

# State of Florida



## Department of State

I certify that the attached is a true and correct copy of the Articles of Amendment, filed on November 2, 1988, to Articles of Incorporation for THE GEORGETOWN VILLAS ASSOCIATION, INC., changing its name to THE GEORGETOWN AT EAGLE TRACE ASSOCIATION, INC., a Florida corporation, as shown by the records of this office.

The document number of this corporation is N28235.

Given under my hand and the  
Great Seal of the State of Florida,  
at Tallahassee, the Capital, this the  
2nd day of November, 1988.



CR2E022 (8-87)

Jim Smith  
Secretary of State

EXHIBIT "A"

BK 15949PG1744



FILED

ARTICLES OF AMENDMENT  
TO THE ARTICLES OF INCORPORATION OF  
THE GEORGETOWN VILLAS ASSOCIATION, INC.

1988 NOV -2 PM 12:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section \_\_\_\_\_ of the Florida General Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is THE GEORGETOWN VILLAS ASSOCIATION, INC.
2. The following Amendment of the Articles of Incorporation was adopted by the Directors of the corporation and consented to by the sole Member on this 31st day of October, 1988 in the manner prescribed by the Florida General Corporation Act:

The name of the corporation is hereby changed from THE GEORGETOWN VILLAS ASSOCIATION, INC. to:

THE GEORGETOWN AT EAGLE TRACE ASSOCIATION, INC.

Dated this 31st day of October, 1988.

THE GEORGETOWN VILLAS ASSOCIATION, INC.

By: Ronald C. Dillon  
Ronald C. Dillon, President

[Corporate Seal]

Attest: J. P. Taravella, Jr.  
J. P. Taravella, Jr., Secretary

STATE OF FLORIDA )  
                          )ss:  
COUNTY OF BROWARD )

APPROVED  
TDC

The foregoing instrument was acknowledged before me this 31st day of October, 1988 by RONALD C. DILLON, President and J. P. TARAVELLA, JR., Secretary of THE GEORGETOWN VILLAS ASSOCIATION, INC., a Florida corporation, on behalf of the corporation.

Shadens O. Kilbaster  
Notary Public

My Commission Expires:

[Notary Seal]

NOTARY PUBLIC STATE OF FLORIDA  
MY COMMISSION EXP. JUNE 25, 1991  
BONDED THREE GENERAL INC. UND.

BK 15949PG 745



# State of Florida



## Department of State

I certify that the attached is a true and correct copy of the Articles of Incorporation of THE GEORGETOWN VILLAS ASSOCIATION, INC., a corporation organized under the Laws of the State of Florida, filed on September 8, 1988, as shown by the records of this office.

The document number of this corporation is N28235.

Given under my hand and the  
Great Seal of the State of Florida,  
at Tallahassee, the Capital, this the  
8th day of September, 1988.



Jim Smith  
Secretary of State

BK 15949PG1747



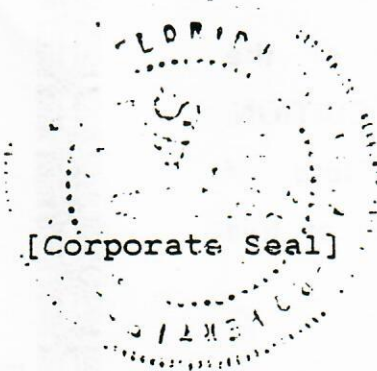
JOINDER AND CONSENT OF SOLE MEMBER

The undersigned FLORIDA NATIONAL PROPERTIES, INC., a Florida corporation, owner of all of the lots at GEORGETOWN AT EAGLE TRACE, according to the Plat thereof, as recorded in Plat Book 134, at page 44, of the Public Records of Broward County, Florida, hereby joins in and consents to these Articles of Amendment of the Articles of Incorporation for THE GEORGETOWN VILLAS ASSOCIATION, INC., as the sole Member of the corporation.

FLORIDA NATIONAL PROPERTIES, INC.

By: [Signature]  
W. Buntmeyer, President

Attest: [Signature]  
A. N. Malanos, Secretary



STATE OF FLORIDA )  
                          )ss:  
COUNTY OF BROWARD )

The foregoing instrument was acknowledged before me this 31st day of October, 1988 by W. BUNTEMEYER, President and A. N. MALANOS, Secretary of FLORIDA NATIONAL PROPERTIES, INC., a Florida corporation, on behalf of the corporation.

[Signature]  
Notary Public

My Commission Expires:

[Notary Seal]

NOTARY PUBLIC STATE OF FLORIDA  
MY COMMISSION EXP JUNE 25, 1991  
BONDED THROUGH GENERAL INC. UND.

BK 15949PG 746

**ARTICLES OF INCORPORATION**

of

**THE GEORGETOWN VILLAS ASSOCIATION, INC.**  
**(a Florida corporation not for profit)**

FILED  
1933 SEP - 8 PM 12 21  
TALLAHASSEE FLORIDA

**ARTICLE I**

**NAME**

The name of this corporation shall be THE GEORGETOWN VILLAS ASSOCIATION, INC. (hereinafter referred to as the "CORPORATION").

**ARTICLE II**

**PURPOSES**

The general nature, objects and purposes of the CORPORATION are:

A. To provide wall maintenance, landscaping and irrigation for portions of the property subject to the DECLARATION OF NEIGHBORHOOD COVENANTS FOR GEORGETOWN AT EAGLE TRACE (hereinafter referred to as the "COVENANTS"), to be recorded in the Public Records of Broward County, Florida. The property subject to the COVENANTS shall be referred to herein as GEORGETOWN AT EAGLE TRACE and is more particularly described as follows:

ALL of GEORGETOWN AT EAGLE TRACE, according to the Plat thereof, as recorded in Plat Book 134, page 44, of the Public Records of Broward County, Florida; said lands situate, lying and being in the City of Coral Springs, Broward County, Florida.

B. To provide, purchase, construct, improve, maintain, repair, replace and operate wall areas, landscaping and associated lighting and irrigation systems on, upon, over and under portions of GEORGETOWN AT EAGLE TRACE designated as Buffer Parcels in the COVENANTS, in the GEORGETOWN AT EAGLE TRACE Plat, or by separate instrument executed by the SUBDIVIDER and recorded in the Public Records of Broward County, Florida.

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C. To improve, maintain, repair and replace landscaping and irrigation systems on, upon and over the LOTS in GEORGETOWN AT EAGLE TRACE.

D. To provide, purchase, construct, improve, maintain, repair, replace and operate (i) a paved roadway system and associated drainage facilities on, upon, over and under Parcel "A" of GEORGETOWN AT EAGLE TRACE; (ii) landscaping and irrigation systems on, upon, over and under portions of said Parcel "A"; (iii) drainage facilities on, upon, over and under the Drainage Easements shown on the GEORGETOWN AT EAGLE TRACE Plat; and (iv) street lights on the LOTS.

E. To provide, purchase, construct, improve, maintain, repair, replace and operate recreational amenities and/or parking facilities on, upon and over Parcel "R" of GEORGETOWN AT EAGLE TRACE, and such other property the CORPORATION may acquire for such purpose(s).

F. To operate, without profit, for the sole and exclusive benefit of its MEMBERS.

G. To enter into easement agreements or other use or possessory agreements whereby the CORPORATION may obtain the use or possession of certain real property not owned by it and to maintain and pay for the insurance, administration, upkeep, repair, replacement and maintenance of such property.

### ARTICLE III

#### GENERAL POWERS

The general powers that the CORPORATION shall have are as follows:

A. To hold funds solely and exclusively for the benefit of the MEMBERS for purposes set forth in these Articles of Incorporation.

B. To promulgate and enforce rules, regulations, and agreements to effectuate the purposes for which the CORPORATION is organized.

C. To delegate power or powers where such is deemed in the interest of the CORPORATION.

D. To purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of, real or personal property, except to the extent restricted hereby; to enter into, make, perform or carry out contracts of every kind with any person, firm, corporation, association or other entity; to do any and all of the activities and pursue any and all of the objects and purposes set forth in these Articles of Incorporation and not forbidden by the Laws of the State of Florida.



E. To make, levy and collect assessments against property in GEORGETOWN AT EAGLE TRACE to defray expenses and cost of effectuating the objects and purposes of the CORPORATION, and to create reasonable reserves for such expenditures as deemed necessary, and to authorize its Board of Directors, in its discretion, to enter into agreements with banks in Florida or other organizations for the collection of such assessments.

F. To charge recipients for services rendered by the CORPORATION when such is deemed appropriate by the Board of Directors.

G. To pay taxes and other charges, if any, on or against property owned or accepted by the CORPORATION.

H. In general, to have all powers conferred upon a corporation not for profit by the Laws of the State of Florida, except as may be prohibited herein.

I. Notwithstanding anything contained herein to the contrary, the CORPORATION shall not have the power to, and shall not, engage in or carry on propaganda or otherwise attempt to influence legislation, or participate or intervene, directly or indirectly in any political campaign on behalf of, or in opposition to, any candidate for office, whether public, quasi-public or private, or otherwise engage in or carry on any political action including the publishing or distribution of statements, nor shall MEMBERS perform any such activities in the name of the CORPORATION.

#### ARTICLE IV

##### MEMBERS AND DEFINITIONS

A. The MEMBERS of the CORPORATION shall consist of the record property OWNERS of all of the LOTS in GEORGETOWN AT EAGLE TRACE.

B. The following words when used in these Articles of Incorporation shall have the following meanings:

1. "SUBDIVIDER" means and refers to FLORIDA NATIONAL PROPERTIES, INC., a Florida corporation, its successors and assigns.

2. "Board" or "Board of Directors" means and refers to the Board of Directors of the CORPORATION.

3. "OWNER" means and refers to every person or persons, or entity or entities, who are record owners of a fee simple interest in any LOT, or portion thereof, in GEORGETOWN AT EAGLE TRACE (less and except SUBDIVIDER or



CORPORATION as owner of Parcels "A", "B", "C" and "R"), their heirs, legal representatives, successors or assigns.

4. "LOT" means and refers to a numbered lot situate in GEORGETOWN AT EAGLE TRACE, according to the Plat thereof, as recorded in Plat Book 134, at page 44, of the Public Records of Broward County, Florida.

#### ARTICLE V

##### VOTING AND ASSESSMENTS

A. Subject to the restrictions and limitations hereinafter set forth, a MEMBER shall be entitled to one (1) vote for each LOT owned. When more than one person holds a fee interest in any one (1) LOT, all such persons shall be MEMBERS, and the one (1) vote for such LOT shall be exercised as the OWNERS among themselves determine, but in no event shall more than one (1) vote be cast with respect to any one (1) LOT. Fractional voting is prohibited. There shall be no cumulative voting. The affirmative vote of a majority of the votes of the MEMBERS at any meeting of the MEMBERS duly called at which a quorum is present, shall be binding upon the MEMBERS.

B. The SUBDIVIDER shall have the right to appoint all of the Board of Directors so long as it owns at least five (5) LOTS in GEORGETOWN AT EAGLE TRACE AT EAGLE TRACE.

C. The SUBDIVIDER shall have the right to appoint two (2) members to the Board of Directors so long as it owns less than five (5) LOTS, but more than one (1) LOT in GEORGETOWN AT EAGLE TRACE AT EAGLE TRACE.

D. The CORPORATION will obtain funds with which to operate by assessment of its MEMBERS in accordance with the provisions of the COVENANTS, as supplemented by the provisions of the Articles of Incorporation and By-Laws of the CORPORATION relating thereto.

#### ARTICLE VI

##### BOARD OF DIRECTORS

A. The affairs of the CORPORATION shall be managed by a Board of Directors consisting of not less than three (3) and not more than five (5) Directors. So long as the SUBDIVIDER shall have the right to appoint all of the Board of Directors, Directors need not be MEMBERS of the CORPORATION and need not be residents of GEORGETOWN AT EAGLE TRACE AT EAGLE TRACE; thereafter Directors shall be MEMBERS of the CORPORATION, except for those who are appointed by the SUBDIVIDER.



B. The first annual meeting of the MEMBERS shall be held at the call of the SUBDIVIDER. At the first annual meeting of the MEMBERS, an election (or appointment, as the case may be) of the members of the Board of Directors shall be held. Election shall be by plurality vote. The term of office of the elected Director (or the two (2) elected Directors if there be more than three (3) Directors elected) receiving the highest plurality of votes shall be established at two (2) years and the term of the other elected Directors shall be established at one (1) year each. Thereafter, as many Directors shall be elected and appointed, as the case may be, as there are regular terms of office of Directors expiring at such time, and the term of the Directors so elected or appointed at each succeeding annual election shall be for two (2) years expiring at the second annual election following their election, and thereafter until removed from office with or without cause by the affirmative vote of a majority of the MEMBERS which elected or appointed them. In no event may a Board member appointed by the SUBDIVIDER be removed except by action of SUBDIVIDER. Any Director appointed by the SUBDIVIDER shall serve at the pleasure of the SUBDIVIDER, and may be removed from office, and a successor Director appointed at any time by the SUBDIVIDER.

C. The names and addresses of the members of the first Board of Directors, who shall hold office until the first annual meeting of the CORPORATION, and until their successors are elected or appointed and have qualified, are as follows:

Ronald C. Dillon	3300 University Drive, Coral Springs, FL 33065
J. P. Taravella, Jr.	3300 University Drive, Coral Springs, FL 33065
James P. McGowan	3300 University Drive, Coral Springs, FL 33065

## ARTICLE VII

### OFFICERS

The officers of the CORPORATION shall be a President, a Secretary and a Treasurer, and such other officers as the Board may from time to time deem necessary. Any two (2) or more offices may be held by the same person except for the offices of President and Secretary.



**ARTICLE VIII**

**CORPORATE EXISTENCE**

The CORPORATION shall have perpetual existence.

**ARTICLE IX**

**BY-LAWS**

The Board of Directors may, from time to time, adopt, alter or rescind By-Laws not inconsistent with these Articles.

**ARTICLE X**

**AMENDMENT TO ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended in the following manner:

A. The Board of Directors, by majority vote, shall adopt a Resolution setting forth the proposed Amendment and direct that it be submitted to a vote at a meeting of the MEMBERS.

B. Notice of the subject matter of the proposed Amendment shall be included in the notice of any meeting (special or annual) at which such proposed Amendment is to be considered by the MEMBERS. Such notice shall set out in full the proposed amended article, section, subsection or paragraph of a subsection.

C. Such proposed Amendment shall be submitted to and approved by the MEMBERS at such meeting. Any number of Amendments may be submitted to the MEMBERS and voted upon at one (1) meeting. The proposed Amendment shall be adopted upon receiving the affirmative vote of a majority of the votes of the MEMBERS entitled to vote thereon.

D. An Amendment to these Articles of Incorporation may be made by a written statement signed by all MEMBERS eligible to vote in lieu of the above procedure.

E. Notwithstanding the foregoing, so long as SUBDIVIDER owns at least one (1) Lot in GEORGETOWN AT EAGLE TRACE, no Amendment affecting FLORIDA NATIONAL PROPERTIES, INC., a Florida corporation, or its successors or assigns, as SUBDIVIDER of GEORGETOWN AT EAGLE TRACE shall be effective without the prior written consent of said SUBDIVIDER.

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**ARTICLE XI**

**INCORPORATOR**

The name and address of the Incorporator of this corporation is FLORIDA NATIONAL PROPERTIES, INC., a Florida corporation, of 3300 University Drive, Coral Springs, Florida 33065.

**ARTICLE XII**

**INDEMNIFICATION OF OFFICERS AND DIRECTORS**

Every Director and every Officer of the CORPORATION (and the Directors and Officers as a group) shall be indemnified by the CORPORATION against all expenses and liabilities, including counsel fees (at all trial and appellate levels) reasonably incurred by or imposed upon such person or persons in connection with any claim, proceeding, litigation or settlement in which they may become involved by reason of being or having been a Director or Officer of the CORPORATION. The foregoing provisions for indemnification shall apply whether or not such person is a Director or Officer at the time such expenses are incurred. Notwithstanding the above, in instances where a Director or Officer admits or is adjudged guilty by a court of competent jurisdiction of willful misfeasance or malfeasance in the performance of such person's duties, the indemnification provisions of these Articles shall not apply. Otherwise, the foregoing rights to indemnification shall be in addition to and not exclusive of any and all right of indemnification to which a Director or Officer may be entitled, whether by statute or common law. No amendment to this Article which reduces or restricts the indemnity created herein may be adopted without the prior consent of each and every Officer and Director (whether current or former) affected by such amendment.

**ARTICLE XIII**

**TRANSACTION IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED**

A. No contract or transaction between the CORPORATION and one or more of its Directors or Officers who are affiliated with the SUBDIVIDER, or between the CORPORATION and any other corporation, partnership, association, or other organization in which one or more of its Directors or Officers who are affiliated with the SUBDIVIDER 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 a committee thereof which authorized

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the contract or transaction, or solely because his or their votes are counted for such purpose. No Director or Officer of the CORPORATION who is affiliated with the SUBDIVIDER shall incur liability by reason of the fact that he is or may be interested in such contract or transaction.

B. Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

#### ARTICLE XIV

##### DISSOLUTION OF THE CORPORATION

A. Upon dissolution of the CORPORATION, all of its assets remaining after provision for creditors and payment of all costs and expenses of such dissolution shall be distributed in the following manner and order:

1. Real property contributed to the CORPORATION without the receipt of other than nominal consideration by the SUBDIVIDER (or its successors in interest) shall be returned to the SUBDIVIDER (whether or not a MEMBER at the time of such dissolution) unless it refuses to accept the conveyance (in whole or in part);

2. Dedication to applicable municipal or other governmental authority of such property (whether real, personal or mixed) as determined by the Board of Directors of the CORPORATION to be appropriate for dedication and which the authority is willing to accept; and

3. The remaining assets shall be distributed among the MEMBERS, subject to the limitations set forth below, as tenants in common, each MEMBER'S share of the assets to be determined in accordance with his voting rights.

B. The CORPORATION may be dissolved upon a resolution to that effect being approved by three-fourths (3/4) of the members of the Board of Directors; three-fourths (3/4) of the MEMBERS; and the issuance thereafter of a decree of dissolution by a Circuit Judge as provided for in Section 617.05 Florida Statutes, as amended.

#### ARTICLE XV

##### GENDER

Wherever the male pronoun is used herein, it shall be understood to be the female pronoun if the context or sex of the party referred to so requires.



ARTICLE XVI

DESIGNATION OF REGISTERED AGENT

FLORIDA NATIONAL PROPERTIES, INC., a Florida corporation, is hereby designated as the CORPORATION'S Registered Agent for service of process within the State of Florida, at 3300 University Drive, 9th Floor, Coral Springs, Broward County, Florida 33065.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 2nd day of September, 1988.

FLORIDA NATIONAL PROPERTIES, INC.

By: [Signature] W. Buntemeyer, President

Attest: [Signature] Ronald C. Dillon, Assistant Secretary



STATE OF FLORIDA )
)ss:
COUNTY OF BROWARD )

The foregoing Articles of Incorporation were acknowledged before me this 2nd day of September, 1988, by W. BUNTEMEYER, President, and RONALD C. DILLON, Assistant Secretary, of FLORIDA NATIONAL PROPERTIES, INC., a Florida corporation, on behalf of the corporation.

[Signature] Notary Public

My Commission Expires:

[Notary Seal]

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP JUNE 25, 1991
BONDED THRU GENERAL IMS. UMD.

RECORDED IN THE OFFICIAL RECORDS BOOK
OF BROWARD COUNTY, FLORIDA
L. A. HESTER
COUNTY ADMINISTRATOR

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