRAHAM W. WAIT
COUNTY ADMINISTRATOR

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REF R013 PAGE 629

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I hereby certify this document to be a true, correct and complete copy of the record filed in my office. Dated this 9th day of February, 20 16.
County Administrator
By  Deputy Clerk