

ARTICLES OF INCORPORATION
OF
THE IMPERIAL POINT ASSOCIATION, INC.

THE UNDERSIGNED subscribers to these Articles of Incorporation, each a natural person, competent to contract, hereby associate themselves together to form a corporation not for profit under the laws of the State of Florida; and further do agree to the following conditions of said corporation.

ARTICLE I: NAME

The name of this corporation is: THE IMPERIAL POINT ASSOCIATION, INC.

ARTICLE II: PURPOSE

The purpose of the Association is to represent property owners and other residents, within Imperial Point as defined below, to protect their interests, and to aid and advance the development and improvement of the community. The Association is organized as a not-for-profit corporation, under Section 501 (c) (4) of the Internal Revenue Code, as a civic association of homeowners, seeking to promote social welfare and further the common good of the Imperial Point community by bringing about civic betterment, securing neighborhood improvements, improving public services, sponsoring community programs and meetings, preserving community traditions, and ensuring a beautiful neighborhood appearance (by representing the neighborhood before local legislature and administrative agencies in zoning, traffic, code enforcement, and related matters).

The boundaries of the community, known as “Imperial Point,” represented by this Association, shall consist of all the residential property in Imperial Point, Coral Highlands, Westfield, Colonial Ridge, and La Belle Harbor within the corporate limits of the city of Fort Lauderdale, Florida, west of North Federal Highway, east of NE 18th Avenue, north of NE 56th Street, and south of McNab Road.

ARTICLE III: MEMBERSHIP

The regular membership of this Association shall consist exclusively of entities who own fee simple title to lots in the subdivisions known as Imperial Point, and the adjacent portion of Coral Highlands bounded by NE 18th Avenue to the west and NE 56th Street to the south, the adjacent portion of Westfield bounded by South Cypress Road to the west and McNab Road to the north, Colonial Ridge, and La Belle Harbor, and who shall have paid all dues as provided in the Bylaws of the Association.

Other interested parties who are not eligible for a regular membership in The Imperial Point Association, Inc. may join The Imperial Point Association, Inc. as Associate Members.

ARTICLE IV: TERM OF EXISTENCE

This corporation shall have perpetual existence unless dissolved by operation of law.

ARTICLE V: SUBSCRIBERS

The name and post office address of each original subscriber to these articles of incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Charles M. White	2070 NE 62nd Court
Mrs. Lloyd Shank	2144 NE 62nd Court
Thomas C. Dinard	5950 NE 21st Circle
Roscoe Tenney	2100 NE 62nd Court

all of Fort Lauderdale, Florida

ARTICLE VI: OFFICERS

The officers of the Association shall be the President, Vice President, Corresponding Secretary, Recording Secretary, and Treasurer.

The term of officers shall be one year or until their successors are elected and said officers shall be elected at the annual January meeting.

ARTICLE VII: NAMES OF ORIGINAL OFFICERS

The names of the original officers who were duly elected are as follows:

<u>NAME</u>	<u>ADDRESS</u>
President: Charles M. White	2070 NE 62nd Court
Vice President: Mrs. Lloyd Shank	2144 NE 62nd Court
Treasurer: Orin A. Tuttle	5708 NE 22nd Avenue
Recording Secretary:	
Miss Verlie Forsyth	2164 NE 62nd Court
Corresponding Secretary:	
Mrs. George Wilcox	2128 NE 62 Street
Sergeant at Arms:	
Carl Schwegler	5911 N. E. 21st Road

all of Fort Lauderdale, Florida.

ARTICLE VIII: BOARD OF GOVERNORS

There shall be a Board of Governors of the Association consisting of the officers and at least eight other duly elected members of such Board.

The names and addresses of the nine members of the Board of Governors for the first year were as follows:

<u>NAME</u>	<u>ADDRESS</u>
Thomas C. Dinard	5950 NE 21st Circle, Ft. Lauderdale
Jacob Magneheimer	2060 NE 62nd Court, “ “
L. B. Ashley	5811 NE 21st Road, “ “
Mrs. Stephan Grubish	5900 NE 21st Way, “ “
Mrs. James Moore	5921 NE 21st Road, “ “
Roscoe C. Tenney	2100 NE 62nd Court, “ “
Lawrence Driever	5901 NE 21st Drive, “ “
H. C. Procuniar	5861 NE 21st Lane, “ “
James R. Brown	6200 NE 21st Road “ “

ARTICLE IX: APPROVAL OF ARTICLES OF INCORPORATION AND BY-LAWS

The Articles of Incorporation and By-Laws of this Association shall be presented and approved by a majority of the membership present at a special meeting called for that purpose.

ARTICLE X: AMENDMENTS

The Articles of Incorporation and By-Laws may be amended by two-thirds vote of the membership present and voting in any regular or special meeting duly called for such purpose, provided that a quorum, as provided in the By-Laws, is present at such meeting.

ARTICLE XI: COMMITTEES

The Board of Governors shall have the power to designate standing committees and special committees as may be required to further the interests of the Association.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 12 day of March 1962

_____/s/_____
Charles B. White (SEAL)

_____/s/_____
Mrs. Lloyd Shank (SEAL)

_____/s/_____
Thomas C. Dinard (SEAL)

_____/s/_____
Roscoe Tenney (SEAL)

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

I hereby certify that on this day, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared: <x> to me known who executed the foregoing Articles of Incorporation.

Witness my hand and official seal this 12 day of March 1962.

_____/s/_____
Marie G. Dinard
NOTARY PUBLIC

(SEAL)

This is a conformed copy of the Article of Incorporation, dated March 12, 1962, as amended (in Articles III, IX, and X) on April 15, 1963, and as further revised on March 14, 2007.

BYLAWS OF THE
IMPERIAL POINT ASSOCIATION, INC.

(as revised March 2007)

ARTICLE I – PURPOSE OF BYLAWS

Section 1. Purpose.

The purpose of these By-Laws is to initiate, implement, maintain, and provide an operational structure in order to accomplish the purpose and goals of the Association (as stated in Article II of the Articles of Incorporation of The Imperial Point Association, Inc.).

ARTICLE II – MEMBERSHIP

Section 1. Eligibility.

Membership in this Association shall be as follows:

- (a) Entities that hold fee simple title to lots within the boundaries covered by the Association,
- (b) Current in payment of dues, and
- (c) Whose application for membership has been received by the Board of Governors and who are otherwise in good standing.

Each membership shall include the immediate household of the owner.

Section 2. Rights, Privileges and Legal Liability.

- (a) Regular members in good standing shall have full rights and privileges in the affairs of the Association, except that only those regular members 18 years of age or older shall have the right to vote and hold office.
- (b) An Associate Member is not eligible to hold office or membership on the Board of Governors. The term and dues of an Associate Member are the same as a regular member.
- (a) No member of the Association, its Officers or Board of Governors shall be individually or severally liable for the acts performed by them that are within the scope and intent of the Bylaws and Articles of Incorporation, provided that such acts are performed in good faith for the benefit of the Association and have been approved in advance by the Board of Governors. The Association shall indemnify its members for any liability incurred by the members while acting in good faith, for the benefit of the Association and as directed by the Board of Governors.

Section 3. Dues.

Membership dues for each fiscal year shall be determined by the Board of Governors at their October meeting and notice of dues shall be given in the next following newsletter. Membership dues are payable on January 1st of each fiscal year.

Section 4. Fiscal Year.

The fiscal year of the Association shall begin on the first day of January and end on the last day of December of the same year. (See Transitional Provisions of the By-Laws of The Imperial Point Association, Inc).

ARTICLE III – MEETINGS

Section 1. Annual Meeting.

The Association shall hold an annual meeting to elect officers and transact such other business as deemed appropriate by the membership, on the third second Tuesday of January of each year, which shall be open to all members of the Association in good standing.

Section 2. Regular Meetings.

- (a) Regular meetings of the Association shall be held on the second Tuesday of April and September of each year, and at additional times if the Board of Governors chooses, at a place and time designated by the Board of Governors.
- (b) Regular meetings may be canceled or rescheduled by a majority vote of the membership present at any previous regular or special meeting.

Section 3. Special Meetings.

- (a) A special meeting of the Association may be called by a majority vote of the Board of Governors.
- (b) The President of the Association must call a special meeting upon presentation of a written request signed by ten percent (10%) of the membership of the Association. The President shall accept emails from the required number of memberships, in lieu of written request.

Section 4. Notice.

Notice, by the Recording Secretary, of date, time, and place of any membership meetings shall be posted on the official Association Website and shall be given in the newsletter, provided that such newsletter is delivered or mailed to the members not less than five (5) days prior to such meeting. If amendments to the Articles of Incorporation or Bylaws are to be presented, the notice thereof shall set forth verbatim the amendments to be proposed and posted only to the official Association Website not less than fifteen (15) days prior to such membership meeting. If such notice in a newsletter is not possible in a timely fashion, or if the date, time, or place of the meeting is changed, or the verbatim amendments are changed, the Recording Secretary shall post it on the official Association Website not less than five (5) days prior to such membership meeting.

Section 5. Quorum.

The presence of fifteen (15) current memberships of record of the Association, each represented by one voting member in person, shall constitute a quorum for the transaction of business of all meetings of members.

Section 6. Voting.

At every meeting of the membership, any regular member who is 18 years old or older in a current membership of record shall be eligible to vote. A regular membership shall be entitled

to one vote, in person at any meeting. Members must be physically present to vote. The vote of the majority of those present in person shall decide any question brought before such meeting.

Section 7. Order of Business.

The order of business at all meetings of members shall be as follows:

- (a) Call to order
- (b) Approval of minutes of preceding meeting (published in the newsletter notice of the meeting or posted on the official Association website)
- (c) Reports of Officers
- (d) Committee reports at Board of Governors meeting (Committee reports may be omitted at membership meetings.)
- (e) Unfinished business
- (f) New business
- (g) Program
- (h) Adjournment

The presiding officer may modify the order of business.

Section 8. Nominations.

The President shall form a Nominating Committee consisting of three (3) members at the September regular membership meeting and notice regarding the formation of the Nominating Committee shall be given to the membership in the notice of the September meeting. Any current member of the Association in good standing wishing to be a candidate for an office of the Association must register the member's candidacy for the specific position with any member of the Nominating Committee prior to December 15. The Nominating Committee chair shall submit the names of all members desiring candidacy to the Secretary, who shall incorporate all names of the candidates for officers in the notice of the annual meeting. If there is no candidate for an office to be filled at the annual meeting, nominations only for that position with no candidates may be accepted from the floor at the annual meeting.

Section 9. Procedure.

All meetings shall be conducted in accordance with the provisions of these Bylaws and the latest edition of Robert's Rules of Order.

ARTICLE IV - BOARD OF GOVERNORS

Section 1. Composition - Powers and Duties.

- (a) The affairs of the Association shall be governed by a Board of Governors, consisting of the president, vice president, corresponding secretary, recording secretary, treasurer, and at least eight (8) governors as other members.
- (b) The Board of Governors shall have the powers and duties necessary for the lawful administration of the affairs of the Association and may do all acts and things as are not by law or these Bylaws directed to be exercised and done by members. The powers of the Board of Governors shall include, but not be limited to, suspend a member for cause.
- (c) The board of directors of condominium and cooperative apartment associations that fall within the area encompassed by the Association may designate one representative

of their board to attend Association meetings as a non-voting member. The purpose of this position is to represent the interests of the condominium or cooperative apartment association in the greater community.

- (d) Each Board member shall serve and actively participate on at least one (1) standing committee and at least two (2) special committees.
- (e) Not more than one person from the same household representing the same regular membership may serve as an Officer or on the Board of Governors at the same time.

Section 2. Election - Term of Office.

- (a) Governors shall be elected by a majority vote of the members present at the January annual meeting.
- (b) The term of office of Governors elected by the membership shall be for one (1) year or until their successors are elected by the membership.
- (c) Any member of the Board of Governors who is absent from three (3) Board of Governors meetings during any fiscal year, without a valid reason that is satisfactory to the Board, shall be automatically removed as a member of the Board of Governors as of the close of the third such meeting.

Section 3. Code of Conduct.

Members of the Board of Governors must:

- (a) Act at all times in the best interests of The Imperial Point Association, Inc.;
- (b) Act and be seen to act in an ethical manner;
- (c) Avoid all activities which can be construed as an actual, perceived or potential conflict of interest and, before election and as such activities arise, disclose any such activities;
- (d) Not use their affiliation with The Imperial Point Association, Inc. for direct personal financial gain or to benefit a third party;
- (e) Avoid disclosure of information received in confidence from The Imperial Point Association, Inc.;
- (f) Actively participate in the activities of The Imperial Point Association, Inc.; and
- (g) If directly or indirectly financially interested in a contract or similar arrangement with The Imperial Point Association, Inc., declare his or her interest, leave the meeting when it is discussed, and abstain from voting on it.

Section 4. Vacancies.

Vacancies in the Board may be filled by a majority vote of the remaining Board of Governors. The person so appointed shall serve the unexpired term of his predecessor.

Section 5. Removal of Members of the Board of Governors.

At any regular or special meeting of the Board of Governors or the general membership, duly called, any one (1) or more Governors may be removed from office by a two-thirds (2/3) vote of the entire Board of Governors or by a two-thirds (2/3) vote of the members present at the membership meeting, and a successor may then and there be elected to fill the vacancy thus created. Any Governor, whose removal has been proposed by the Board of Governors, or by the membership, shall must be given an opportunity to be heard at the meeting prior to the vote on removal.

Section 6. Regular Meetings.

Regular meetings of the Board of Governors shall normally be held during the second week of each month at a date, time, and place designated by the Board of Governors. Such regular meetings shall be noticed in the newsletter. The Recording Secretary shall provide notice of regular meetings of the Board of Governors to each board member personally, by email, by telephone or by facsimile, at least three (3) days prior to the day named for such meeting. All meetings of the Board of Governors shall be open to the membership of the Association. The Board reserves the right, however, to go into executive session. Once published in the newsletter, changes in the date, time, or place of the regular Board meeting shall require the Recording Secretary to notify the membership by email and by posting on the official Association website.

Section 7. Special Meetings.

The President may call special meetings of the Board of Governors, provided that three (3) days notice to each Governor member of the Board is given personally, by e-mail, by telephone or by facsimile, which notice shall state the date, time, place, and purpose of the meeting. Special meetings of the Board of Governors shall be called by the President or Recording Secretary in like manner and on like notice on the written request of at least three (3) members of the Board. The President or Recording Secretary shall accept email requests from three (3) members, in lieu of written request.

Section 8. Waiver of Notice.

Before or at any meeting of the Board of Governors, any Governor may, in writing, waive notice of such meeting and such waiver shall be the equivalent of giving having given such notice. Attendance by any Governor at a meeting of the Board of Governors shall be deemed a waiver of notice by such Governor at the time and place thereof, unless such Governor appears specifically to dispute the validity of the meeting.

Section 9. Quorum.

At all meetings of the Board of Governors, a majority of the members of the Board shall constitute a quorum for the transaction of business, and the acts of the majority of the members of the Board present at a meeting at which a quorum is present shall be the acts of the Board of Governors (except as required in Section 5 herein).

Section 10. Budget

Within 45 days of the Annual Meeting, the Board shall approve an annual budget, which may be amended from time to time. No commitments or obligations shall be made or expenditures incurred, except by a vote of the Board, as included in the budget. Only the President or Treasurer shall sign checks or shall sign documents committing the Association to incur expenses.

ARTICLE V – OFFICERS

Section 1. Designation.

The officers of the Association shall be a President, Vice President, Corresponding Secretary, Recording Secretary, and Treasurer. All officers are members of the Board of Governors and shall have the right to vote. The Board of Governors may appoint an Assistant Treasurer and such other officers as in their judgment may be necessary, and such other officers shall be without vote, unless they are already governors. Not more than one person from the same household representing the same regular membership may serve as an Officer or on the Board of Governors at the same time.

Section 2. Election - Terms of Office.

- (a) Candidates for the offices of the Association shall be elected by a majority vote of the membership present at the annual meeting. The candidate who receives the greater number of votes shall be declared elected.
- (b) Officers shall be elected for a term of one (1) year or until their successors have been elected and qualified.

Section 3. President.

The President shall be the chief officer of the Association. The President shall, if present, preside at all meetings of the members and all meetings of the Board of Governors. The President shall not vote at the meetings of the Board of Governors, except, that in the events of a tie vote on any question voted on by the Board of Governors, the President shall cast the deciding vote. The President shall be ex-officio member of all committees.

Section 4. Vice President.

The Vice President shall take the place of the President and perform the President's duties whenever the President shall be absent or unable to act. If neither the President or the Vice President is able to act, the Board of Governors shall appoint some other member of the Board to do so on an interim basis. The Vice Presidents shall also perform such other duties as shall from time to time be assigned by the Board of Governors.

Section 5. Corresponding Secretary.

The Corresponding Secretary shall be custodian of the membership books and such books and papers as the Board of Governors may direct. The Secretary shall direct all official correspondence and shall disseminate other notices and announcements as required. In addition, the Corresponding Secretary shall, in general, perform all the duties incident to the office of Corresponding Secretary

Section 6. Recording Secretary.

The Recording Secretary shall keep the minutes of all the meetings of the Board of Governors and the minutes of all meetings of the members of the Association, and shall be responsible for serving notice of all such meetings. The Secretary shall have the custody of the seal of the Association, the official documents of the Association, and such other records as the Board of Governors may direct. In addition, the Recording Secretary shall, in general, perform all the duties incident to the office of Recording Secretary.

Section 7. Treasurer.

The Treasurer shall have the responsibility of keeping the Association's funds and shall be responsible for keeping full and accurate accounts of all receipts and disbursements in the Association's books. The Treasurer shall be responsible for the deposit of all monies and other valuable effects in the name and to the credit of the Association in such depository as may from time to time be designated by the Board of Governors. The withdrawal of funds shall be made upon the signature of the President or Treasurer. No sum in excess of One Thousand Dollars (\$1,000.00), except for legal fees and costs, may be paid without the approval of the Board of Governors.

ARTICLE VI - COMMITTEES

Section 1. Designation.

The Association shall have Standing Committees and Special Committees. The Board of Governors may create additional committees, restructure existing committees, or abolish them if in the best interests of the Association.

Section 2. Standing Committees.

Standing Committees shall generally operate throughout the year on on-going activities, to include but not be limited to the following:

- (a) Executive Airport
- (b) Planning and Projects
- (c) Welcoming
- (d) Zoning and Code Enforcement
- (e) Community Safety, Traffic, and Crime Watch
- (f) Hospitality
- (g) Membership
- (h) Newsletter
- (i) Pet Registry
- (j) Official Association Website
- (k) Advertising and Sponsorships
- (l) Nominating Committee

Section 3. Special Committees.

Special Committees shall generally concern themselves with defined, short-term activities, to include but not be limited to:

- (a) Pet Parade Event
- (b) Spring Fling Event
- (c) Fall Harvest Picnic Event
- (d) Winter-in-the-Park Event
- (e) Adult Social/Cocktail Party
- (f) Flea Market Event

Section 4. Appointment.

- (a) The President shall appoint the chair for each committee.
- (b) Each committee chair is authorized to add additional members from the general membership of the Association or to create such subcommittees as may be required to facilitate their activities.

- (c) Each Board member shall serve and actively participate on at least one (1) standing committee and at least two (2) special committees.
- (d) Committee chairs shall attend Board meetings, especially when their committees are on the agenda.
- (e) A Nominating Committee shall be appointed at the September membership meeting and shall recruit and receive the names of candidates for offices to be elected at the January annual membership meeting. It shall consist of not less than three (3) members.
- (f) An Associate Member shall be able to chair a committee or be a member of a committee, subject to the approval of the Board of Governors. The Board of Governors must approve of any Associate Member who is appointed as a chairperson. If chairperson, they shall attend such Board of Governors meetings to execute the duties of the position, and file a monthly committee report unless excused by the President of the Association.

Section 5. Duties.

- (a) All committee members shall perform such specific duties as their designations indicate and any other duties which may be assigned to them by the President or the Board of Governors.
- (b) All committee appointments shall terminate upon completion of work assigned, or the first meeting of the Board of Governors after the January annual membership meeting, whichever occurs first.

ARTICLE VII – AMENDMENTS

These Bylaws may be amended by a two-thirds (2/3) vote of the membership present and voting at any regular or special meeting duly called for such purpose, provided that due notice, including verbatim wording of any amendment, has been given and a quorum is present as set forth in these Bylaws. Amendments may be proposed by the Board of Governors or by a petition signed by at least twenty percent (20%) of the memberships of record. Any amendment to these Bylaws, after being duly passed shall be effective immediately.

TRANSITIONAL PROVISIONS

As regards ARTICLE II, Membership, Section 4, Fiscal Year, for 2007, the ongoing 2006 Fiscal Year shall continue a full 12 months until February 28, 2007, with the 2007 Fiscal Year becoming a shortened, 10-month period, from March 1, 2007 to December 31, 2007.