

EXHIBIT "C"

CHARTER

OF

WATERFORD PATIO HOMEOWNERS ASSOCIATION, INC.

ARTICLES OF INCORPORATION

First: The name of the Corporation is WATERFORD PATIO HOMEOWNERS ASSOCIATION, INC.

Second: Said Corporation is incorporated as a corporation not for profit under the provisions of Chapter 617 Florida Statutes, as amended, and will be referred to hereafter as "Corporation" or "Association."

Third: The principal office and post office address of the Corporation shall be located at 9450 Sunset Drive, Miami, Florida 33173. The address of the Registered Office of the Corporation is the same as that of the principal office. The names of the registered agents are: Roger Heftler and Henry J. Binkowski, either of whom is authorized to accept service of process within this State upon the Corporation; and their address is at the Registered Office.

Fourth: The purposes for which this Corporation is formed do not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residence Lots and Common Area within that certain tract of property identified and described as Waterford Patio Homes. These Lots and Common Area are subject to Waterford Patio Homes Declaration of Covenants, Conditions and Restrictions and the Declaration of Covenants of Waterford Subdivision. The purposes for which this Corporation is formed also include the promotion of the health, safety and welfare of the residents within the above described property, and the following:

- (a) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Waterford Patio Homes Declaration of Covenants, Conditions, and Restrictions, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the Office of the Clerk of the Circuit Court of Broward County, Florida, as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length.
- (b) To fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including licenses, taxes or governmental charges levied or imposed against the property of the Association;
- (c) To acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association.
- (d) To borrow money, to mortgage, pledge, deed in trust, or hypothecate any or all of the Association's real or personal property as security for money borrowed or debts incurred; and

- (e) To have and to exercise any and all powers, rights and privileges which a corporation, organized under the corporation not for profit law of the State of Florida, by law may now or hereafter have or exercise.

Fifth: 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, including contract sellers, shall be a Member of the Association. The foregoing is not intended to include person or entities who hold an interest merely as security for the performance of an obligation. No Owner shall have more than one membership. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association. Ownership of such Lot shall be the sole qualification for membership.

Sixth: The Association shall have two classes of voting membership:

Class A. Class A Members shall be all those Owners as defined in paragraph Fifth with the exception of the Developer (as defined in the Declaration). Class A Members shall be entitled to one vote for each Lot in which they hold the interest required for membership by paragraph Fifth. When more than one person holds such interest in any Lot, all such persons shall be Members. 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 Lot.

Class B. The Class B Member shall be the Developer (as defined in the Declaration). The Class B Member shall be entitled to three (3) votes for each Lot in which it holds the interest required for membership by paragraph Fifth PROVIDED THAT the Class B membership shall cease and be converted to Class A membership on the happening of either of the following events whichever occurs earlier:

- (a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership, or
- (b) January 1, 1991.

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

Eighth: The affairs of the Corporation are to be managed by the following officers:

President
Vice President
Secretary
Treasurer

Ninth: The officers who are to serve until the first election of the directors are as follows:

President	Clyde M. Taylor
Vice President	Thomas Iglesias
Secretary	Roger Heftler
Treasurer	Henry J. Binkowski

The first annual meeting of the Corporation and the first election of the Board of Directors shall be held on the first Thursday in December 1986, or by order of the Board of Directors at such earlier date as they determine, and thereafter annual meetings of the Members shall be held on the first Thursday in December of each year, if not a legal holiday, or non-business day, and if a legal holiday, or non-business day, then on the next business day following. The Directors elected at the first annual meeting and at each subsequent annual meeting of the Members shall elect officers of the Corporation who will hold office until the next

meeting of the Board of Directors, or until their successors are elected and qualified.

Tenth: This Corporation shall be governed by a Board of Directors consisting of not less than three (3) and no more than five (5) persons. The names and addresses of the persons who are to serve as Directors until the first annual meeting of the Members are as follows:

<u>NAMES</u>	<u>ADDRESSES</u>
1. Roger Heftler	9450 Sunset Drive Miami, Florida 33173
2. Henry J. Binkowski	9450 Sunset Drive Miami, Florida 33173
3. Clyde M. Taylor	9450 Sunset Drive Miami, Florida 33173

Commencing with the first annual meeting and at each subsequent annual meeting of the Members of the Corporation, the Directors of the Corporation will be elected by the Members and they will hold office in each instance until the next annual meeting of the Members or until their successors are elected and qualified. Pursuant to Article Sixth hereof the Developer, Heftler Realty Co., is a Class B Member with three votes for each unsold Lot in the Property. Directors elected by the Class B Member need not themselves be owners of homes at Waterford Patio Homes nor Members of the Corporation. Further, notwithstanding the number of Class B votes existent from time to time, the Developer, Heftler Realty Co., shall have the right to elect all of the Directors of the Corporation until December 31, 1989. Thereafter the Directors of the Corporation shall be elected at the annual meeting of the Corporation, which annual meeting will be held on the first Thursday in December of each year. Vacancies in the Board of Directors shall be filled by the remaining Directors at a special meeting called for that purpose and a Director so elected shall serve until the next annual meeting of the Corporation.

Eleventh: The Board of Directors shall have all the powers and duties referred to in the Declaration and in the laws 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, and (b) to administer the affairs of the Corporation and the Common Area, and (c) to engage the services of a manager or managing agent for the Property and to fix the terms of such management agreement and the compensation and the authority of the manager or managing agent, and (d) to promulgate such rules and regulations concerning the operation and use of the Property or the Common Area as may be consistent with the Declaration and to amend the same from time to time, and (e) to provide for the maintenance, repair and replacement of the Common Area, and (f) to estimate and adopt an annual operating budget and to provide for the assessment and collection from the Lot Owners of their respective shares of all estimated expenses.

Twelfth: The initial By-Laws of this Corporation are those adopted by the Board of Directors and entered in the Minute Book of the Corporation. Such By-Laws may be altered, amended, added to or repealed by the Members of the Corporation in the manner provided for in said initial By-Laws and in conformity with the provisions and requirements of the Florida Statutes regulating corporations not for profit, as amended from time to time, which is currently set forth in Chapter 617, Florida Statutes, as amended from time to time.

Thirteenth: 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, at any duly

called meeting of the Members of this Corporation provided that (a) the notice of the meeting is given in the manner provided for in Section 3, Article X of the initial By-Laws and it contains a full statement of the proposed alteration, amendment, change, addition, or repeal, and (b) there is an affirmative vote of two-thirds (2/3) of the Members present in person or by proxy of said alteration, amendment, change, addition, or repeal.

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

Fifteenth: 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 practices.


Sixteenth: The Corporation shall have all the powers set forth and described in the Florida Statutes regulating corporations not for profit, as amended from time to time, which are currently set forth in Chapter 617.021 Florida Statutes, together with those powers conferred by the aforesaid Declaration this Charter and any and all lawful By-Laws of the Corporation.

Seventeenth: The names and addresses of the subscribers hereto are as follows:


<u>NAMES</u>	<u>ADDRESSES</u>
1. Roger Heftler	9450 Sunset Drive Miami, Florida 33173
2. Henry J. Binkowski	9450 Sunset Drive Miami, Florida 33173
3. Clyde M. Taylor	9450 Sunset Drive Miami, Florida 33173

Eighteenth: Each Director and Officer of this Corporation shall be indemnified by the Corporation against all costs and expenses reasonably incurred or imposed upon him in connection with or arising out of any action, suit or proceedings in which he may be involved or to which he may be made a party by reason of his having been a Director or Officer of this Corporation, such expense to include the cost of reasonable settlements (other than amounts paid to the Corporation itself) made with a view to curtailment of costs of litigation. The Corporation shall not, however, indemnify such Director or Officer with respect to matters as to which he shall be finally adjudged in any such action, suit or proceedings to be liable for negligence or misconduct in the performance of his duty as such Director or Officer, or in respect to any matter in which any settlement or compromise is effected if the total expense, including the cost of settlement, shall substantially exceed the expense which might reasonably be incurred by such Director or Officer in conducting such litigation to final conclusion, and in no event shall anything herein contained be construed as authorizing this Corporation to indemnify any such Director or Officer against any liability of the Corporation to which he would otherwise be subject by reason of willful malfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of his office. The foregoing right of indemnification shall be in addition to any other rights to which any such Director or Officer may be entitled as a matter of law or otherwise.

We, the undersigned, being all of the incorporators herein-
above named, for the purpose of forming a Corporation not for
profit pursuant to Chapter 617, Florida Statutes, do hereby
subscribe to this Certificate of Incorporation, and have set our
hands and seals this 27th day of March, 1986.



Roger Heftler (SEAL)



Henry J. Binkowski (SEAL)



Clyde M. Taylor (SEAL)

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

BEFORE ME, the undersigned authority, this day personally
appeared Roger Heftler, Henry J. Binkowski and Clyde M. Taylor,
who after being duly sworn according to law, depose and say that
they are competent to contract and further acknowledge that they
did subscribe to the foregoing Articles of Incorporation freely
and voluntarily and for the purpose therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official
seal at Miami, Dade County, Florida, this 27th day of March, 1986.



Notary Public, State of Florida
at large

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXPIRES JAN. 1, 1990
BONDED THRU GENERAL INS. CO.