

Charter of Winston Park Association, Inc.

CHARTER
OF
WINSTON PARK ASSOCIATION, INC.
a Florida corporation not for profit
Articles of Incorporation

ARTICLE I

The name of the corporation is Winston Park Association, Inc.

ARTICLE II

This Corporation is incorporated as a corporation not for profit under the provisions of Chapter 617, Florida Statutes.

ARTICLE III

The principal office and post office address of the Corporation shall be 13021 S.W. 85th Street, Miami, Florida 33143. The names and addresses of the resident agents are Allan Grossman, and James T. Riley, at 17400 Collins Avenue Miami Beach, Florida, any of whom is authorized to accept service of process within this State upon the Corporation.

ARTICLE IV

The purpose for which this Corporation is organized is to act on behalf of its members collectively as their governing body with respect to the administration, maintenance, repair and replacement of certain property which has been or will be submitted to the provisions of the Winston Park Declaration of Covenants and Restrictions (herein called "The Declaration") and as such to own and acquire any real estate or interest or rights therein or appurtenant thereto and any and all personal property in connection therewith as may be incidental or necessary for such purpose all on a non-profit basis and to promulgate and enforce rules and regulations for the operation thereof and with respect to matters which are common to Living Unit Owners in the Winston Park Development Area and to exercise all powers necessary to carry out the purposes of the Declaration.

ARTICLE V

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

ARTICLE VI

The Members of this Corporation shall consist of all of the record Owners of Lots and Living Units in the Winston Park Development Area (as that area is referred to in the Declaration). The Owner of a Lot or Living Unit in the Development area shall automatically be and become a Member of this Corporation. The share of a Member in the funds and assets of the Corporation cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the Lot or Living Unit. Each Member of the Corporation shall be entitled to voting rights in the affairs of the Corporation in accordance with the provisions of these By-Laws and the Charter. Voting may be in person or written proxy and a corporation may hold membership and may vote through an authorized officer or by written proxy. Membership in this Corporation shall cease and terminate upon the sale, transfer, or disposition of the Member's Lot or Living-Unit.

ARTICLE VII

The affairs of the Corporation shall be governed by a Board of Directors which Board will consist of not less than five (5) persons. With the exception of the initial Board, Directors shall be elected from among the Members; or if a Member shall be a corporation, partnership or trust, then an officer, partner or beneficiary of such Member may qualify as a Director. The Board of Directors shall have all the powers and duties necessary for the administration of the affairs of the Corporation and shall have all the powers and duties referred to in the Declaration and in the Statutes of the State of Florida respecting corporations not for profit. The powers of the Board of Directors shall include, but shall not be limited to the following:

(A) To elect the officers of the Corporation;

(B) To administer the affairs of the Corporation and the property;

(C) To engage the services of a manager or managing agent for the property and to fix the terms of such engagement and the compensation and authority of the manager or managing agent;

(D) To promulgate such rules and regulations concerning the operation and use of the Common Property as may be consistent with the Declaration and the Charter and these By-Laws and to amend the same from time to time;

(E) To provide for the maintenance, repair and replacement of the Common Property and authorize leases with respect thereto;

(F) To estimate and adopt an annual operating budget and to provide for the assessment and collection from the Members of their respective shares of the estimated expenses as hereinafter provided;

(G) To hire attorneys and other professionals for the purpose of bringing legal action or enforcing rights in the name of and on behalf of the individual Living Unit Owners where such actions and rights are common to all or substantially all of the owners of Living Units in the Winston Park Development Area. and to bring such action in the name of and on behalf of the said Living Unit Owners; and

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(H) In the interim between members meetings, to increase the number of the Directors and fill vacancies created thereby;

(I) The order of business at all meetings of the Board of Directors shall be as follows:

- (i) Roll call;
- (ii) Reading of the minutes of the last meeting;
- (iii) Consideration of communications;
- (iv) Resignations and elections;
- (v) Reports of Officers and employees;
- (vi) Reports of committees;
- (vii) Unfinished business;
- (viii) Original resolutions and new business;
- (ix) Adjournment.

(J) With respect to the maintenance of Limited Common Properties or the exterior maintenance of dwellings of a type owned by some but not all of the members, as is or may be more fully set forth in an Amendment to the Declaration, there shall be established a subcommittee of the Board, of Directors. This subcommittee shall be composed of three Directors, at least two of whom shall own Lots or Living Units which are either (1) within that certain area (as are or may be set forth more fully in the aforesaid Amendment to the Declaration) within which the Limited Common Properties are located or (2) of the same type and owned by some but not all of the Members. With respect to matters which deal solely with either such Limited Common Properties or certain type of Living Units, such subcommittee shall exercise, on behalf of the Board of Directors, all powers and duties of the Board of Directors with respect thereto. If there are more than one group of Limited Common Properties, and such groups are separate and distinct from each other, and if there are more than one type of Living Unit owned by some but not all the Members, then there shall be established for each a subcommittee of the type aforesaid to deal with the matters that relate to such groups of Limited Common Properties or certain types of Living Units.

Further, the membership of such subcommittees shall be elected by the members of the Board of Directors. Meetings of such subcommittee members shall be conducted in accordance with the provisions respecting the Board of Directors. The intent of this provision is that only those persons who may be specifically concerned with one area of the Winston Park Development Area shall have a voice in the management of that area.

(K) The initial Directors of this Corporation shall be appointed by the Developer and shall consist of five Directors; one of whom will have a term of one year, two of whom will have a term of two years, and two of whom will have a term of three years. At the first annual meeting of the Members, the Members shall elect one Director to fill the vacancy of the Director whose term has expired and thereafter, the Members shall fill the vacancies of the Directors whose terms expire.

ARTICLE VIII

The initial Board of Directors of the Corporation shall consist of the following persons/each of whom shall serve for the term set opposite his respective name beginning with the recordation of the Declaration:

Name of Directors	Term
Allan Grossman	3 years
James T. Riley	3 years
Ray Stevens	2 years
Paul Sivicek	2 years
Reggie Schleisman	1 years

At the expiration of the Initial term of office of each of the said respective directors, his successor shall be elected to serve a term of two years. Directors shall hold office until their successors have been elected and qualified. Vacancies in the Board of Directors may be filled by the remaining Directors and the Director so elected by the remaining Directors shall serve until the next annual meeting or special meeting of the Member of the Corporation. At that meeting a Director will be elected who will serve until the term of the departing Director has expired.

The Directors shall have the right to increase the number of the Board of Directors from time to time and to fill the vacancies thereby created.

Annual meetings of the Board of Directors shall be held immediately following and at the same place as the annual meeting of the Members of the Corporation. Special meetings of the Board of Directors may be called by the President or by a majority of the Board of Directors on the giving of not less than three days notice to each Director by mail or telegraph. Directors may waive notice of a meeting or consent to or take any action without a formal meeting. At any meeting of the Board of Directors a majority of the Board of Directors shall constitute a quorum for the transaction of business and any action may be taken by a majority of those present.

Directors may be removed from office by a vote of seventy-five percent (75) of the voting interests of the Corporation, except that the members of the initial Board of Directors may not be so removed.

Directors shall receive no compensation for their services except as expressly provided by resolution duly adopted by the Members.

The Board shall have no authority to approve or authorize any capital expenditure in excess of Ten Thousand Dollars (\$10,000.00), nor to authorize the Corporation to enter into any contract for a term of more than three years except with the approval of a majority of the voting interests of the Corporation, nor to approve of any capital expenditure in excess of One Hundred Thousand Dollars (\$100,000.00) without approval of seventy-five percent (75) of the voting interests voting in person or by proxy at a meeting of the Members.

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ARTICLE IX

The officers of the Corporation shall be a President, one or more Vice Presidents, a Secretary, a Treasurer, and such assistants to such officers as the Board may deem appropriate, which officers shall be elected at the first meeting of the initial Board of Directors and at each annual meeting of the Board of Directors and shall hold office at the pleasure of the Board.

Any officer may be removed at any meeting by the affirmative vote of the majority of the members of the Board of Directors, either with or without cause, and any vacancy in any office may be filled by the Board at any meeting thereof.

Each respective officer of the Corporation shall have such powers and duties as are vested in such office of a corporation not for profit, including but not limited as follows:

(A) The President shall be a Director and shall be the Chief Executive Officer of the Corporation and shall preside at all meetings of the members and the Board of Directors.

(B) The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of such office.

(C) The Secretary shall keep Minutes of all meetings of the Members and of the Board of Directors and shall have custody of the Corporation seal and have charge of the membership transfer, books and such other books, papers and documents as the Board of Directors may prescribe.

(D) The Treasurer shall be responsible for Corporation funds and securities and for keeping full and accurate accounts of all receipts and disbursements In Corporation books of account for such purpose.

The officers shall receive no compensation for their services except as expressly provided by a resolution, duly adopted by the Members.

The Initial officers of the Corporation shall be the following:

President	Allan Grossman
Vice President	James T. Riley
Secretary	Ray Stevens
Treasurer	Reggie Schleisman

ARTICLE X

The Corporation shall have all those powers with respect to the finances of the Association and assessments and powers of enforcement and lien rights, as may be, necessary to carry out the purposes of the Declaration. Such powers may be more specifically delineated In the By-Laws.

ARTICLE XI

These Articles of Incorporation may be altered, amended, changed, added to or repealed, in the manner now or hereafter prescribed by statute, or herein or by the By-Laws of this Corporation as they exist from time to time or the said Declaration of Condominium, at any duly called meeting of the Members of this Corporation provided that notice of the meeting is given in the manner provided for in the Charter and By-Laws of this Corporation, and that the notice contain a full statement of the proposed alteration, amendment, change, addition or repeal of any provision of these Articles and that at such meeting there is an affirmative vote of seventy five percent (75) of the voting interests present, In person or by proxy In favor of said alteration, amendment, change, addition, or repeal, but in no event shall these articles of Incorporation be altered, amended, changed, added to or repealed to impair, amend, rescind or cancel any contract or document entered Into by the Corporation and which document or instrument is made a part of or referred to in this Charter except with the consent. in writing of the contracting party.

ARTICLE XII

If a Lot or Living Unit is owned by more then one (1) person, the membership relating thereto shall nevertheless have only one vote which shall be exercised by the Owner or person designated in writing by the Owners of that Lot or Living Unit as the one entitled to cast a vote for the membership concerned.

ARTICLE XIII

This Corporation shall never have or issue shares of stock, nor will it ever have or provide for non-voting membership.

ARTICLE XIV

From time to time and at least once annually, the corporate officers shall furnish periodic reports to the Members, which shall include profit and loss statements and balance sheets prepared in accordance with sound business and accounting practice.

ARTICLE XV

The Corporation shall have all of the powers set forth and described in Chapter 617.021. Florida Statutes, as amended from time to time together with the powers conferred by the aforesaid Declaration, this Charter and the By-Laws of the Corporation and any amendments thereto. In addition, this Corporation shall have all of the powers that are necessary for the purpose of carrying out the powers and duties required of it under the Declaration and such other powers necessary for the benefit of the Members living in Winston Park Development Area. In addition, the Corporation shall have the right to enter Into agreements for the management of the Common Property and other

