

State of Florida

Department of State



I, Richard (Dick) Stone, Secretary of State of the State of Florida,
Do Hereby Certify That the following is a true and correct copy of

Certificate of Incorporation
of

WATERGATE CONDOMINIUMS ASSOCIATION, INC.

a corporation not for profit organized and existing under the Laws of the
State of Florida, filed on the 2nd day of November,
A.D., 1971, as shown by the records of this office.

Given under my hand and the Great Seal of the
State of Florida, at Tallahassee, the Capital,
this the 3rd day of November,
A.D. 1971.



Richard Stone

Secretary of State

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ARTICLES OF INCORPORATION
OF
WATERGATE CONDOMINIUMS ASSOCIATION, INC.

The undersigned do hereby associate themselves for the purpose of forming a corporation not for profit. Pursuant to the provisions and laws of the State of Florida, we certify as follows:

ARTICLE I

The name of the corporation shall be WATERGATE CONDOMINIUMS ASSOCIATION, INC. Hereinafter the corporation shall be referred to as the "Association", with its principal place of business located at 8301 Tat't Street, Hollywood, County of Broward, State of Florida.

ARTICLE II

The purpose for which the Association is organized is to provide an entity pursuant to Section 12, Chapter 711, Florida Statutes 1963, hereinafter called the "Condominium Act", for the operation of the WATERGATE CONDOMINIUMS, condominiums to be created pursuant to the provisions of the Condominium Act.

ARTICLE III

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

3.1 The Association shall have all of the common law and statutory powers of a corporation not for profit not in conflict with the terms of these Articles of Incorporation or the Condominium Act.

3.2 The Association shall have all of the powers and duties set forth in the Condominium Act except as limited by these Articles of Incorporation and the Declarations of Condominium, and all of the powers and duties reasonably necessary to operate the Condominiums pursuant to the Declarations and as they may be amended from time to time.

3.3 All funds and the titles to all properties acquired by the Association, and their proceeds, shall be held in trust for the

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members in accordance with the provisions of the Declarations of Condominium, these Articles of Incorporation and the By-Laws of the Association.

3.4 The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declarations of Condominium and the By-Laws.

ARTICLE IV

4.1 The members of the Association shall consist of all of the record owners of apartments in the WATERGATE CONDOMINIUM, hereinafter referred to as "Condominium Units", and after termination of a Condominium shall consist of those who are members at the time of such termination, and their successors and assigns, together with record owners of apartments in condominiums not terminated.

4.2 Membership shall be acquired by recording in the Public Records of Broward County, Florida, a deed or other instrument establishing record title to a Condominium Unit in a WATERGATE CONDOMINIUM the owner designated by such instrument thus becoming a member of the Association, and the membership of the prior owner being thereby terminated, provided, however, any party who owns more than one unit shall remain a member of the Association so long as he shall retain title to or a fee ownership interest in any unit.

4.3 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 apartment.

4.4 On all matters upon which the membership shall be entitled to vote, there shall be one vote for each unit, which vote may be exercised or cast in such manner as may be provided in the By-Laws of the Association. Any person or entity owning more than one unit shall be entitled to one vote for each unit he owns.

ARTICLE V

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

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NAME:	ADDRESS:
PHILIP DEANMAN	1190 N.W. 163rd Street North Miami Beach, Florida
JOES KRINSKY	2020 N.W. 163rd Street North Miami Beach, Florida
BARBARA CROWLEY	2020 N.W. 163rd Street North Miami Beach, Florida

ARTICLE VI

The affairs of the Association shall be administered by a President, one (1) Vice President for each condominium operated by the Association, a Secretary and a Treasurer, and such Assistant Secretaries and Assistant Treasurers as the Board of Directors may from time to time designate. Any person may hold two offices, excepting that the same person shall not hold the office of President and Vice-President. Officers of the Association shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association, and shall serve at the pleasure of the Board of Directors, excepting that the Directors elected from each condominium operated by the Association shall elect from amongst their number a Vice-President, to serve at the pleasure of the Directors from such condominium. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

NAME:	ADDRESS:
PHILIP DEANMAN	1190 N.W. 163rd Street North Miami Beach, Florida
JOES KRINSKY	2020 N.W. 163rd Street North Miami Beach, Florida
BARBARA CROWLEY	2020 N.W. 163rd Street North Miami Beach, Florida

ARTICLE VII

7.1 The affairs of the Association shall be managed by a Board of Directors who shall be members of the Association, except

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as may be otherwise herein specifically provided. The first Board of Directors shall consist of three (3) Directors, and any vacancies occurring in the said Board prior to the first regular election of Directors shall be filled by the remaining Directors. Until the first regular election of Directors the members of the Board need not be members of the Association. At the first regular election of Directors each Condominium operated by the Association shall elect three (3) members to the Board of Directors, who shall be members of the Association, and until such time as the "Developer", elects to terminate its control of the Association, or until the annual membership meeting taking place two (2) years after the Declaration of Condominium of the last WATERGATE CONDOMINIUM has been recorded, whichever occurs first, the Developer shall designate and appoint as members of the Board of Directors a number of Directors equal to those elected by the members, plus one (1). It is the express intent and purpose of this provision that until the Developer elects to relinquish control of the Association, or until the annual membership meeting taking place two (2) years after the Declaration of Condominium of the last WATERGATE CONDOMINIUM has been recorded, the Developer shall have control of the Association. The members of the Board designated and appointed by the Developer need not be members of the Association.

7.2 The first annual membership meeting, wherein the first Directors shall be elected by members of the Association, shall be held in November of the year immediately succeeding the November following the date upon which the Declaration of Condominium of the first WATERGATE CONDOMINIUM, i.e., WATERGATE CONDOMINIUM 1, has been filed in the Public Records of Broward County.

7.3 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:

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NAMES:	ADDRESSES:
PHILIP FRADMAN	1190 N.E. 163rd Street North Miami Beach, Florida
IRIS KRINSKY	2020 N.E. 163rd Street North Miami Beach, Florida
BARBARA CROHLEY	2020 N.E. 163rd Street North Miami Beach, Florida

ARTICLE VIII

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 or the settlement of 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 when the Director or Officer is adjudged guilty of willful misconduct or malfeasance in the performance of his duties. The foregoing right of indemnification shall be in addition to and exclusive of all other rights and remedies to which such Director or Officer may be entitled.

ARTICLE IX

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

ARTICLE X

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

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

10.2 A resolution for the adoption of a proposed amendment may be proposed by the Board of Directors of the Association or by the members of the Association. Members may propose such an amendment

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by instrument in writing directed to the President or Secretary of the Board signed by not less than ten percent (10%) of the membership. Amendments may be proposed by the Board of Directors by action of a majority of the Board at any regularly constituted meeting thereof. Upon an amendment being proposed as herein provided, the President or, in the event of his refusal or failure to act, the Board of Directors, shall call a meeting of the membership to be held not sooner than fifteen (15) days nor later than sixty (60) days thereafter for the purpose of considering said amendment. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing provided such approval is delivered to the Secretary at or prior to the meeting. Except as elsewhere provided, such approvals must be either by:

- a) Not less than seventy-five percent (75%) of the entire membership of the Board of Directors and by not less than fifty-one percent (51%) of the votes of the entire membership of the Association; or
- b) Not less than seventy-five percent (75%) of the votes of the entire membership of the Association.

10.3 Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of the members, nor any change in Section 3.3 of Article III, without approval in writing by all members and the joinder of all record owners of mortgages on the Condominium Units. No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium, nor shall any amendment make any change which would in any way affect any of the rights, privileges, powers, and/or options herein provided in favor of or reserved to the Developer, or any person who is an Officer, stockholder or Director of the Developer, or any corporation having some or all of its Directors, Officers or stockholders in common with the Developer, unless the Developer shall join in the execution of such amendment.

10.4 A copy of each amendment shall be filed with the Secretary of State, pursuant to the provisions of the applicable Florida Statute and a copy certified by the Secretary of State shall be recorded in

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the Public Records of Broward County, Florida.

ARTICLE XI

The Declaration of Condominium of the last WATERGATE CONDOMINIUM shall be deemed to have been recorded when either of the following events shall have occurred, to-wit:

11.1 The Developer, its successors or assigns, shall file a certificate in the Public Records of Broward County, Florida, certifying that it has executed and caused to be recorded in the Public Records of said County the Declaration of Condominium of the last WATERGATE CONDOMINIUM to be executed or

11.2 A period of three (3) years shall have elapsed from the date upon which the Declaration of Condominium of a WATERGATE CONDOMINIUM shall have been recorded in the Public Records of Broward County, Florida, without the Declaration of Condominium of another WATERGATE CONDOMINIUM having been recorded.

IN WITNESS WHEREOF, the Subscribers have affixed their signatures hereto this 27th day of October, 1971.

Philip Pearlman

PHILIP PEARLMAN

Irles Krinsky

IRLES KRINSKY

Barbara Crowley

BARBARA CROWLEY

STATE OF FLORIDA
COUNTY OF DADE

} SS:

BEFORE ME, the undersigned authority, personally appeared PHILIP PEARLMAN, IRLES KRINSKY, and BARBARA CROWLEY, who, after being duly sworn, acknowledged that they executed the foregoing Articles of Incorporation for the purposes expressed in such Articles this 27th day of October, 1971.

My Commission expires:
NANCY PERL, Notary Public
177 PENNSYLVANIA AVE. N.E.

Robert J. ...

ROBERT J. ...

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RECORDED AND INDEXED BY THE COUNTY CLERK OF DADE COUNTY, FLORIDA, ON OCTOBER 27, 1971.