

OLDE BRIDGE RUN HOMEOWNER'S ASSOCIATION, Inc

ARTICLES OF INCORPORATION
OF
OLDE BRIDGE RUN HOMEOWNER'S ASSOCIATION, INC.

A Florida Corporation Not For Profit

THE UNDERSIGNED SUBSCRIBERS, each being a natural person competent to contract, hereby associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, and certify as follows:

ARTICLE I - NAME

The name of this corporation shall be OLDE BRIDGE RUN HOMEOWNER'S ASSOCIATION, INC., hereinafter referred to as the ASSOCIATION for convenience.

ARTICLE II - PURPOSES

The ASSOCIATION is organized for the following purposes:

1. To promote the health, safety and social welfare of the Owners of Property within the Olde Bridge Run Subdivision (hereinafter referred to as Olde Bridge Run), an unrecorded Subdivision of Broward County, Florida.
2. To exercise the powers declared or reserved in the Declaration of Covenants and Restrictions recorded February 27, 1979, in Official Record Book 8066, Pages 953 - 975, inclusive.
3. To enforce through appropriate legal means the covenants, restrictions, Reservations and servitudes which have been or may be impressed upon the lands within Olde Bridge Run.
4. To repair and maintain the lake located within Olde Bridge Run which includes, but is not limited to, keeping the lake free from all debris, contaminants, excessive weed growth, noxious odors and the use of chemicals to contain the growth of algae.
5. To control the specifications, architecture, design, appearance, elevation of and location of all buildings, structure, and improvements of any type and all landscaping around all buildings and improvements of any type, including walls, fences, swimming pools, antennae, sewers, drains, disposal systems, or other structures constructed, erected, placed, maintained or permitted to remain within Olde Bridge Run, as well as any addition, change or alteration thereto, for which the obligation to control may be delegated to and accepted by the ASSOCIATION.
6. To provide or provide for common services which, in the opinion of the Board of Directors of the ASSOCIATION, are necessary, appropriate or convenient for the health, safety and social welfare of the members of the ASSOCIATION, and the responsibility to provide or provide for said services may be accepted by the ASSOCIATION if approved in writing by a majority of each class of members.
7. To provide, purchase, acquire, replace, improve, maintain or repair such buildings, structures, bridle paths, paving, landscaping, and improvements of any type located within Olde Bridge Run and equipment or machinery, both real and personal related to the health, safety and social welfare of the members of the ASSOCIATION, as a majority of each class of members determines necessary, appropriate or convenient.
8. To provide for the maintenance and repair of such property as may be acquired by the ASSOCIATION.
9. To operate without profit for the sole and exclusive benefit of the members of the ASSOCIATION. The ASSOCIATION shall make no distribution of income to its members, directors or officers, however, it may pay compensation in a reasonable amount to its members, directors and officers for services rendered to and for the benefit of the ASSOCIATION.

ARTICLE III - POWERS

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

1. The ASSOCIATION shall have 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.

2. The ASSOCIATION shall have all of the powers and duties expressly conferred upon it as set forth in the Declaration of Covenants and Restrictions which have been or may from time to time be filed by the Owners of Property within Olde Bridge Run, or their successors or assigns, and all of the powers and duties reasonably necessary to fulfill the obligations and perform the services as set forth in the Declaration of Covenants and Restrictions herein mentioned.

3. The powers of the ASSOCIATION shall also include, but not be limited to, the following:

a) To make and collect membership assessments or membership fees and to use the proceeds for the maintenance, construction, reconstruction and repair of the lake and, if approved in writing by a majority of each class of members, other improvements in the general, perimeter and common areas, easements, parks, bridle paths, and streets within Olde Bridge Run and to provide or provide for common services and such other services which are consistent with the purposes of the ASSOCIATION as set forth herein.

b) To make and collect special assessments against the members for the costs of any construction, reconstruction, repair or replacement of any capital improvement within Olde Bridge Run and either owned by the ASSOCIATION or for which the ASSOCIATION has the duty or responsibility to construct, reconstruct, repair, maintain or replace.

c) To fix, levy, collect and enforce payment by all lawful means of all charges, fees or assessments provided by and pursuant to these Articles and the Declaration of Covenants and Restrictions which have been or may be filed by the Owners of Property within Olde Bridge Run. The Board of Directors may, in its discretion, enter into agreements with mortgage companies and other organizations for the collection of such charges, fees or assessments.

d) To charge recipients for services rendered by the ASSOCIATION and the user for use of property, both real and personal, owned by the ASSOCIATION when such is deemed appropriate by the Board of Directors of the ASSOCIATION.

e) To pay all expenses in connection with the affairs and activities of the ASSOCIATION and all office and other expenses incident to the conduct of the business of the ASSOCIATION, including all licenses, taxes or governmental charges levied or imposed against the ASSOCIATION or any property owned or accepted by the ASSOCIATION.

f) To acquire by gift, purchase or otherwise own or acquire, hold, improve, build upon, operate, maintain, use, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs and activities of the ASSOCIATION.

g) To enter into, make, perform, or carry out contracts or agreements of any kind with any person, firm, corporation, association or other entity in connection with the affairs and activities of the ASSOCIATION.

h) To borrow money and with the assent of two-thirds (2/3) of each class of members, mortgage, pledge, deed in trust, or hypothecate any or all of the real or personal property owned by the ASSOCIATION as security for money borrowed or debts incurred.

i) To have and exercise all powers necessary or convenient to effect any or all of the purposes for which the ASSOCIATION is organized and to perform any activities of the ASSOCIATION, which in the opinion of the Board of Directors there of, shall be reasonably appropriate to its accomplishment of its purposes and the performance of its duties, responsibilities and obligations.

j) To use the proceeds of membership assessments or fees in the exercise of the powers and duties of the ASSOCIATION and to create reasonable reserves for any anticipated future expenses, and costs and expenditures of the ASSOCIATION.

k) To promulgate and enforce By-Laws, regulations, rules, covenants, restrictions, and agreements to effectuate the purposes for which the ASSOCIATION is organized.

l) To enforce by legal means the provisions of the Declaration of Covenants and Restrictions which have been or may be filed by the Owners of Property within Olde Bridge Run, these Articles, the By-Laws of the ASSOCIATION and the regulations and rules adopted by the ASSOCIATION.

m) To employ personnel to perform the services required for the proper operation of the ASSOCIATION.

4. All funds and title to all properties acquired by the ASSOCIATION and the proceeds thereof shall be held solely and exclusively for the benefit of the members of the ASSOCIATION in accordance with the provisions of these Articles of Incorporation and the By-Laws.
5. The powers of the ASSOCIATION shall be subject to and exercised in accordance with the provisions of the By-Laws.
6. The foregoing powers shall, except where otherwise expressed, be in no way limited or restricted by reference to, or inference from, the terms of any other clause of this or other article of these Articles of Incorporation, and shall be construed as purposes as well as powers, notwithstanding the expressed **enumeration** of purposes elsewhere in these Articles.

ARTICLE IV - MEMBERS

1. The following words, when used in this or any other article of these Articles of Incorporation, shall have the following meanings:

- a) DEVELOPER means Diamond B. Developers, Inc, a Florida corporation, and its successors or assigns.
- b) OLDE BRIDGE RUN means the unrecorded residential subdivision "Olde Bridge Run" more particularly described as follows:

The South 165 feet of Tract 18 and all of Tracts 19, 20, 21 and 22 of Section 13, Township 50 South, Range 40 East, of FLORIDA FRUIT LANDS COMPANY SUBDIVISION NO. 1, according to the Plat thereof, as recorded in Plat Book 2, at Page 17, of the Public Records of Dade County, Florida, said land situate, lying and being in Broward County, Florida.

c) LOT means any Lot or other parcel in OLDE BRIDGE RUN, together with any and all improvements thereon, on which a residential structure could be constructed whether or not one has been constructed.

d) OWNER means the record owner, whether one or more persons or entities, of a fee or undivided fee interest in any LOT in OLDE BRIDGE RUN, including the DEVELOPER.

e) OWNERS OF PROPERTY means each and every OWNER of a LOT in OLDE BRIDGE RUN, including the DEVELOPER, collectively.

2. The members of the ASSOCIATION shall consist of all the OWNERS of LOTS in OLDE BRIDGE RUN. Said membership shall be appurtenant to and may not be separated from ownership of any LOT except as may be provided herein. When one or more person holds an interest in any LOT all such persons shall be members, however, there shall be only one (1) vote for each LOT, said vote to be exercised as they among themselves determine, as evidenced by a certificate signed by all the record OWNERS designating which member shall be entitled to vote for said LOT. In the event such a certificate is not filed with the ASSOCIATION, no vote for said LOT shall be cast.

3. 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 shall be evidenced by delivery to the ASSOCIATION of a certified copy of such instrument. The membership of the prior OWNER shall be terminated as of the date of execution of such deed or other instrument.

4. 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.

The ASSOCIATION shall have two classes of voting membership as follows:

a) CLASS A. Class A members shall consist of all members declared to be members, as hereinabove provided, excepting the DEVELOPER. CLASS A members shall be entitled to one (1) vote for each LOT owned by them.

b) CLASS B. The Class B member shall be the DEVELOPER, its successors or assigns. The Class B member shall be entitled to three (3) votes for each LOT it owns, provided that the Class B membership shall cease and be converted to a Class A membership when the total votes outstanding in the Class A membership equal or exceed the total votes outstanding in the Class B membership. From and after the happening of this event, the Class B member shall be deemed to be a Class A member entitled to one (1) vote for each LOT it owns.

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 By-Laws, but said number shall not be less than three (3) directors nor more than seven (7) 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 By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.
3. Directors of the ASSOCIATION do not have to be members of the ASSOCIATION.
4. The names and addresses of the First Board of Directors who shall hold office until their successors are elected or appointed and have qualified, or until removed are as follows:

Names	Addresses
Frank W. Bianchini	1134 Polk Street Hollywood, Florida 33019
Michael J. Bianchini	1134 Polk Street Hollywood, Florida 33019
Frank A. Bianchini	1134 Polk Street Hollywood, Florida 33019

ARTICLE VI - OFFICERS

1. The affairs of the ASSOCIATION shall be administered and managed 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 officers of the ASSOCIATION shall be a President, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time create by resolution. Any person may hold two (2) or more offices, except that the President shall not also be the Secretary.
2. The names and addresses of the initial officers who shall serve until their successors are designated by the Board of Directors are as follows:

Names	Addresses
Frank W. Bianchini, President	1134 Polk Street Hollywood, Florida 33019
Michael J. Bianchini, Secretary - Treasurer	1134 Polk Street Hollywood, Florida 33019

ARTICLE VII - INDEMNIFICATION

1. The ASSOCIATION shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of, the ASSOCIATION) by reason of the fact that he is or was a director, officer, employee, or agent of the ASSOCIATION or is or was serving at the request of the ASSOCIATION as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding, including any appeal thereof, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the ASSOCIATION and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interests of the ASSOCIATION or, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.
2. The ASSOCIATION shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action or suit by or in the right of the ASSOCIATION to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the ASSOCIATION or is or was serving at the request of the ASSOCIATION as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit, including any appeal thereof, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the ASSOCIATION, except that no indemnification shall be made

in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the ASSOCIATION unless, and only to the extent that, the court in which such action or suit was brought 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 indemnity for such expenses which such court shall deem proper.

3. Any indemnification under Paragraph 1 of this article or 2 of this article, unless pursuant to a determination by a court, shall be made by the ASSOCIATION only as authorized in the specific case upon a determination by the Board of Directors that indemnification of the director, officer, employee, or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in Paragraph 1 or 2 of this article. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit, or proceeding

4. Indemnification as provided in this article shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

5. The ASSOCIATION shall have the power to make any other or further indemnification, except an indemnification prohibited by law, under any bylaw, agreement, vote of disinterested directors, or otherwise.

ARTICLE VIII - TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

1. No contract or other transaction between the ASSOCIATION and one or more of its Directors or officers or any other corporation, firm, association, or entity in which one or more of its Directors or officers are directors or officers or are financially interested shall be either void or voidable because of such relationship or interest, because such Director or Directors or such officer or officers are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or because his or their votes are counted for such purpose, if:

a) The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Directors or officers;

b) The fact of such relationship or interest is disclosed or known to the members of the ASSOCIATION entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

c) The contract or transaction is fair and reasonable as to the ASSOCIATION at the time it is authorized by the Board, a committee, or its members.

2. Common or interested Directors or officers may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction.

ARTICLE IX - INITIAL REGISTERED OFFICE AND AGENT

The address of the ASSOCIATION 's initial registered office is 11950 S.W. 16th COURT, DAVIE, FLORIDA 33325 and the name of its resident agent at said address is Frank W. Bianchini.

ARTICLE X - BY-LAWS

The first By-Laws of the ASSOCIATION shall be adopted by the Board of Directors, and may be altered, amended or rescinded by resolution of the Board of Directors provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of members without the approval in writing by all members.

ARTICLE XI - AMENDMENTS

These Articles may be altered, amended or repealed by resolution of the Board of Directors provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of members, without the approval in writing by all members.

ARTICLE XII - CORPORATE EXISTENCE

The existence of the ASSOCIATION shall be perpetual

ARTICLE XIII - DISSOLUTION

1.The ASSOCIATION may be dissolved upon a resolution to that effect being recommended by two-thirds (2/3) of the members of the Board of Directors, and, if such decree be necessary at the time of dissolution, after receipt of an appropriate decree as set forth in Section 617.05, Florida Statutes, or statute of similar import, and approved by two-thirds (2/3) of each class of members.

2. Upon dissolution of the ASSOCIATION, all of its assets remaining after adequate provision for creditors and payment of all costs and expenses of such dissolution shall be distributed in the following manner:

a) Real property contributed to the ASSOCIATION without the receipt of other than nominal consideration by the Class B member, or its predecessor in interest, shall be returned to the Class B member at the time of dissolution, unless it refuses to accept the conveyance in whole or part.

b) Real and personal property may be dedicated, granted, conveyed or assigned to any appropriate public agency or other governmental authority or Property Owners Association where the Board of Directors determines that such property is appropriate for dedication and the authority or association is willing to accept it.

c) Remaining assets shall be distributed among the members, subject to the limitations set forth herein, as tenants in common, with each member's share of the assets determined in accordance with that member's voting rights.

ARTICLE XIV - SUBSCRIBERS

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

Names	Addresses
Frank W. Bianchini	1134 Polk Street Hollywood, Florida 33019
Michael J. Bianchini	1134 Polk Street Hollywood, Florida 33019
Frank A. Bianchini	1134 Polk Street Hollywood, Florida 33019

IN WITNESS WHEREOF, the undersigned subscribers have executed the foregoing Articles of Incorporation this ____ day of September, 1979.

FRANK W.BIANCHINI, Subscriber
MICHAEL J. BIANCHINI Subscriber,
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally appeared FRANK W. BIANCHINI, MICHAEL J. BIANCHINI, and FRANK A. BIANCHINI, who are all to me well known to be the persons describe 'in and who subscribed the foregoing Articles of Incorporation, and 'they all did freely and voluntarily acknowledge before me according to law that they all made and subscribed these Articles of Incorporation for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, at Davie in said County and State this ____ day September , 1979
My Commission Expires:

ACCEPTANCE OF DESIGNATION AS RESIDENT AGENT

I, FRANK W. BIANCHINI, having been named to accept service of process of the above-stated corporation not for profit, at the place designated in these Articles of Incorporation, do hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

FRANK W. BIANCHINI
Resident Agent

**recorded IN THE OFFICIAL RECORDS BOOK
OF BROWARD COUNTY, FLORIDA**

GRAHAM W. WATT