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ACCOUNT NO. : 072100000032
REFERENCE : 186870 4814233

AUTHORIZATION : *Patricia Piquit*
COST LIMIT : \$ 70.00

FILED
02 FEB -6 PM 4:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : January 31, 2002

ORDER TIME : 3:41 PM

ORDER NO. : 186870-005

CUSTOMER NO: 4814233

400004882124--9

CUSTOMER: Ms. Valerie Diamond
Morris Manning & Martin

1600 Atlanta Financial Center
3343 Peachtree St, Northeast
Atlanta, GA 30326

DOMESTIC FILING

NAME: VALENCIA PHASE III PROPERTY
OWNERS ASSOCIATION, INC.

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 1156

EXAMINER'S INITIALS: _____

RECEIVED
02 FEB -5 PM 4:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W02-3433
J. BRYAN FEB 5 2002
J. BRYAN FEB 12 2002



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 6, 2002

CSC

RESUBMIT
Please give original
submission date as file date.

SUBJECT: VALENCIA PHASE III PROPERTY OWNERS ASSOCIATION, INC.
Ref. Number: W02000003433

We have received your document for VALENCIA PHASE III PROPERTY OWNERS ASSOCIATION, INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

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) 245-6929.

Joey Bryan
Document Specialist
New Filing Section

Letter Number: 502A00007261

RECEIVED
02 FEB 12 PM 2:53
DIVISION OF CORPORATION

FILED

02 FEB -6 PM 4: 23

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

VALENCIA PHASE III PROPERTY OWNERS ASSOCIATION, INC.

(A Florida Corporation Not-For-Profit)

In order to form a corporation not-for-profit, under and in accordance with Chapter 617 of the Florida Statutes, the undersigned incorporator hereby forms a corporation not-for-profit, for the purpose, and with the powers, hereinafter set forth and to that end, the undersigned, by these Articles of Incorporation, certifies as follows:

ARTICLE I

NAME

1. Name. The name of this corporation shall be VALENCIA PHASE III PROPERTY OWNERS ASSOCIATION, INC ("Association"). The initial address of the Association shall be 2600 North Military Trail, Suite 100 Boca Raton, Florida 33431.

2. Definitions.

a. "Abacoa" shall mean and refer to the Development of Regional Impact of the same name located in the Town of Jupiter, Palm Beach County, Florida.

b. "Abacoa Development Company" shall mean and refer to that certain Delaware corporation, its successors and assigns, which was the declarant of the Declaration. It may also be referred to as the "Abacoa Developer".

c. "Abacoa Property Owners' Assembly, Inc." shall mean and refer to the Florida not for profit corporation, which provides certain community-wide services to Abacoa.

d. "Board" shall mean the Board of Directors of the Association.

e. "By-Laws" shall mean and refer to the By-Laws of the Association.

f. "Declaration" shall mean that certain Abacoa Declaration of Covenants, Conditions and Restrictions, recorded at ORB 9739, Page 1629, Palm Beach County, Florida Records, as amended, renewed, or extended from time to time.

- h. "Member" shall mean a member of the Association.
- i. "Owner" shall mean and refer to one (1) or more Persons who hold the record title to the Property, but excluding any party holding an interest merely as security for the performance of an obligation.
- j. "Person" means a natural person, a corporation, a partnership, a trustee, or other legal entity.
- k. "Property" shall mean all of the real property described on Exhibit "A" attached hereto and made a part hereof, together with all improvements now or hereafter constructed thereon.

ARTICLE II

PURPOSE

The purpose for which the Association is organized is to engage as a non-profit organization in protecting the value of the Property of the Member, to exercise all the powers and privileges, and to perform all of the duties and obligations of the Association (as the "Neighborhood Association" required under the Declaration to be formed to govern the Property) set forth in the Declaration, and to engage in such other lawful activities as may be to the benefit of the Member and the Property.

ARTICLE III

POWERS

The Association shall have the following powers which shall be governed by the following provisions:

1. Common Law and Statutory Powers. 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, the Declaration, or the By-Laws of the Association.
2. Necessary Powers. The Association (as the "Neighborhood Association" required under the Declaration to be formed to govern the Property) shall have all of the powers and duties set forth in the Declaration, except as limited by these Articles, and all powers and duties reasonably necessary to operate and administer the Property and to perform the duties and to exercise the powers provided for the Association in the Declaration.
3. Funds and Title to Properties. Any and all funds and the titles of all properties acquired by the Association and their proceeds shall be held in trust for the Member in accordance with the provisions of the Declaration, these Articles, and the By-Laws.

ARTICLE IV

MEMBERS

1. Member. The sole Member of the Association shall be Alta Commons Associates, LLC, a Delaware limited liability company which is the sole Owner of the Property. At such time, if any, that there exists more than one (1) Owner of the Property, the Association shall amend and restate these Articles to adopt provisions appropriate for ownership of the Property by multiple Owners.

2. Transfer of Membership. The share of the Member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except upon transfer of title to the Property.

3. Voting. The manner of exercising voting rights, shall be determined by the By-Laws.

ARTICLE V

TERM

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

ARTICLE VI

INCORPORATORS

The name and address of the Incorporator of these Articles is as follows:

NAME	ADDRESS
M. Suellen Henderson	Morris, Manning & Martin, LLP 1600 Atlanta Financial Center 3343 Peachtree Road, N.E. Atlanta, Georgia 30326-1044

ARTICLE VII

BOARD OF DIRECTORS

Directors. The affairs of the Association will be managed by a Board consisting of three (3) Directors (herein, the "Board" of the "Directors"). The manner of election of the Directors, the term of the office and other provisions regarding the Board shall be established by the By-Laws of the Association.

ARTICLE VIII

REGISTERED AGENT

The name and registered agent of the Corporation is Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301

ARTICLE IX

INDEMNIFICATION

Every Director, committee member, and officer of the Association (and the Director, committee members, and officers as a group) shall be indemnified by the Association against all expenses and liabilities, including counsel fees (at all trial and appellate levels and whether or not suit be instituted) reasonably incurred by or imposed upon any of them in connection with any proceeding, litigation or settlement in which any of them may become involved by reason of such Person being or having been a Director, committee member, or officer of the Association. The foregoing provisions for indemnification shall apply whether or not such Person is a Director, committee member, or officer at the time such expenses and/or liabilities are incurred. Notwithstanding the above, in the event of a settlement, the indemnification provisions herein shall not be automatic and shall apply only when the Board approves such settlement and authorizes reimbursement for the costs and expenses of the settlement as in the best interest of the Association. In instances where a Director, committee member, or officer admits or is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties, the indemnification provisions of these Articles shall not apply. Otherwise, the foregoing rights to indemnification shall be in addition to and not exclusive of any and all rights of indemnification to which a Director, committee member, or officer may be entitled whether by statute or common law.

ARTICLE X

BY-LAWS

The By-Laws of the Association may be adopted, amended, altered, or rescinded as provided therein; provided, however, that at no time shall the By-Laws conflict with these Articles or the Declaration, and provided further, that no amendments, alterations or rescissions of the By-Laws shall be effective unless the Developer, the Abacoa Property Owners' Assembly, Inc., and the Abacoa Development Company shall have joined in and consented thereto in writing. Any attempt to amend, alter, or rescind contrary to these prohibitions shall be of no force or effect.

ARTICLE XI

AMENDMENTS

Any amendment hereto shall be in writing and shall be approved by the Member. Notwithstanding the foregoing provisions of this Article, there shall be no amendment to these Articles without the prior written consent of the Abacoa Property Owners' Assembly, Inc. and Abacoa Development Company.

IN WITNESS WHEREOF, the Incorporator has hereunto affixed her signature, as of this 31st day of January, 2002.

M. Suellen Henderson
M. Suellen Henderson

STATE OF Georgia

COUNTY OF Fulton

The foregoing instrument was acknowledged before me this 31st day of January, 2002, by M. Suellen Henderson. She is personally known to me.

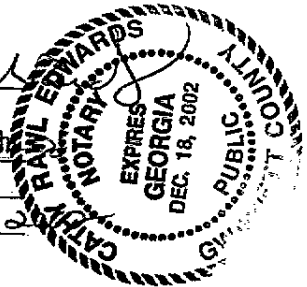
Cathy Rawl Edwards

Notary Public

Name: CATHY RAWL EDWARDS

Commission # _____

Expiration date: December 18, 2002



CERTIFICATE DESIGNATING A REGISTERED OFFICE AND
A REGISTERED AGENT FOR THE SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

VALENCIA PHASE III PROPERTY OWNERS ASSOCIATION, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at the City of Palm Beach Gardens, County of Palm Beach, State of Florida, has named Corporation Service Company located at 1201 Hays Street, Tallahassee, Florida 32301, as its agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT:

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

By: Deborah D. Skipper

Deborah D. Skipper
Asst. V. Pres.

FILED
02 FEB -6 PM 4: 23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXHIBIT "A"

Legal Description

A portion of Tract RN6A2, ABACOA PLAT NO. 2, according to the plat thereof, recorded in Plat Book 86, Page 16, Public Records of Palm Beach County, Florida, being more particularly described as follows:

Beginning at the Northwest corner of said Tract RN6A2; thence, along the North line of said Tract RN6A2, through the following five courses, South 87 degrees 49 minutes 04 seconds East, a distance of 45.00 feet, to a point of curvature of a curve, concave Southerly, having a radius of 457.00 feet; thence Easterly, along the arc of said curve through a central angle of 04 degrees 06 minutes 36 seconds, a distance of 32.78 feet to a point of tangency; thence South 83 degrees 42 minutes 28 seconds East, a distance of 215.06 feet to the point of curvature of a curve, concave Northerly, having a radius of 525.00 feet; thence Easterly, along the arc of said curve through a central angle of 07 degrees 12 minutes 03 seconds, a distance of 65.98 feet to a point of tangency; thence North 89 degrees 05 minutes 29 seconds East, a distance of 267.11 feet; thence South 00 degrees 54 minutes 31 seconds East, along the East line of said Tract RN6A2, a distance of 15.00 feet; thence continue along said East line, South 01 degrees 33 minutes 18 seconds West, a distance of 1,063.39 feet; thence South 01 degrees 05 minutes 56 seconds West a distance of 14.89 feet; thence North 88 degrees 51 minutes 36 seconds West, a distance of 621.85 feet to the West line of said Tract RN6A2; thence North 01 degrees 07 minutes 36 seconds East, along the West line of said Tract RN6A2, a distance of 862.99 feet; thence continue along said West line, North 02 degrees 10 minutes 57 seconds East, a distance of 244.43 feet to the Point of Beginning.

The foregoing property containing approximately 15.68 acres, as shown on that certain ALTA/ACSM Boundary Survey, prepared by Wilbur F. Divine, Florida Registered Land Surveyor No. 4190, dated December 16, 2000, last revised December 5, 2001, such Survey being incorporated herein by reference.