



State of Florida
Department of State

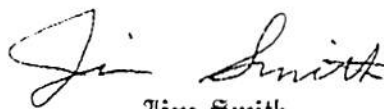
I certify that the attached is a true and correct copy of the Articles of Incorporation of WELLINGTON DOWNS HOMEOWNERS ASSOCIATION, INC., a corporation organized under the Laws of the State of Florida, filed on June 20, 1989, as shown by the records of this office.

The document number of this corporation is N32883.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
20th day of June, 1989.



CR2EO22 (8-88)


Jim Smith
Secretary of State

ARTICLES OF INCORPORATION
OF
WELLINGTON DOWNS HOMEOWNERS ASSOCIATION, INC.
(A Corporation Not For Profit)

ARTICLE I

Name

The name of this Corporation shall be WELLINGTON DOWNS HOMEOWNERS ASSOCIATION, INC. (hereinafter called "Corporation").

ARTICLE II

Purposes

The Corporation does not contemplate pecuniary gain or profit to its members and is deemed a corporation not for profit. The Corporation will make no distributions of income to its members or Directors, unless it is dissolved pursuant to Florida law.

A certain Declaration of Restrictions (hereinafter called "Declaration"), either now has, or will be, imposed upon certain lands located in Palm Beach County, Florida, as described on Exhibit A attached hereto. Said Declaration, among other things establishes and designates that said lands shall be known as "WELLINGTON DOWNS", hereinafter referred to as "WELLINGTON DOWNS". This Corporation is organized for the general purpose of functioning as the property owners' association of WELLINGTON DOWNS and any other lands which may be added to the jurisdiction of this Corporation by recordation of Declaration of Restrictions submitting such additional land to the jurisdiction of this Corporation, provided this Corporation shall accept said jurisdiction in writing, and serving as the instrumentality of the property owners in WELLINGTON DOWNS for the purpose of controlling and regulating the activities within and the development and maintenance of WELLINGTON DOWNS. Where used herein, WELLINGTON DOWNS shall also apply to additional lands submitted to the jurisdiction of the Corporation as permitted herein. The specific purposes of which this Corporation is formed include, but are not limited to, the following:

A. to provide for the regulation, maintenance and preservation of the development of WELLINGTON DOWNS.

B. to provide for the promotion, regulation, maintenance and control of the recreational areas, roads, promenades, street lighting, landscaping, other common facilities and properties, maintenance, preservation, architectural control and outdoor maintenance of privately owned residential dwelling units and lots within the jurisdiction of the Corporation;

C. to acquire, hold, convey, and otherwise deal with real and/or personal property in its capacity as a property owners' association;

D. to exercise all power and discharge all responsibilities granted to it as a corporation under the Laws of the State of Florida, its By-Laws, these Articles of Incorporation and the WELLINGTON DOWNS Declaration, as they may be amended from time to time;

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ORB 6528 Ps 1777

E. to otherwise engage in any lawful activities for the benefit, use, convenience and enjoyment of its members as it may deem proper; and

F. this Corporation shall have jurisdiction over the lands within WELLINGTON DOWNS and any other lands submitted to its jurisdiction by a recorded Declaration of Restrictions, subject to the Corporation accepting such jurisdiction in writing.

ARTICLE III

Principal Place of Business

The principal place of business of the Corporation shall be at 1750 University Drive, Coral Springs, Florida 33071, or at such other place within the State as the Board of Directors shall by appropriate action hereafter from time to time determine.

ARTICLE IV

Powers

The powers of the Corporation shall include and be governed by the following provisions:

A. A corporation shall have all the powers of a corporation, not for profit, provided by law and not in conflict with the terms of these Articles of Incorporation, the By-Laws of the Corporation and, in addition, all powers set forth in the WELLINGTON DOWNS Declaration. It shall further have all of the powers and duties reasonably necessary to operate pursuant to its purposes, as they may be amended from time to time, including, but not limited to, the following:

1. to fix, levy, collect, and enforce assessments (whether they be general, special or individual), to defray the costs, expenses and losses of its operation and to ensure compliance with its rules and regulations;

2. to acquire liens against all lots, improvements and units for assessments and to foreclose same;

3. to subordinate, in its sole discretion, any liens acquired by the Corporation;

4. to use the proceeds of assessments in the exercise of its powers and duties;

5. to acquire personal and real property (by purchase, gift, or otherwise) and to hold, maintain, repair, operate, lease, sell, dedicate for public use, or otherwise dispose of any property or rights it may acquire;

6. to construct and maintain improvements on its property and to reconstruct improvements after casualty;

7. to borrow money and with the assent of two-thirds (2/3) of its members, to mortgage, pledge, or otherwise hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

8. to purchase insurance for its properties and members and for the protection of the Corporation,

its directors, officers and members;

9. to make and amend reasonable regulations, and to grant exceptions thereto, respecting the construction of improvements, and maintenance and use of the properties of its members;

10. to enforce any regulations, restrictions or limitations imposed by deed, plat, site plan, the Declaration or otherwise on the land within its jurisdiction;

11. to enforce by legal means the provisions of these Articles, the By-Laws of the Corporation, the Declaration, and all rules and regulations for the construction, maintenance and use of the properties of the members;

12. to manage, operate and maintain any of its Corporate properties, and to maintain privately owned properties as provided in the Declaration to contract for the management, operation and maintenance of any such properties and to thereby delegate powers and duties of the Corporation;

13. to employ personnel to perform the services required to carry out the purposes of this Corporation;

14. to participate in mergers or consolidations with other non-profit corporations organized for similar purposes or to annex additional properties to the properties subject to the jurisdiction of this Corporation, provided that such merger, consolidation or annexation shall have the consent of two-thirds (2/3) of the members;

15. to provide through either its Board of Directors or a committee appointed by the Board of Directors a systematic, uniform review of all proposed improvements, landscaping, and construction of any type or nature whatsoever within WELLINGTON DOWNS.

16. to pay all expenses necessitated by its duties and authority, including all office and business expenses, license fees, taxes or governmental charges levied or imposed against the property of the Corporation; and

17. to dedicate, sell or transfer all or any part of the Common Areas to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of the members, *including the Developer*, agreeing to such dedication, sale or transfer.

B. All funds, except such portions thereof as are expended for the expense of the Corporation, and title to all properties belonging to the Corporation shall be held in trust for the members' respective interests in accordance with the provisions of these Articles of Incorporation and the By-Laws of the Corporation.

ARTICLE V

Members

A. Members of the Corporation shall consist of and be limited to those persons or corporations holding record fee title to any lot or unit located within the land described in Exhibit A attached hereto or other land within the jurisdiction of the Corporation.

ORB 6528 Pg 1779

B. Change of membership shall be established by recording in the Public Records of Palm Beach County, Florida, a deed or other instrument establishing record fee title to such lot or unit and by the delivery to the Corporation of a certified copy of such instrument. The owner designated by such instrument or certificate thus becomes a member of the Corporation, and the membership of the prior owner shall be terminated. In the event that a certified copy of such instrument or such certificate is not delivered to the Corporation, said Owner shall become a member, but shall not be entitled to voting privileges. The foregoing shall not, however, limit this Corporation's powers or privileges.

C. The interest of a member in the funds and assets of the Corporation shall not be assigned, hypothecated or transferred in any manner except as an appurtenance to his real property.

D. Membership shall be compulsory and shall continue until such time as the member transfers or conveys of record his interest upon which his membership is based or until such interest is transferred or conveyed by operation of law, at which time the membership shall automatically be conferred upon the transferee. Membership shall be appurtenant to, run with, and shall not be separated from the interests upon which membership is based.

E. If ownership is vested in more than one person, then all of the persons so owning the interest shall be members. However, the number of votes cast by such members shall be determined by the provisions of the Articles of Incorporation.

F. Notwithstanding the provisions hereof, no person or entity who holds an interest upon which membership is based only as security for performance of an obligation shall become a member of the Corporation.

G. On all matters on which the membership is entitled to vote, there shall be one (1) vote for each lot or unit upon which membership is based which shall be exercised or cast by the owner or owners in a manner provided in the By-Laws of the Corporation. Should any member hold such interest in more than one (1) lot or unit, such member shall be entitled to exercise or cast one (1) vote for each lot or unit.

H. Voting rights are incident to membership, and any transfer of interest which transfers membership in this Corporation shall automatically transfer the voting rights.

ARTICLE VI

Directors

A. The affairs of the Corporation shall be managed by a Board of Directors consisting of the number of Directors determined by the By-Laws of the Corporation, but said Board shall consist of not less than three (3) Directors.

B. Directors of the Corporation shall be elected at the annual meeting of the members in the manner determined by the By-Laws of the Corporation.

C. The powers and duties of the Directors shall be designated in the By-Laws of the Corporation.

D. The first election of the Directors by members shall not be held until record fee title to ninety percent (90%) of the residential dwelling units or lots within the Corporation's jurisdiction has been conveyed by the developer, DBG 95, INC., its successor or assigns, or unless it, in its sole discretion, shall consent thereto. Until such time as the Developer, DBG 95, INC., its successors or assigns, conveys of record ninety percent (90%) of the residential dwelling units or lots in Corporation's jurisdiction, it shall have the right to appoint all members of the Board of Directors. This right may be relinquished in whole or in part by the consent of DBG 95, INC., its successors or assigns, in its discretion. Directors named in the Articles shall serve until the first election of Directors by the members, and any vacancies in their number occurring before the first election shall be filled by DBG 95, INC., its successors or assigns. Prior to the first election of the Board of Directors by the members, Directors need not be members of the Corporation. Subsequent thereto, however, Directors must be members of this Corporation.

E. The names and addresses of the members of the first Board of Directors who will hold office until their successors are elected and have qualified, or until removed, are as follows:

Victor Ginsberg, M.D., 3500 Galt Ocean Drive, #1517, Fort Lauderdale, Florida 33308

Dominick Scarfo, 1620 N.W. 111 Avenue, Coral Springs, Florida 33071

Harvey Mendelson, 11759 N. W. 28 Court, Coral Springs, Florida

ARTICLE VII

Officers

The affairs of the Corporation shall be administered by a President, Vice President, Secretary and Treasurer. The duties and authority of said Officers shall be designated in the By-Laws of the Corporation. Said Officers shall be elected by the Board of Directors at its first meeting following the first annual meeting of the members of the Corporation and shall serve at the pleasure of the Board of Directors. The names and addresses of the Officers who shall serve until their successors are designated are as follows:

President/Treasurer Victor Ginsberg, M.D., 3500 Galt Ocean Drive, #1517, Fort Lauderdale, Fl. 33308

Vice President/Secretary Dominick Scarfo, 1620 N. W. 111 Avenue, Coral Springs, Florida 33071

ARTICLE VIII

Removal of Directors or Officers

Any Director or Officer may be removed with or without cause and for any reason prior to the expiration of his term in the following manners:

A. Any Director or Officer may be removed with or without cause for any reason, upon a petition in writing of ten percent (10%) of the members of the Corporation and

approved, at a meeting of the members called at least in part for that purpose, by a two-thirds (2/3) vote of the members voting at such a meeting. The petition shall set forth a time and place for the meeting, and notice shall be given to all members at least ten (10) days prior to such meeting in the manner provided in the By-Laws for giving notice of special meetings. At any such meeting, the Director or Officer shall be given the opportunity to be heard; or

B. Any Officer may be removed with or without cause, and for any reason by a majority vote of the Board of Directors at any meeting called at least in part for that purpose; or

C. During the period of time which the Developer, DBG 95, INC., its successors or assigns, has or retains the right of appointment of members of the Board of Directors, any members of the Board of Directors may be removed with or without cause by the Developer, DBG 95, INC., its successors or assigns, at its discretion.

ARTICLE IX

Indemnification

Every Director and Officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including legal fees and costs reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved by reason of his being or having been a Director or Officer, whether or not he is a Director or Officer at the time such expenses are incurred, except when the Director or Officer is adjudged guilty of willful misfeasance of malfeasance in the performance of his duties; provided that in the event of a settlement, indemnification shall apply only in the event that the Board of Directors approves such settlement and reimbursement as being in the best interests of the Corporation.

ARTICLE X

By-Laws

The By-Laws of the Corporation shall be adopted by the Board of Directors and may be altered, amended or added to at any duly called meeting of the lot owners, provided:

(1) Notice of the meeting shall contain a statement of the proposed amendment.

(2) The amendment shall be approved by the affirmative vote of the voting members casting not less than two-third (2/3) of the total votes of the lot owners.

(3) DBG 95, INC., its successors or assigns reserves the exclusive right to amend the By-Laws until its conveyance of record of ninety percent (90%) of the residential dwelling units or lots within the Corporation's jurisdiction.

ARTICLE XI

Amendments

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

A. A resolution for the adoption of a proposed

amendment may be proposed either by fifty percent (50%) of the Board of Directors or by ten percent (10%) of the members of the Corporation. Directors and members not present in person or by proxy at the meeting considering a resolution for adoption of a proposed amendment may cast their votes for such proposal in writing, provided such votes are delivered to the Secretary of the Corporation at or prior to the meeting.

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

C. Proposed amendments may be passed at the meeting at which they are to be considered as follows:

1. by approval of not less than fifty-one percent (51%) of the Board of Directors and by not less than fifty-one percent (51%) of the votes of the members voting at the meeting; or

2. by approval of not less than two-thirds (2/3) of the votes of the members voting at the meeting; or

4. prior to the first election of Directors by the members, by approval of not less than fifty-one percent (51%) of the Directors without approval of the members.

D. However, no amendment shall make any changes in the qualifications for membership nor the voting rights of the members without approval of two-thirds (2/3) of all the members, except in the case of an amendment passed prior to the first election of Directors by members.

E. A copy of each amendment shall be certified by the Secretary of State, State of Florida, and recorded in the Public Records of Palm Beach County, Florida. A copy of the amendment shall also be forwarded to Palm Beach County, Florida.

ARTICLE XII

Prohibition Against Issuance of Stock
and Distribution of Income

This Corporation shall never have nor issue any share of stock, nor shall this Corporation Distribute any part of the income of this Corporation, if any, to its members, Directors or Officers. Nothing herein, however, shall be construed to prohibit the payment by the Corporation of compensation in a reasonable amount to the members, Directors or Officers for services rendered, nor shall anything herein be construed to prohibit the Corporation from making any payments or distributions to members of benefits, monies or properties permitted by statute,

ARTICLE XIII

Contractual Powers

In the absence of fraud, no contract or other transaction between this Corporation and any other person, firm, association, corporation or partnership shall be affected or invalidated by the fact that any Director or Officer of the Corporation is pecuniarily or otherwise interested in, or is a director, officer or member of any such other firm, association, corporation or partnership, or is a party or is pecuniarily or otherwise interested in such contract or

other transactions, or in any way connected with any person, firm association, corporation or partnership, pecuniarily or otherwise interested therein. Any Director may vote and be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation for the purpose of authorizing such contract or transaction with like force and effect as if he were not so interested, or were not a director, member, officer or such of such other firm, association, corporation or partnership.

ARTICLE XIV

Term

The term of this Corporation shall be perpetual.

ARTICLE XV

Subscribers

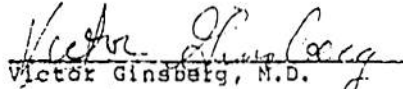
The names and addresses of the subscribers of these Articles of Incorporation are as follows:

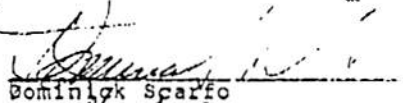
Victor Ginsberg, M.D., 3500 Galt Ocean Drive, Apt. 1517, Fort Lauderdale, Florida 33308

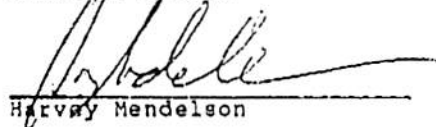
Dominick Scarfo, 1620 N. W. 111 Avenue, Coral Springs, Florida 33071

Harvey Mendelson, 11759 N. W. 28 Court, Coral Springs, Florida

WITNESS our hands and seals of the incorporators of these Articles of Incorporation this 14th day of June, 1989.


Victor Ginsberg, M.D.


Dominick Scarfo


Harvey Mendelson

STATE OF FLORIDA)
) SS.
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared VICTOR GINSBERG, M.D., and he acknowledged executing the foregoing Articles of Incorporation.

WITNESS my hand ~~and~~ official seal in the County and State last aforesaid this 14th day of June, 1989.


Notary Public

My Commission Expires:

STATE OF FLORIDA)
) SS.
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared DOMINICK SCARFO, and he acknowledged executing the foregoing Articles of Incorporation.

WITNESS my hand and official seal in the County and State last aforesaid this 14th day of June, 1989.

Gunny Gelbstein
Notary Public

My Commission Expires: ROTARY PUBLIC STATE OF FLORIDA
BY COMMISSION EXP. NOV. 8, 1991
BONDED THRU GENERAL INV. 8500.

STATE OF FLORIDA)
) SS.
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared HARVEY MENDELSON, and he acknowledged executing the foregoing Articles of Incorporation.

WITNESS my hand and official seal in the County and State last aforesaid this 14th day of June, 1989.

Marian M. Cooper
Notary Public

My Commission Expires: ROTARY PUBLIC STATE OF FLORIDA
BY COMMISSION EXP. OCT 19, 1990
BONDED THRU GENERAL INV. 8500.

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

WELLINGTON DOWNS HOMEOWNERS ASSOCIATION, INC., a corporation not for profit, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the County of Broward, State of Florida, has named CARA EBERT CAMERON, located at 2929 East Commercial Boulevard, Penthouse C, City of Fort Lauderdale, County of Broward, State of Florida, as its agent to accept service of process within the state.

ACKNOWLEDGMENT:

Having been named to accept service of process of the above named corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


Cara Ebert Cameron

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