

ARTICLES OF INCORPORATION

of

CYPRESS CHASE CONDOMINIUM ASSOCIATION "D", INC.

(A Corporation Not For Profit)

In order to form a corporation under and in accordance with the provisions of 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 with the powers hereinafter mentioned; and to that end we do, by these Articles of Incorporation, set forth:

I.

The name of the corporation shall be

CYPRESS CHASE CONDOMINIUM ASSOCIATION "D", INC.

(hereinafter referred to as the "Association").

II.

The purposes and objects of the Association shall be to administer the operation and management of all condominiums established or to be established, in accordance with the Condominium Act of the State of Florida and pursuant to the Over-all Plan set forth or to be set forth in various Declarations of Condominium, upon and within that certain real property situate, lying and being in Broward County, Florida, more particularly described on Exhibit "A", attached hereto and made a part hereof; to undertake the performance of the acts and duties incident to the administration of the operation and management of each and every said condominium when, as and if same are declared in accordance with law, in accordance with the terms, provisions, conditions and authorizations contained in these Articles of Incorporation and which may be contained in the formal Declarations of Condominium which will be recorded in the Public Records of Broward County, Florida, at the times portions of said property, and the improvements now or hereafter situate thereon, are submitted to plans of condominium ownership by the recording of an appropriate Declaration or Declarations of Condominium; 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 a fine residential community throughout the various areas of the development commonly known as CYPRESS CHASE CONDOMINIUMS.

III.

The Association shall have the following powers:

1. The Association shall have all of the powers and privileges granted to corporations not for profit under the law pursuant to which this corporation is chartered (Chapter 617, Fla. Stats., 1971, as amended) and pursuant to the Condominium Act of the State of Florida (Chapter 711, Fla. Stats., 1963, as amended).

2. The Association shall have all of the powers reasonably necessary to implement and effectuate the purposes of the Association, including but not being limited to the following:

REC. 6742 PAGE 611

VI.

The principal office of the Association shall be located at 2600 Northwest 49th Avenue, Lauderdale Lakes, Broward County, Florida, but the Association may maintain offices and transact business in such other places within or without the State of Florida as may from time to time be designated by the board of directors; furthermore, the board of directors may from time to time relocate the aforesaid principal office.

VII.

1. The board of directors shall consist of the number of directors determined in accordance with the Bylaws, but not less than three directors. In accordance with the provisions of the Over-all Plan referred to or to be referred to in the Declaration or Declarations of Condominium recorded or to be recorded among the Public Records of Broward County, Florida, it is the intention of the Developer to develop the property described on Exhibit "A" hereto with two condominiums, both of which are to be governed and managed by this Association and all condominium unit owners in which are to become members of this Association. Accordingly, each individual condominium dedicated or to be dedicated by the Developer within the aforesaid property, if, as and when same is dedicated, shall be entitled to elect three representatives to the board of directors of the Association, in such manner as may be provided in the Bylaws; provided, however, that, until the Developer shall have relinquished control of this Association as hereinafter provided, the board of directors shall consist of three persons all of whom shall be designated by the said Developer.

2. The directors of the Association shall be elected at the annual meeting of the members in the manner determined by the BYLAWS. Directors may be removed and vacancies on the board of directors shall be filled in the manner provided by the Bylaws.

3. The first election of directors shall not be held until after the Developer has relinquished control of the Association, which shall take place when it has closed the sales of all of the condominium units in both condominiums dedicated or to be dedicated as such within the property described on Exhibit "A" hereto, or until the Developer voluntarily elects in writing to terminate its control of the Association by recording a notice of such election among the Public Records of Broward County, Florida, whichever shall first occur (either of which events being herein referred to as "relinquishment of control"). The directors herein named shall serve until the first election of directors; provided, however, that, when unit owners other than the Developer own 15% or more of the units which will be operated ultimately by the Association (including the units in Cypress Chase Condominium No. 7 and Cypress Chase Condominium No. 8, if the latter is created by the Developer), the unit owners other than the Developer shall be entitled to elect not less than one-third of the members of the board of directors of the Association. Unit owners other than the Developer shall be entitled to elect not less than a majority of the members of the board of directors of the Association one year after sales by the Developer have been closed of 50% of the units that will be operated ultimately by the Association, or three months after sales have been closed by the Developer of 90% of the units that will be operated ultimately by the Association, or when all of the units that will be operated ultimately by the Association have been completed and some of them have been sold and none of the others are being offered for sale by the Developer in the ordinary course of business, whichever shall first occur. The Developer shall be entitled to elect not less than one member of the board of directors of the Association as long as the Developer holds for sale in the ordinary course of business any units in condominiums operated by the Association.

REC. 6742 PAGE 614

BYLAWS

of

CYPRESS CHASE CONDOMINIUM ASSOCIATION "D", INC.

(A Corporation Not For Profit  
Under the Laws of the  
State of Florida)

I.

IDENTITY

1. These are the Bylaws of CYPRESS CHASE CONDOMINIUM ASSOCIATION "D", INC., a corporation not for profit under the laws of the State of Florida, hereinafter called the "Association". The Association has been organized for the purpose of administering the operation and management of all condominiums established or to be established, in accordance with the Condominium Act of the State of Florida and pursuant to the Over-all Plan set forth in the various Declarations of Condominium, upon and within that certain real property situate, lying and being in Broward County, Florida, more particularly described on Exhibit "A", attached hereto and made a part hereof.

2. The office of the Association shall be at 2600 Northwest 49th Avenue, Lauderdale Lakes, Broward County, Florida, or at such other place as the board of directors may determine from time to time.

3. The fiscal year of the Association shall be the calendar year.

4. The seal of the Association shall bear the name of the Association, the word "Florida", the words "Corporation Not for Profit" and the year of incorporation, an impression of which seal is as follows:

II.

MEMBERSHIP, VOTING, QUORUM, PROXIES

1. The qualification of members, the manner of their admission to membership and termination of such membership, and voting by members shall be as set forth in Article IV of the Articles of Incorporation of the Association, the provisions of which said Article IV of the Articles of Incorporation are incorporated herein by reference.

2. A quorum at meetings of members shall consist of persons present, in person or by proxy, entitled to cast a majority of the votes of the entire membership.

3. The vote of the owners of a condominium unit owned by more than one person, or by a corporation or other entity, shall be cast by the person named in a certificate signed by all of the owners of the condominium unit and filed with the secretary of the Association; and such certificate shall

REF. 6742 PAGE 620

elect not less than a majority of the members of the board of directors of the Association one year after sales by the Developer have been closed of 50% of the units that will be operated ultimately by the Association, or three months after sales have been closed by the Developer of 90% of the units that will be operated ultimately by the Association, or when all of the units that will be operated ultimately by the Association have been completed and some of them have been sold and none of the others are being offered for sale by the Developer in the ordinary course of business, whichever shall first occur. The Developer shall be entitled to elect not less than one member of the board of directors of the Association as long as the Developer holds for sale in the ordinary course of business any units in condominiums operated by the Association.

Within 60 days after unit owners other than the Developer are entitled to elect a member or members of the board of directors of the Association, the Association shall call and give not less than 30 days' nor more than 40 days' notice of a meeting of the unit owners for that purpose. Such meeting may be called and the notice given by any unit owner, if the Association fails to do so.

In the event of a vacancy, the remaining directors shall fill such vacancy or vacancies, consistent with the provisions hereof.

#### IV.

#### DIRECTORS

1. The affairs of the Association shall be managed by a board of not less than three nor more than 15 directors, the exact number to be determined by the membership from time to time. Until relinquishment of control by the Developer has occurred, the board shall consist of three members. The board of directors of the Association may also be known as the board of administration; and wherever in these Bylaws the words "board" or "board of directors" are utilized the same shall be deemed to mean the "board of administration", and wherever in these Bylaws the words "board of administration" are utilized the same shall be deemed to mean the "board of directors". 3-15

2. Election of directors shall be conducted in the following manner:

(a) Election of directors shall be held at the first membership meeting after relinquishment of control by the Developer and at the annual meetings of members thereafter.

(b) A nominating committee of five members shall be appointed by the board of directors not less than 30 days prior to the annual meeting of members. The committee shall nominate not more than 15 candidates. Other nominations may be made from the floor. Nominations shall be made in such manner as to provide that each of the separate condominiums whose affairs are to be managed by the Association shall have an equal number of persons nominated to be directors.

(c) The election shall be by written ballot (unless dispensed with by unanimous consent) and by a plurality of the votes cast, each person voting being entitled to cast as many votes as there are directors to be elected; provided, however, that there shall be no cumulative voting and each member may not cast more than one vote for any person nominated as a director; and provided, further, that the vote shall be cast in such manner that the members of the Association owning condominium units in each of the two condominiums to be managed by the Association shall vote only for those directors who own condominium units within the same single condominium, to the end that each of the two condominiums managed or to be managed by the Association shall have equal representation on the board of directors, and each of said directors

OFF. REC. 6742 PAGE 623