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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

**CAMBRIDGE "C" CONDOMINIUM
ASSOCIATION, INC.**

(A CORPORATION NOT FOR PROFIT)

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

I.

The name of this corporation shall be as indicated in the title of this instrument. This corporation shall hereinafter be referred to as the "ASSOCIATION".

II.

The purpose for which the ASSOCIATION is organized is to provide an entity pursuant to Chapter 718, Fla. Stat., hereinafter referred to as the "CONDOMINIUM ACT", to operate that certain CONDOMINIUM, bearing the same name as the ASSOCIATION, (hereinafter referred to as the "CONDOMINIUM"), at Century Village, Deerfield Beach, Florida, in accordance with the DECLARATION OF CONDOMINIUM (to which this CHARTER is attached as an EXHIBIT), this CHARTER, and the BY-LAWS of the ASSOCIATION.

III.

All definitions in the DECLARATION OF CONDOMINIUM and EXHIBITS attached thereto shall prevail in this instrument when applicable.

IV.

The ASSOCIATION shall have the following powers:

1. The ASSOCIATION shall have all of the powers and privileges granted to corporations not for profit except where the same are in conflict with the DECLARATION OF CONDOMINIUM and EXHIBITS attached thereto, including this CHARTER and the BY-LAWS of this ASSOCIATION.

2. The ASSOCIATION shall have all of the powers reasonably necessary to implement and effectuate the purposes of the ASSOCIATION, except as limited herein, as specified in the DECLARATION OF CONDOMINIUM, this CHARTER, the BY-LAWS of the ASSOCIATIONS, and F.S. 718.111 including, but not limited to:

(a) To make and establish Rules and Regulations governing the use of the CONDOMINIUM PROPERTY.

(b) To levy and collect assessments against members of the ASSOCIATION to defray the COMMON and LIMITED COMMON EXPENSES of the CONDOMINIUM as provided for in the DECLARATION OF CONDOMINIUM and EXHIBITS attached thereto, including, but not limited to, the provision of insurance for the CONDOMINIUM PROPERTY and the ASSOCIATION, the acquiring, operating, leasing, managing and otherwise dealing with property, whether real or personal (in-

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cluding UNITS in said CONDOMINIUM), which may be necessary or convenient for the operation and management of the CONDOMINIUM and to do all things necessary to accomplish the purposes set forth in said DECLARATION OF CONDOMINIUM.

(c) To maintain, improve, repair, reconstruct, replace, operate and manage the CONDOMINIUM PROPERTY.

(d) To contract for the management of the CONDOMINIUM and to delegate in such contract all or any part of the powers and duties of the ASSOCIATION provided in this CHARTER, the DECLARATION OF CONDOMINIUM and EXHIBITS attached thereto.

(e) To enforce the provisions of said DECLARATION OF CONDOMINIUM, these ARTICLES OF INCORPORATION, the BY-LAWS of the ASSOCIATION and the RULES AND REGULATIONS governing the use of said CONDOMINIUM.

(f) To exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to, or imposed upon the ASSOCIATION pursuant to the DECLARATION OF CONDOMINIUM.

(g) As provided in the DECLARATION OF CONDOMINIUM, to acquire and enter into agreements whereby the ASSOCIATION acquires leaseholds (including a LONG-TERM LEASE on certain DEMISED PREMISES providing recreational benefits for LESSEES residing in this CONDOMINIUM, CENTURY VILLAGE, Deerfield Beach, Florida), membership and other possessory or use interests in lands or facilities, whether or not contiguous to the lands of the CONDOMINIUM intended to provide for the enjoyment, recreation or other use or benefit of the members, provided, that the same are located within that development known as CENTURY VILLAGE, Deerfield Beach, Florida.

(h) To approve or disapprove of the transfer, mortgage, ownership, leasing and occupants of CONDOMINIUM PARCELS.

V.

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

1. The owners of all UNITS in the CONDOMINIUM and the Subscribers to this Certificate of Incorporation shall be members of the ASSOCIATION, and no other persons or entities shall be entitled to membership, except as provided in Item 4 of this ARTICLE V. Membership of the subscribers shall terminate upon the SPONSOR being divested of all units in the condominium and control of the association is turned over to the members.

2. Subject to the provisions of the DECLARATION OF CONDOMINIUM and the BY-LAWS of this ASSOCIATION, membership shall be established by the acquisition of fee title to a UNIT in the CONDOMINIUM. The membership of any party shall be automatically terminated upon his being divested of title to all UNITS owned by such member in the CONDOMINIUM. Membership is non-transferable except as an appurtenance to a UNIT.

3. On all matters on which the membership shall be entitled to vote, each member shall have one vote for each UNIT in the CONDOMINIUM owned by such member. Such vote may be exercised or cast by the owner or owners of each UNIT in such manner as is provided for in the DECLARATION, or in the BY-LAWS hereinafter adopted by the ASSOCIATION.

4. Until such time as the CONDOMINIUM PROPERTY which this ASSOCIATION is intended to operate is submitted to CONDOMINIUM ownership by the recordation of the DECLARATION OF CONDOMINIUM, the membership of the ASSOCIATION shall be comprised of the Subscribers to these ARTICLES, each of whom shall be entitled to cast one vote on all matters on which the membership shall be entitled to vote.

VI.

The ASSOCIATION shall have perpetual existence.

VII.

The principal office of the ASSOCIATION shall be located on the CONDOMINIUM PROPERTY, Deerfield Beach, Florida. The registered office of the ASSOCIATION shall be located at the Administration Building, Century Village, Deerfield Beach, Florida 33441, and the registered agent at such address shall be George Bergmann.

VIII.

The affairs of the ASSOCIATION will be managed by a Board of Directors consisting of three directors who need not be members of the ASSOCIATION.

Directors of the ASSOCIATION shall be elected in the manner provided 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.

The Directors named in these ARTICLES shall serve until the first election of Directors, pursuant to the BY-LAWS and the CONDOMINIUM ACT and any vacancies in their number occurring before the first election shall be filled by the remaining Directors, or sponsor as the BY-LAWS provide.

The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

GEORGE BERGMANN	340 Ocean Boulevard Golden Beach, Florida
NORMA V. CLARK	805 Bayberry Dr., Apt. #2 Lake Park, Fla. 33403
LOIS LANDINO	305 N.W. 4th Ave., Apt. #3 Pompano Beach, Fla. 33064

The board of directors shall have the power to adopt the budget of the ASSOCIATION.

The ASSOCIATION shall be managed by the officers set forth in ARTICLE IX herein.

IX.

The officers of the ASSOCIATION shall be elected by the Board of Directors at the first annual meeting and annually thereafter by the members of the ASSOCIATION and shall serve at the pleasure of the Board of Directors. The names of the officers who shall serve until their successors are elected are as follows:

GEORGE BERGMANN	President
NORMA V. CLARK	Vice-President.
LOIS LANDINO	Secretary and Treasurer.

X.

The Subscribers to these ARTICLES OF INCORPORATION are the persons herein named to act and serve as members of the first Board of Directors of the ASSOCIATION, the names of which Subscribers and their respective post office addresses are more particularly set forth in ARTICLE VIII above.

XI.

The original BY-LAWS of the ASSOCIATION shall be adopted by a majority vote of the Directors of the ASSOCIATION and thereafter, such BY-LAWS may be altered or rescinded in the same manner as these articles of incorporation as hereinafter specified.

XII.

The ASSOCIATION shall indemnify its officers and directors as provided in the BY-LAWS.

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XIII.

Amendments to these ARTICLES OF INCORPORATION shall be proposed and adopted in the following manner:

1. PROPOSAL. Amendments to these ARTICLES may be proposed by the BOARD acting upon vote of the majority of the Directors or by members of the ASSOCIATION having a majority of the votes in the ASSOCIATION, whether meeting as members or by an instrument in writing signed by them.

2. CALL FOR MEETING. Upon any amendment or amendments to these ARTICLES being proposed by said BOARD or members, such proposed amendment or amendments shall be transmitted to the President of the ASSOCIATION, or other officer of the ASSOCIATION in the absence of the President, who shall thereupon call a Special Joint Meeting of the members of the BOARD and the membership for a date not sooner than twenty (20) days or later than sixty (60) days from receipt of such officer of the proposed amendment or amendments. It shall be the duty of the Secretary to give to each member written or printed notice of such meeting in the same form and in the same manner as notice of the call of a Special Meeting of the members is required as herein set forth.

3. VOTE NECESSARY; FILING. In order for such amendment or amendments to become effective, the same must be approved by an affirmative vote of sixty-six (66%) per cent of the entire membership of the BOARD and by an affirmative vote of the members having seventy-five (75%) per cent of the votes in the ASSOCIATION. Such amendment or amendments shall be filed within ten (10) days from said approval with the Office of the Secretary of State of Florida for approval, along with the appropriate filing fee.

Notwithstanding the foregoing provisions of this ARTICLE XIII, no amendment to these ARTICLES OF INCORPORATION may be adopted or become effective without the prior written consent of SPONSOR, and LESSOR under a LONG-TERM LEASE, if applicable. No amendment shall be made that is in conflict with the CONDOMINIUM ACT, the DECLARATION OF CONDOMINIUM, MANAGEMENT AGREEMENT, MASTER MANAGEMENT AGREEMENT or LONG-TERM LEASE or which cause the association or its members to violate the same.

XIV.

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. The funds and assets of the ASSOCIATION shall belong solely to the ASSOCIATION, subject to the limitation that the same be expended, held, or used for the benefit of the membership and for the purposes authorized in the DECLARATION OF CONDOMINIUM, this CHARTER and in the BY-LAWS of the ASSOCIATION hereafter adopted.

XV.

The ASSOCIATION may enter into contracts or transact business with any firm, corporation, or other concern in which any or all officers, directors or members of the ASSOCIATION may have an interest of any nature whatsoever. No contract, including those entered or to be entered into with SPONSOR, LESSOR or MANAGEMENT FIRMS, shall be invalidated in whole or part by the ASSOCIATION, any subsequent officer, director and/or member(s) thereof on the grounds that the officers, directors and/or member(s) had an interest, whether adverse or not, in the party contracted with, regardless of the fact that the vote of the directors, officers or member(s) with an interest was necessary to obligate the ASSOCIATION.

At any meeting of the Directors of the ASSOCIATION which shall authorize or ratify any such contract or transaction, any interested director or directors may vote or act thereat, with like force and effect, as if he had no such interest (provided that in such case the nature of such interest [though not necessarily the extent or details thereof] shall be disclosed, or shall have been known to

the directors or a majority thereof). A general notice that a director or officer is interested in any corporation or other concern of any kind above referred to shall be a sufficient disclosure thereof. No director shall be disqualified from holding office as director or officer of the ASSOCIATION by reason of any such adverse interests. No director, officer, or member having such adverse interest shall be liable to the ASSOCIATION or to any member or creditor thereof, or to any other person for any loss incurred by it under or by reason of such contract or transaction, nor shall any such director, officer, member or entity in which said member is involved be accountable for any gains or profits realized thereon.

IN WITNESS WHEREOF, the subscribers have affixed their signatures this 10th day of

October 1977

George Bergmann (SEAL)
GEORGE BERGMANN

Norma V. Clark (SEAL)
NORMA V. CLARK

Lois Landino (SEAL)
LOIS LANDINO

I hereby accept the designation as Registered Agent as set forth in these Articles of Incorporation.

George Bergmann
GEORGE BERGMANN

STATE OF FLORIDA)
COUNTY OF BROWARD)

Before me, the undersigned authority, personally appeared GEORGE BERGMANN, NORMA V. CLARK and LOIS LANDINO who, after being duly sworn, acknowledged that they executed the foregoing ARTICLES OF INCORPORATION for the purposes expressed in such ARTICLES this 10th day of October 1977

(NOTARIAL SEAL)

John L. Bergmann
Notary Public, State of Florida at Large
My Commission Expires:

Notary Public, State of Florida at Large
My Commission Expires May 22, 1978
Bonded by American Fire & Casualty Co.