

ARTICLES OF INCORPORATION
OF
WESTWOOD COMMUNITY FIVE ASSOCIATION, INC.
A CORPORATION NOT FOR PROFIT

The undersigned hereby associate themselves for the purpose of forming a corporation not for profit under Chapter 817 and certify as follows:

ARTICLE I

NAME

The name of this corporation shall be WESTWOOD COMMUNITY FIVE ASSOCIATION, INC. For convenience the corporation shall herein be referred to as the ASSOCIATION.

ARTICLE II

PURPOSES

The ASSOCIATION is organized for the following purposes:

(a) To provide an entity responsible for the operation of a subdivision, including recreational facilities, in Broward County, Florida, known as WESTWOOD COMMUNITY FIVE and WESTWOOD COMMUNITY FIVE-A, hereinafter referred to as SUBDIVISION.

(b) To enforce through appropriate legal means the covenants, restrictions, reservations and servitudes from time to time impressed upon and running with the lands within the SUBDIVISION.

(c) To insure that the lands in the WESTWOOD COMMUNITY FIVE and WESTWOOD COMMUNITY FIVE-A hereinafter defined shall remain an area of high standards, containing residences, improvements and facilities designed primarily for the comfort, convenience and accommodation of its residents.

ARTICLE III

POWERS

1. The ASSOCIATION shall have all of the following powers:

(a) All of the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of these Articles.

(b) All of the powers set forth and described in Section 817.021 of the Florida statutes.

(c) The ASSOCIATION shall have all of the powers and duties expressly conferred upon it as set forth in the Declaration of Restrictions that may from time to time be filed with respect to lands within the project area, and all of the powers and duties reasonably necessary to fulfill the obligations and perform the services as set forth in the Declaration of Restrictions herein mentioned.

(d) To operate and manage the ASSOCIATION in accordance with the sense, meaning, direction, purpose and intent of the Declaration of Restrictions herein mentioned and to otherwise perform, fulfill and exercise the powers, privileges, options, rights, duties, obligations and responsibilities entrusted to or delegated to the ASSOCIATION by the Restrictions and/or these Articles.

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(e) To perform such other activities of the ASSOCIATION which, in the opinion of the Board of Directors thereof, shall be reasonably appropriate to its accomplishment of the purposes for which it is organized and the performance of its duties and obligations.

2. All funds and titles to all properties acquired by the ASSOCIATION and the proceeds thereof shall be held in trust for the members in accordance with the provisions of these Articles of Incorporation and the ByLaws.

3. The powers of the ASSOCIATION shall be subject to and shall be exercised in accordance with the provisions of the ByLaws.

ARTICLE IV

MEMBERS

1. The members of the ASSOCIATION shall consist of all of the record owners of lots in the Subdivisions known as WESTWOOD COMMUNITY FIVE, as recorded in the Public Records of Broward County, Florida.

2. Change of membership in the ASSOCIATION shall be established by the recording in the Public Records of Broward County, Florida, of a deed or other instrument establishing a record title to a lot and the delivery to the ASSOCIATION of a certified copy of such instrument, the owner designated by such instrument thereby becoming a member of the ASSOCIATION. The membership of the prior owner shall be thereby terminated.

3. The share of a member in the funds and assets of the ASSOCIATION cannot be assigned, hypothecated or transferred in any manner except upon transfer of his lot.

ARTICLE V.

DIRECTORS

1. The affairs of the ASSOCIATION will be managed by a Board of Directors consisting of the number of directors as shall be determined by the ByLaws, but not less than three (3) directors and in the absence of such determination shall consist of three (3) directors.

2. 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 Directors herein named shall serve until the first election of directors, and any vacancies in their number occurring before the first election shall be filled by the remaining Directors.

4. The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified or until removed, are as follows:

BRUCE HUNTLEY

8000 North University Drive
Fort Lauderdale, Florida 33313

GEORGE PANAGOULIS

6000 North University Drive
Fort Lauderdale, Florida 33313

WILLIAM F. MUSKAT

6000 North University Drive
Fort Lauderdale, Florida 33313

ARTICLE VI

OFFICERS

The affairs of the ASSOCIATION shall be administered by officers elected by the Board of Directors at its first meeting following the annual meeting of the members of the ASSOCIATION, which officers shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

PRESIDENT

BRUCE HUNTLEY
6000 North University Drive
Fort Lauderdale, Florida 33313

VICE-PRESIDENT

GEORGE PANAGOULIS
6000 North University Drive
Fort Lauderdale, Florida 33313

SECRETARY-TREASURER

WILLIAM F. MUSKAT
6000 North University Drive
Fort Lauderdale, Florida 33313

ARTICLE VII

INDEMNIFICATION

Every Director and every officer of the ASSOCIATION shall be indemnified by the ASSOCIATION against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceedings to which he may be a party, or in which he may become involved, by reason of his being or having been a director or officer of the ASSOCIATION, or any settlement thereof, whether or not he is a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, provided that in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the ASSOCIATION. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE VIII

BYLAWS

The first ByLaws of the ASSOCIATION shall be adopted by the Board of Directors, and may be altered, amended or rescinded in the manner provided by the ByLaws.

ARTICLE IX

AMENDMENTS

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

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

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2. A resolution approving a proposed amendment may be proposed by either the Board of Directors or by the members of the ASSOCIATION. Directors and members not present in person or by proxy at the meetings considering the amendment may express their approval in writing, providing such approval is delivered to the Secretary at or prior to the meeting. Except as elsewhere provided,

(a) such approvals must be not less than 75% of the entire membership of the entire membership of the Board of Directors and by not less than 60% of the votes of the entire membership of the ASSOCIATION; or

(b) by not less than 80% of the votes of the entire membership of the ASSOCIATION.

3. Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of members, nor changes in Section 2 of Article III and Section 3 of Article III.

4. A copy of each amendment shall be certified by the Secretary of State and recorded in the Public Records of Broward County, Florida.

ARTICLE X

TERM

The existence of this corporation shall be perpetual and may not be terminated so long as the Declaration of Restrictions covering the Subdivisions known as WESTWOOD COMMUNITY FIVE and WESTWOOD COMMUNITY FIVE-A as recorded in the Public Records of Broward County, Florida, are in full force and effect.

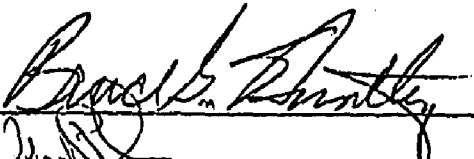
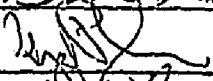
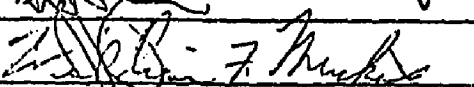
ARTICLE XI

SUBSCRIBERS

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

BRUCE HUNTLEY	6000 North University Drive Fort Lauderdale, Florida 33313
GEORGE PANAGOULIS	6000 North University Drive Fort Lauderdale, Florida 33313
WILLIAM F. MUSKAT	6000 North University Drive Fort Lauderdale, Florida 33313

IN WITNESS WHEREOF, the subscribers have hereto affixed their signatures
this 14th day of June, 1973.

STATE OF FLORIDA)
) SS.:
COUNTY OF)

BEFORE ME, a Notary Public, duly authorized in the County and State named above to take acknowledgments, personally appeared *Bruce Bentley, William Truckard* and *George Panagoulis* to me known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed and subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this *14th* day of *June*, 19 *72*.

Peter J. Coyne

Notary Public

NOTARY PUBLIC STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES JAN. 9, 1977
BONDED THROUGH GENERAL INSURANCE UNDERWRITERS

My Commission Expires:

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