

ARTICLES OF INCORPORATION

OF

CALUSA POINT ASSOCIATION, INC.

DEC 9 3 42 PM '80  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers, desiring to form a corporation not for profit under Chapter 617, Florida Statutes, as amended hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation shall be CALUSA POINT ASSOCIATION INC., which is hereinafter referred to as "the Association".

ARTICLE II

PURPOSES AND POWERS

The objects and purposes of the Association are those objects and purposes as are authorized by the Declaration of Restrictions and Protective Covenants for Calusa Point dated October 6, 1980, and recorded November 6, 1980, in Official Records Book 10922, at Page 2921, of the Public Records of Dade County, Florida. Pursuant to said Declaration of Restrictions and Protective Covenants, the Association shall own and maintain the Access Areas and Common Areas of CALUSA POINT and shall provide exterior maintenance upon the lots as called for in said Declaration of Restrictions and Protective Covenants.

The Association is not organized for profit and no part of the net earnings, if any, shall inure to the benefit of any member or individual person, firm or corporation.

The Association shall have the power:

A. To contract for the management of the Association and to delegate to the party with whom such contract has been entered the powers and duties of the Association except those which require specific approval of the Board of Directors or members.

B. 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 the Articles and the Covenants above identified. The Association shall also have all of the powers necessary to implement the purposes of the Association.

ARTICLE III

MEMBERS

Section 1. Membership. Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Association shall be a member of the Association, provided that any such person or entity who holds such interest merely as a security for the performance of an obligation shall not be a member.

Section 2. Voting Rights. The Association shall have two classes of voting membership.

Class A. Class A members shall be all those owners as defined in Section 1 with the exception of Daco Development, Inc., a Florida corporation, d/b/a CALUSA POINT, hereinafter

referred to as "the Developer". Class A members shall be entitled to one vote for each Lot in which they hold the interests required for membership by Section 1. When more than one person holds such interest or interests in any Lot, all such persons shall be members, and the vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any such Lot.

Class B. The Class B member shall be the Developer. The Class B member shall be entitled to three votes for each Lot in which it holds the interest required for membership by Section 1, and the Class B member shall be entitled to elect a majority of the Board of Directors, provided that the Class B membership shall cease and terminate when the last Lot within CALUSA POINT has been sold and conveyed by Developer.

**Section 3. Meetings of Members.** The By-Laws of the Association shall provide for an annual meeting of members, and may make provisions for regular and special meetings of members other than the annual meeting. A quorum for the transaction of business at any meeting of the members shall exist if twenty-five percent of the total number of members in good standing shall be present or represented at the meeting.

#### ARTICLE IV

##### CORPORATE EXISTENCE

The Association shall have perpetual existence.

#### ARTICLE V

##### BOARD OF DIRECTORS

**Section 1. Management by Directors.** The property, business and affairs of the Association shall be managed by a Board of Directors, which shall consist of not less than three persons, but as many persons as the Board of Directors shall from time to time determine. A majority of the directors in office shall constitute a quorum for the transaction of business. The By-Laws shall provide for meetings of directors, including an annual meeting.

**Section 2. Original Board of Directors.** The names and addresses of the first Board of Directors of the Association, who shall hold office until the first annual meeting of members in 1981 and until qualified successors are duly elected and have taken office, shall be as follows:

IRWIN RASKIN	8925 S. W. 148 Street, Suite 9-A Miami, Florida 33176
RUTH CURRY	8925 S. W. 148 Street, Suite 9-A Miami, Florida 33176
DEBORAH R. RASKIN	8925 S. W. 148 Street, Suite 9-A Miami, Florida 33176

**Section 3. Election of Members of Board of Directors.** Except for the first Board of Directors, directors shall be elected by the members of the Association at the annual meeting of the membership as provided by the By-Laws of the Association, and the By-Laws may provide for the method of voting in the election and for removal from office of directors. All directors shall be members of the Association residing in CALUSA POINT development or shall be authorized representatives, officers, or employees or corporate members of the Association.

Section 4. Duration of Office. Members elected to the Board of Directors shall hold office until the next succeeding annual meeting of members, and thereafter until qualified successors are duly elected and have taken office.

Section 5. Vacancies. If a director elected by the general membership shall for any reason cease to be a director, the remaining directors so elected may elect a successor to fill the vacancy for the balance of the unexpired term.

## ARTICLE VI

### OFFICERS

Section 1. Officers Provided For. The Association shall have a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time elect.

Section 2. Election and Appointment of Officers. The officers of the Association, in accordance with any applicable provision of the By-Laws, shall be elected by the Board of Directors for terms of one year and until qualified successors are duly elected and have taken office. The By-Laws may provide for the method of voting in the election, for the removal from office of officers, for filling vacancies, and for the duties of the officers. The President and Vice President shall be directors; other officers may or may not be directors of the Association. If the office of President shall become vacant for any reason, or if the President shall be unable or unavailable to act, any Vice President shall automatically succeed to the office or perform its duties and exercise its powers. If any office other than that of the President shall become vacant for any reason, the Board of Directors may elect or appoint an individual to fill such vacancy.

Section 3. First Officers. The names and addresses of the first officers of the Association, who shall hold office until the annual meeting of directors in 1981 and until successors are duly elected and have taken office, shall be as follows:

<u>OFFICE</u>	<u>NAME</u>	<u>ADDRESS</u>
President	Irwin Raskin	8925 S.W. 148 Street, #9-A Miami, Florida 33176
Vice President	Deborah R. Raskin	8925 S.W. 148 Street, #9-A Miami, Florida 33176
Secretary and Treasurer	Ruth Curry	8925 S.W. 148 Street, #9-A Miami, Florida 33176

## ARTICLE VII

### BY-LAWS

The Board of Directors shall adopt By-Laws consistent with these Articles of Incorporation. Such By-Laws may be altered, amended or repealed by the membership in the manner set forth in the By-Laws.

## ARTICLE VIII

### AMENDMENTS

Amendments to these Articles of Incorporation shall be proposed and approved by the Board of Directors and thereafter submitted to a meeting of the membership of the Association for adoption or rejection.

## ARTICLE IX

## SUBSCRIBERS

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

Irwin Raskin 8925 S. W. 148 Street, Suite 9-A  
Miami, Florida 33179

Deborah R. Raskin 8925 S. W. 148 Street, Suite 9-A  
Miami, Florida 33179

Ruth Curry 8925 S. W. 148 Street, Suite 9-A  
Miami, Florida 33179

IN WITNESS WHEREOF, the said subscribers have hereunto set  
their hands and seals this 18 day of December, 1980.

Irwin Raskin (SEAL)  
IRWIN RASKIN

Deborah R. Raskin (SEAL)  
DEBORAH R. RASKIN

Ruth Curry (SEAL)  
RUTH CURRY

STATE OF FLORIDA )  
COUNTY OF DADE )

The foregoing instrument was acknowledged before me this  
18 day of December, 1980, by IRWIN RASKIN, DEBORAH  
R. RASKIN and RUTH CURRY.

David H. Castoros  
Notary Public, State of  
Florida at Large

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA AT LARGE  
M. COMMISSION EXPIRES JAN 6 1984  
GENERAL INS. UNDERWRITERS

CERTIFICATE OF FILING THE RULES AND REGULATIONS OF  
CALUSA POINT ASSOCIATION, INC.

THIS CERTIFICATE is executed this 15 day of SEPT,<sup>V</sup> 1997, by CALUSA POINT ASSOCIATION, INC., a Florida not-for-profit corporation (the "Association").

RECITALS

WHEREAS, the Association has been established for the operation of Calusa Point in accordance with the Declaration of Restrictions and Protective Covenants for Calusa Point and related documents, which were recorded on November 6, 1980, in Official Records Book 10922, Page 2921; and as subsequently amended; and

WHEREAS, at a duly called meeting of the Board of Directors ("Board") held on the 7 day of JULY, 1997, the Board adopted and approved the attached Rules and Regulations ("Rules") marked as Exhibit "A"; and

WHEREAS, the Association wishes to record the Rules in the public records of Dade County, Florida.

NOW, THEREFORE, the Association does hereby state as follows:

1. The foregoing recitals are true and correct and are incorporated herein reference.
2. The Rules which are attached hereto as Exhibit "A" shall be binding upon all present and future members of the Association.

IN WITNESS WHEREOF, the undersigned have set their hands and seals this 15 day of SEPT, 1997.

WITNESSES:

CALUSA POINT ASSOCIATION, INC.

Stanley P. Rosenthal  
Print Name: Stanley P. Rosenthal

BY: Stanley P. Rosenthal  
President

Diane Sander  
Print Name: Diane Sander

BY: Diane Sander  
Secretary

STATE OF FLORIDA  
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 15 day of SEPT, 1997, by MICHAEL ROSENBERG and LAWRENCE RAPPAPORT, as President and Secretary, respectively, of CALUSA POINT ASSOCIATION, INC., INC., a Florida not-for-profit corporation. They are personally known to me and did take an oath.

Sharon Tang-Morejon  
Signature of Notary  
Print Name: SHARON TANG-MOREJON

Prepared by:

Maria Victoria Arias, Esq.  
Siegfried, Rivera, Lerner,  
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