

ARTICLES OF INCORPORATION

HAWKES BLUFF HOMEOWNERS ASSOCIATION, INC.

A NON-PROFIT CORPORATION

CERTIFICATE # N26547

The undersigned subscribers file these Articles of Incorporation to form a corporation not for profit under the laws of the State of Florida and certify as follows:

ARTICLE 1

NAME

The name of the corporation shall be THE HAWKE'S BLUFF HOMEOWNERS ASSOCIATION, INC. (the "Association").

ARTICLE 2

DEFINITIONS

As used herein the following words and phrases shall have the definitions set forth below:

- A. "Association" shall mean and refer to the Hawke's Bluff Homeowners Association, Inc., its successors and assigns.
- B. "Declarant" shall mean and refer to Ivanhoe Land Investments, Inc., its successors and assigns or any successor or assign to all or substantially all of its interest in the Property.
- C. "Declarations" shall mean and refer to the Declarations of Covenants of HAWKE'S BLUFF and HAWKE'S BLUFF "TOO" and any amendments thereafter made in accordance with the provisions thereof, filed in the Public Records of Broward County, Florida.
- D. "Definitions of Words" with initial capital letters which are also defined in the Declarations shall have the same meaning herein as used and defined in the Declarations, except as such words or definitions may be modified in this Article 2.
- E. "Lot" means any portion of the Property as delineated by the plats described on Exhibit "A" and as described in the Deed from the Developer to the Owner.
- F. "Owner" shall mean and refer to the record title owner of the Lot.
- G. "Property" means all of the Property described in attached Exhibit "A".

ARTICLE 3

PURPOSES AND POWERS

A. The purposes for which the Association is organized are:

- 1. To promote the health, safety and welfare of the Owners of Lots in the Property.**
- 2. To provide an entity to perform the duties and obligations as provided for in the Declaration on behalf of the Members.**

B. Except as limited by these Articles of Incorporation and the Bylaws of the Corporation, the Association shall have all the powers granted by Florida Law and those powers reasonably necessary to perform all the acts required to be performed by the Association under the Declaration, including but not limited to the following:

- 1. To make and collect assessments against Lot Owners pursuant to the Declarations to defray the cost and expenses in carrying out the duties to be performed by the Association under the Declarations.**
- 2. To use the proceeds of assessments in the exercise of its powers and duties.**
- 3. The maintenance, repair, replacement and making additions to the Common areas and to the privacy wall in the Wall Easement.**
- 4. The purchase of liability insurance for the protection of the Association and its members, policies of insurance for directors and officers insuring them against personal liability arising out of the performance of their duties, and such other insurance as may be deemed necessary in the opinion of the Board of Directors of the Association.**
- 5. To make reasonable rules and regulations with respect to the use and enjoyment of the Property.**
- 6. To take all necessary action to properly enforce the provisions of the Declarations and to commence and maintain actions to restrain and enjoin any breach or threatened breach of any provisions of the Declarations.**
- 7. To delegate to a manager contracted for such purposes all of the duties of the Association except where the Board of Directors of the Association are required by the Declarations, the Articles of Incorporation or Bylaws to approve any action.**
- 8. To employ personnel to perform the services required to carry out the duties of the Association.**

C. No power stated above shall be exercised by the Association to allow its net earnings to inure to the benefit of any Member or Owner as such limitation is now and hereafter interpreted under Internal

Revenue Code Section 528 and the Regulations promulgated thereunder.

ARTICLE 4

MEMBERSHIP AND VOTING RIGHTS

A. Classes. The Association shall have two (2) classes of Members:

1. Class A Membership. Class A Members shall be those record Owners of fee simple title to a Lot who received such title from Declarant or who obtained fee simple title from another Owner.

2. Class B Membership. Class B Members shall be the Declarant. The Class B Membership of the Declarant shall cease and be converted to Class A Membership on the happening of either of the following events, whichever occurs earlier:

a. On the date the Declarant sells its last Lot in the Property, or

At the time the Declarant shall have waived in writing, in recordable form, its right to Class B Membership.

Votes Class A Members shall be entitled to one (1) vote for each Lot owned by such Member. Until Class B Membership terminates, the Class B Members shall be entitled to cast two (2) votes for each vote of a Class A Member of the Association. Therefore, the term "votes entitled to be cast" as used herein shall mean the total number of Class A votes which Class A Members are entitled to cast, plus a sum equal to the Class A votes.

ARTICLE 5

TERM

This Corporation shall have perpetual existence unless sooner dissolved in accordance with the provisions of the laws of the State of Florida.

ARTICLE 6

BOARD OF DIRECTORS

A. Number. The affairs of this Corporation will be managed by a Board of Directors consisting of not less than three (3) directors nor more than seven (7) directors.

Directors. The Director.s qualification, election, and removal and the method of filling vacancies on the Board of Directors shall be defined in the Corporation's Bylaws.

First Board. The names and addresses of Members of the first Board of Directors are as follows:

NAME ADDRESS

Ronald E. Corbitt, Jr. 5969 N.W. 151st Street

Miami Lakes, Florida 33014

William J. Hilley 5969 N.W. 151st Street

Miami Lakes, Florida 33014

Eugene Krawec 5969 N.W. 151st Street

Miami Lakes, Florida 33014

First Board Powers. The first Board of Directors shall serve until the date the Class B Membership terminates, at which time the Class A Members shall elect the Board of Directors. Until that date, any vacancies occurring in the membership of the first Board of Directors shall be filled by the remaining members of the first Board of Directors. The first Board of Directors shall have the power to adopt the Bylaws of this Corporation.

ARTICLE 7

REGISTERED OFFICE

The street address of the Corporation's initial registered office is 5969 N.W. 151st Street, Miami Lakes, Florida 33014 and the name of its initial registered agent is Ronald E. Corbitt, Jr.

ARTICLE 8

MISCELLANEOUS PROVISIONS

A. Indemnification. This Corporation shall indemnify any and all of its directors, officers employees or agents, or former directors, officers, employees or agents to the full extent permitted by Section 607.014 of the Florida Statutes as now written or as may hereafter be amended, which Statute is incorporated herein by reference.

B. Interested Party Transactions. No contract or transaction between this Corporation and one or more of its directors or officers, or between this Homeowners 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 presence was counted in determining a quorum, or his or their votes are counted for such purpose. No director or officer of this Corporation shall incur

liability by reason of the fact that he is or may be interested in any such contract or transaction.

ARTICLE 9

AMENDMENTS

This Association reserves the right to amend or repeal any provision contained in those Articles of Incorporation or any amendments hereto if any such amendment receives an affirmative vote of sixty-five percent (65%) of the votes entitled to be cast by the Membership and provided that no amendment shall conflict with any provision of the Declarations.

ARTICLE 10

SUBSCRIBERS

The names and addresses of the Incorporators of the Corporation are:

NAME ADDRESS

William A. Zeiher Sunbank Bldg., 3rd Floor

2626 East Oakland Park Blvd.

Fort Lauderdale, Florida 33306

Melissa A. Hramika Sunbank Bldg., 3rd Floor

2626 East Oakland Park Blvd.

Fort Lauderdale, Florida 33306

Jeanine Barbanos Sunbank Bldg., 3rd Floor

2626 East Oakland Park Blvd.

Fort Lauderdale, Florida 33306

EXECUTED THIS 9TH day of May, 1988

s/s William A. Zeiher

s/s Melissa A. Hramika

s/s Jeanine Barbanos

EXHIBIT A

DESCRIPTION OF PROPERTY

Lots 1 through 21 of Block 1, Lots 1 through 105 of Block 2, Lots 1 through 17 of Block 3, Lots 1 through 14 of Block 4, Lots 1 through 61 of Block 5, Lots 1 through 22 of Block 6, Lots 1 through 37 of Block 7, Lots 1 through 25 of Block 8, Lots 1 through 16 of Block 9, Lots 1 through 8 of Block 10, all in the Plat of "HAWKE'S BLUFF" as recorded in Plat Book 134, Page 24, of the Public Records of Broward County, Florida.

Lots 1 through 24 of Block 11, Lots 1 through 13 of Block 12, Lots 1 through 22 of Block 13, Lots 1 through 10 of Block 14, all included in the "HAWKE'S BLUFF 'TOO' " Plat thereof recorded in Plat Book 134, Page 25, of the Public Records of Broward County, Florida.

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