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ARTICLES OF INCORPORATION
OF
MIAMI LAKES LAKE CYNTHIA
HOMEOWNERS' ASSOCIATION, INC.

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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 LAKE CYNTHIA HOMEOWNERS' ASSOCIATION, INC., which is hereinafter referred to as "the Association".

ARTICLE II

PURPOSE AND POWERS

The objects and purposes of the Association are for the purpose of promoting the recreation, health, safety and welfare of the residents of The Properties as those objects and purposes are authorized by the Declaration of Covenants and Restrictions for Miami Lakes Lake Cynthia Section One dated January 3, 1985, and recorded January 3, 1985, in Official Records Book 12371, Page 2603, of the Public Records of Dade County, Florida and Miami Lakes Lake Cynthia Section II which is also to be recorded in the 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 of 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 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 at least ten percent of the total number of members in good standing shall be present or represented at 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 1981 and until qualified successors are duly elected and have taken office, shall be as follows:

Carol G. Wyllie	6843 Main Street Miami Lakes, Florida 33014
Robert L. Rawls	6843 Main Street Miami Lakes, Florida 33014
Edwin E. Feathers	6843 Main Street 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 1986 and until successors are duly elected and have taken office, shall be as follows:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President	Carol G. Wyllie	6843 Main Street Miami Lakes, Florida 33014
Vice President	Robert L. Rawls	6843 Main Street Miami Lakes, Florida 33014
Secretary/ Treasurer	Edwin E. Feathers	6843 Main Street Miami Lakes, Florida 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 members in the manner set forth in the By-Laws.

FILED
1905 JAN 11
SECRETARY
MIA MIAMI, FLORIDA

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

ARTICLE IX

SUBSCRIBERS

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

<u>Name</u>	<u>Address</u>
Carol G. Wyllie	6843 Main Street Miami Lakes, Florida 33014
Robert L. Rawls	6843 Main Street Miami Lakes, Florida 33014
Edwin E. Feathers	6843 Main Street Miami Lakes, Florida 33014

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 3rd day of January, 1985.

Carol G. Wyllie
CAROL G. WYLLIE
Robert L. Rawls
ROBERT L. RAWLS
Edwin E. Feathers
EDWIN E. FEATHERS
FILED
1985 JAN 13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
) SS.:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me, this 3rd day of January, 1985, by CAROL G. WYLLIE, ROBERT L. RAWLS and EDWIN E. FEATHERS.

Sylvia B. Cord
Notary Public, State of
Florida at Large

My commission expires: *Dec. 13, 1986*

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with the laws of Florida; the following is submitted:

First -- That MIAMI LAKES LAKE CYNTHIA HOMEOWNERS' ASSOCIATION, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at Miami Lakes, County of Dade, State of Florida, has named WALLACE L. LEWIS JR., ESQ., located at 6843 Main Street, Miami Lakes, County of Dade, State of Florida, as its statutory registered agent.

Having been named the statutory agent of the above corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Wallace L. Lewis Jr.
WALLACE L. LEWIS JR., ESQ.
REGISTERED AGENT

DATED this 3rd day of January, 1985