

LAS VISTAS IN INVERRARY CONDOMINIUM ASSOCIATION, INC.

ARTICLES OF INCORPORATION

(A Corporation not for Profit)

NOTE: Re-written from original document as recorded in Broward County on March 22, 1974 under Instrument 61742 with amendments thereafter.

In order to form a corporation under and in accordance with the provisions and the laws of the State of Florida for the formation of corporations not-for-profit, we, the undersigned, hereby associate ourselves into a corporation for the purpose and the powers hereinafter mentioned; and to that end we do, by these Articles of Incorporation, set forth the following:

EXPLANATION OF TERMINOLOGY

All terms shall have the meaning set forth in the Act (defined below) and for clarification the following terms have the following meanings:

1. "LAS VISTAS IN INVERRARY" means the planned community, including condominium apartment buildings to be developed in Phases by Developer, located in Section 23, Township 49 South, Range 41 East, Broward County, Florida.
2. "CONDOMINIUM OF LAS VISTAS IN INVERRARY" means a particular condominium which is the subject of a particular Declaration: each condominium shall be considered a Phase in the development of LAS VISTAS IN INVERRARY.

3. "Developer" means Las Vistas In Inverrary, Inc. a Florida Corporation, their successors and assigns.
4. "Act" means Chapter 711, Florida Statutes, 1963, as amended; the Condominium Act.
5. "Condominium Documents" means in the aggregate the Declaration, Articles, By-Laws, and all of the instruments and documents referred to therein and executed in connection with a CONDOMINIUM OF LAS VISTAS IN INVERRARY.
6. "Declaration" means the document submitted by the Developer for a portion of LAS VISTAS IN INVERRARY to establish a CONDOMINIUM OF LAS VISTAS IN INVERRARY.
7. "Apartment" means unit as defined by the Act, and is that portion of the Condominium Property which is subject to private ownership.
8. "Apartment Owner" means unit owner as defined by the Act.
9. "Common Expenses" means expenses for which the Apartment Owners are liable to the Association as defined in the Act and in the Condominium Documents.
10. "Common Property" means the land and all improvements thereon submitted to condominium ownership under the Declaration.
11. "Common Elements" means the portion of the Condominium Property not included in the Apartments.
12. "Limited Common Elements" means those portions of the Common Elements which are reserved for the use of a certain Apartment to the exclusion of other Apartments.
13. "Association" means this corporation.
14. "Articles" means this document.
15. "By-Laws" mean the By-Laws of the Association.
16. "Board" means Board of Directors of the Association.

17. "Long Term Lease" means the document by which certain real property and improvements are demised to the Association and under which the expenses of the same are made Common Expenses, and which is referred to in Article XXVI of the Declaration.

20. "Recreation Land" means the real property and improvements demised under the Long Term Lease.

ARTICLE -I **NAME**

The name of this corporation shall be LAS VISTAS IN INVERRARY CONDOMINIUM ASSOCIATION, INC., whose present address is:

3770 Inverrary Boulevard
Lauderhill, Florida.

ARTICLE -II **PURPOSE**

The purpose for which this Association is organized is the operation and management of condominium apartment buildings known as the CONDOMINIUMS OF LAS VISTAS IN INVERRARY which may be established in accordance with the Act.

And, further, to undertake the performance of, and to carry out the acts and duties incident to the administration of the operation and management of each of the CONDOMINIUMS OF LAS VISTAS IN INVERRARY in accordance with the terms, provisions, conditions and authorizations contained in these Articles and which may be contained in each Declaration which will be recorded amongst the Public Records of Broward County, Florida, at the time portions of real property and the improvements thereon are submitted to a plan of condominium ownership as a CONDOMINIUM OF LAS VISTAS IN INVERRARY; 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 each of said condominiums.

ARTICLE - III
POWERS

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

1. 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 the Condominium Documents and the Act.
2. The Association shall have all the powers of condominium associations under and pursuant to the Act, and shall have all the powers reasonably necessary to implement the purposes of the Association, including but not limited to, the following:
 - A. to make, establish and enforce reasonable rules and regulations governing the use of Apartments, Common Elements; Limited Common Elements and Condominium Property.
 - B. to make, levy and collect assessments against Apartment Owners; to provide the funds to pay for Common Expenses of each CONDOMINIUM OF LAS VISTAS IN INVERRARY as is provided in the Condominium Documents and the Act and, to use and expend the proceeds of assessments in the exercise of the powers and duties of the Association;
 - C. to maintain, repair, replace and operate the Condominium Property, specifically including all portions of the Condominium Property to which the Association has the right and power to maintain, repair, replace and operate in accordance with the Condominium Documents and the Act;
 - D. to reconstruct improvements within the Condominium Property in the event of casualty or other loss;
 - E. to maintain, repair, replace and pay the obligations set forth in the Long Term Lease or other Agreements contemplated by the Declaration under Section 711.121 of the Act and to collect any fees and expensed due thereunder;

- F. to enforce by legal means the provisions of the Condominium Documents;
- G. to contract for the management of the Condominium Property of each CONDOMINIUM OF LAS VISTAS IN INVERRARY and to delegate to such contractors reasonable powers and duties to carry out the terms of the management contract.
- H. to become and continue to be a member of the other corporations not-for-profit with which the Association may have mutual interests, and to perform the functions and discharge the duties incumbent upon such membership, and further, to delegate to persons or entities selected by the Board of these corporations the functions of representing this Association at the membership meetings of the just described corporations and to collect and to transmit to those corporations any assessments duly levied thereby.

ARTICLE - IV **MEMBERS**

The qualifications of members, the manner of their admission to membership, the termination of such membership and voting by members shall be as follows:

1. The owners of all Apartments in the CONDOMINIUMS OF LAS VISTAS IN INVERRARY shall be members of this Association, and no other persons or entities shall be entitled to membership.
2. Membership shall be established by the acquisition of ownership of fee title to or fee interest in an Apartment in a CONDOMINIUM OF LAS VISTAS IN INVERRARY, whether by conveyance, devise, judicial decree, and designating the Apartment effected thereby. The new owner designated in such deed or other instrument shall thereupon become a member of the Association, and the membership of the prior owner as to the Apartment designated shall be terminated.

The new owner shall deliver to the Association a true copy of such deed or instrument of acquisition of title.

3. The share of a member in the funds and assets of the Association, and membership in this Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the Apartment.
4. The aggregate of the entire membership, that is all of the owners of Apartments in the CONDOMINIUMS OF LAS VISTAS IN INVERRARY are referred to herein as the "membership at large." Since the Association shall be the condominium association for each Condominium of LAS VISTAS IN INVERRARY the membership in the Association shall be divided into classes, and there shall be one class for each CONDOMINIUM OF LAS VISTAS IN INVERRARY. The Class and identification shall be the same as the letter designation of the particular CONDOMINIUM OF LAS VISTAS IN INVERRARY, i.e., Class "A" members shall be the Apartment Owners of Condominium A at LAS VISTAS IN INVERRARY. The voting rights or limitations for each class shall be as set forth in Item 5 of this Article IV. On all matters for which the membership shall be entitled to vote whether at large or by class, as hereinafter provided, there shall be only one vote for each Apartment, which vote shall be exercised by its owner or owners in accordance with the Declaration and the By-Laws. In matters which require a vote, any membership voting shall be as follows:
 - A. matters pertaining to a particular CONDOMINIUM OF LAS VISTAS IN INVERRARY shall be voted on by the class of membership owning Apartments in that Condominium;
 - B. matters pertaining to the Association as a whole shall be voted on by the membership at large.
5. The decision as to whether a matter relates to a particular CONDOMINIUM OF LAS VISTAS IN INVERRARY or to the Association as a whole shall be determined by the Board as a whole, provided, however, that no action or resolution which shall require the vote of the membership because of any provisions of the Declaration, or the By-Laws, or in the Condominium Act, shall be effective with regard to any part of a particular Condominium unless the Apartment Owners of that Condominium shall have voted on said act or resolution.

6. Until the first CONDOMINIUM OF LAS VISTAS IN INVERRARY is submitted to condominium ownership by the recordation of its Declaration, the membership of this Association shall be comprised of the subscribers to these Articles, and in the event of the resignation or termination of membership by voluntary agreement by any such subscriber, then the remaining subscribers may nominate and designate a successor subscriber. Each of these subscribers and their successors shall be entitled to cast one vote on all matters which the membership shall be entitled to vote. Once a CONDOMINIUM OF LAS VISTAS IN INVERRARY is submitted to condominium ownership by the recordation of its Declaration, the Developer as the owner of each Apartment shall exercise membership rights of each Apartment until the establishment of new ownership as provided in Section 2 of this Article.

ARTICLE - V
TERM

The term for which this Association is to exist shall be perpetual.

ARTICLE - VI
SUBSCRIBERS

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

NAME	ADDRESS
Elliott B. Barnett	900 N. E. 26 th Avenue Ft. Lauderdale, Florida
Barbara Bass	900 N. E. 26 th Avenue Ft. Lauderdale, Florida
Harvey Kopelowitz	900 N. E. 26 th Avenue Ft. Lauderdale, Florida

ARTICLE - VII
OFFICERS

1. The affairs of the Association shall be managed by the President of the Association, assisted by one or several Vice Presidents, the Secretary and the Treasurer, and, if any, by the Assistant Secretary and Assistant Treasurer, subject to the directions of the Board.
2. The Board shall elect a President, a Vice President, a Treasurer and a Secretary, all of whom shall be members of the board regardless of how they were elected to the board. No two offices shall be held by the same person, at the same time.

(Most recent amendment recorded on 6-10-2015 under Instrument 113040327)

ARTICLE - VIII
FIRST OFFICERS

The names of the officers who are to serve until the first election of officers by the Board are as follows:

President	Howard Torn
Vice President	Joseph Storelli
Secretary	F. Louis Wolff
Treasurer	Dr. Darwin J. Herman

ARTICLE - IX
BOARD OF DIRECTORS

1. The number of members of the First Board of Directors (the "First Board") shall be Four (4). The number of members of the Board elected subsequent to the First Board shall be increased as provided in Section 3 of this Article.
2. The names and street addresses of the persons who are to serve as the First Board are as follows:

NAME	ADDRESSES
Howard Torn	4210 N.E. 28 th Ave. Fort Lauderdale, Florida
Joseph Storelli	785 Middle River Drive Fort Lauderdale, Florida
F. Louis Wolff	3006 E. Commercial Blvd. Fort Lauderdale, Florida
Dr. Darwin J. Herman	246 E. Walnut Street Long Beach, Long Island, New York

3. The Board of Directors of the Association shall consist of one (1) Director in each of the residential buildings who shall be elected by a plurality vote of the unit owners in his (her) building, and four (4) Directors at Large who shall be elected by a plurality of votes from the entire membership, at the annual membership meeting, according to the official Election Procedure published by the Division of Condominiums of the Department of Business and Professional Regulation. All the Directors must be unit owners. *(See most recent amendment to the By-Laws recorded on 6-10-2015 under Instrument 113040327)*

4. The first election by the members of the Association for Resident Directors and Directors at Large shall not be held until after the Developer has relinquished control of the Association as described in Section 5 of this Article IX. Thereafter the election of Resident Directors and Directors at Large shall take place annually during the month of January of each year as provided in the By-Laws. After the Developer has relinquished control, there shall be a special meeting of the Members for the purpose of electing a Board as provided in Section 3 of this Article to serve until the annual meeting and election meetings.
5. Until December 31, 1977 the Developer shall have the right to appoint designate and elect all of the members of the First Board. The Developer may, at any time, relinquish its right to appoint Directors and resign its Directorship. The Developer shall relinquish its right to appoint Directors and cause the First Board to resign at the time hereinabove described in the first sentence of this section.

ARTICLE - X **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 the proceeding to which he may become involved, by reason of his being or having been a Director or officer of the Association, or any settlement thereof, whether or not he is a Director or officer at the time such expenses are incurred, except in such cases where in the Director or officer is adjudged guilty or willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement, the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being for the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all right of indemnification to which such Director or officer may be entitled whether by statute or common law.

ARTICLE - XI
BY-LAWS

The By-Laws of the Association shall be adopted by the First Board, and thereafter may be altered, amended or rescinded in the manner provided for by the By-Laws.

ARTICLE - XII
AMENDMENTS

1. Prior to the time of the recordation of the Declaration for the first CONDOMINIUM OF LAS VISTAS IN INVERRARY, these Articles may be amended by an instrument, in writing, signed by all the subscribers to these Articles, stating the Article Number and the contents of its amendment and filed in the Office of the Secretary of State of the State of Florida with a certified copy of each such amendment attached to these Articles upon its recordation with the Declaration.
2. After the recordation of the Declaration for the first CONDOMINIUM OF LAS VISTAS IN INVERRARY, these Articles may be amended in the following manner:
 - A. Notice of the subject matter of the proposed amendment shall be included in the notice of any meeting at which such proposed amendment is considered.
 - B. A resolution approving a proposed amendment may be proposed by either the Board or by the membership of the Association, and after being proposed and approved by one of the said bodies, it must be submitted for approval of the other. Such approval shall be by the affirmative vote of sixty-six and two thirds percent of the members of the Association, who voted on said amendment, and a

majority of the Board as a whole, and in accordance with the provisions of the Act. (*Most recent amendment recorded on 01-25-1997 under Instrument 97041143*)

- C. No amendment may be made to the Articles of Incorporation which shall in any manner reduce, amend, affect or modify the provisions and obligations set forth in a Declaration.
- D. A copy of each amendment shall be certified by the Secretary of State and filed of record.
- E. Notwithstanding the foregoing provisions of this Article XII, no amendment to these Articles which shall abridge, amend or alter the rights of the Developer, including the right to designate and select members of the First Board as provided in Article X hereof, may be adopted or become effective without the prior written consent of the Developer.

NOTE: Once the developer completed construction of Las Vistas In Inverrary Condominium, the physical address of the association became: 3533 Inverrary Dr., Lauderhill, Fl. 33319

Completed December 10, 2016