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ARTICLES OF INCORPORATION  
SECRETARY OF STATE  
MIAMI, FLORIDA

OF

MIAMI LAKES LOCH ISLE  
HOMEOWNERS' ASSOCIATION, INC.

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 the corporation shall be MIAMI LAKES LOCH ISLE HOMEOWNERS' ASSOCIATION, INC., which is hereinafter referred to as "the Association".

ARTICLE II

PURPOSES AND POWERS

The objects and purposes of the Association are those objects and purposes as are authorized by the Amended and Restated Declaration of Covenants and Restrictions for Miami Lakes Loch Isle Section, dated June 26, 1979, and recorded July 6, 1979, in Official Records Book 10446, Page 220, Public Records of Dade County, Florida.

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:

A. To contract for the management of the Association and to delegate to the party with whom such contract has been entered the powers and duties of the Association except those which require specific approval of the Board of Directors or members.

B. 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 these Articles and the Amended and Restated Declaration of Covenants and Restrictions above identified. The Association shall also have all of the powers necessary to implement the purposes of the Association and to provide for the general health and welfare of its membership.

ARTICLE III

MEMBERS

Section 1. Membership. Every person or entity who 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 a security for the performance of an obligation shall not be a member.

Section 2. Voting Rights. The Association shall have two classes of voting membership:

Class A. Class A membership shall be all members as defined in Section 1 with the exception of The Sengra Corporation, a Florida corporation, formerly known as Sengra Development Corp., and hereinafter referred to as "the Developer". Class A members shall be entitled to one vote for each Lot in which they hold the interest required for membership by Section 1. When more than one person holds such an interest in a 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 three votes for each Lot in which it holds the interest required for membership by Section 1, provided that the Class B membership shall cease and become converted to Class A membership when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership. From and after the happening of this event, the Class B member shall be deemed to be a Class A member entitled to one vote for each Lot in which it holds the interest required for membership under Section 1.

Section 3. Meetings of Members. The By-Laws of the Association shall provide for an annual meeting of members, and may make provision for 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 ten percent 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 persons, but as many persons as the Board of Directors shall from time to time determine. Except as otherwise provided in the By-Laws of the Association, 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 in 1980 and until qualified successors are duly elected and have taken office, shall be as follows:

Michael Beebe

14340 N. W. 60th Avenue  
Miami Lakes, Florida 33014

Robert L. Rawls

14340 N. W. 60th Avenue  
Miami Lakes, Florida 33014

Edwin E. Feathers

14340 N. W. 60th Avenue  
Miami Lakes, Florida 33014

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 or shall be authorized representatives, officers, or employees of corporate members of the Association.

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, 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 of the Association, shall be elected by the Board of Directors for terms of one year and 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 and Vice President shall be directors; 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, any Vice President shall automatically succeed to the office or perform its duties and exercise its powers until such time as the Board of Directors may elect or appoint an individual to succeed to the office of President or until the duly elected President becomes able and available to act. 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 annual meeting of directors in 1980 and until successors are duly elected and have taken office, shall be as follows:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President	Michael Beebe	14340 N. W. 60th Avenue Miami Lakes, Fla. 33014
Vice President	Robert L. Rawls	14340 N. W. 60th Avenue Miami Lakes, Fla. 33014
Secretary/ Treasurer	Edwin E. Feathers	14340 N. W. 60th Avenue Miami Lakes, Fla. 33014

#### 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.

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 Amended and Restated Declaration of Covenants and Restrictions above identified, the Amended and Restated Declaration of Covenants and Restrictions shall control.

#### ARTICLE X

##### SUBSCRIBERS

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

<u>Name</u>	<u>Address</u>
Michael Beebe	14340 N. W. 60th Avenue Miami Lakes, Florida 33014
Robert L. Rawls	14340 N. W. 60th Avenue Miami Lakes, Florida 33014
Edwin E. Feathers	14340 N. W. 60th Avenue Miami Lakes, Florida 33014

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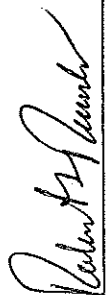
SECRETARY OF STATE  
MIAMI, FLORIDA

ARTICLE X  
INDEMNIFICATION

The Association shall indemnify to the fullest extent permitted by law any person who is made a party or is threatened to be made a party to any claim, suit, proceeding or liability by reason of the fact that he is or was a subscriber, director, officer, employee, agent or representative of the Association, and the Association may advance expenses to any such person to the fullest extent permitted by law. The Association shall also have the power to purchase and maintain insurance on behalf of any person who is or was a subscriber, director, officer, employee, agent or representative of the Association against any liability asserted against him in any such capacity.

IN WITNESS WHEREOF the said subscribers have hereunto set their hands this 17th day of April, 1980.

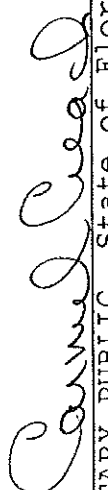
  
MICHAEL BEEBE

  
ROBERT L. RAWLS

  
EDWIN E. FEATHERS

STATE OF FLORIDA    )  
                          ) SS:  
COUNTY OF DADE    )

The foregoing instrument was acknowledged before me this 17th day of April, 1980, by MICHAEL BEEBE, ROBERT L. RAWLS, AND EDWIN E. FEATHERS.

  
NOTARY PUBLIC, State of Florida

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA AT LARGE  
COMMISSION EXPIRES APR 7 1984  
FORWARD TRUST GENERAL INS. UNDERWRITERS