

ARTICLES OF INCORPORATION

OF

THE GROVE AT GRAND PALMS HOMEOWNERS ASSOCIATION, INC.

A Non-Profit Corporation

The undersigned, by these Articles, associates himself for the purposes of forming a corporation not-for-profit under Chapter 617, Florida Statutes and certifies as follows:

ARTICLE I - NAME

The name of the corporation shall be THE GROVE AT GRAND PALMS HOMEOWNERS ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Association".

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Association shall be: 700 N. W. 107 Avenue, Miami, Florida 33172.

ARTICLE III - PURPOSE

3.1 The purpose for which the Association is organized is to provide an entity for the operation of a proposed residential development called The Grove at Grand Palms, located in Broward County, Florida.

3.2 The Association shall make no distributions of income to its members, directors or officers.

ARTICLE IV - POWERS

The powers of the Association shall include and be governed by the following provisions:

4.1 The Association shall have all of the common law and statutory powers of a corporation not-for-profit not in conflict with the terms of these Articles.

4.2 The Association shall have all of the powers and duties set forth in a certain Declaration of Restrictions by LENNAR HOMES, INC., a Florida corporation, to which Declaration of Restrictions these Articles are attached and recorded in the Public Records of Broward County, Florida (hereinafter called "Declaration"), except as limited by these Articles, and all of the powers and duties reasonably necessary to operate the Association pursuant to the Declaration and as it may be amended from time to time, including, but not limited to, the following:

- (a) To make and collect assessments against members to defray the costs, expenses, and losses of the Association.
- (b) To use the proceeds of assessments in the exercise of its powers and duties.
- (c) The maintenance, repair, replacement and operation of the property and buildings which are to be maintained, repaired, replaced and operated by the Association.
- (d) The purchase of insurance upon the improvements and property and insurance for the protection of the Association and its members.
- (e) The reconstruction of improvements after casualty and the future improvement of the property.

(f) To make and amend reasonable regulations with respect to the use of the property subject to the Association's control.

(g) To approve or disapprove the transfer, mortgage, and ownership of lots and improvements as may be provided by the Declaration.

(h) To enforce by legal means the provisions of the Declaration, these Articles, the By-Laws of the Association, and the regulations for the use of the property in the subject development.

(i) To contract for the management or operation of portions of common areas and recreation areas susceptible to separate management or operation; and to make and collect assessments against members to defray the costs, expenses, maintenance, and contractual obligations entered into relative to common areas, parking spaces, easements, lots and streets.

(j) To contract for the management of the Association and to delegate to such contractor all powers and duties of the Association.

(k) To employ personnel to perform the services required for the proper operation of the Association.

4.3 All funds and the title of all properties acquired by the Association and their proceeds shall be held in trust for the members in accordance with the provisions of the Declaration, these Articles of Incorporation, and the By-Laws.

4.4 The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration and the By-Laws.

ARTICLE V

5.1 The members of the Association shall consist of all of the record owners of the lots, and/or Developer, as more fully set forth in the Declaration.

5.2 Change of membership in the Association shall be established by recording in the Public Records of Broward County, Florida, a deed or other instrument establishing a record title to a lot and the delivery to the Association of a copy of such instrument. The owner designated by such instrument thus becomes a member of the Association and the membership of the prior owner is terminated.

5.3 The share of a member in the funds and assets of the Association cannot be assigned, hypothecated nor transferred in any manner except as an appurtenance to the Lot.

5.4 The owner of each lot shall be entitled to at least one vote as a member of the Association. The exact number of votes to be cast by members and the manner of exercising voting rights shall be determined by the Declaration.

5.5 This Association shall never have or issue any share of stock.

ARTICLE VI - DIRECTORS

6.1 The affairs of the Association will be managed by a Board consisting of a number of directors determined by the By-Laws, but not less than three (3) directors, and in the absence of such determination shall consist of three (3) directors. Directors need not be members of the Association.

6.2 Directors of the Association shall be elected at an annual meeting of the members in the manner determined by the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided in the By-Laws.

6.3 The first election of the directors shall not be held until after the Developer has terminated its control, or until after December 31, 2000 (said time being the time that Developer ceases being a Class B member as set forth in the Declaration). The directors named in these Articles shall serve until the first election of directors, and any vacancies in their number occurring before the first election shall be filled by the remaining directors.

6.4 Anything to the contrary notwithstanding, there need be only three (3) directors so long as Developer is a Class B member. 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:

PAUL HOLSTEIN
8320 N.W. 27 Place
Sunrise, Florida 33322

ROBERT BLANTON
8320 N.W. 27 Place
Sunrise, Florida 33322

MARTIN BOEHM
8320 N.W. 27 Place
Sunrise, Florida 33322

ARTICLE VII - OFFICERS

The affairs of the Association shall be administered by the officers designated in the By-Laws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. Anything to the contrary notwithstanding, until Developer is no longer a Class B member, a vice president is not necessary. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

President: PAUL HOLSTEIN
c/o Lennar Homes, Inc.
8320 N.W. 27 Place
Sunrise, Florida 33322

Vice President MARTIN BOEHM
8320 N.W. 27 Place
Sunrise, Florida 33322

Secretary/Treasurer: ROBERT BLANTON
8320 N.W. 27 Place
Sunrise, Florida 33322

The Board of Directors, or the President, with the approval of the Board of Directors, may employ a managing agent and/or such other managerial and supervisory personnel or entities to administer or assist in the administration of the operation and management of the Association and any such person or entity may be so employed without regard to whether such person or entity is a member of the Association or is a director or officer of the Association, or an employee or associate of Developer, as the case may be.

ARTICLE VIII - INDEMNIFICATION

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities including counsel fees and sales tax, reasonably incurred by or imposed upon him in connection with any proceedings or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a director or an officer of the Association, whether or not he is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his

duties; provided that in the event of a settlement the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE IX - BY LAWS

The first By-Laws of the Association shall be adopted by the Board of Directors and may only be altered, amended, or rescinded in the manner provided by the By-Laws.

ARTICLE X - AMENDMENTS

Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

10.1 Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

10.2 A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, provided such approval is delivered to the Secretary at, or prior to the meeting. Except as elsewhere provided:

(a) such approvals must be by not less than 66% of the membership present at a duly called membership meeting, if proposed by the Board of Directors, or

(b) by not less than 75% of the votes of the membership present at a duly called membership meeting of the Association.

10.3 Provided, however, that no amendment shall make any changes in the qualifications of membership or the voting rights of the members, without approval in writing by all members and the joinder of all record owners of mortgages upon the lots. No amendment shall be made that is in conflict with the Declaration. Further, provided that no amendment shall be made without the written consent of Developer during the time that Developer is a Class B member. Further provided that no change shall be made which prejudices an Institutional Lender holding a first mortgage without the consent of all such prejudiced Institutional Lenders.

10.4 A copy of each amendment shall be certified by the Secretary of State and be recorded in the Public Records of Broward County, Florida.

10.5 No amendment shall prejudice or impair the right of an Institutional Lender without the written consent of said Institutional Lender. The term "Institutional Lender" shall have the meaning given in the Declaration.

ARTICLE XI - TERM

The term of the Association shall be perpetual.

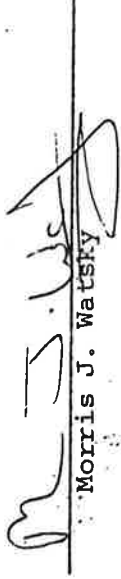
ARTICLE XII - SUBSCRIBER

The name and address of the subscriber to these Articles of Incorporation is Morris J. Watsky, 700 N.W. 107 Avenue, Miami, Florida 33172.

ARTICLE XIII

Nothing contained herein shall limit or restrict the rights of Developer, which are set forth in the Declaration of Restrictions.

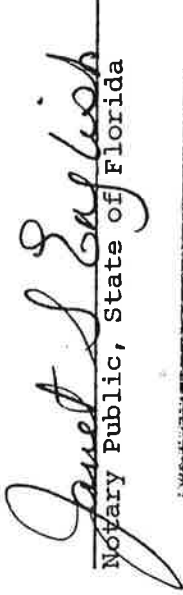
IN WITNESS WHEREOF, the subscriber hereto has affixed his hand and seal this 17th day of December, 1992.

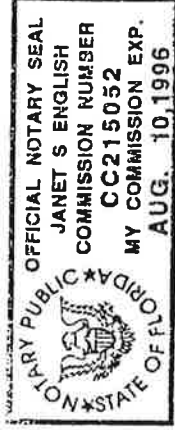

Morris J. Watsky

STATE OF FLORIDA
COUNTY OF DADE

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County last aforesaid to administer oaths and take acknowledgements, personally appeared MORRIS J. WATSKY, as subscriber to the foregoing Articles of Incorporation, and he acknowledged before me that he executed said Articles of Incorporation for the uses and purposes therein expressed. He is personally known to me and did not take an oath.

WITNESS my hand and official seal in the State and County last aforesaid this 17th day of December, 1992.


Notary Public, State of Florida



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

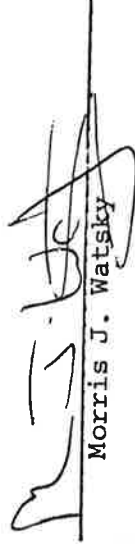
Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That THE GROVE AT GRAND PALMS HOMEOWNERS ASSOCIATION, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the City of Miami, County of Dade, State of Florida, has named MORRIS J. WATSKY, located at 700 N.W. 107 Avenue, Miami, Florida 33172, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of the Act relative to keeping open said office.

DATED this 17th day of December, 1992.


Morris J. Watsky

ARTICLES OF INCORPORATION OF GRAND PALMS
COMMUNITY ASSOCIATION, INC

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