

RICHARD S. RUSSELL, P.A.

Attorney at Law

2263 N.W. 2ND AVENUE, SUITE 104
BOCA RATON, FLORIDA 33431

(561) 347-7477

NO1000006220

August 14, 2001

Division of Corporations
The Capitol
P. O. Box 6327
Tallahassee, Florida 32314

Re: Arbor Green at Deer Creek Homeowners' Association, Inc.

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-08/16/01--01053--008
*****78.75 *****78.75

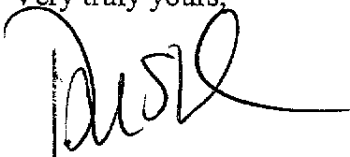
Gentlemen:

In connection with the above-referenced not-for-profit Corporation, enclosed please find the original and one copy of the Articles of Incorporation. Please file these Articles with the State and return a certified copy of same to our office.

We are enclosing our check in the amount of \$78.75 to cover your fee for this service, together with a stamped, self-addressed envelope for your convenience.

If you have any questions, please feel free to call.

Very truly yours,



Richard S. Russell

RSR/bbr
Enclosures

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01 AUG 30 PM 1:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

61-101-1079

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 20, 2001

RICHARD S RUSSELL, P.A.
2263 NW 2 AVE, STE 104
BOCA RATON, FL 33431

SUBJECT: ARBOR GREEN AT DEER CREEK HOMEOWNERS'
ASSOCIATION, INC.
Ref. Number: W01000019279

We have received your document for ARBOR GREEN AT DEER CREEK HOMEOWNERS' ASSOCIATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6927.

Tracy Smith
Document Specialist
New Filing Section

Letter Number: 201A00047500

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF
ARBOR GREEN AT DEER CREEK HOMEOWNERS' ASSOCIATION, INC.

THE UNDERSIGNED hereby associate themselves for the purpose of forming a Corporation not-for-profit under and pursuant to the provisions of Chapter 617, Florida Statutes, 1983, as amended, and do certify as follows:

I

NAME and ADDRESS

The name of this Corporation shall be ARBOR GREEN AT DEER CREEK HOMEOWNERS' ASSOCIATION, INC. For convenience, the Corporation shall be herein referred to as the "Association". The principal office and mailing address of the corporation is: 1311 Newport Center Drive West, Deerfield Beach, Florida 33442.

II

PURPOSE

The purpose for which the Association is organized is to provide an entity for the operation of Arbor Green of Deer Creek (the "Subdivision") and for such other matters as set forth in the Declaration of Covenants and Restrictions of Arbor Green at Deer Creek (the "Declaration of Covenants and Restrictions").

III

POWERS

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

1. The Association shall have all of the common law and statutory powers and duties set forth in Chapter 617, Florida Statutes, 1983, as amended (the "Act"), and all of the powers and duties reasonable necessary to operate the Subdivision pursuant to its Declaration of Covenants and Restrictions as it may be amended from time to time.

2. The Association shall also 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/or the Act.

IV

MEMBERS

The qualification of members, the manner of their admission to membership, the termination of such membership and voting by members shall be as follows:

1. The record owners of all townhouses (the "Units") in the Subdivision shall be members of the Association and no other persons or entities shall be entitled to membership except for the subscribers hereto and their successors, nominees and assigns.

2. Membership shall be established by the acquisition of ownership of fee title to, or fee interest in, a Unit in the Subdivision, whether by conveyance, devise, judicial decree or otherwise, subject to the provisions of the Declaration of Covenants and Restrictions and by the

recordation amongst the Public Records of Broward County, Florida, of the Deed or other instruments establishing the acquisition and designating the Unit affected thereby and by the delivery to the Association of a true copy of such Deed or other instrument. The new owner designated in such Deed or other instrument shall thereupon become a member of the Association and the membership of the prior owner as to the Unit designated shall be terminated.

3. The share of a member in the funds and assets of the Association, in its common elements and common surplus and membership in this Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the Unit in the Subdivision.

4. On all matters upon which the membership shall be entitled to vote, there shall be one vote for each Unit, which vote may be exercised or cast in such manner as may be provided in the By-Laws of the Association. Any person or entity owning more than one Unit shall be entitled to one vote for each Unit he owns.

5. The By-Laws of the Association shall provide for an annual meeting of members and may make provision for regular and special meetings of members other than the annual meeting.

V

TERM

The term for which this Association is to exist shall be perpetual.

VI

SUBSCRIBERS

The name and residence of the Subscribers to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
WILLIAM J. GALLO	1311 Newport Center Drive West Deerfield Beach, FL 33442
JERRY W. DUBOIS	1311 Newport Center Drive West Deerfield Beach, FL 33442
HELMUT JANNSEN	1311 Newport Center Drive West Deerfield Beach, FL 33442

VII

OFFICERS

The affairs of the Association shall be managed by the President of the Association, assisted by the Vice-President, Secretary and Treasurer and, if any, the Assistant Secretary and Assistant Treasurer, subject to the directions of the Board of Directors.

The Board of Directors shall annually elect the President, Secretary and Treasurer, and as many Vice-Presidents, Assistant Secretaries and Assistant Treasurers as the Board of Directors shall from time to time determine. The President shall be elected annually from among the membership of the Board of Directors, but no other office need be a Directors. The same person may hold two (2) offices, the duties of which are not incompatible; provided, however, the office of President and Vice-President shall not be held by the same person, nor shall the office of President and Secretary or Assistant Secretary be held by the same person.

The names and addresses of the officers who are to serve until their successors are elected by the Board of Directors or until their earlier resignation, removal from office or death, are as follows:

<u>Title</u>	<u>Name</u>	<u>Address</u>
President	WILLIAM J. GALLO	1311 Newport Center Drive West Deerfield Beach, FL 33442
Vice-President, Treasurer	JERRY W. DUBOIS	1311 Newport Center Drive West Deerfield Beach, FL 33442
Secretary	HELMUT JANNSEN	1311 Newport Center Drive West Deerfield Beach, FL 33442

VII

BOARD OF DIRECTORS

All corporate powers shall be exercised by, or under the authority of, and the business and affairs of the Association shall be managed under the direction of the Board of Directors (the "Board") of this Corporation. The Board shall consist of the 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. The members of the first Board of Directors need not be members of the Association.

Directors of the Association shall be elected in accordance with and in the manner set forth in the By-Laws.

The names and addresses of the first Board of Directors who shall hold office until their successor are elected and have qualified, or until their earlier resignation, removal from office of death, are as follows:

<u>Name</u>	<u>Address</u>
WILLIAM J. GALLO	1311 Newport Center Drive West Deerfield Beach, FL 33442
JERRY W. DUBOIS	1311 Newport Center Drive West Deerfield Beach, FL 33442
HELMUT JANNSEN	1311 Newport Center Drive West Deerfield Beach, FL 33442

IX

BY-LAWS

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

X

AMENDMENTS

Amendments to these Articles of Incorporation and the By-Laws of the Association shall be proposed and adopted in the following manner:

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

B. A resolution for the adoption of a proposed amendment may be proposed by either a majority of the Board of Directors of the Association or by not less than one-third (1/3) of 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, providing such approval is delivered to the Secretary at or prior to the meeting. Approval of any such resolution must be either by:

(1) Not less than sixty-six and two-thirds percent (66 2/3%) of the entire membership of the Board of Directors and by not less than fifty-one percent (51%) of the votes of the entire membership of the Association; or

(2) No less than seventy-five percent (75%) of the votes of the entire membership of the Association.

(3) In the alternative, an amendment may be made by an agreement signed and acknowledged by all Unit Owners in the manner required for the execution of a Deed.

(4) Provided, however, that no amendment shall be made or be valid which shall in any manner impair the security of any Institutional Mortgagee having a mortgage or other lien against any Unit.

C. A copy of each amendment shall be certified by the President of Vice-President and Secretary or Assistant Secretary or Treasurer of the Association as having been duly adopted, filed with the Secretary of State, State of Florida, pursuant to the provisions of applicable Florida Statutes, and a copy, certified by the said Secretary of State, shall be recorded in the Public Records of Broward County, Florida.

XI

INDEMNIFICATION

A. The Association shall indemnify any person who was or is a party or who is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Association) by reason of the fact that he is or was a Director, employee, officer or agent of the

Association against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Association and, with respect to any criminal action or proceeding, he had no reasonable cause to believe his conduct was unlawful; except, that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or willful misfeasance or malfeasance in the performance of his duty to the Association unless and only to the extent that the Court in which such action or suit was brought shall determine, upon application, that despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonable entitled to indemnify for such expenses which such Court shall deem then proper. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interest of the Association; and with respect to any criminal action or proceeding, he had no reasonable cause to believe that his conduct was unlawful.

B. To the extent that a Director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Paragraph A above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him on connection therewith.

C. Any indemnification under Paragraph A above (unless ordered by a Court)

shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the Director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in Paragraph A above. Such determination shall be made (i) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (ii) if such quorum is not obtainable, or, even if obtainable a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion, or (iii) by a majority of the members.

D. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount unless it should ultimately be determined that he is entitled to be indemnified by the Association as authorized in this Article.

E. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under By-Law, agreement, vote of members, or otherwise, as to action in his official capacity while holding such office and shall continue as to a person who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

F. This Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Association or is or was serving at the request of the Association as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of this status as such, whether or not the

Association would have to power to indemnify him against such liability under the provisions of this Article.

XII

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this Corporation is:

2263 Northwest 2nd Avenue, Suite 104
Boca Raton, FL 33431

The name of the initial Registered Agent of the Corporation at such initial registered office is:

RICHARD S. RUSSELL, ESQ.

XIII


CONSTRUCTION

All words as used herein shall have the same definitions as attributed to them in the Declaration of Covenants and Restrictions of Arbor Green at Deer Creek.

IN WITNESS WHEREOF, the Subscribers have affixed their signatures this 8th day of August, 2001.



WILLIAM J. GALLO



JERRY W. DuBOIS



HELMUT JANNSEN

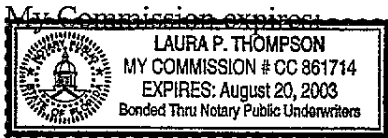
STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing instrument was sworn to, subscribed and acknowledged before me this 8th day of August, 2001, by WILLIAM J. GALLO, JERRY W. DuBOIS and HELMUT JANNSEN, individually, as members. Said persons are personally known to me or produced _____ as photo identification.

Laura P. Thompson

Notary Public -
State of Florida at Large



ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of the above-named Corporation.

Richard S. Russell

RICHARD S. RUSSELL

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was sworn to, subscribed and acknowledged before me this 14th day of August, 2001, by RICHARD S. RUSSELL, as Registered Agent. Said person is personally known to me or produced _____ as photo identification.

Betty B. Richey

Notary Public -
State of Florida at Large

My Commission expires:

(wpdocs/arbormn.art)



Betty B. Richey
MY COMMISSION # CC725059 EXPIRES 11
July 17, 2002
BONDED THRU TROY FAIN INSURANCE, INC.