

EXHIBIT "C"

# State of Florida



Department of State

*I certify that the attached is a true and correct copy of the Articles  
of Incorporation of*

KARANDA VILLAGE IV CONDOMINIUM ASSOCIATION, INC.

*a corporation organized under the Laws of the State of Florida,  
filed on September 20, 1984.*

*The charter number for this corporation is N05276.*

A NON-PROFIT CORPORATION

Given under my hand and the  
Great Seal of the State of Florida,  
at Tallahassee, the Capital, this the  
20th day of September, 1984.



WP-104 CER-101

George Firestone  
Secretary of State

REC 12034 PAGE 497

ARTICLES OF INCORPORATION

-of-

KARANDA VILLAGE IV CONDOMINIUM ASSOCIATION, INC.

A Non-Profit Corporation

The undersigned hereby associate themselves for the purpose of forming a corporation not for profit under and pursuant to Chapter 617, Florida Statutes, and do hereby state as follows:

ARTICLE I

NAME

The name of this corporation shall be KARANDA VILLAGE IV CONDOMINIUM ASSOCIATION, INC. ("Association").

ARTICLE II

PURPOSES

The purposes for which this Association is formed are as follows:

A. To form an "Association" as defined in Chapter 718, Florida Statutes, as amended ("Condominium Act"), and, as such, to operate, maintain, repair, improve, reconstruct and administer the condominium property of, and to perform the acts and duties necessary and desirable for the management of the Units and Common Elements in each condominium selected by the Developer thereof (the "Condominium") forming a part of the Karanda Village IV Condominium Project ("Project"); and to own, operate, lease, sell and trade property, whether real or personal, including units in the Condominiums, as may be necessary or convenient in the administration of the Condominium.

B. To carry out the duties and obligations and receive the benefits given the Association by the Declaration of Condominium ("Declaration") of each Condominium.

C. To establish by-laws for the operation of the Condominiums' property ("By-Laws"), provide for the administration of the Association and rules and regulations for governing the same, and enforce the provisions of the Condominium Act, the Declarations, these Articles of Incorporation and the By-Laws.

D. The Association shall have all of the common law and statutory powers provided under the laws of the State of

OFF 12034 PAGE 498

Florida, and those powers provided by the Condominium Act, the Declarations, these Articles and the By-Laws of the Association.

ARTICLE III

MEMBERS

A. All unit owners in the Condominiums shall automatically be Members of the Association and their memberships shall automatically terminate when titles to their units are conveyed. If a Member conveys title to his unit under the provisions of the Declaration, the new owner shall automatically acquire membership in the Association. Membership certificates are not required and will not be issued.

B. Each Unit shall have one (1) vote in all elections of the Association. An individual, corporation or other entity owning an interest in more than one Unit may be designated as the voting Member for each Unit in which he or it owns an interest.

C. The share of a Member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to his unit. No part of the income of the Association shall be distributed to its Members, directors or officers.

ARTICLE IV

EXISTENCE

This Association shall have perpetual existence.

ARTICLE V

SUBSCRIBERS

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

<u>Name</u>	<u>Address</u>
Jeffrey Miller	Township Center, 2400 Lyons Road Coconut Creek, Florida 33066
Philippe Joanisse	Township Center, 2400 Lyons Road Coconut Creek, Florida 33066
Frank Rodgers	Township Center, 2400 Lyons Road Coconut Creek, Florida 33066

OFF  
REC 12034 PAGE 459

ARTICLE VI

DIRECTORS

A. The affairs and property of the Association shall be managed and governed by a Board of Administration composed of not less than three (3) persons ("Directors"). The first Board of Administration shall have three (3) members and, in the future, the number shall be determined from time to time in accordance with the Association's By-Laws.

B. The Directors named in Article VII shall serve until the first election of a director or directors as provided in the By-Laws and any vacancies in their number occurring before the first election shall be filled by the remaining Directors. Thereafter, Directors shall be elected by the Members in accordance with the By-Laws at the regular annual meetings of the membership of the Association. Directors shall be elected to serve for a term of one (1) year and, in the event of a vacancy, the remaining Directors may appoint a Director to serve the balance of said unexpired term.

C. All officers shall be elected by the Board of Administration in accordance with the By-Laws at the regular annual meeting of the Board as established by the By-Laws. The Board of Administration shall elect from among the Members a President, Vice President, Secretary, Treasurer and such other officers as it shall deem desirable. The President shall be elected from among the membership of the Board of Administration but no other officer need be a Director.

ARTICLE VII

FIRST BOARD OF ADMINISTRATION

The following persons shall constitute the first Board of Administration and shall serve until the first election of the Board of Administration at the first regular meeting of the membership:

<u>Name</u>	<u>Address</u>
Jeffrey Miller	Township Center, 2400 Lyons Road Coconut Creek, Florida 33066
Philippe Joanisse	Township Center, 2400 Lyons Road Coconut Creek, Florida 33066
Frank Rodgers	Township Center, 2400 Lyons Road Coconut Creek, Florida 33066

OFF 12034 PAGE 500

ARTICLE VIII

OFFICERS

Subject to the direction of the Board of Administration, the affairs of the Association shall be administered by officers who shall be elected by and serve at the pleasure of said Board of Administration. The following persons shall constitute the initial officers of the Association and they shall continue to serve as such officers until removed by the Board of Administration:

<u>Name</u>	<u>Office</u>
Jeffrey Miller	President
Philippe Joannis	Vice President
Frank Rodgers	Secretary/Treasurer

ARTICLE IX

BY-LAWS

A. The By-Laws of this Association shall be adopted by the Board of Administration and attached to the Declaration to be filed among the Public Records of Broward County, Florida. The By-Laws may be amended by the Members in the manner provided in said By-Laws.

B. No amendment to the By-Laws shall be passed which would change the rights and privileges of the developer referred to in the Declaration, and the Exhibits attached thereto, without the Developer's written approval.

C. No amendment to the By-Laws shall be passed which would operate to impair or prejudice the rights or liabilities of any mortgagee.

ARTICLE X

AMENDMENTS

A. Proposals for amendments to these Articles of Incorporation which do not conflict with the Condominium Act or the Declaration may be made by ten percent (10%) of the Members. Such proposals shall be in writing and shall be delivered to the President who shall thereupon call a special meeting of the Members not less than ten (10) days nor more than sixty (60) days following his receipt of the proposed amendment. Should the President fail to call such special meeting, the Members may, in lieu thereof, call a special meeting. Such request shall state the purpose or purposes of the proposed amendment(s). Notice of such special meeting shall be given and posted in the manner provided in the By-Laws. An affirmative vote of a majority of

DEF 12034 PAF 501

the votes of the Members shall be required for approval of the proposed amendment or amendments.

B. Any Member may waive any or all of the requirements of this Article as to the submission of proposed amendments to these Articles of Incorporation to the President or notice of special meetings to vote thereon, either before, at or after a membership meeting at which a vote is taken to amend these Articles.

C. Notwithstanding anything herein to the contrary, these Articles may be amended only by the Developer of the Condominium during such time as the Developer shall be in control of the Association; provided, further, that the Developer may amend these Articles consistent with the provisions of the Declaration allowing certain amendments to be effected by the Developer alone.

#### ARTICLE XI

##### INDEMNIFICATION

Every Director and 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 or any settlement thereof, 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, 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 all settlements must be approved by the Board of Administration as being in 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 XII

##### ADDRESS

The principal address of the Association shall be Township Center, 2400 Lyons Road, Coconut Creek, Florida 33066, or at such other place as may be subsequently designated by the Board of Administration.

OFF 12034 PAGE 502

IN WITNESS WHEREOF, we have hereunto set our hands and seals at Sumner Creek, Leonard County, Florida, on this 17 day of September, 1984.

Signed, Sealed and Delivered in the Presence of:

Sara Flynn  
Leighanne Patrick

Jeffrey Miller  
JEFFREY MILLER

Leighanne Patrick  
Sara Flynn

Philippe Joannis  
PHILIPPE JOANISSE

Leighanne Patrick  
Sara Flynn

Frank Rodgers  
FRANK RODGERS

STATE OF FLORIDA )  
                                  ) ss  
COUNTY OF )

The foregoing instrument was acknowledged before me this 17 day of September, 1984, by Jeffrey Miller, Philippe Joannis, and Frank Rodgers.

James V. Powell  
Notary Public, State of Florida  
at Large

(NOTARY SEAL)

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA  
ISSUED THRU GENERAL INS. UND.  
MY COMMISSION EXPIRES SEPT. 18, 1985

DEF 12034 PNC 503

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

Pursuant to Section 48.091, Florida Statutes, the following  
is submitted:

KARANDA VILLAGE IV CONDOMINIUM ASSOCIATION, INC., a non-  
profit corporation, desiring to organize under the laws  
of the State of Florida, with its principal place of  
business at the City of Coconut Creek, County of  
Broward, State of Florida hereby names INTRASTATE  
REGISTERED AGENT CORPORATION located at 1916 South  
Central Avenue, Lakeland, Florida 33803, as its agent  
to accept service of process within Florida.

Having been named to accept service of process for the above-  
stated corporation, at the place designated in this certificate,  
I hereby agree, on behalf of Intrastate Registered Agent  
Corporation, to act in this capacity, and to comply with the  
provisions of all statutes relative to the proper and complete  
performance of the duties of registered agent.

INTRASTATE REGISTERED AGENT  
CORPORATION

Date: September 19, 1969

By: Jan E. Bianck  
Jan E. Bianck,  
Assistant Secretary

REC 12034 PAGE 504