

State of Florida

Department of State



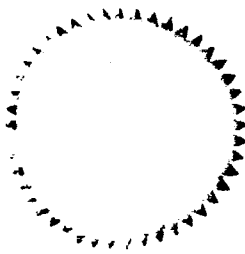
I, Richard (Dick) Stone, Secretary of State of the State of Florida,
Do Hereby Certify That the following is a true and correct copy of

Certificate of Incorporation
of

HIDDEN HARBOR CONDOMINIUM ASSOCIATION, INC.

a corporation not for profit organized and existing under the Laws of the
State of Florida, filed on the 12th day of July,
A.D., 1971, as shown by the records of this office.

Given under my hand and the Great Seal of the
State of Florida, at Tallahassee, the Capital,
this the 12th day of July,
A.D. 1971.



Richard (Dick) Stone

Secretary of State

REC-4 SK15 not 233

EXHIBIT E

TRUE COPY

FILED
JUL 12 11 56 AM '57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

HIDDEN HARBOR CONDOMINIUM ASSOCIATION, INC.

(A Corporation not for profit)

In order to form a corporation under and in accordance with the provisions and 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 the following:

ARTICLE I.

NAME

The name of this corporation shall be HIDDEN HARBOR CONDOMINIUM ASSOCIATION, INC. For convenience, the Corporation shall be herein referred to as the "Association", whose present address is 900 North-east 26th Avenue, Fort Lauderdale, Florida.

ARTICLE II.

PURPOSE

The purpose for which this Corporation is organized is the operation and management of condominium apartment buildings known as HIDDEN HARBOR CONDOMINIUMS, (herein called the "Condominium") which may be established in accordance with Chapter 711, Florida Statutes (the "Condominium Act") upon a parcel of real property, situate,

OFF-4815 and 234

lying and being in part of Section 34, Township 49 South, Range 42 East, Broward County, Florida.

And, further, to undertake the performance of, and to carry out the acts and duties incident to the administration of the operation and management of the Condominium in accordance with the terms, provisions, conditions and authorizations contained in these Articles of Incorporation and which may be contained in the Declaration of Condominium which will be recorded amongst the Public Records of Broward County, Florida, at the time the just described real property, and the improvements thereon, are submitted to a plan of Condominium ownership; and 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 Condominium.

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, the Declaration, the By-Laws and the Condominium Act.

2. The Association shall have all of the powers of Condominium Associations under and pursuant to the Condominium Act, and shall have all of the powers reasonably necessary to implement the

purposes of the Association, including but not limited to, the following:

A. to make, establish and enforce reasonable rules and regulations governing the use of condominium units, common elements, limited common elements and condominium property as said terms may be defined in the Declaration of Condominium to be recorded;

B. to make, levy and collect assessments against unit owners of the Condominiums; to provide the funds to pay for common expenses of each condominium as is provided in the Declaration of Condominium, the By-Laws, the Condominium Act; and, to use and expend the proceeds of assessment in the exercise of the powers and duties of the Association;

C. to maintain, repair, replace and operate the condominium property, specifically including all portions of the condominium property to which the Association has the right and power to maintain, repair, replace and operate in accordance with the Declaration of Condominium, the By-Laws, and the Condominium Act;

D. to reconstruct improvements in the condominium property in the event of casualty or other loss;

E. to maintain, repair, replace and pay the obligations set forth in the Lease Agreement referred to as such in the Declaration of Condominium and to collect any rent or other

fees and expenses due thereunder;

F. to enforce by legal means the provisions of the Declaration of Condominium, the By-Laws, the Rules and Regulations and all documents referred to in the Declaration and these Articles of Incorporation;

G. to contract for the management of the condominium property and to delegate to such contractors all powers and duties of the Association, except those which may be required by the Declaration of Condominium to have approval of the Board of Governors for the unit owners of this Association.

ARTICLE IV

MEMBERS

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

1. The owners of all units in the Condominiums shall be members of the Association, and no other persons or entities shall be entitled to membership.

2. Membership shall be established by the acquisition of ownership of fee title to or fee interest in a condominium parcel in the Condominiums, whether by conveyance, devise, judicial decree, or otherwise, subject to the following provisions of the Declaration, and by the recordation amongst the Public Records of Broward County, Florida, of the deed or other instrument establishing the acquisition

and designating the parcel effected thereby and by the delivery to the Association of a true copy of such deed or other instrument. The new owner designated in such deed or other instrument shall thereupon become a member of the Association, and the membership of the prior owner as to the parcel designated shall be terminated.

3. The share of a member in the funds and assets of the Association, in its common elements and its common surplus, and membership in this Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the unit in the condominium.

4. This Association shall be the condominium association for each of three (3) HIDDEN HARBOR CONDOMINIUMS, to-wit: HIDDEN HARBOR CONDOMINIUM A, HIDDEN HARBOR CONDOMINIUM B, and HIDDEN HARBOR CONDOMINIUM C. Accordingly, the membership in the Association shall be divided into three (3) classes, for each of the three condominium buildings. There shall be a Class for HIDDEN HARBOR CONDOMINIUM A, a Class for HIDDEN HARBOR CONDOMINIUM B, and a Class for HIDDEN HARBOR CONDOMINIUM C. The voting rights or limitations of each class shall be as set forth in Item 5 of this Article. On all matters for which the membership shall be entitled to vote whether at large or by class, as hereinafter provided, there shall be only one vote for each unit, which vote shall be exercised and shall be governed by the Declaration of Condominium and the By-Laws. In matters which require the vote, any membership voting shall be as follows:

(a) matters relating to a particular condominium shall be voted on by the class of members owning condominium parcels in that building;

(b) matters pertaining to the Association as a whole such as the operation of the Lease Area shall be voted on by the membership at large.

5. The decision as to whether the matter relates to a particular condominium or to the Association as whole shall be determined by the Board of Governors as a whole, provided, however, that no action or resolution which shall require the vote of the membership because of any provisions of the Declaration of Condominium, or the By-Laws, or in the Condominium Act, shall be effective with regard to any part of a particular condominium unless the membership class of that condominium shall have voted on said act or resolution.

6. Until the condominium is submitted to condominium ownership by the recordation of a Declaration of Condominium, the membership of this Association shall be comprised of the subscribers to these Articles, and in the event of the resignation or termination of membership by voluntary agreement by any such subscriber, then the remaining subscribers may nominate and designate a successor subscriber. Each of these subscribers and their successors shall be entitled to cast one vote on all matters which the membership shall be entitled to vote.

ARTICLE V

TERM

The term for which this Corporation is to exist shall be perpetual.

ARTICLE VI

SUBSCRIBERS

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

NAME	ADDRESS
William M. Lederer	900 N.E. 26th Avenue Fort Lauderdale, Florida
Ruth Kirchner	900 N.E. 26th Avenue Fort Lauderdale, Florida
Elliott B. Barnett	900 N.E. 26th Avenue Fort Lauderdale, Florida

ARTICLE VII

OFFICERS

The affairs of the Association shall be managed by the President of the Association, assisted by the Vice President, Secretary and Treasurer, and, if any, the Assistant Secretary and Assistant Treasurer, subject to the directions of the Board of Governors. The Board of Governors, or President, with the approval of the Board of Governors, may employ a Managing Agent and/or such other managerial and supervisory personnel or entities to administer or assist in the administration of the operation or management of this Association at HIDDEN

HARBOR CONDOMINIUM ASSOCIATION, INC., and the affairs of the Association or a director or officer of the Association, as the case may be.

The Board of Governors shall elect the President, Secretary, and Treasurer, and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board of Governors shall, from time to time determine. The President shall be elected from amongst the membership of the Board of Governors, but no other officer need be a Governor. The same person may hold two offices, the duties of which are not incompatible, provided, however, 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.

ARTICLE VIII

FIRST OFFICERS

The names of the officers who are to serve until the first election of officers by the Board of Governors are as follows:

President	Paul Conte
Vice President	William O'Donnell
Secretary	William O'Donnell
Treasurer	Paul Conte

ARTICLE IX

BOARD OF GOVERNORS

1. The number of members of the first Board of Governors shall be three (3). Each Class of membership shall elect an equal number of Governors. The Board of Governors may be increased to not more than twelve (12) in the manner hereinafter provided:

2. The determination of the number of Governors to serve for each year shall be made at least sixty (60) days and not more than ninety (90) days prior to the annual meeting of the members. This determination shall be made by the then Board of Governors. Because there shall be an equal number of Governors for each HIDDEN HARBOR CONDOMINIUM Building, any increases in the number of members of the Board of Governors shall be by adding an equal number of Governors to the group elected or each class of members.

3. Commencing with the annual meeting of the members, to be held in May of the year 1973 and annually thereafter in the month of May of each year, each class of members shall elect the members of the Board of Governors to represent that class. Notwithstanding the just stated provisions as to the election of Governors, so long as HIDDEN HARBOR DEVELOPMENT CORP. the developer of the condominium project or its successors and assigns owns ten (10) units in a condominium, it shall have the right to appoint, designate and elect all of the Board of Governors elected by the class of membership of that condominium.

4. The names and street addresses of the persons who are to serve as the first Board of Governors are as follows:

Paul Conte	5100 Dupont Boulevard Fort Lauderdale, Florida
William O'Donnell	5100 Dupont Boulevard Fort Lauderdale, Florida
Diane T. Nickerson	5100 Dupont Boulevard Fort Lauderdale, Florida

ARTICLE X

INDEMNIFICATION

Every Governor 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 the proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a Governor or officer of the Association, or any settlement thereof, whether or not he is a Governor or officer at the time such expenses are incurred, except in such cases wherein the Governor or officer is adjudged guilty or 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 Governors

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 right to which such Governor or officer may be entitled.

ARTICLE XI

BY-LAWS

The By-Laws of the Association shall be adopted by the Board of Governors, and may be altered, amended or rescinded in the manner provided for by the By-Laws.

ARTICLE XII

AMENDMENTS

1. Prior to the time of the recordation of the Declaration of Condominium for HIDDEN HARBOR CONDOMINIUM, these Articles of Incorporation may be amended by an instrument, in writing, signed by all of the subscribers to these Articles of Incorporation, or their successors, stating Article Number and the manner of its amendment and filed in the office of the Secretary of State of the State of Florida with a certified copy of each such amendment attached to these Articles of Incorporation upon its recordation with the Declaration of Condominium.

2. After the filing of a Declaration of Condominium for HIDDEN HARBOR CONDOMINIUM these Articles of Incorporation may be amended in the following manner:

- (a) Notice of the subject matter of the proposed

amendment shall be included in the notice of any meeting at which such proposed amendment is considered.

(b) A resolution approving a proposed amendment may be proposed by either the Board of Governors or by the membership of the Association, and after being proposed and approved by one of said bodies, it must be submitted for approval and thereupon receive such approval of the other. Such approval must be by seventy-five (75%) percent of the members of the Association; and such approval must be by two-thirds (2/3rds) of the members of the Board of Governors.

(c) No amendment may be made to the Articles of Incorporation which shall in any manner reduce, amend, affect or modify the provisions and obligations set forth in the Declaration of Condominium.

(d) A copy of each amendment shall be certified by the Secretary of State.

(e) Notwithstanding the foregoing provisions of this Article XII, no amendment to these Articles of Incorporation which shall abridge, amend or alter the rights of HIDDEN HARBOR DEVELOPMENT CORP., to designate and select members of the Board of Governors of the corporation as provided in Article IX hereof, may be adopted or become effective without the prior written consent of HIDDEN HARBOR DEVELOP-

