

ARTICLES OF INCORPORATION  
OF  
SHAKER VILLAGE CONDOMINIUM ASSOCIATION, INC.

The undersigned hereby associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, and certify as follows:

ARTICLE I

The name of the corporation shall be:

SHAKER VILLAGE CONDOMINIUM ASSOCIATION, INC.

which corporation shall hereinafter be referred to as the “Association”.

ARTICLE II

Purpose

The purpose and objects of the Association shall be to administer the operation and management of all condominiums to be established in accordance with the Condominium Act of the State of Florida and pursuant to the development plans set forth in the various declarations of condominium, upon or within the property in Broward County, Florida who legally described upon Exhibit A attached hereto and made a part hereof which entire area is hereinafter referred to as “Shaker Village”; and to undertake the performance of the acts and duties incident to the administration of the operation and management of each and every set condominium in accordance with the terms, provisions, conditions and authorizations contained in these Articles of Incorporation and which may be contained in the formal declaration of condominium which shall be recorded in the Public Records of Broward County, Florida at the times that portions of said property, and the improvements now or hereafter situate thereon are submitted to plans of condominium ownership; and to own, operate, lease, sell, trade and otherwise deal with such property, whether real or personal, as may be necessary or convenient in the administration of said condominiums; and further, to foster fine residential communities throughout the various areas of the development commonly referred to as Shaker Village.

ARTICLE III

Powers

The Association shall have the following powers:

1. The Association shall have all of the common law and statutory powers of a corporation not for profit under the laws of Florida which are not in conflict with the terms of these Articles.
2. The Association shall have all of the powers and duties set forth in the Florida Condominium Act except as limited by these Articles and any attendant declarations of

condominium, and all of the powers and duties reasonably necessary to implement and effectuate the purposes of the Association, as hereinabove set forth, including but not limited to the following:

- (a) To make, establish and enforce reasonable rules and regulations governing the use of condominium units, common elements and condominium property as said terms may be defined in the declarations of condominium to be recorded.
- (b) To make and collect assessments against members of the Association to defray the costs, expenses and losses of the condominiums and the Association.
- (c) To use the proceeds of assessments in the exercise of its powers and duties.
- (d) To undertake the maintenance, repair, replacement and operation of the various condominiums comprising Shaker Village and their condominium properties, or property leased by the Association for the benefit of its members.
- (e) To purchase insurance upon the condominium properties and insurance for the protection of the Association and its members.
- (f) To reconstruct the condominium improvements after casualty and construct further improvements of the condominium properties.
- (g) To make reasonable rules and regulations respecting the use of the condominium properties.
- (h) To approve or disapprove the leasing and transfer of ownership of apartments as may be provided by the declaration of condominium and the By-Laws.
- (i) To enforce by legal means the provisions of the Condominium Act, the declarations of condominium, these Articles of Incorporation and the By-Laws of the Association and the rules and regulations for the use of the properties in the condominiums.
- (j) To contract for the management of the condominium properties, and to delegate all management powers and duties to a qualified person, firm or corporation, except such as are specifically required by the declarations of condominium to have approval of the Board of Directors or of the membership of the Association.
- (k) To contract for the management and operation of portions of the common elements susceptible to separate management and operation, and to lease the same.

- (l) To employ personnel necessary to perform the services required for proper operations of the condominiums and the Association.
  - (m) To enter into, as lessee, leases for property to be used as recreational facilities and to make and collect assessments against members to defray the cost of taxes, maintenance, repair, rental and operation of the land and improvements thereon.
  - (n) To acquire and/or to sell and to enter into any agreement whereby it acquires and/or sells any interest in real or personal property, whether by fee or otherwise, whether or not contiguous to the land of the condominiums, all to be for the use or benefit of the members of the Association. This shall include but not be limited to leases for recreational and community facilities.
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 in accordance with the provisions of the declarations of condominium, these Articles of Incorporation and the By-Laws.
  4. The Association shall make no distribution of income to its members, directors or officers.
  5. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the declaration of condominium and the By-Laws.

#### ARTICLE IV

##### Members

1. The members of the Association shall consist of all of the record owners of apartments in the buildings of the condominiums comprising Shaker Village.
2. Transfer of membership in the Association shall be established by the recording in the public records of Broward County, Florida, of a condominium deed or other instrument establishing a record title to an apartment in the condominium and the delivery to the Association of a certified copy of such instrument; the owner or owners designated by such instrument thereby becoming a member or members of the Association. The membership in the Association of the prior owner or owners shall be thereby terminated.
3. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to his or her apartment.
4. The members of the Association, singly or collectively, shall be entitled to only one vote for each apartment owned by them. The exact manner of exercising voting rights when there are two or more owners of one apartment shall be determined by the By-Laws 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 By-Laws of the Association, but shall be not less than three in number. In the absence of a determination as to the number of the members, the Board of Directors shall consist of three directors.
2. The directors of the Association shall be elected at the annual meeting of the members in the manner determined by the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.
3. The first election of Directors by the membership of the Association shall not be held until after all of the apartments in Shaker Village have been sold and closed by the developer, or until the developer shall voluntarily call an election, whichever shall first occur.
4. The Director's herein named shall serve until the first election of Directors by Association members, and any vacancies and their number occurring before the first election shall be filled by the remaining directors.
5. The names and addresses of the members of the first Board of Directors, who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

<u>Name</u>	<u>Address</u>
RUDOLPH R. MACCARI	5601 West Commercial Boulevard Fort Lauderdale, Florida
THOMAS R. MACCARI	5601 West Commercial Boulevard Fort Lauderdale, Florida
CAROL E. MACCARI	5601 West Commercial Boulevard Fort Lauderdale, Florida

ARTICLE VI

Officers

The affairs of the Association shall initially be administered by the officers named in these Articles of Incorporation. After the developer has relinquished control of the Board of Directors, the officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association; which officers 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 by the Board of Directors elected by the membership of the Association are as follows:

<u>Name and Address</u>		<u>Office</u>
RUDOLPH R. MACCARI	5601 West Commercial Boulevard Fort Lauderdale, Florida	President
THOMAS R. MACCARI	5601 West Commercial Boulevard Fort Lauderdale, Florida	Vice President
CAROL E. MACCARI	5601 West Commercial Boulevard Fort Lauderdale, Florida	Secretary-Treasurer

## ARTICLE VII

### 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 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 of the Association, whether or not he is a Director or officer at the time such expenses are incurred, except in such cases wherein the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement, indemnification shall apply only when the Board of Directors approve such settlement and reimbursement is 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 Director or officer may be entitled.

## ARTICLE VIII

### By-Laws

The first By-Laws of the Association shall be adopted by the Board of Directors named herein, and may be altered, amended or rescinded in the manner provided by the By-Laws.

## ARTICLE IX

### 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. A resolution approving a proposed amendment may be proposed by either the board of directors or by any one or more members of the Association. Directors and members not present in person or by proxy at the meetings considering the amendment may express their approval in writing, providing such approval is delivered to the Association at or prior to the meeting.

- a) Such approval must be by not less than a majority of the entire membership of the Board of Directors and by not less than a majority of the votes of the entire membership of the Association.
3. No amendment shall make any changes in the qualifications for membership or in voting rights of members, without approval in writing by all members.
4. A copy of each amendment to the Articles of Incorporation as approved shall be accepted and certified by the Secretary of State and recorded in the public records of Broward County, Florida.

#### ARTICLE X

##### Term

The Association shall have perpetual existence.

#### ARTICLE XI

##### Developer

Wherever referred to herein, the term “Developer” shall mean MACCARI BUILDING AND CONSTRUCTION COMPANY, INC., its successors or assigns.

#### ARTICLE XII

##### Subscribers

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

<u>Name</u>	<u>Address</u>
RUDOLPH R. MACCARI	5601 West Commercial Boulevard Fort Lauderdale, Florida
THOMAS R. MACCARI	5601 West Commercial Boulevard Fort Lauderdale, Florida
CAROL E. MACCARI	5601 West Commercial Boulevard Fort Lauderdale, Florida

#### ARTICLE XIII

##### Resident Agent

The initial resident agent of the Association shall be Thomas R. Maccari whose address is 5601 West Commercial Boulevard, Fort Lauderdale, Florida.

ARTICLE XIV

Initial Address

The initial street address of the principal office of the Association shall be 5601 West Commercial Boulevard, Fort Lauderdale, Florida.