



Governing Documents Corporate Articles

Articles of Incorporation of

The Association of the Meadows of Crystal Lake Inc.

The undersigned hereby associate themselves into a corporation not for profit pursuant to Chapter 617, Florida Statutes, and certify as follows:

ARTICLE I - NAME

The name of the corporation shall be THE ASSOCIATION OF THE MEADOWS OF CRYSTAL LAKE, INC. (hereinafter referred to as The Association).

ARTICLE II - PURPOSE

The Association is organized in order to create a legal entity for the operation of The Meadows of Crystal Lake - Phase 1 and Phase 2, a planned unit development of a residential community and as such to administer to the common interests and to oversee the performance of the obligations of said The Meadows of Crystal Lake (hereinafter referred to as the PROPERTY), all as more fully expressed in the Declaration of Covenants; Conditions and Restrictions and Title and Site Plan of The Meadows of Crystal Lake - Phase 1 (the Declaration) which Declaration applies to those certain lands located in Broward County, Florida, as more particularly described in Exhibit "A" attached hereto and made a part hereof.

Additionally, the Association is the entity for the operation of an additional second phase of the development created on lands adjacent to the Property as described in Exhibit "S" attached hereto and made a part hereof.

These purposes include operation and management of all Association Areas as they are defined in the Declaration aforesaid and all recreation areas of The Meadows of Crystal Lake, and all proper administrative functions and obligations reasonably incidental thereto.

ARTICLE III - POWERS

The powers of the Association shall include, and shall be limited by, the following provisions:

1. The Association shall have all of the common law and statutory powers of a corporation not for profit under the laws of the State of Florida, which are not in conflict with terms of these Articles.

2. The Association shall have all of the powers and duties reasonably necessary, in order to attend to the proper administration, operation and management of the association areas and amenities as set forth in the Declaration aforesaid, including, but not limited to the following:

- a) To make and collect assessments against members of the association to defray costs, expenses and liabilities thereof;
- b) To use the proceeds of assessments in the exercise of its powers and duties;
- c) To buy or lease both real and personal property for the proper uses and purposes of the Association and to sell or otherwise dispose of property so acquired;
- d) To undertake the maintenance, repair, replacement and operation of the Association property and of the Association Areas administered by the Association, or any such property leased by the Association;
- e) To purchase insurance upon all property owned, leased or managed by the Association as well as insurance for the protection of the Association and its members from liability to any person and protection for errors and omissions for the directors and officers of the Association;
- f) To reconstruct Association Areas and recreation area improvements after casualty and construct further improvements of such areas as needed;
- g) To make and amend reasonable regulations and respecting the use of the property;
- h) To approve or disapprove the transfer, mortgage, possession and ownership of homes in the Property aforesaid as may be provided by ...

... the Declaration and any amendments thereto as well as the Bylaws of the Association;

- i) To enforce by legal means the provisions of the Declaration, these articles, the Bylaws of the Association and any and all resolutions, directions and instructions of the members of the Association and its Board of Directors;
 - j) To contract for the management of the Association Areas and recreation areas and amenities and to delegate such management duties to a qualified person, firm or corporation, as to all powers and duties of the Association except such as are otherwise reserved;
 - k) To contract for the management and operation of portions of the association Areas and recreation areas amenable to separate management and operation, and to lease the same, and;
 - l) To employ personnel necessary to perform the services required for all of the functions reasonably contemplated herein or contemplated hereby.
3. All funds and the titles to all properties acquired by the Association and the proceeds thereof shall be held in trust for the members, hereof, subject always to disbursement in accordance with the Association's lawful uses and purposes.
4. The Association shall make no distribution of its income to its members, directors or officers.
5. The Association shall not have the power to purchase a home within the Property except at sales in foreclosure of liens for assessments for Common Expenses, at which sales the Association shall bid no more than the amount secured by its lien. This provision shall not be changed without unanimous approval of the members of the Association.

ARTICLE IV - MEMBERS

1. The members of the Association shall be all of the record owners of homesites in the Property.
2. Transfer of membership in the Association shall be established by the recording in the Public Records of Broward County, Florida, a deed or other instrument establishing a record title to a homesite in the Property and the delivery to the Association of a certified copy of such instrument thereby becoming a member of the Association. The membership in Association of the prior owners shall be thereby terminated.
3. Irrespective of the number of fractional interests of ownership in a homesite, there shall be only one (1) member vote per homesite.
4. The share of a member in the funds and assets of the Association cannot be signed, hypothecated or transferred in any manner except as an appurtenance to the homesite.
5. The manner of exercising voting rights shall be determined by the Bylaws of the Association.

ARTICLE V - DIRECTORS

1. The affairs of the Association will be managed by a board consisting of the number of directors as shall be determined by the Bylaws of the Association, but shall be not less than three (3). All Directors must be homesite owners.
2. The Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the Bylaws. Directors may be removed, and vacancies on the board of directors shall be filled in the manner provided by the Bylaws.

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ARTICLE VI - OFFICERS

The officers shall administer the affairs of the association until they are removed or their successors are elected. After the election of directors by the membership of the Association, the Board of Directors shall elect the officers.

ARTICLE VII - CONTROL - Intentionally omitted.

ARTICLE VIII - INDEMNIFICATION

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including, counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or have been a director or officer of the Association at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance in the performance of his duties; provided that in the event of a settlement before entry of judgment, the indemnification shall apply only when the board of directors approve such settlement and reimbursement as being for the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such directors or officer may be entitled.

ARTICLE IX - BYLAWS

The bylaws of the Associations as adopted by the Board of Directors may be altered, amended or rescinded in the manner provided in the bylaws.

ARTICLE X - AMENDMENTS

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

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

2. An amendment may be proposed either by a member of the Board of Directors or by anyone (1) or more 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 such approval is delivered to the secretary of the Association at or prior to the meeting, except as elsewhere provided:

(a) Such approval must be by not less than the affirmative vote of seventy (70%) percent of the Board of Directors and by not less than the affirmative vote of the majority of the votes of the homesite owners present, in person or by proxy at a duly called meeting of the homesite owners or:

(b) By not less than eighty (80%) percent of the votes of the entire membership of the Association.

3. No amendment shall make any changes in the qualification for membership or in the voting rights of members or any change in Paragraphs 3, 4 or 5 of Article III hereof without approval in writing by all members.

ARTICLE XI - DEDICATION

The Board of Directors shall have the full discretion by unanimous vote thereof to offer for dedication to the governmental authorities having jurisdiction over all or any part of the streets or roads within the property to the extent that such streets or roads are acceptable for maintenance by such governmental authorities; the authority granted herein shall not extend to easements and paths for pedestrian and bicycle traffic as distinguished from normal vehicular traffic.

ARTICLE XII - TERM

The term of the Association shall be perpetual unless the Association is terminated sooner by unanimous action of its members.

ARTICLE XIII - SUBSCRIBERS - intentionally omitted.