

# State of Florida



Department of State

## THIS IS NOT AN OFFICIAL COPY

I certify that the attached is a true and correct copy of the Articles of Incorporation of SUNRISE LAKES PHASE 4 RECREATION ASSOCIATION, INC., a corporation not for profit organized under the Laws of the State of Florida, filed on December 20, 1979, as shown by the records of this office.

The charter number for this corporation is 750305.



CER 101 Rev. 5-79

Given under my hand and the  
Great Seal of the State of Florida,  
at Tallahassee, the Capital, this the  
26th day of December, 1979

George Firestone  
Secretary of State

REF 9136 PMS 504

ARTICLES OF INCORPORATION

OF

SUNRISE LAKES PHASE 4 RECREATION ASSOCIATION, INC.

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 this corporation shall be Sunrise Lakes Phase 4 Recreation Association, Inc. This corporation shall hereinafter be referred to as "Sunrise-Rec" or "Corporation." The street address of the registered office of the Corporation is 2514 Hollywood Boulevard, Hollywood, Florida, and the Registered Agent is Steven I. Engel.

II.

The purpose for which the Corporation is organized is solely to provide an entity to acquire, own and operate certain recreation facilities at a condominium project in Sunrise Lakes, Florida, which is known as Sunrise Lakes Phase 4 Condominium Complex, which recreation facilities will be leased to certain persons, firms or entities under non-exclusive long-term leases; it being understood that the owner of said recreation facilities has no obligation whatsoever, to sell said recreation facilities to the Corporation (such recreation facilities be in hereinafter referred to as Sunrise Lakes Phase 4 Recreation Facilities).

III.

In the event that the owner of the Sunrise Lakes Phase 4 Recreation Facilities should offer to sell the Sunrise Lakes Phase 4 Recreation Facilities to the Corporation and the Corporation acquires the Sunrise Lakes Phase 4 Recreation Facilities, the Corporation shall have the following powers:

1. Sunrise-Rec shall have all of the powers and privileges granted to corporations not for profit.
2. Sunrise-Rec shall have all of the powers reasonably necessary to implement and effectuate the purposes of the Corporation, including but not limited to:

(a) To make and establish and enforce rules and regulations governing the use of Sunrise Lakes Phase 4 Recreation Facilities.

REC 9136 REC505

EXHIBIT C TO DECLARATION OF  
RESTRICTIVE COVENANTS

(b) To levy and collect assessments against members of Sunrise-Rec to pay all the expenses of Sunrise Lakes Phase 4 Recreation Facilities, including but not limited to, the provision of insurance, the acquiring, operating, leasing, managing and other dealing with the property of Sunrise-Rec, whether real or personal, which may be necessary to accomplish the purposes set forth in this charter, the By-Laws of Sunrise-Rec and the contractual commitments of Sunrise-Rec.

(c) To manage, maintain, insure, equip, improve, repair, reconstruct, pay taxes and expenses, replace and operate Sunrise Lakes Phase 4 Recreation Facilities and to contract with the others for such purposes.

(d) To contract for the management of Sunrise Lakes Phase 4 Recreation Facilities and to delegate to such management all or any part of the powers and duties of Sunrise-Rec.

(e) To enforce the provisions of Sunrise-Rec, the Articles of Incorporation, the By-Laws of Sunrise-Rec and the rules and regulations governing the use of Sunrise Lakes Phase 4 Recreation Facilities.

(f) To enter into agreements for the use of Sunrise Lakes Phase 4 Recreation Facilities with such persons or entities as it deems proper.

(g) To grant into easements, licenses, etc. over and across Sunrise Lakes Phase 4 Recreation Facilities.

(h) To exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to, or imposed upon Sunrise-Rec.

(i) To enter into agreements whereby Sunrise-Rec acquires Sunrise Lakes Phase 4 Recreation Facilities for the enjoyment, recreation or other use or benefit of its members residing in that development known as Sunrise Lakes Phase 4 Condominium Complex, which is located in Sunrise, Florida.

3. Provided, however, that the powers herein or in the Florida Statutes granted to Sunrise-Rec (excluding those powers provided in paragraph (i) above) to exercise any dominion or control over the Sunrise Lakes Phase 4 Recreation Facilities property are expressly limited to being exercised only in the event that Sunrise-Rec acquires title thereto.

#### IV.

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

1. As more fully provided in the By-Laws, the owners (unit owner) of all residential units (Unit) in Sunrise Lakes Phase 4 Condominium Complex who join Sunrise-Rec and the Subscribers to this Certificate of Incorporation shall be Members of Sunrise-Rec, and no other persons or entities

REC 9136 PAR 506

shall be entitled to membership, except as provided in Item 4 of this Article IV.

2. Subject to the provisions of the By-Laws of Sunrise-Rec, membership shall be established by the execution of a Joinder Agreement by the Member whereby said Member elects to be a Member of Sunrise-Rec on a form provided by the Sunrise-Rec for that purpose. The membership of any party shall be automatically terminated upon his being divested of title to all residential units owned by such Member in Sunrise Lakes Phase 4 Condominium Complex, provided, however, that said membership shall run with the land and shall automatically transfer to the grantee thereof as an appurtenance to such Unit. Membership is non-transferable except as an appurtenance to such Unit.

3. On all matters on which the membership shall be entitled to vote, each Member shall have one vote for each Unit owned by such Member. Such vote may be exercised or cast by the owner or owners of each Unit in such manner as is provided for in the By-Laws hereinafter adopted by Sunrise-Rec.

4. Persons other than owners of Units in Sunrise Lakes Phase 4 Condominium Complex may be admitted to membership in Sunrise-Rec upon receiving the approval of the Board of Directors of Sunrise-Rec and executing a Joinder Agreement to that effect on a form provided by Sunrise-Rec for that purpose. Under no conditions, however, shall the number of persons other than owners of Units in Sunrise Lakes Phase 4 Condominium Complex be admitted to membership in Sunrise-Rec if such admission shall affect either the lien rights, non-profit nature of the association, or taxable treatment of Sunrise-Rec. Notwithstanding anything in the Charter or the Florida Statutes to the contrary.

5. Until such time as Sunrise Lakes Phase 4 Recreation Facilities is conveyed to Sunrise-Rec by the recordation of the deed of conveyance, the voting membership of Sunrise-Rec shall be comprised of the Board of Directors of the Corporation, each of whom shall be entitled to cast one vote on all matters on which the membership shall be entitled to vote as provided in the By-Laws; and Sunrise-Rec shall have no active function or exercisable powers without the express written permission of the Board, notwithstanding anything in this Charter or the Florida Statutes to the contrary.

6. A membership in Sunrise-Rec, including both the benefits and obligations thereof, shall run with a Member's Unit and shall, without further instrument, be deemed transferred automatically as an appurtenance thereto to any subsequent transferee of said Unit and said subsequent transferee shall be entitled to the benefits and be bound by the obligations of such membership.

V.

Sunrise-Rec shall have perpetual existence.

REC 9136 pag 507

VI.

The principal office of Sunrise-Rec shall be located at 2514 Hollywood Boulevard, Hollywood, Florida.

VII.

The affairs of Sunrise-Rec will be managed by a Board of Directors (Board) consisting of not less than three, but not more than twenty-one (21) directors who, except those individuals named as the first board and substitutions thereon, must be Members of Sunrise-Rec.

Directors of Sunrise-Rec shall be elected in the manner provided by the By-Laws. Directors may be removed and vacancies on the Board shall be filled in the manner provided by the By-Laws.

The first election of directors, except the Board named herein, by the Members shall not be held until December 1, 2040, or at such earlier time as the Board of Directors shall unanimously agree upon. The directors named in these Articles shall serve until the first election of directors by the membership and any vacancies in their number occurring before the first election shall be filled by the remaining directors as provided for in the By-Laws of Sunrise-Rec.

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:

Name:	Address as to all Directors:
Carl Palmisciano	2514 Hollywood Boulevard
Harry Wainshal	Hollywood, Florida
Luis A. Clark	

VIII.

The officers of Sunrise-Rec shall serve at the pleasure of the Board of Directors and shall be deemed valid officers until replaced by the Board of Directors. The names of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

President -	Carl Palmisciano
Vice President	Harry Wainshal
Secretary - Treasurer -	Luis A. Clark

The Board shall have the power to create such additional offices as authorized in the By-Laws.

IX.

The Subscribers to these Articles of Incorporation are the persons herein named to act and serve as members of the first Board of Directors of Sunrise-Rec, the names of which Subscribers and their respective residences are more particularly set forth in Article VII above.

REC 9136  
PAGE 508

X.

The original By-Laws of Sunrise-Rec shall be adopted by a majority vote of the Board and thereafter, such By-Laws may be altered or rescinded at a regular or special meeting of the Board by a vote of fifty-five (55%) percent of the entire membership of the Board.

XI.

Sunrise-Rec shall indemnify its officers and directors as provided in the By-Laws.

XII.

Amendments to these Articles of Incorporation may be proposed and adopted in the manner set forth as follows, and all rights conferred upon Members herein are granted subject to this reservation and its lawful exercise, to wit:

1. PROPOSAL. Amendments to these Articles may be proposed by the Board acting upon vote of the majority of the directors.

2. CALL FOR MEETING. Upon any amendment or amendments to these Articles being proposed by said Board members, such proposed amendment or amendments shall be transmitted to the full Board, who shall thereupon call a Special Meeting of the Members of the Board for a date not sooner than two (2) days or later than sixty (60) days from receipt of such proposed amendment or amendments. It shall be the duty of the Secretary to give each Board member written or printed notice of such meeting.

3. VOTE NECESSARY: FILING. In order for such amendment or amendments to become effective, the same must be approved by an affirmative vote of fifty-five (55%) percent of the entire membership of the Board. Such amendment or amendments shall be filed within ten (10) days from said approval with the Department of State for approval, along with the appropriate filing fee.

Notwithstanding the foregoing provisions of this Article XII, no amendment to these Articles may be adopted or become effective prior to December 31, 2040, without the prior written consent of Sunrise Phase 4 Development Corp., a Florida corporation and Leisure Colony Management Corp., a Florida corporation, their successors and assigns. No amendment shall be made that will cause Sunrise-Rec to violate or breach any contractual covenant or obligation or any obligation as lessor under any then existing lease of the premises known as Sunrise Lakes Phase 4 Recreation Facilities (as referred to in said lease as the Demised Premises) or to W.B. Homes, Inc., a Florida corporation, and Leisure Colony Management Corp., a Florida corporation, their successors and assigns.

XIII.

The share of a Member in the funds and assets of Sunrise-Rec cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to his Unit. The funds and assets of Sunrise-Rec shall belong solely to

REF 9136 PAGE 509

Sunrise-Rec, subject to the limitation that the same be expended, held or used for the benefit of the membership and for the purposes authorized in this Charter and in the By-Laws of Sunrise-Rec and its contractual commitments.

Sunrise-Rec may enter into contracts or transact business with any firm, corporation, or other concern in which any or all officers, directors or members of Sunrise-Rec may have an interest of any nature whatsoever. No contract, including those which may be entered into with Leisure Colony Management Corp., shall be invalidated in whole or part by Sunrise-Rec, any subsequent officer, director and/or member(s) thereof on the grounds that the officers, directors and/or members had an interest, whether adverse or not, in the party contracted with regardless of the fact that the vote of the directors, officers or members with an interest was necessary to obligate Sunrise-Rec.

At any meeting of the Directors of Sunrise-Rec which shall authorize or ratify any such contract or transaction, any interested director or directors may vote or act thereat, with like force and effect, as if he had no such interest (provided that in such case the nature of such interest [though not necessarily the extent or details thereof] shall be disclosed, or shall have been known to the directors or a majority thereof). A general notice that a director or officer is interested in any corporation or other concern of any kind above referred to shall be a sufficient disclosure thereof. No director shall be disqualified from holding office as director or officer of Sunrise-Rec by reason of any such adverse interests. No director, officer, or member having such adverse interest shall be liable to Sunrise-Rec or to any member or creditor thereof, or to any other person for any loss incurred by it under or by reason of such contract or transaction, nor shall any such director, officer or member be accountable for any gains or profits realized thereon.

It is hereby disclosed that the Subscribers hereto and the first Board of Directors and Officers, as well as their replacements, until the first election of Directors by the Members, may be officers, directors, employees, and/or stockholders of M.B. Homes, Inc., Leisure Colony Management Corp., and their subsidiaries, Sunrise Lakes Phase 4 Recreation Association, Inc. Development Corporation of America, a Florida Corporation, and its subsidiaries.

Sunrise-Rec shall indemnify any Director or Officer, or any former Director or Officer, to the full extent permitted by law.

RE 9136 REC 510

IN WITNESS WHEREOF, the Subscribers have affixed their signatures this 11th day of December, 1979.

Carl Palmisciano (SEAL)  
Carl Palmisciano

Harry Wainshal (SEAL)  
Harry Wainshal

Luis A. Clark (SEAL)  
Luis A. Clark

STATE OF FLORIDA )  
COUNTY OF BROWARD )

**THIS IS NOT AN OFFICIAL COPY**  
Before me, the undersigned authority, personally appeared Carl Palmisciano, Harry Wainshal and Luis A. Clark, who, after being duly sworn, acknowledged that they executed the foregoing Articles of Incorporation for the purposes expressed in such Articles, this 11th day of December, 1979.

Rene Joseph  
NOTARY PUBLIC,  
State of Florida at Large

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA AT LARGE  
MY COMMISSION EXPIRES NOV 1 1987  
BONDED THRU GENERAL INS UNDERWRITERS

REF 9136 PAGE 511



CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 49.091, Florida Statutes,  
the following is submitted, in compliance with said Act:

First--That SUNRISE LAKES PHASE 4 RECREATION  
ASSOCIATION, INC., desiring to organize under the laws of the  
State of Florida, with its principal office, as indicated in  
the Articles of Incorporation, at City of Hollywood, County  
of Broward, State of Florida, has named STEVEN I. ENGEL,  
located at 2514 Hollywood Boulevard, City of Hollywood,  
County of Broward, State of Florida, as its agent to accept  
service of process within this State.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for  
the above stated corporation, at place designated in this  
certificate, I hereby accept to act in this capacity, and  
agree to comply with the provision of said Act relative to  
keeping open said office.

By: Steven I. Engel  
STEVEN I. ENGEL  
Resident Agent

FF 9136 REV 5/12