

SECRETARY OF STATE
MIAMI, FLORIDA

ARTICLES OF INCORPORATION
OF
DEER POINTE HOMEOWNERS' ASSOCIATION, INC.

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

ARTICLE I
NAME

The name of the corporation shall be DEER POINTE HOMEOWNERS' ASSOCIATION, INC. For convenience, the corporation is herein-after referred to as the "Association".

ARTICLE II
DEFINITIONS

Each term used herein which is defined in the Declaration of Covenants and Restrictions for Deer Pointe recorded or to be recorded among the public Records of Broward County, Florida (the "Declaration") shall have the same meaning or definition when used herein as the meaning or definition ascribed thereto in the Declaration.

ARTICLE III
PURPOSES AND POWERS

The objects and purposes of the Association are to own, maintain and administer the common areas of that certain residential community known as Deer Pointe; to administer and enforce the covenants and restrictions created by the Declaration of Covenants and Restrictions for Deer Pointe, as same may be amended from time to time; to assess, levy, collect and disburse the assessments and charges, both general and special, provided for in the Declaration; to promote the recreation, health, safety and welfare of the residents of the said community; and to perform and exercise all of the rights and duties of the Association under the Declaration.

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 these Articles and the Declaration. The Association shall also have all of the powers necessary to implement the purposes of the Association.

ARTICLE IV MEMBERS

Section 1. Membership.

A. 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 security for the performance of an obligation shall not be a member.

B. Change in membership will be established by recording the Public Records of Broward County, Florida, a deed or other instrument establishing record fee title to such real property and by delivering to the Association a certified copy of such instrument. In the event that a certified copy of said instrument is not delivered to the Association, said owner shall become a Member, but shall not be entitled to the voting privileges established by this Declaration.

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 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, but the vote for such Lot shall be exercised only by that one Member as shall be designated in a written instrument, executed by or on behalf of any record owner of such interest, filed with the Secretary of the Association. In no event shall more than one vote be cast with respect to any Lot. Any such written instrument designating one of several persons holding such interests in any one Lot as the person entitled to cast the vote for such Lot may be executed by any one record owner of such interest in such Lot without regard to whether the person executing such written designation is or is not the voting Member designated therein. In the event of the filing of conflicting written designations with respect to any Lot, neither written designation shall be effective. Under such circumstances, the filing with the Secretary of the Association of a written instrument, duly executed by or on behalf of all of the record owners of the entire fee interest in such Lot, designating one of them as the person entitled to cast the vote for such Lot shall be a necessary condition precedent to the right to cast such vote.

Class B

The Class B Member shall be the Developer. The Class B Member shall be entitled to one vote for each Lot in which it holds the interest required for membership in Section 1, provided however, that notwithstanding any provision to the contrary, the Developer shall have the right to elect a majority of the Board of Directors of the Association until such time as the Developer no longer holds the title to any Lot within The Properties or to any additional property which may have been brought under the provisions of the Declaration by recorded supplemental declaration. Notwithstanding the foregoing, the Developer may at any time elect, at its sole option, to turn over the Board of Directors of the Association to the Owners.

The Association shall have the right to suspend any Member's right to vote (other than the right of the Developer) for any period during which any assessment levied by the Association against such Member's Lot shall remain unpaid for more than 30 days after the due date for the payment thereof.

Section 3. Meetings of Members. The By-Laws of the Association shall provide for annual meetings of Members, and may make provision for regular and special meetings of Members in addition to the annual meetings. The presence of any meeting of Members, in person or by proxy, of Members entitled to cast thirty (30%) percent of the votes shall constitute a quorum for the transaction of business.

ARTICLE V CORPORATE EXISTENCE

The corporation shall have a perpetual existence. However, should the corporation be dissolved for any reason, other than merger or consolidation, the assets, both real and personal, of the Association shall be dedicated to an appropriate public agency or utility to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization, to be devoted to purposes as nearly as practicable to the same as those to which they were required to be devoted by the Association. No such disposition of Association properties shall be effective to divest or diminish any right or title of any member vested in him under the recorded covenants and deeds applicable to unless made in accordance with the provisions of such covenants and deeds.

ARTICLE VI 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 as many persons as the Board of Directors shall from time to time determine but not less than three (3) nor more than nine (9) persons. 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 annual meetings.

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 and until qualified successors are duly elected and have taken office, shall be as follows:

Richard E. Brown	3600 N.W. 6th Street Deerfield Beach, Florida 33441
Jack Miller	3600 N.W. 6th Street Deerfield Beach, Florida 33441
Robert Whittaker	3600 N.W. 6th Street Deerfield Beach, Florida 33441

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 except that such requirement shall not apply to the first Board of Directors nor to directors appointed or designated by the Developer.

Section 4. Duration of Office. Persons elected to the Board of Directors shall hold office until they resign or 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 director so elected may elect a successor to fill the vacancy for the balance of the unexpired term. The Developer shall have the unqualified right to designate a successor to fill the vacancy created if a director designated or appointed by the Developer shall resign or for any other reason cease to be a director.

ARTICLE VII OFFICERS

Section 1. Officers. The Association shall have a President, a Vice-President, a Secretary, and a Treasurer, and such other officers and assistant officers and agents as the Board of Directors may from time to time deem desirable consistent with the By-Laws of the Association.

Section 2. Election and Appointment of Officers. The officers of the Association, in accordance with any applicable provisions 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 all 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, the 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. The same person may hold two offices provided, however, that the offices of President and Vice-President shall not be held by the same person, nor shall the offices of President and Secretary be held by the same person.

Section 3. First Officers. The names and addresses of the first officers of the Association, who shall hold office until the first election of officers by the Board of Directors and until successors are duly elected and have taken office, shall be as follows:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President	Richard E. Brown U	3600 N.W. 6th Street Deerfield Beach, FL 33441
Vice-President	Jack Miller ✓	3600 N.W. 6th Street Deerfield Beach, FL 33441
Treasurer	Robert Whittaker ✓	3600 N.W. 6th Street Deerfield Beach, FL 33441
Secretary	Robert Whittaker	3600 N.W. 6th Street Deerfield Beach, FL 33441

ARTICLE VIII
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 IX
AMENDMENTS

Amendments to these Articles of Incorporation shall require the affirmative vote of a majority of the Board of Directors and the affirmative vote of the Members of the Association who have the right to vote two-thirds of all the votes of the entire membership; provided, however, that (a) no amendment shall make any change in the qualifications for membership nor the voting rights of the Members without the written approval or affirmative vote of all Members of the Association, (b) these Articles shall not be amended in any manner without the prior written consent of the Developer to such amendment for so long as the Developer is the Owner of any Lot, and (c) these Articles shall not be amended in any manner which conflicts with the terms, covenants and provisions contained in the Declaration.

ARTICLE X
INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including legal fees, reasonably incurred by or imposed upon such person in connection with any proceeding or any settlement thereof to which such person may be a party or may become involved by reason of being or having been a director or officer of the Association, whether or not a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duty; provided that in the event of a settlement, the indemnification provided for herein shall apply only if and when the Board of Directors approves such settlement and reimbursement as being in the best interest of the Association. The foregoing right of indemnification shall be in addition to and exclusive of any and all right of indemnification to which such director or officer may be entitled under statute or common law.

ARTICLE XI
TRANSACTIONS IN WHICH
DIRECTORS OR OFFICERS ARE INTERESTED

No contact or transaction between the Association and one or more of its directors or officers, or between the Association and any other corporation, partnership, Association, or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be invalid, void or voidable solely for such reason, or solely because the director or officer is present at or participates in the meeting of the Board or committee thereof which authorized the contract or transaction, or solely because his or their votes are counted for such purpose. No director or officer of the Association shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction.

Interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

ARTICLE XII
SUBSCRIBERS

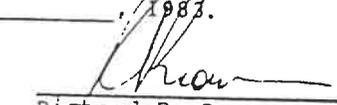
The names and address of the subscribers to these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Richard E. Brown	3600 N.W. 6th Street Deerfield Beach, FL 33441
Jack Miller	3600 N.W. 6th Street Deerfield Beach, FL 33441
Richard B. MacFarland	1499 West Palmetto Park Rd Boca Raton, FL 33432

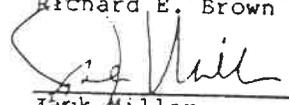
ARTICLE XIII
INITIAL REGISTERED OFFICE, AGENT AND ADDRESS

The principal office of the Association shall be 3600 N.W. 6th Street, Deerfield Beach, Florida 33441, or at such other place, within or without the State of Florida, as may be subsequently designated by the Board of Directors. The initial registered office is at the above address and the initial registered agent therein is Richard E. Brown.

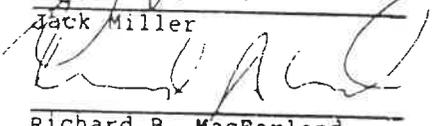
IN WITNESS WHEREOF, the said subscribers have hereunto set their hands this 2nd day of December, 1983.



Richard E. Brown



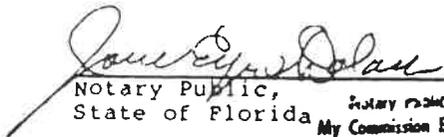
Jack Miller



Richard B. MacFarland

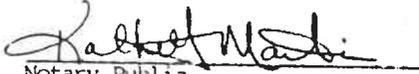
STATE OF FLORIDA)
)SS:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 1st
day of December, 1983, by Richard E. Brown, Jack Miller,


Notary Public,
State of Florida Notary Public, State of Florida
My Commission Expires Aug. 30, 1984
Bonded Three Thousand Dollars

STATE OF FLORIDA)
)SS.:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 5th
day of December, 1983, by Richard B. MacFarland, Esq.


Notary Public,
State of Florida Notary Public, State of Florida
My Commission Expires Aug. 13, 1987
Bonded Three Thousand Dollars