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Via Federal Express

Secretary of State
Division of Corporation
409 East Gaines Street
Tallahassee, Florida 32399

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RE: Willoughby Farms Master Association, Inc.
Our File No. 98-6096

Dear Sir or Madam:

Enclosed are the original and one (1) copy of the Articles of Incorporation of Willoughby Farms Master Association, Inc., a Florida not-for-profit corporation. We would appreciate your filing these and sending us a certified copy with the applicable filing information in the enclosed self addressed stamped envelope. We are enclosing our firm's check in the amount of Seventy-Eight and 75/100 (\$78.75) Dollars to cover to following costs:

Filing Fee	\$35.00
Certified Copy	8.75
Registered Agent Designation	35.00
Total	<u>\$78.75</u>

Thank you for your prompt attention to this matter.

Very truly yours,

Juan E. Rodriguez
Juan E. Rodriguez

JER/td

Encl. (as stated)

2000 JUN 14 PM 2:43

FILED

SECRETARY OF STATE
DIVISION OF CORPORATION
TALLAHASSEE, FLORIDA

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Articles of Incorporation
ofSECRETARY OF STATE
TALLAHASSEE, FLORIDAWilloughby Farms Master Association, Inc.,
a not-for-profit Florida corporation

In order to form a corporation not-for-profit under and in accordance with the provisions of Chapter 617.001, of the Florida Statutes, the undersigned, acting as incorporator, hereby adopts the following Articles of Incorporation for the purposes and with the powers hereinafter mentioned, hereby certifies and sets forth the following:

First: The name of the Corporation is **Willoughby Farms Master Association, Inc.**

Second: The 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 the "Corporation".

Third: The principal office and post office address of the Corporation shall be located at 8000 Governors Square Boulevard, Suite 101, Miami Lakes, Florida 33016. The address of the Registered Office of the Corporation is 2550 Brickell Bayview Centre, 80 S.W. 8th Street, Miami, Florida 33130. The names of the registered agent is: Juan E. Rodriguez, who is authorized to accept service of process within this State upon the Corporation; and his 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 purpose for which it is formed are to provide for maintenance of the Common Area described in the Declaration of Covenants, Conditions, and Restrictions of Willoughby Farms affecting the property described in Exhibit "A" attached hereto and made a part hereof and such other purposes as are provided for therein. This Corporation will promote the health, safety and welfare of the residents within the property described in Exhibit "A"; and shall have following powers:

- (a) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Corporation as set forth in the Declaration of Covenants, Conditions, and Restrictions of Willoughby Farms, 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 Palm Beach County, Florida, as the same may be amended from time to time as therein provided; said Declaration is by reference 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 Corporation, including licenses, taxes or government charges levied or imposed against the property of the Corporation;
- (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 Corporation;
- (d) To borrow money, to mortgage, pledge, deed in trust, or hypothecate any or all of the Corporation'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, may by law 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 the Declaration to assessment by the Corporation, including contract sellers, shall be a Member of the Corporation. The foregoing is not intended to include persons 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 Corporation. Ownership of such Lot shall be the sole qualification for membership.

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

Class A. Class A Members shall be all those Owners as defined in Article Fifth with the exception of the Declarant (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 Article Fifth. When more than one person hold 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 Declarant (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 Article Fifth, provided that the Class B membership shall cease and be converted to Class A membership on the happening of any of the following events whichever occurs earlier:

- (a) when the Declarant no longer owns ninety (90%) percent of the Lots and/or Units provided for in the Development Plan as defined in the Declaration; or
- (b) December 31, 2004; or
- (c) Thirty (30) days after the Declarant elects to terminate the Class B Membership.

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	Michael Humphries
Vice President	Rafael Roca
Secretary	Candace Sharpsteen
Treasurer	Frances J. Guerra

The first annual meeting of the Corporation and the first election

of the Board of Directors shall be held on the first Wednesday in December, 2001, 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 Wednesday 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. Michael Humphries	8000 Governors Boulevard Suite 101 Miami Lakes, Florida 33016
2. Rafael Roca	8000 Governors Square Blvd. Suite 101 Miami Lakes, Florida 33016
3. Candace Sharpsteen	8000 Governors Square Blvd. Suite 101 Miami Lakes, Florida 33016

Commencing with the first annual meeting of the Members and at each subsequent annual meeting of the Members of the Corporation, the Directors of the Corporation shall 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 Declarant, Continental Homes of Florida, Inc., 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 erected on the property subject to the Declaration nor Members of the Corporation. Further, notwithstanding the number of Class B votes existing from time to time, the Declarant, Continental Homes of Florida, Inc., shall have the right to elect all of the Directors of the Corporation until December, 2004. Thereafter the Directors of the Corporation shall be elected at the annual meeting of the Members of the Corporation, which annual meeting will be held pursuant to the provisions of the By-Laws. 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 Members 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.

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 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 in the 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 in person or by proxy of said proposed 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 617.0302 Florida Statutes, together with those powers conferred by the Declaration, these Articles and any and all lawful By-Laws of the Corporation.

Seventeenth: The names and address of the incorporator hereto is as follows:

<u>NAME</u>	<u>ADDRESSES</u>
1. Paul Romanowski	8000 Governors Square Blvd. Suite 101 Miami Lakes, Florida 33016

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 proceeding 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 proceeding 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 to 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, as amended, do
hereby subscribe to these Articles of Incorporation, and have set
our hands and seals this 9th day of March, 2000.

Paul Romanowski (SEAL)
Paul Romanowski

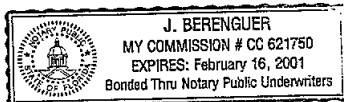
STATE OF FLORIDA)
 : SS.
COUNTY OF MIAMI-DADE)

Before Me, the undersigned authority, this day personally
appeared Paul Romanowski, who being duly sworn according to law,
deposes and says that he is competent to contract and further
acknowledge that he 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, Miami-Dade County, Florida, this 9th day of March,
2000.

J. Berenguer
Name: Johanna Berenguer
NOTARY PUBLIC, State of Florida at Large

My Commission Expires:




(SEAL)

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Acceptance of Service As Registered Agents

The undersigned, **Juan E. Rodriguez**, having been named as registered agent to accept service of process for **Willoughby Farms Master Association, Inc.**, a not-for-profit Florida corporation, at the registered office designated in the Articles of Incorporation of said Corporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 617.023 Florida Statutes, and will comply with the provisions of all statutes of Florida relative to the performance of our duties as registered agents.

Dated this 9th day of March, 2000.



Juan E. Rodriguez

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

All of the Plat entitled "Willoughby Farms" as recorded in Plat Book 86, at Pages 198 and 204, of the Public Records of Palm Beach County, Florida.

EXHIBIT "A"