

CERTIFICATE OF INCORPORATION

OF

KENLAND COURT HOMEOWNERS ASSOCIATION, INC.

(A Corporation Not For Profit)

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 proposed corporation shall be:

KENLAND COURT HOMEOWNERS ASSOCIATION, INC.

II

The purposes and objects of the Corporation shall be:

1. To administer the operation and management of KENLAND COURT, a townhome community in Dade County, Florida, hereinafter in this Certificate of Incorporation referred to as KENLAND COURT.
2. To undertake the performance of the acts and duties incident to the administration of the operation and management of KENLAND COURT in accordance with the terms, provisions, conditions and authorizations contained in this Certificate of Incorporation and in the Declaration of Covenants and Restrictions For Kenland Court which will be recorded in the Public Records of said County and which is hereinafter referred to as "Declaration".
3. 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 KENLAND COURT.

The Corporation shall be conducted as a nonprofit organization for the benefit of its Members.

III

The Corporation shall have the following powers:

1. The Corporation shall have all of the powers and privileges granted to Corporations Not For Profit under the laws pursuant to which this Corporation is chartered, and all of the powers and privileges which may be granted unto said Corporation

or exercised by it under any other applicable laws of the State of Florida, and

2. The Corporation shall have all of the powers to exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to or imposed upon the Corporation pursuant to the Declaration aforementioned, and as may be reasonably necessary to implement and effectuate the purposes of the Corporation, including but not limited to the following:

(a) To make and establish reasonable rules and regulations governing the use of the property and facilities subject to the Declaration;

(b) To levy and collect assessments against Members of the Corporation to defray the expenses of KENLAND COURT as may be provided in said Declaration and in the By-Laws of this Corporation which may be hereafter adopted, including the right to levy and collect assessments for the purposes of owning, holding, operating, leasing, managing and otherwise trading and dealing with any property, whether real or personal, which may be necessary or convenient in such operation and management and in accomplishing the purposes set forth in said Declaration; and

(c) To maintain, repair, replace, operate and manage the Common Area of Kenland Court as defined in the Declaration and the property comprising same, including the right to reconstruct improvements after casualty and to make further improvements of the Common Area; and,

(d) To contract for the management of Kenland Court and to delegate to such contractor all of the powers and duties of the Corporation, except those which may be required by law or the Declaration to have approval of the Board of Directors or Membership of the Corporation; and,

(e) To enforce the provisions of said Declaration, this Certificate of Incorporation, the By-Laws of the Corporation which may be hereafter adopted, and the Rules and Regulations governing Kenland Court as same may be hereafter established; and,

(f) To provide for and exercise architectural control in Kenland Court in the manner and for the purposes provided in said Declaration; and

(g) To do and perform all acts and deeds incidental, necessary or convenient in effectuating the purposes of the Corporation and in the exercise of the rights, duties and obligations granted or imposed upon the Corporation by the Declaration; and

(h) To exercise all powers granted under the law of the State of Florida to Corporations Not For Profit for

the purpose of promoting the health, safety, and welfare of the Owners and Residents of Kenland Court.

IV

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

1. The owners of all Lots (as such term is defined in the Declaration) in Kenland Court shall be Members of the Corporation, and no other persons or entities shall be entitled to Membership, except as provided in Item (6) of this Article.

2. Membership shall be established by the acquisition of record fee title to a Lot or by acquisition of a fee ownership interest therein, whether by conveyance, devise, judicial decree or otherwise, and the Membership of any party shall be automatically terminated upon his being divested of all title to or his entire fee ownership interest in any Lot except that nothing herein contained shall be construed as terminating the Membership of any party who may own two or more Lots, so long as such party shall retain title to or a fee ownership interest in any Lot.

3. There shall be two classes of membership designated Class A and Class B, respectively. Class A Members shall be all Owners of Lots, except Charterland Associates, a Florida Joint Venture, hereinafter called Developer and any Successor Developer as defined in the Declaration. Developer shall be a Class B Member.

4. The voting rights of the respective classes of membership shall be as follows:

(a) Class A: Class A Members shall be entitled to one vote for each Lot owned on all matters on which Class A Members shall be entitled to vote, which vote may be exercised or cast by the Owner or Owners of each Lot in such manner as may be provided in the By-Laws hereinafter adopted by the Corporation.

(b) Class B: Class B Members shall be entitled to four (4) votes for each Lot owned by the Class B Members upon all matters on which Members of the Association shall be entitled to vote.

5. The interest of a Member in the funds and assets of the Corporation cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to his Lot. The funds and assets of the Corporation shall belong solely to the Corporation subject to the limitation that the same be expended, held or used for the benefit of the Membership and for the purposes authorized herein, in the Declaration, and in the By-Laws which may be hereafter adopted.

6. Until such time as the plat of Kenland Court and the Declaration shall be recorded in said County, the membership of the Corporation shall be comprised of the Subscribers to this Certificate, each of which Subscribers shall be entitled to cast one vote on all matters on which the Membership shall be entitled to vote.

V

The Corporation shall have perpetual existence.

VI

The principal office of the Corporation shall be located at 12370 S.W. 88 Street, Miami, Florida, but the Corporation 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. In compliance with Section 617.023, Florida Statutes, BART SEGALL is designated Resident Agent of the Corporation upon whom service of process may be served and 12370 S.W. 88th Street, Miami, Florida, as the office to be maintained for such purpose, provided that such Resident Agent and office may be changed from time to time as the Board of Directors of the Corporation may determine.

VII

The affairs of the Corporation shall be managed by the President of the Corporation assisted by the Vice President, Secretary and Treasurer, and, if any, the Assistant Secretaries and Assistant Treasurers, subject to the directions of the Board of Directors. The Board of Directors, or the President with the approval of the Board of Directors, may employ a Managing Agent and/or other managerial and supervisory personnel or entities to administer or assist in the administration of the operation and management of Kenland Court and the affairs of the Corporation, and any such person or entity may be so employed without regard to whether such person or entity is a Member of the Corporation or a Director or Officer of the Corporation, as the case may be.

VIII

The number of Members of the first Board of Directors of the Corporation shall be three (3). The number of Members of succeeding Boards of Directors shall be as provided from time to time by the By-Laws of the Corporation. The Members of the Board of Directors shall be elected by the Members of the Corporation at the Annual Meeting of the Membership as provided by the By-Laws of the Corporation, and at least a majority of the Board of Directors shall be Members of the Corporation or shall be authorized representatives, officers or employees of a corporate Member of the Corporation. Provided, notwithstanding the foregoing; so long as Developer shall own and hold any Lots subject to the Declaration which are being offered for sale, Developer shall be entitled to appoint a majority of the Board of Directors.

IX

The Board of Directors shall elect a President, Vice President, Secretary and Treasurer, and as many Assistant Secretaries and Assistant Treasurers as the Board of Directors shall determine. The President and Vice President shall be Members of the Board of Directors, but no other Officer need be a Director. The same person may hold two offices, the duties of which are not incompatible; provided, however, that the office of President and Vice President shall not be held by the same person, nor shall the office of President and Secretary or Assistant Secretary be held by the same person. The election of Officers shall be held annually at the first meeting of each Board of Directors next following the Annual Meeting of the Membership and vacancies in offices shall be filled by election by the Board of Directors as same occur.

X

The names and Post Office addresses of the first Board of Directors who, subject to the provisions of this Certificate of Incorporation, the By-Laws, and the laws of the State of Florida, shall hold office until their successors are elected and have qualified, are as follows:

BART SEGALL	12370 S.W. 88th Street Miami, Florida 33156
STEPHEN MASSON	12370 S.W. 88th Street Miami, Florida 33156
JORGE DELGADO	12370 S. W. 88th Street Miami, Florida 33156

XI

The subscribers to this Certificate of Incorporation are the three (3) persons herein named to act and serve as Members of the first Board of Directors of the Corporation, the names of which subscribers and their respective Post Office addresses are stated in Article X above. Said subscribers are residents of the places set forth beneath their signatures affixed to this Certificate.

XII

The Officers of the Corporation who shall serve until the first election under this Certificate of Incorporation shall be the following:

President	BART SEGALL
Vice President	STEPHEN MASSON
Secretary and Treasurer	JORGE DELGADO

XIII

The original By-Laws of the Corporation shall be adopted by majority vote of the Board of Directors, and thereafter, such By-Laws may be altered or rescinded only by the Membership in such manner and by such vote as said By-Laws may provide.

XIV

Every Director and every Officer of the Corporation shall be indemnified by the Corporation 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 Corporation, 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 wilful misfeasance or malfeasance in the performance of his duties; provided that, in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the Director or Officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interests of the Corporation. 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.

XV

An Amendment or Amendments to this Certificate of Incorporation may be proposed by the Board of Directors of the Corporation acting upon a vote of the majority of the Directors, or by the Members of the Corporation owning a majority of the Lots subject to the Declaration, whether meeting as Members or by instrument in writing signed by them. Upon any Amendment or Amendments to this Certificate of Incorporation being proposed by said Board of Directors or Members, such proposed Amendment or Amendments shall be transmitted to the President of the Corporation or other Officer of the Corporation in the absence of the President, who shall thereupon call a Special Meeting of the Members of the Corporation for a date not sooner than twenty (20) days nor later than sixty (60) days from the receipt by him of the proposed Amendment or Amendments, and it shall be the duty of the Secretary to give to each Member written or printed notice of such meeting, stating the time and place of the meeting and reciting the proposed Amendment or Amendments in reasonably detailed form, which notice shall be mailed or presented personally to each Member not less than ten (10) nor more than thirty (30) days before the date set for such meeting. If mailed, such notice shall be deemed to be properly given when deposited in the United States Mail, addressed to the Member at his Post Office Address as it appears on the records

of the Corporation, the postage thereon prepaid. Any Member may, by written waiver of notice signed by such Member, waive such notice, and such waiver when filed in the records of the Corporation, whether before or after the holding of the Meeting, shall be deemed equivalent to the giving of such notice to such Member. At such Meeting, the Amendment or Amendments proposed must be approved by an affirmative vote of the Members owning not less than two-thirds (2/3) of the Lots subject to the Declaration in order for such Amendment or Amendments to become effective. Thereupon, such Amendment or Amendments shall be transcribed and certified in such form as may be necessary to register the same in the Office of the Secretary of State of the State of Florida. At any Meeting held to consider such Amendment or Amendments, the written vote of any Member of the Corporation shall be recognized, if such Member is not in attendance at such Meeting or represented there at by proxy, provided such written vote is delivered to the Secretary of the Corporation at or prior to such Meeting.

In the event that the Members owning the number of LOTS necessary to pass any Amendment or Amendments to this Certificate of Incorporation shall execute an instrument amending this Certificate of Incorporation, the same shall be and constitute, when duly registered in the Office of the Secretary of State, a valid Amendment to this Certificate of Incorporation, and it shall not be necessary for the Meeting otherwise prescribed above to be held.

Notwithstanding the foregoing provisions of this Article XV, no Amendment hereto which shall abridge, amend or alter the right of DEVELOPER to designate and select Members of each Board of Directors of the Corporation, as provided in Article VIII hereof, may be adopted or become effective without the prior written consent of DEVELOPER.

IN WITNESS WHEREOF, the Subscribers have hereunto set their hands and seals, this 29 day of March, A.D. 1982.

[Signature] (Seal)
BART SEGALL
Residence: 12370 N Kendall Dr
Ma, Fla 33186

[Signature] (Seal)
STEPHEN MASSON
Residence: 12370 N Kendall Dr
Ma, Fla 33186

[Signature] (Seal)
JORGE DELGADO
Residence: 12370 N Kendall Dr
Ma, Fla 33186

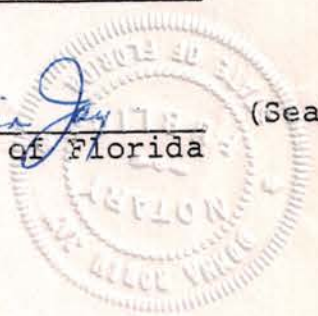
The Undersigned hereby accepts appointment as Resident Agent for the above Corporation.

[Signature] (Seal)
BART SEGALL

STATE OF FLORIDA)
County of Dade) SS.

BEFORE ME, the Undersigned Authority, personally appeared BART SEGALL, STEPHEN MASSON and JORGE DELGADO, who, upon being by me first duly sworn, acknowledged that they executed the foregoing Certificate of Incorporation for the purposes therein expressed, this 29th day of March, A.D. 1982.

[Signature] (Seal)
NOTARY PUBLIC, State of Florida
at Large



My Commission expires:

Notary Public, Florida, State at Large
My Commission Expires Nov. 11, 1985
Bonded thru Jedco Insurance Agency

BY-LAWS

OF

KENLAND COURT HOMEOWNERS ASSOCIATION, INC.

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

1. IDENTITY:

These are the By-Laws of KENLAND COURT HOMEOWNERS ASSOCIATION, INC., a corporation not for profit under the laws of the State of Florida, the Certificate of Incorporation of which has been filed in the Office of the Secretary of State of Florida. Said corporation, hereinafter called "ASSOCIATION", has been organized for the purpose of administering the operation and management of KENLAND COURT townhome community in Dade County, Florida. A Declaration of Covenants and Restrictions For Kenland Court (DECLARATION) has been executed by Charterland Associates covering KENLAND COURT.

(a) The provisions of these By-Laws are applicable to KENLAND COURT, and the terms and provisions hereof are expressly subject to the terms and provisions of the Certificate of Incorporation and the Declaration of KENLAND COURT as said Declaration shall be recorded, the terms and provisions of said Certificate of Incorporation and Declaration of KENLAND COURT to be controlling wherever the same may be in conflict with these By-Laws.

(b) All present or future owners, tenants, or their employees, or any other person that may use KENLAND COURT or any of the facilities of KENLAND COURT, are subject to the regulations set forth in these By-Laws and in said Certificate of Incorporation and Declaration.

(c) The office of the ASSOCIATION shall be at 12370 S.W. 88 Street, Miami, Florida, or such other place as the Board of Directors shall determine from time to time.

(d) The fiscal year of the ASSOCIATION shall be the calendar year.

(e) 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:

(f) Charterland Associates, a joint venture under the laws of Florida comprised of Charter I, Inc. and Kenland Corp., is the developer of KENLAND COURT and is hereinafter referred to as "DEVELOPER".

2. MEMBERSHIP, VOTING, QUORUM, PROXIES:

(a) The qualification of Members, classes of Membership, 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 Article IV of the Articles of Incorporation are incorporated herein by reference.

(b) A quorum at Members' Meetings shall consist of persons entitled to cast not less than ten percent (10%) of the votes of the entire Membership present in person or by written proxy. The joinder of a Member in the action of a Meeting by signing and concurring in the Minutes thereof or by the signing and filing of a separate written concurrence therein shall constitute the presence of such person for the purpose of determining a quorum.

(c) The vote of the owners of a Lot 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 Lot and filed with the Secretary of the ASSOCIATION, and such Certificates shall be valid until revoked by subsequent Certificate. If such a Certificate is not on file, the vote of such owners shall not be considered in determining the requirement for a quorum, nor for any other purpose. The person named in any such Certificate shall have the right to designate proxy or proxies to cast the vote of the owners of a Lot who have executed such Certificate. Provided, however, wherever any Lot is owned by husband and wife, absent any written notice by them to the contrary, the husband or wife, as the case may be, shall be treated and regarded as the agent and proxy of the other when in attendance at any Membership Meeting for the purpose of determining a quorum and casting the vote for each Lot owned by them, without necessity for filing of a Certificate.

(d) Votes may be cast in person or by proxy. Proxies shall be valid only for the particular Meeting designated thereon and any lawful adjourned meetings thereof and must be filed with the Secretary before the appointed time of the Meeting. No proxy shall be valid for longer than 90 days after the date of the first meeting for which it was given.

(e) Approval or disapproval of a Lot owner upon any matters, whether or not the subject of an ASSOCIATION Meeting, shall be by the same person who would cast the vote of such owner if in an ASSOCIATION Meeting.

(f) Except where otherwise required under the provisions of the Certificate of Incorporation of the ASSOCIATION, these By-Laws, the Declaration of KENLAND COURT, or where the same may otherwise be required by law, a majority of the votes cast at any duly called Members' Meeting at which a quorum is present shall determine any issue or matter voted upon.

3. ANNUAL AND SPECIAL MEETINGS OF MEMBERSHIP:

(a) The Annual Members' Meeting shall be held at the office of the ASSOCIATION, at 10:00 o'clock A.M., or at such other place and time as the Board of Directors may designate, on the second Saturday in December of each year for the purpose of electing Directors and of transacting any other business authorized to be transacted by the Members; provided, however, that if that day is a legal holiday, the Meeting shall be held at the same hour on the next succeeding Saturday which is not a legal holiday.

(b) Special Members' Meetings shall be held whenever called by the President or Vice President or by a majority of the Board of Directors, and must be called by such Officers upon receipt of a written request from Members of the ASSOCIATION owning a majority of the Lots.

(c) Notice of all Members' Meetings, Regular or Special, shall be given by the President, Vice President or Secretary of the ASSOCIATION, or other Officer of the ASSOCIATION in absence of said Officers, to each Member, unless waived in writing, such notice to be written or printed and to state the time and place and object for which the Meeting is called. Such notice shall be given to each Member not less than fourteen (14) days nor more than forty (40) days prior to the date set for such Meeting, which notice shall be mailed or presented personally to each Member within said time. If mailed, such notice shall be deemed to be properly given when deposited in the United States mails, postage prepaid, addressed to the Member at his Post Office Address as it appears on the records of the ASSOCIATION as of the date of mailing such notice. Such mailing shall be by regular U. S. mail. Proof of such mailing or delivery may be by the Affidavit of the person giving the notice. A notice of the Meeting shall be posted in a conspicuous place in the Common Area of KENLAND COURT at least fourteen (14) days prior to the Meeting. Any Member may, by written waiver of notice signed by such Member, waive such notice, and such waiver, when filed in the records of the ASSOCIATION, whether before or after the holding of the Meeting, shall be deemed equivalent to the giving of such notice to such Member. If any Members' Meeting cannot be organized because a quorum has not attended, or because a

greater percentage of the Membership required hereunder, by the Certificate of Incorporation, the Declaration of KENLAND COURT or By-Laws to constitute a quorum for particular purposes has not attended, the Members who are present, either in person or by proxy, may adjourn the Meeting from time to time until a quorum, or the required percentage of attendance if greater than a quorum, is present.

(d) The order of business at Annual Members' Meetings, and, as far as practical, at any other Members' Meeting, shall be:

- i) Calling of the roll and certifying of proxies
- ii) Proof of notice of meeting or waiver of notice
- iii) Reading and disposal of any unapproved Minutes
- iv) Reports of Officers
- v) Reports of Committees
- vi) Appointment of Inspectors of Election by Chairman
- vii) Election of Directors
- viii) Unfinished business
- ix) New business
- x) Adjournment

4. BOARD OF DIRECTORS:

(a) The first Board of Directors of the ASSOCIATION shall be comprised of three (3) Members, being the persons named as Directors in the Certificate of Incorporation. At the time of the first election of Directors in which DEVELOPER shall not be entitled to designate or appoint a majority the Board of Directors, the Board of Directors shall be increased to five (5) Members and the Board shall thereafter be comprised of five (5) Members.

(b) So long as DEVELOPER shall own and hold any Lots subject to the Declaration which are being offered for sale, DEVELOPER shall be entitled to appoint a majority of the Board of Directors and shall be entitled to vote in the election of the remaining Directors as a Class B Member as provided in the Certificate of Incorporation.

(c) Election of Directors shall be conducted in the following manner:

(i) DEVELOPER shall, at the beginning of the election of the Board of Directors, if then entitled to do so under the Certificate of Incorporation, designate and select the Members of the Board of Directors which it shall be entitled to designate and select in accordance with the provisions of these By-Laws and the Certificate of Incorporation and upon such designation and selection by DEVELOPER by written instrument presented to the Meeting at which such election is held, said individuals so designated and selected by DEVELOPER shall be deemed and considered for all purposes Directors of the ASSOCIATION, and shall thenceforth perform the offices and duties of such Directors until their successors shall have been selected or elected in accordance with the provisions of these By-Laws.

(ii) When DEVELOPER shall not be entitled to designate and select a majority of the members of the Board of Directors they shall be elected by a plurality of the votes of the Members of the ASSOCIATION cast at the Annual Meeting of the Members of the ASSOCIATION (or any Special Meeting called for the purpose of electing Directors).

(iii) Vacancies in the Board of Directors may be filled until the date of the next Annual Meeting by the remaining Directors, except that should any vacancy in the Board of Directors be created in any directorship previously filled by any person designated and selected by DEVELOPER such vacancy shall be filled by DEVELOPER designating and selecting, by written instrument delivered to any Officer of the ASSOCIATION, the successor Director to fill the vacated Directorship for the unexpired term thereof.

(iv) Until the first Members' Meeting at which a Board of Directors of five (5) Members shall be elected, the term of office of each Director elected by the Members shall be from time of election to the next succeeding Members' Meeting. At the first meeting of the Members held at which a Board of Directors of five (5) Members shall be elected, the term of office of the two (2) Directors receiving the highest plurality of votes shall be from the date of their election until the second succeeding Annual Members' Meeting and the term of office of the remaining Directors shall be from the date of their election until the next succeeding Annual Members' Meeting. After the election of the first Board of Directors of five (5) Members, as many Directors of the ASSOCIATION shall be elected at the Annual Meeting of Members as there are regular terms of office of Directors expiring at such time, and the term of office of the Directors each year shall be for two (2) years expiring at the second Annual Meeting of Members following their election, and thereafter until their successors are duly elected and qualified, or until removed in the manner elsewhere provided in these By-Laws, or as may be provided by law.

(v) In the election of Directors, there shall be appurtenant to each Lot owned by a Class "A" Member as many votes for Directors as there are Directors to be elected, provided, however, that no Class "A" Member or owner of any Lot may cast more than one (1) vote per Lot for any person nominated as a Director. In such election, the Class "B" Member (DEVELOPER) shall be entitled to cast four (4) votes for each Lot owned by it multiplied by the number of Directors to be elected (excluding any appointed by Developer), provided that it may not cast more than four (4) votes per Lot for any person nominated as a Director. It is the intent hereof that voting shall not be cumulative.

(vi) In the event that DEVELOPER, in accordance with the privilege granted to it, selects any person or persons to serve on any Board of Directors of the ASSOCIATION, the said DEVELOPER shall have the absolute right, at any time, in its sole discretion, to replace any such person or persons with another person or other persons to serve on said Board of Directors. Replacements of any person or persons designated by DEVELOPER to serve on any Board of Directors of the ASSOCIATION shall be made by written instrument delivered to any Officer of the ASSOCIATION, which instrument shall specify the name or names of the person or persons designated as successor or successors to the persons so removed from said Board of Directors. The removal of any Director and designation of his successor shall be effective immediately upon delivery of such written instrument by DEVELOPER to any Officer of the ASSOCIATION. Whenever DEVELOPER'S right to designate Directors expires, the DEVELOPER shall forthwith cause the Directors then serving to resign.

(d) The Organizational Meeting of a newly elected Board of Directors shall be held within ten (10) days of their election, at such time and at such place as shall be fixed by the Directors at the Meeting at which they were elected, and no further notice of the Organization Meeting shall be necessary provided a quorum shall be present, except that notice shall be posted conspicuously on the Condominium property at least 48 hours in advance of the Organizational meeting.

(e) Regular Meetings of the Board of Directors may be held at such time and place as shall be determined from time to time by a majority of the Directors. Notice of Regular Meetings shall be given to each Director, personally or by mail, telephone or telegram, at least three (3) days prior to the day named for such Meeting, unless notice is waived. Special Meetings of the Directors may be called by the President, and must be called by the Secretary at the written request of one-third (1/3) of the votes of the Board. Not less than three (3) days' notice of a Meeting shall be given to each Director, personally or by mail, telephone or telegram, which notice shall state the time,

place and purpose of the Meeting. Any Member may attend any Meeting of the Board of Directors and notice of any Board Meeting shall be posted in a conspicuous place on Common Area at least forty-eight (48) hours prior to the Meeting, except in an emergency as determined by a majority of the Board at or before the Meeting. Notice mailed shall be deemed effective on the third day not a Saturday, Sunday or legal holiday next following the date of mailing.

(f) Any Director may waive notice of a Meeting before or after the Meeting, and such waiver shall be deemed equivalent to the giving of notice.

(g) A quorum at a Directors' Meeting shall consist of the Directors entitled to cast a majority of the votes of the entire Board. The acts of the Board approved by a majority of the votes present at a Meeting at which a quorum is present shall constitute the acts of the Board of Directors, except as specifically otherwise provided in the Certificate of Incorporation, these By-Laws or the Declaration. If any Directors' Meeting cannot be organized because a quorum has not attended, or because the greater percentage of the Directors required to constitute a quorum for particular purposes has not attended, wherever the latter percentage of attendance may be required as set forth in the Certificate of Incorporation, these By-Laws or the Declaration, the Directors who are present may adjourn the Meeting from time to time until a quorum is present. At any adjourned Meeting, any business which might have been transacted at the Meeting as originally called may be transacted without further notice. The joinder of a Director in the action of a Meeting by signing and concurring in the Minutes thereof shall constitute the presence of such Director for the purpose of determining a quorum.

(h) The Presiding Officer of Directors' Meetings shall be the Chairman of the Board, if such an Officer has been elected; and if none, then the President shall preside. In the absence of the Presiding Officer, the Directors present shall designate one of their number to preside.

(i) Directors' fees, if any, shall be determined by the Members.

(j) All of the powers and duties of the ASSOCIATION shall be exercised by the Board of Directors, including those existing under the Common Law and Statutes, the Certificate of Incorporation of the ASSOCIATION, these By-Laws and the Declaration. Such powers and duties shall be exercised in accordance with said Certificate of Incorporation, these By-Laws and the Declaration, and shall include, without limiting the generality of the foregoing, the following:

(i) The making, levying, and collecting of assessments against Members and Members' Lots and Units to defray the costs of KENLAND COURT, and use of the proceeds of said assessments in the exercise of the powers granted to and duties imposed upon the ASSOCIATION;

(ii) The maintenance, repair, replacement, operation and management of the Common Area wherever the same is required to be done and accomplished by the ASSOCIATION for the benefit of its Members, and, where required or permitted by the Declaration and authorized by the Board of Directors the Lots and Units.

(iii) The reconstruction of Common Area improvements after casualty, and the further improvement of the property, real and personal;

(iv) The making and amendment of rules and regulations governing the use of the facilities of KENLAND COURT, so long as they do not conflict with the restrictions and limitations which may be placed upon the use of such facilities under the terms of the Certificate of Incorporation and Declaration;

(v) The acquisition, operation, leasing, managing and otherwise trading and dealing with property, real and personal, including Units in KENLAND COURT, as may be necessary or convenient in the operation and management of KENLAND COURT, and in accomplishing the purposes set forth in the Declaration;

(vi) The contracting for the management of KENLAND COURT and delegation to such contractor of all of the powers and duties of the ASSOCIATION, except those which may be required by the Declaration to have approval of the Board of Directors or Membership of the ASSOCIATION, provided that no such contract shall be for a term of more than three (3) years;

(vii) The payment of all taxes and assessments which are liens against any part of the Common Area and the appurtenances thereto, and the assessment of the same against the Members and their respective Lots;

(viii) The provision of insurance for the protection of the Members and the ASSOCIATION against casualty and liability as contemplated by the Declaration;

(ix) The payment of all costs of power, water, sewer and other utility services rendered to the KENLAND COURT and not billed to the owners of the separate PRIVATE DWELLINGS; and

(x) The employment of personnel for reasonable compensation to perform the services required for proper administration of the purposes of the ASSOCIATION.

(k) The undertakings and contracts authorized by said first Board of Directors shall be binding upon the ASSOCIATION in the same manner as though such undertakings and contracts had been authorized by the first Board of Directors duly elected by the Membership after the Declaration has been recorded, so long as any undertakings and contracts are within the scope of the powers and duties which may be exercised by the Board of Directors of the ASSOCIATION.

(l) Any one or more of the Members of the Board of Directors of the ASSOCIATION may be removed either with or without cause, at any time by a vote of the Members owning a majority of the Lots at any Special Meeting called for such purpose, or at the Annual Meeting; provided, however, that only DEVELOPER shall have the right to remove a Director appointed by it. A Special Meeting of the Owners of the Lots to recall a Member or Members of the Board of Directors may be called in accordance with the provisions of Article 3 of these By-Laws, or by owners of twenty percent (20%) of the Lots giving notice of the Meeting as required for a Meeting of the Members, which notice shall state the purpose of the Meeting.

5. OFFICERS:

(a) The executive officers of the ASSOCIATION shall be a President, who shall be a Director, a Vice President, who shall be a Director, a Treasurer, a Secretary and an Assistant Secretary, all of whom shall be elected annually by the Board of Directors and who may be peremptorily removed by vote of the Directors at any Meeting. Any person may hold two or more offices, except that the President shall not also be the Secretary or an Assistant Secretary. The Board of Directors shall from time to time elect such other Officers and designate their powers and duties as the Board shall find to be required to manage the affairs of the ASSOCIATION.

(b) The President shall be the Chief Executive Officer of the ASSOCIATION. He shall have all of the powers and duties which are usually vested in the office of President of an association, including, but not limited to the power to appoint committees from among the members from time to time, as he may, in his discretion, determine appropriate, to assist in the conduct of the affairs of the ASSOCIATION.

(c) The Vice President shall, in the absence or disability of the President, exercise the powers and perform the duties of President. He shall also generally assist the President and exercise such other powers and perform such other duties as shall be prescribed by the Directors.

(d) The Secretary shall keep the Minutes of all proceedings of the Directors and the Members. He shall attend to the giving and serving of all notices required by law. He shall have custody of the seal of the ASSOCIATION and affix the same to instruments requiring a seal when duly signed. He shall keep the records of the ASSOCIATION, except those of the Treasurer, and shall perform all other duties incident to the office of secretary of an association as may be required by the Directors or President. The Assistant Secretary shall perform the duties of Secretary when the Secretary is absent.

(e) The Treasurer shall have custody of all of the property of the ASSOCIATION, including funds, securities and evidences of indebtedness. He shall keep the assessment rolls and accounts of the Members; he shall keep the books of the ASSOCIATION in accordance with good accounting practices; and he shall perform all other duties incident to the office of Treasurer.

(f) The compensation of all officers and employees of the ASSOCIATION shall be fixed by the Directors. This provision shall not preclude the Board of Directors from employing a Director as an employee of the ASSOCIATION, nor preclude the contracting with a Director for the management of KENLAND COURT.

(g) All Officers shall serve at the pleasure of the Board of Directors and any Officer may be removed from office at any time, with or without cause, by a majority vote of the Board of Directors.

6. FISCAL MANAGEMENT:

The provisions for fiscal management of the ASSOCIATION set forth in the Declaration and Certificate of Incorporation are supplemented by the following provisions:

(a) The assessment roll shall be maintained in a set of accounting books in which there shall be an account for each Lot. Such account shall designate the name and address of the owner or owners, the amount of each assessment against the owners, the dates and amounts in which assessments come due, the amounts paid upon the account and the balance due upon assessments. Assessments shall be paid to ASSOCIATION monthly on the first day of each month without demand or notice unless the amount of the assessments shall be changed, in which case written notice by mail or delivery shall be given each Member of the new assessment applicable to his PRIVATE DWELLING at least ten (10) days before the due date but failure of notice shall not excuse nonpayment upon demand.

(b) The Board of Directors shall adopt a budget for each calendar year which shall contain estimates of the cost of performing the functions of the ASSOCIATION including all items required by the Declaration and applicable law, and shall adopt proposed assessments against the Lots and Owners in accordance with and subject to the limitations stated in the Declaration. Copies of the proposed budget and proposed assessments shall be transmitted to each Member by mail at least ten (10) days prior to the Meeting at which adoption of the budget is to be considered. If the budget is subsequently amended before the assessments are made, a copy of the amended budget shall be furnished each Member concerned. Delivery of a copy of any budget or amended budget to each Member shall not affect the liability of any Member for any such assessments, nor shall delivery of a copy of such budget or amended budget be considered as a condition precedent to the effectiveness of said budget and assessments levied pursuant thereto, and nothing herein contained shall be construed as restricting the right of the Board of Directors at any time in their sole discretion to levy any additional assessment in the event that the budget originally adopted shall appear to be insufficient to pay costs and expenses of operation and management, or, in the event of emergencies.

(c) The depository of the ASSOCIATION shall be such bank or banks as shall be designated from time to time by the Directors and in which the moneys of the ASSOCIATION shall be deposited. Withdrawal of moneys from such accounts shall be only by checks signed by such persons as are authorized by the Directors.

(d) An audit of the accounts of the ASSOCIATION shall be made annually by a certified Public Accountant, and a copy of the report shall be furnished to each Member not later than April 1 of the year following the year for which the report is made.

(e) Fidelity Bonds may be required by the Board of Directors from all Officers, Directors and Employees of the ASSOCIATION who control or disburse funds of the ASSOCIATION. The amount of such Bonds shall be determined by the Directors. The premiums on such Bonds shall be paid by the ASSOCIATION.

7. PARLIAMENTARY RULES:

Roberts Rules of Order (latest edition) shall govern the conduct of corporate proceedings when not in conflict with the Articles of Incorporation and these By-Laws or with the Statutes of the State of Florida.

8. AMENDMENTS TO BY-LAWS:

Amendments to these By-Laws shall be proposed and adopted in the following manner:

(a) Amendments to these By-Laws may be proposed by the Board of Directors of the ASSOCIATION acting upon vote of the majority of the Directors, or by Members of the ASSOCIATION owning a majority of the PRIVATE DWELLINGS in the CONDOMINIUM, whether meeting as Members or by instrument in writing signed by them.

(b) Upon any amendment or amendments to these By-Laws being proposed by said Board of Directors or Members, such proposed amendment or amendments shall be transmitted to the President of the ASSOCIATION, or other Officer of the ASSOCIATION in absence of the President, who shall thereupon call a Special Joint Meeting of the Members of the Board of Directors of the ASSOCIATION and the Membership for a date not sooner than twenty (20) days nor later than sixty (60) days from receipt by such Officer of the proposed amendment or amendments, and it shall be the duty of the Secretary to give to each Member written or printed notice of such Meeting in the same form and in the same manner as notice of the call of a Special Meeting of the Members is required as herein set forth, which notice shall include the proposed amendment.

(c) In order for such amendment or amendments to become effective, the same must be approved by an affirmative vote of the members owning not less than two-thirds (2/3) of the Lots in KENLAND COURT. Thereupon, such amendment or amendments to these By-Laws shall be transcribed, certified by the President and Secretary of the ASSOCIATION and shall be effective upon such certification.

(d) At any Meeting held to consider such amendment or amendments to the By-Laws, the written vote of any Member of the ASSOCIATION shall be recognized if such Member is not in attendance at such Meeting or represented thereat by proxy, provided such written vote is delivered to the Secretary of the ASSOCIATION at or prior to such Meeting.

(e) In the event that the Members owning the number of Lots in the CONDOMINIUM necessary to pass any amendment or amendments to these By-Laws shall execute any instrument amending these By-Laws, the same shall be and constitute an amendment hereto in the same manner as though such amendment had been duly passed at a Meeting held to consider the same, and it shall not be necessary for the Meeting otherwise prescribed above to be held, and such amendment or amendments to the By-Laws, bearing the signature of the Members, and certified by the President and Secretary of the ASSOCIATION shall be filed in the records of the ASSOCIATION as part of the By-Laws and shall be effective upon such certification.

(f) Notwithstanding the foregoing provisions of this Article 8, no amendment to these By-Laws which shall abridge, amend or alter the right of DEVELOPER

to designate and select Directors of the ASSOCIATION, as provided in Article 4 hereof, may be adopted or become effective without the prior written consent of DEVELOPER.

9. AMENDMENTS TO CERTIFICATE OF INCORPORATION:

The Certificate of Incorporation may be amended as provided therein.

The foregoing were adopted as the By-Laws of the ASSOCIATION at the first Meeting of the Board of Directors on March 29, 1982.

APPROVED:



President BART SEGALL



Secretary JORGE DELGADO

ARTICLES OF INCORPORATION
OF
KENLANDS COMMUNITY ASSOCIATION, INC.
(A corporation not for profit)

ARTICLE I
NAME

The name of this corporation shall be **KENLANDS COMMUNITY ASSOCIATION, INC.**, herein sometimes called the "Association." Said corporation is incorporated as a corporation not for profit under the provisions of Chapter 617, Florida Statutes. This corporation shall not issue shares of stock nor provide for non-voting membership.

ARTICLE II
PURPOSES

The general nature, objects and purposes of the Association are as follows:

A. To coordinate and deal with the common problems of the various condominium and homeowner associations located upon the area generally known as the Kenlands Development Area and to secure the cooperative action of the various member associations in advancing the common purposes of the associations and the individual members thereof.

B. To promote the health, safety and social welfare of the owners of the property within that area referred to as the Kenlands, a residential subdivision situated in Dade County, Florida.

C. To provide services for the common benefit of the condominium associations and homeowner associations and the individual members thereof that comprise the Kenlands community.

D. To provide for private security and such other services for the common benefit of the Kenlands community, and the capital improvements and equipment related thereto in the Kenlands.

E. To provide, purchase, acquire, replace, improve, maintain and/or repair such buildings, structures, street lights and other structures, landscaping, paving and equipment, both real and personal, related to the health, safety and social welfare of the

members of the Association, as the Board of Directors in its discretion determines necessary, appropriate, and/or convenient.

F. To operate without profit for the sole and exclusive benefit of its members.

G. To perform all of the functions contemplated by the Association, and undertaken by the Board of Directors of the Association pursuant to these Articles of Incorporation and the By-Laws of the Association.

H. The corporation shall have all the powers that are set forth and described in Chapter 617 of the Florida Statutes together with all of the powers necessary for it to carry out the purposes for which this Association was formed.

ARTICLE III **GENERAL POWERS**

The general powers that the Association shall have are as follows:

A. To hold funds solely and exclusively for the benefit of members for purposes set forth in these Articles of Incorporation.

B. To promulgate and enforce rules, regulations, by-laws, covenants, restrictions and agreements to effectuate the purposes for which the Association is organized. No such rules, regulations, by-laws, covenants, restrictions or agreements shall be in derogation of the powers, responsibilities or limitations imposed by the governing documents of the individual member associations.

C. To delegate power or powers where such is deemed in the interest of the Association.

D. To purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of, real or personal property, except to the extent restricted hereby; to enter into, make, perform, or carry out contracts of every kind with any person, firm, corporation or association; to do any and all acts necessary or expedient for carrying on any and all of the activities and pursuing any and all of the objects and purposes set forth in the Articles of Incorporation and not forbidden by either the laws of the State of Florida or the provisions contained in the recorded documents governing the affairs of the member associations.

E. To fix assessments to be levied against the members to defray expenses and costs of effectuating the objects and purposes of the Association and to create reasonable reserves for such expenditures, and to authorize its Board of Directors, in its discretion, to enter into agreements with mortgage companies or other organizations for the collection of such assessments.

F. To pay taxes and other charges, if any, on, or against the property owned or accepted by the Association.

G. From time to time, and at least once annually, the corporate officers shall furnish periodic reports to the members, which shall include profit and loss statements and balance sheets prepared in accordance with sound business and accounting practice.

ARTICLE IV

MEMBERS

A. Membership in this corporation shall be limited to the individual condominium associations and homeowner associations that comprise the Kenlands development area. The subscribing members of the corporation shall be the following condominium and homeowner associations:

<u>NAMES</u>	<u>ADDRESSES</u>
Kenland Bend North Condominium, Inc.	
Kenland Bend South Condominium, Inc.	
Kenland Pointe Condominium I, Inc.	
Kenland Pointe Condominium II, Inc.	
Kenland Pointe Condominium III, Inc.	
Kenland Pointe Condominium IV, Inc.	
Kenland Court Homeowners Association, Inc.	

Membership in the corporation may be increased or decreased as provided herein.

B. No classes of members shall be established except upon the unanimous consent of all members.

C. The subscribing members agree to serve as members of the Association for a minimum period of two (2) years. At the end of the initial two (2) year term, the

membership in the Association shall be perpetual, except that a member may withdraw from the Association upon giving one (1) year's advance notice to the Association and the other members thereof. New members may be added to the Association upon the concurrence of a majority of the existing members of the Association. The initial term of any new member that is added during the first two (2) years of this Association's corporate existence shall coincide with the unexpired portion of the initial two (2) year term of the subscribing members.

ARTICLE V
VOTING AND ASSESSMENTS

A. Subject to the restrictions and limitations hereinafter set forth, each member shall have voting rights for all purposes as hereinafter provided:

<u>NAME</u>	<u>VOTES</u>
Kenland Bend North Condominium, Inc.	4
Kenland Bend South Condominium, Inc.	4
Kenland Pointe Condominium I, Inc.	1
Kenland Pointe Condominium II, Inc.	1
Kenland Pointe Condominium III, Inc.	1
Kenland Pointe Condominium IV, Inc.	1
Kenland Court Homeowners Association, Inc.	4

Any subsequent members shall be granted voting rights for all purposes as determined by the Board of Directors at the time of acceptance of the new member, but in no instance shall a new member be granted less than one (1) voting right. The approval of new members and the voting rights thereof shall require the concurrence of at least a majority of all of the voting rights of the Directors of the Association.

B. Assessments for expenses incurred by the Kenlands Community Association, Inc. shall be borne by the members thereof based on a pro-rata equation wherein the numerator is the total number of units in each member association and the denominator is the total number of units in all of the associations combined. However, notwithstanding anything to the contrary contained herein, no individual member shall have any direct liability whatsoever to any third person for the debts, judgments or other

obligations of this corporation. And nothing contained herein shall be construed to render the individual members of the community association guarantors of the debts, judgments or other obligations of the corporation.

ARTICLE VI
BOARD OF DIRECTORS

A. The affairs of the corporation shall be managed by a Board of Directors consisting of one director for each member association. The directors shall be selected or appointed by the Boards of Directors of each member association with each Board of Directors having the right to choose its own director (and any alternate thereof) to serve on the overall Kenlands Community Association, Inc. All directors serve at the complete pleasure and subject to limitations and restrictions of the individual member associations. All directors shall serve for a term of office herein established at one (1) year, although individual directors may be recalled with or without cause by the individual board of directors that appointed or selected the person to serve on the Board of Directors of the overall Association.

B. Duly appointed members of the Community Association Board of Directors shall not be removed from office except as provided hereinabove. No vacancies may be filled except in the manner provided herein for initial appointment.

C. The names and addresses of the first Board of Directors, who shall hold office for a term of one (1) year or until their successors are selected or appointed and have qualified, are as follows:

<u>ASSOCIATION NAME</u>	<u>DIRECTOR</u>	<u>ADDRESS</u>
Kenland Bend North Condominium, Inc.	_____	_____
Kenland Bend South Condominium, Inc.	_____	_____
Kenland Pointe Condominium I, Inc.	_____	_____
Kenland Pointe Condominium II, Inc.	_____	_____
Kenland Pointe Condominium III, Inc.	_____	_____
Kenland Pointe Condominium IV, Inc.	_____	_____
Kenland Court Homeowners Association, Inc.	_____	_____

D. Only the members of the class of membership represented by the Director or Directors for that class, as set forth above, shall vote for such Director or Directors.

E. The directors shall have weighted voting rights as provided herein.

ARTICLE VII
OFFICERS

A. The officers of the Association shall be a President, Vice President, a Secretary and a Treasurer, and such other officers as the Board may from time to time by resolution create. Any two or more offices may be held by the same person except the offices of President and Secretary. Officers shall be elected for one (1) year terms in accordance with the procedure set forth in the By-Laws.

B. The officers shall be elected by the Directors at the first annual meeting of the Board of Directors and thereafter at annual meetings of the Board of Directors.

ARTICLE VIII
CORPORATE EXISTENCE

The Association shall have perpetual existence.

ARTICLE IX
BY-LAWS

The Board of Directors shall adopt By-Laws consistent with these Articles.

ARTICLE X
AMENDMENT TO ARTICLES OF INCORPORATION

These Articles may be altered, amended or repealed by unanimous resolution of the Board of Directors.

ARTICLE XI
INDEMNIFICATION OF OFFICERS AND DIRECTORS

A. The Association hereby indemnifies any Director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

(i) Whether civil, criminal, administrative, or investigative, other than one by or in the right of the Association to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity of Director or officer of the Association, or in his capacity as Director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such Director or officer did not act in good faith in the reasonable belief that such action was in the best interests of the Association or that he had reasonable grounds for belief that such action was unlawful.

(ii) By or in the right of the Association to procure a judgment in its favor by reason of his being or having been a Director or officer of the Association, or by reason of his being or having been a Director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association. Such person shall not be entitled to indemnification in relations to matters as to which such person has been adjudged to have been guilty of negligence or misconduct in the performance of his duty to the Association unless and only to the extent that the court, administrative agency, or investigative body before which such action, suit or proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

B. The Board of Directors shall determine whether amounts for which a Director or officer seeks indemnification were properly incurred and whether such Director or officer acted in good faith and in a manner he reasonably believed to be in the best interests of the Association, and whether, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of Directors who were not parties to such action, suit or proceeding.

C. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Association to indemnify under applicable law.

D. Service as an officer or director of the overall Kenlands Community Association, Inc. shall be deemed to be authorized official acts in furtherance of the responsibilities of officers, directors and agents of the member condominium and homeowner associations.

E. The Association may obtain insurance to provide coverage for the benefit of the Association and the directors, officers and agents thereof to the extent permitted by law.

ARTICLE XII

TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

A. No contract or transaction between the Association and one or more of its Directors or officers, or between the Association and any other corporation, partnership, association, or other organization in which one or more of its Directors or officers are Directors or officers, or have a financial interest, shall be invalid, void or voidable solely for this reason, or solely because the Director or officer is present at or participates in the meeting of the Board or committee thereof which authorized the contract or transaction. No Director or officer of the Association shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction.

B. Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction. However, any director who has a financial interest in any matter before the board shall declare a conflict of interest and shall refrain from participation in any debate or vote on such matter.

ARTICLE XIII
DISSOLUTION OF THE ASSOCIATION

A. Upon dissolution of the Association, all of its assets remaining after provision for creditors and payment of all costs and expenses of such dissolution shall be distributed in the following manner and relative priority:

(i) Dedication to any applicable municipal or other governmental authority of any property determined by the Board of Directors of the Association to be appropriate for such dedication and which the authority is willing to accept and provide maintenance for.

(ii) Remaining assets shall be distributed among the members, subject to the limitations set forth below:

(1) Initial capital contributions shall be distributed to members in accordance with their initial pro-rata contributions.

(2) All other assets shall be distributed to members as tenants in common, each member's share of the assets to be determined in accordance with its relative assessment obligations.

B. Upon the expiration of the initial two (2) year term, the Association may be dissolved upon a resolution to that effect being recommended by three-fourths (3/4ths) of the voting rights of the Board of Directors.

IN WITNESS WHEREOF, the said subscribers have hereunto set their hands and seals this ____ day of _____, 1986.

KENLAND BEND NORTH CONDOMINIUM, INC.

Attest:

By: _____
LEONARDO MANZANO, President

JO HEATON, Secretary

(CORPORATE SEAL)

KENLAND BEND SOUTH CONDOMINIUM, INC.

Attest:

By: _____
President

Secretary

(CORPORATE SEAL)

KENLAND POINTE CONDOMINIUM I, INC.

Attest:

By: EDWARD BERNARD, President

ROBERT ANDERSON, Secretary

(CORPORATE SEAL)

KENLAND POINTE CONDOMINIUM II, INC.

Attest:

By: LYNN ROY, President

KATHY FELTON, Secretary

(CORPORATE SEAL)

KENLAND POINTE CONDOMINIUM III, INC.

Attest:

By: EDWARD SALAZAR, President

Secretary

(CORPORATE SEAL)

KENLAND POINTE CONDOMINIUM IV, INC.

Attest:

By: HORTENSIA CAZO, President

WILMA AQUILA, Secretary

(CORPORATE SEAL)

KENLAND COURT HOMEOWNERS
ASSOCIATION, INC.

Attest:

By: President

Secretary

(CORPORATE SEAL)

STATE OF FLORIDA)
COUNTY OF DADE) :SS.:

I HEREBY CERTIFY that on this ____ day of _____, 1986, before me, the undersigned authority, personally appeared LEONARDO MANZANO and JO HEATON, the President and Secretary, respectively, of KENLAND BEND NORTH CONDOMINIUM, INC., a corporation organized under the laws of the State of Florida, to me known to be the persons who signed the foregoing instrument as such officers and acknowledged the execution thereof to be their free act and deed as such officers for the uses and purposes

therein mentioned, and that they affixed thereto the official seal of said corporation, and that the said instrument is the act and deed of said corporation.

WITNESS my hand and official seal at Miami, Dade County, Florida, this _____ day of _____, 1986.

NOTARY PUBLIC, State of Florida at Large

My Commission Expires:

STATE OF FLORIDA
COUNTY OF DADE

) :SS.:

I HEREBY CERTIFY that on this _____ day of _____, 1986, before me, the undersigned authority, personally appeared _____ and _____, the President and Secretary, respectively, of KENLAND BEND SOUTH CONDOMINIUM, INC., a corporation organized under the laws of the State of Florida, to me known to be the persons who signed the foregoing instrument as such officers and acknowledged the execution thereof to be their free act and deed as such officers for the uses and purposes therein mentioned, and that they affixed thereto the official seal of said corporation, and that the said instrument is the act and deed of said corporation.

WITNESS my hand and official seal at Miami, Dade County, Florida, this _____ day of _____, 1986.

NOTARY PUBLIC, State of Florida at Large

My Commission Expires:

STATE OF FLORIDA
COUNTY OF DADE

) :SS.:

I HEREBY CERTIFY that on this _____ day of _____, 1986, before me, the undersigned authority, personally appeared EDWARD BERNARD and ROBERT ANDERSON, the President and Secretary, respectively, of KENLAND POINTE CONDOMINIUM I, INC., a corporation organized under the laws of the State of Florida, to me known to be the persons who signed the foregoing instrument as such officers and acknowledged the execution thereof to be their free act and deed as such officers for the uses and purposes therein mentioned, and that they affixed thereto the official seal of said corporation, and that the said instrument is the act and deed of said corporation.

WITNESS my hand and official seal at Miami, Dade County, Florida, this _____ day of _____, 1986.

NOTARY PUBLIC, State of Florida at Large

My Commission Expires:

STATE OF FLORIDA
COUNTY OF DADE

)
:SS.:

I HEREBY CERTIFY that on this ____ day of _____, 1986, before me, the undersigned authority, personally appeared LYNN ROY and KATHY FELTON, the President and Secretary, respectively, of KENLAND POINTE CONDOMINIUM II, INC., a corporation organized under the laws of the State of Florida, to me known to be the persons who signed the foregoing instrument as such officers and acknowledged the execution thereof to be their free act and deed as such officers for the uses and purposes therein mentioned, and that they affixed thereto the official seal of said corporation, and that the said instrument is the act and deed of said corporation.

WITNESS my hand and official seal at Miami, Dade County, Florida, this ____ day of _____, 1986.

NOTARY PUBLIC, State of Florida at Large

My Commission Expires:

STATE OF FLORIDA
COUNTY OF DADE

)
:SS.:

I HEREBY CERTIFY that on this ____ day of _____, 1986, before me, the undersigned authority, personally appeared EDWARD SALAZAR and _____, the President and Secretary, respectively, of KENLAND POINTE CONDOMINIUM III, INC., a corporation organized under the laws of the State of Florida, to me known to be the persons who signed the foregoing instrument as such officers and acknowledged the execution thereof to be their free act and deed as such officers for the uses and purposes therein mentioned, and that they affixed thereto the official seal of said corporation, and that the said instrument is the act and deed of said corporation.

WITNESS my hand and official seal at Miami, Dade County, Florida, this ____ day of _____, 1986.

NOTARY PUBLIC, State of Florida at Large

My Commission Expires:

STATE OF FLORIDA
COUNTY OF DADE

)
:SS.:

I HEREBY CERTIFY that on this ____ day of _____, 1986, before me, the undersigned authority, personally appeared HORTENSIA CAZO and WILMA AQUILA, the President and Secretary, respectively, of KENLAND POINTE CONDOMINIUM IV, INC., a corporation organized under the laws of the State of Florida, to me known to be the persons who signed the foregoing instrument as such officers and acknowledged the execution thereof to be their free act and deed as such officers for the uses and purposes

therein mentioned, and that they affixed thereto the official seal of said corporation, and that the said instrument is the act and deed of said corporation.

WITNESS my hand and official seal at Miami, Dade County, Florida, this _____ day of _____, 1986.

NOTARY PUBLIC, State of Florida at Large

My Commission Expires:

STATE OF FLORIDA
COUNTY OF DADE

)
)ss.:

I HEREBY CERTIFY that on this ____ day of _____, 1986, before me, the undersigned authority, personally appeared _____ and _____, the President and Secretary, respectively, of KENLAND COURT HOMEOWNERS ASSOCIATION, INC., a corporation organized under the laws of the State of Florida, to me known to be the persons who signed the foregoing instrument as such officers and acknowledged the execution thereof to be their free act and deed as such officers for the uses and purposes therein mentioned, and that they affixed thereto the official seal of said corporation, and that the said instrument is the act and deed of said corporation.

WITNESS my hand and official seal at Miami, Dade County, Florida, this _____ day of _____, 1986.

NOTARY PUBLIC, State of Florida at Large

My Commission Expires:

KENLANDS COMMUNITY ASSOCIATION, INC.

SUBSCRIPTION AGREEMENT

THIS AGREEMENT, made and entered into this _____ day of _____,
1986, by and between:

KENLAND BEND NORTH CONDOMINIUM, INC.,
KENLAND BEND SOUTH CONDOMINIUM, INC.,
KENLAND POINTE CONDOMINIUM I, INC.,
KENLAND POINTE CONDOMINIUM II, INC.,
KENLAND POINTE CONDOMINIUM III, INC.,
KENLAND POINTE CONDOMINIUM IV, INC.,

-and-

KENLAND COURT HOMEOWNERS ASSOCIATION, INC.
(hereinafter referred to as the "Associations").

W I T N E S S E T H:

WHEREAS, the parties hereto are all Florida corporations not for profit whose function it is to administer and operate their respective associations pursuant to the provisions of Florida law; and

WHEREAS, the parties hereto are all condominium or homeowner associations responsible for the maintenance of the general welfare of the owners and residents of the Kenlands development area situated in Dade County, Florida; and

WHEREAS, the parties hereto are desirous of establishing a unity of interest between said parties with respect to certain common endeavors of the Associations; and

WHEREAS, the parties are authorized and empowered to enter into agreements in fulfillment of the responsibilities of the Associations; and

WHEREAS, the parties recognize that cost efficiencies would accrue to the members of the Associations through common purchasing of certain services for the mutual benefit of all owners and residents of the Kenlands; and

WHEREAS, the parties recognize that the individual Associations may not be able to afford certain services for their members, absent the collective purchasing power of all of the Associations together; and

WHEREAS, the parties recognize that the general welfare of all owners and residents at the Kenlands is dependent upon the maintenance of mutually acceptable standards of conduct in each of the individual Associations.

NOW, THEREFORE, in consideration of the mutual covenants and conditions herein contained, the parties agree as follows:

1. The Associations herein agree to form a not-for-profit corporation (Kenlands Community Association, Inc.) for the purposes stated herein.
2. Subject to the restrictions hereinafter contained, the Kenlands Community Association, Inc. may enter into contracts for security services for the common benefit of the entire community.
3. In addition thereto, the Kenlands Community Association, Inc. may contract for other services to provide the most economical, efficient and beneficial operation of the Associations, and to promote the general welfare of the owners and residents of the Kenlands pursuant to the Articles of Incorporation and By-Laws of the Kenlands Community Association, Inc.
4. Except as otherwise provided herein, all decisions regarding the operation, setting of policy and the performance of daily business of the Kenlands Community Association, Inc. shall be made by a vote of a majority of the voting interests of the directors or members as appropriate.
5. All expenses incurred by the establishment and operation of the Kenlands Community Association, Inc., shall be borne by the member Associations based on a pro-rata equation wherein the numerator is the total number of units in each individual association and the denominator is the total number of units in all of the Associations combined.
6. In the event that one party to this Agreement fails to contribute to these joint duties and obligations, said failure shall give rise to a cause of action in favor of the corporation or the remaining parties for damages, reasonable attorneys' fees and costs.
7. Subject to the provisions herein contained, this Agreement shall inure to the benefit of and be binding on the parties hereto, their successors, trustees, assigns, receivers and legal representatives.
8. The terms and conditions of this Agreement and the mutual obligations contained herein shall be continuing in nature and shall be in addition to such other terms, conditions and obligations hereinafter imposed by the Articles of Incorporation or

By-Laws of the Association; except that in the event of conflict the Articles and By-Laws shall prevail.

IN WITNESS WHEREOF, the parties have signed, sealed and delivered on the day and year first above written.

KENLAND BEND NORTH CONDOMINIUM, INC.

Attest:

By: LEONARDO MANZANO, President

JO HEATON, Secretary

(CORPORATE SEAL)

KENLAND BEND SOUTH CONDOMINIUM, INC.

Attest:

By: President

Secretary

(CORPORATE SEAL)

KENLAND POINTE CONDOMINIUM I, INC.

Attest:

By: EDWARD BERNARD, President

ROBERT ANDERSON, Secretary

(CORPORATE SEAL)

KENLAND POINTE CONDOMINIUM II, INC.

Attest:

By: LYNN ROY, President

KATHY FELTON, Secretary

(CORPORATE SEAL)

KENLAND POINTE CONDOMINIUM III, INC.

Attest:

By: EDWARD SALAZAR, President

Secretary

(CORPORATE SEAL)

KENLAND POINTE CONDOMINIUM IV, INC.

Attest:

WILMA AQUILA, Secretary

By: _____
HORTENSIA CAZO, President

(CORPORATE SEAL)

**KENLAND COURT HOMEOWNERS
ASSOCIATION, INC.**

Attest:

Secretary

By: _____
President

(CORPORATE SEAL)

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BY - LAWS
OF

KENLANDS COMMUNITY ASSOCIATION, INC.
(A corporation not for profit)

ARTICLE I
DEFINITIONS

All terms used herein which are defined in the Articles of Incorporation of KENLANDS COMMUNITY ASSOCIATION, INC. shall be used herein with the same meaning as defined in said Articles of Incorporation.

ARTICLE II
LOCATION OF PRINCIPAL OFFICE

The principal office of the Association shall be located at the residence or designated place of business of the President of the Association, or at such other place as may be established by Resolution of the Board of Directors of the Association.

ARTICLE III
VOTING RIGHTS AND ASSESSMENTS

- A. The number of votes each member shall have in each year shall be established in accordance with the provisions of the Articles of Incorporation.
- B. Voting rights of members may be suspended upon the non-payment of assessments when due.

ARTICLE IV
BOARD OF DIRECTORS

- A. A majority of the voting rights of the Board of Directors shall constitute a quorum to transact business at any meeting of the Board, and the action of a majority of voting rights present at a meeting at which a quorum is present shall constitute the action of the Board of Directors.
- B. Selection of the Board of Directors shall be in accordance with the terms of the Articles of Incorporation.

C. Any vacancy occurring on the Board of Directors because of death, resignation or other termination of services of any Director, shall be filled in the manner provided by the Articles of Incorporation.

ARTICLE V
POWERS AND DUTIES OF THE BOARD OF DIRECTORS

A. The Board of Directors shall have power:

(i) To call meetings of the members.

(ii) To appoint and remove at pleasure all officers, agents and employees of the Association, prescribe their duties, fix their compensation, and require of them such security or fidelity bond as it may deem expedient. Nothing contained in these By-Laws shall be construed to prohibit the employment of any Member, Officer or Director of the Association in any capacity whatsoever.

(iii) To establish, levy and assess, and collect the assessments necessary to operate the Association and carry on its activities, and to create such reserves for extraordinary expenditures as may be deemed appropriate by the Board of Directors.

(iv) To adopt and publish standards respecting use of the Common Area or any parcels thereof as provided by the Articles of Incorporation.

(v) To authorize and cause the Association to enter into contracts for the day-to-day operation of the Association and the discharge of its responsibilities and obligations as defined by the Articles of Incorporation.

(vi) To exercise for the Association all powers, duties and authority vested in or delegated to this Association, pursuant to terms and conditions of the Articles of Incorporation of the Association.

B. It shall be the duty of the Board of Directors:

(i) To cause to be kept a complete record of all its acts and corporate affairs.

(ii) To supervise all officers, agents and employees of this Association, and to see that their duties are properly performed.

(iii) With reference to assessments of the Association:

(1) To fix the amount of the assessment against each member for each assessment period at least thirty (30) days in advance of such date or period;

(2) To prepare a roster of the members and assessments applicable thereto which shall be kept in the office of the Association and shall be open to inspection by any member association and any member of any member association; and

(3) To send written notice of each assessment to every member subject thereto.

ARTICLE VI
DIRECTORS AND MEETINGS

A. The annual meeting of the Association shall be held on _____ at the principal office of the Association, unless some other place is designated by the Board. It is contemplated that the annual meeting of the Association shall consist of a joint meeting of the boards of directors of the member associations (although nothing contained herein shall alter or modify the respective voting rights of the members at the annual meeting). Regular meetings of the Board of Directors shall be held at such time and place as provided by appropriate resolution of the Board of Directors.

B. Notice of such meetings may be dispensed with by the Board of Directors. If the day for a regular meeting shall fall upon a holiday, the meeting shall be held at the same hour on the first day following which is not a holiday, and no notice thereof need be given.

C. Special meetings of the Board of Directors shall be held when called by the President or Vice President of the Association or by any three Directors after not less than three (3) days' notice to each Director.

D. The transaction of any business at any meeting of the Board of Directors however called and noticed, or wherever held, shall be as valid as though made at a meeting duly held after regular call and notice of a quorum is present and, if either before or after the meeting, each of the Directors not present signs a written waiver of notice, or a consent to the holding of such meeting, or an approval of the minutes thereof. All

such waivers, consents or approvals shall be filed with the corporate records and made part of the minutes of the meeting.

E. All meetings shall be open to any owner or resident of the Kenlands development area.

ARTICLE VII OFFICERS

A. The officers shall be a President, a Vice President, a Secretary, and a Treasurer, and such other officers as may be determined by the Board, in accordance with the Articles of Incorporation, to be from time to time appropriate. The President shall be a member of the Board of Directors, but the other officers need not be.

B. The officers of the Association shall be elected by the Board of Directors at the annual meeting of the Board of Directors, which shall be held immediately following the annual meeting of the Association. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and qualified.

C. A vacancy in any office because of death, resignation, or other termination of service, may be filled only in the manner provided in the Articles of Incorporated.

D. All officers shall hold office at the pleasure of the Board of Directors; except that if an officer is removed by the Board, such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

E. The President shall preside at all meetings of the Board of Directors, shall see that orders and resolutions of the Board of Directors are carried out and sign all notices, checks, leases, mortgages, deeds and all other written instruments.

F. The Vice President, or the Vice President so designated by the Board of Directors if there is more than one Vice President, shall perform all the duties of the President in his absence. The Vice President(s) shall perform such other acts and duties as may be assigned by the Board of Directors.

G. The Secretary may be an ex officio member of the Board of Directors; shall record the votes and keep the minutes of all proceedings in a book to be kept for the purpose; shall sign all certificates of membership; shall keep the records of the

Association; shall record in a book kept for that purpose all the names of the members of the Association together with their addresses as registered by such member.

H. The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors, provided, however, that a resolution of the Board of Directors shall not be necessary for disbursements made in the ordinary course of business conducted within the limits of a budget adopted by the Board. The Treasurer may, but need not, be a required signatory on checks and notes of the Association.

I. The Treasurer, or his appointed agent, shall keep proper books of account. At the direction of the Board of Directors, the Treasurer shall cause either an annual review or compilation of the Association's books to be made by a certified public accountant at the completion of each fiscal year. The Treasurer or his appointed agent shall prepare an annual budget and an annual balance sheet statement and the budget and balance sheet statement shall be open for inspection upon reasonable request of a member.

J. The salaries, if any, of the officers and assistant officers of the Association, shall be set by the Board of Directors.

ARTICLE VIII **BOOKS AND PAPERS**

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to the inspection of any member.

ARTICLE IX **SEAL**

The Association shall have a seal in circular form having within its circumference the words: Kenlands Community Association, Inc., a Florida corporation not for profit.

ARTICLE X **AMENDMENTS**

These By-Laws may be altered, amended or repealed by unanimous vote of all Directors at a duly constituted meeting of the Board of Directors.

CERTIFICATE

The foregoing were adopted as the By-Laws of **KENLANDS COMMUNITY ASSOCIATION, INC.**, a corporation not for profit under the laws of the State of Florida, on _____, 1986.

Attest:

President

Secretary

(CORPORATE SEAL)

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