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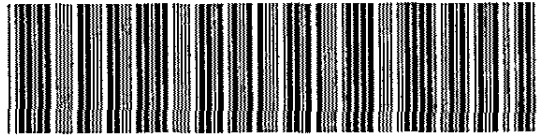
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2004 JUN 15 P 3 54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



KENNEDY HOMES

A Great Place To Live

June 14, 2004

Florida Dept. of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

OVERNIGHT COURIER

Re: *Solera at HealthPark Homeowners' Sub-Association, Inc.*

To Whom It May Concern:

Enclosed please find two (2) fully executed original copies of the Articles of Incorporation for the above referenced matter along with a check in the amount of \$87.50 to cover the costs of the filing fee, certified copy and certificate.

Upon filing of same, please return one fully executed stamped copy to us for our files and records.

Thanks for your help in this matter. If you need any additional information or have any questions, please do not hesitate to contact me directly (954-426-9999, ext 201).

Sincerely,

James R. Hills

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SOLERA AT HEALTHPARK HOMEOWNERS' SUB-ASSOCIATION, INC.
(A Florida Corporation Not-for-Profit)

The undersigned hereby executes these Articles of Incorporation for the purpose of forming a corporation not for profit under Chapter 617 (1990) of the Florida Statutes (the "Florida Not for Profit Corporation Act") and certifies as follows:

ARTICLE I - NAME

The name of this corporation shall be SOLERA AT HEALTHPARK HOMEOWNERS' SUB-ASSOCIATION, INC., hereinafter referred to as the "Sub-Association" and its duration shall be perpetual.

ARTICLE II - PURPOSE

The purpose for which the Sub-Association is organized is to engage a non-profit organization in protecting the value of the "Property" of the members of the Sub-Association, to exercise all the powers and privileges and to perform all of the duties and obligations of the Sub-Association as defined and set forth in that certain Sub-Declaration of Restrictions and Protective Covenants for SOLERA AT HEALTHPARK, as it may be amended from time-to-time (the "Sub-Declaration") to be recorded in the office of the Clerk of the Circuit Court in and for Lee County, Florida, including the establishment and enforcement of payment of charges and assessments contained therein and to engage in such other lawful activities as may be to the mutual benefit of the Members and their property. All terms used herein which are defined in the Sub-Declaration shall have the same meaning herein as therein. The Sub-Association is subordinate to the authorities of the HealthPark Florida Property Owner's Association, Inc., (the "Master Association"), a Florida non-profit corporation, pursuant to the authorities granted to the Master Association in its Declaration of Covenants, Conditions and Restrictions for HealthPark Florida West, Articles of Incorporation and Bylaws, as amended from time to time, and as set forth in the Sub-Declaration.

ARTICLE III - POWERS

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

Section 1. Common Law and Statutory Powers. The Sub-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 Sub-Declaration.

Section 2. Necessary Powers. The Sub-Association shall have all of the powers reasonably necessary to implement its purpose, including, but not limited to, the following:

- A. To own, operate, manage and convey the Common Area in accordance with the purpose and intent contained in the Sub-Declaration;
- B. To levy and collect Assessments against Members to defray the General Expenses and other expenses of the Sub-Association;
- C. To levy and collect Master Association Assessments against Members.
- D. To use the proceeds of Assessments in the exercise of its powers and duties;
- E. To maintain, repair, replace and operate the Common Area, and to maintain any easements (lakes, retention areas, culverts and related appurtenances, etc.) that may exist.
- F. To reconstruct Improvements upon the Property after casualty and to further improve the Property;
- G. To make and amend the Bylaws for the Sub-Association and regulations regarding the use of the Property;

- H. To pay all taxes and other assessments which are liens against the Common Area;
- I. To enforce by legal means the provisions of the Sub-Declaration, these Articles, the Bylaws, the Rules and Regulations and the traffic regulations for the use of the Property;
- J. To establish and maintain such reserve funds, as may be required from time-to-time by the Board of Directors, in accordance with the provisions of the Sub-Declaration;
- K. To bring suit and to litigate on behalf of the Sub-Association, the Members and the Owners; provided, however, that except as specifically set forth in this Paragraph J, the Sub-Association shall not have the power to bring suit to litigate on behalf of the Sub-Association, the Members or the Owners without the express prior written consent of at least eighty percent (80%) of the Owners. The foregoing restriction shall not apply to suits or litigation brought on behalf of the Sub-Association to collect assessments, enforce liens, bring injunctive action or to otherwise enforce these Articles of Incorporation, the Bylaws, the Sub-Declaration, the Rules and Regulations or the traffic regulations promulgated by the Sub-Association nor shall this restriction apply to the Sub-Association's defense of any suits or litigation brought against the Sub-Association. The foregoing restrictions shall not apply while Developer is in control of the Sub-Association;
- L. To provide for management and maintenance and to authorize a management agent to assist the Sub-Association in carrying out its powers and duties by performing such functions as the collection of Assessments, preparation of records, enforcement of rules and traffic regulations and maintenance of the Common Area. The Sub-Association shall, however, retain at all times the powers and the duties granted it by common law, Florida Statutes and local ordinances including, but not limited to, the making of Assessments, the promulgation of rules and the execution of contracts on behalf of the Sub-Association;
- M. To possess, enjoy and exercise all powers necessary to implement, enforce and carry into effect the powers above described, including the power to acquire, hold, convey and deal in real and personal property;
- N. To employ personnel, retain independent contractors and professional personnel and enter into service and management contracts to provide for the maintenance, operation, management and administration of the Common Area and to enter into any other agreements consistent with the purposes of the Sub-Association;
- O. To provide, to the extent deemed necessary by the Board, any and all services and do any and all things which are incidental to or in furtherance of things listed above or to carry out the Sub-Association mandate to keep and maintain the Common Area in a proper and aesthetically pleasing condition;
- P. To perform any acts required or contemplated by it under the Sub-Declaration.

Section 3. Funds and Title to Properties. All funds and title to all properties acquired by the Sub-Association and the proceeds thereof shall be held only for the benefit of the Members in accordance with the provisions of the Sub-Declaration. No part of the income, if any, of the Sub-Association shall be distributed to the Members or Officers of the Sub-Association.

Section 4. Limitation. The powers of the Sub-Association shall be subject to and be exercised in accordance with the provisions of the Sub-Declaration.

ARTICLE IV – MEMBERSHIP

Qualification for, and admission to, membership in the Sub-Association shall be regulated by the Sub-Declaration and the Bylaws of the Sub-Association.

ARTICLE V – BOARD OF DIRECTORS

The affairs of the Sub-Association shall be managed by a Board of Directors consisting of not less than three (3) nor more than nine (9) Directors. Until such time as Developer relinquishes control of the Sub-Association, as described in the Sub-Declaration, Developer shall have the right to appoint all members of the Board of Directors and to approve the appointment of all Officers of the Sub-Association and no action of the membership of the Sub-Association shall be effective unless, and until, approved by the Developer. Further, until turnover of control by Developer, as aforesaid, no Director or Officer need be a member of the Sub-Association; thereafter, all Directors and Officers must be Members of the Sub-Association except such Directors that are appointed by the Developer, as provided herein. The number of Directors constituting the initial Board is three

(3) and they shall serve until such time as Developer relinquishes control of the Sub-Association or until replaced by Developer. Commencing with the first annual meeting of Members following the date on which Developer relinquishes control of the Sub-Association, the Directors shall be elected by the Members of the Sub-Association at the annual meeting. The Developer shall be entitled at any time, and from time-to-time, to remove or replace any Director originally appointed by the Developer. The Developer may waive or relinquish in whole or in part any of its rights to appoint any one or more of the Directors it is entitled to appoint. The following persons shall constitute the initial Board of Directors:

<u>Name</u>	<u>Address</u>
Scott F. Smith	600 West Hillsboro Blvd., Suite #101 Deerfield Beach, FL 33441
James R. Hills	Same as above
Nicolas T. Shoopman	Same as above

ARTICLE VI – OFFICERS

The affairs of the Sub-Association shall be managed by the Officers of the Sub-Association subject to the directions of the Board. Officers shall be elected by the Board of Directors at the annual meetings of the Directors, as provided in the Bylaws. Until such time as Developer relinquishes control of the Sub-Association, as provided in the Sub-Declaration, Developer shall have the right to approve all of the Officers elected. The initial Officers shall consist of a President, Vice President, Secretary and Treasurer. The President shall be elected from amongst the Directors, but no other Officer need be a Director. The same person may hold the title of Vice President and Treasurer. However, the offices of President and Secretary may not be held by the same person, nor may the offices of President and Vice President be held by the same person.

The following persons shall serve as the initial Officers:

<u>Name</u>	<u>Title</u>
Scott F. Smith	President
James R. Hills	Vice President / Treasurer
Nicolas T. Shoopman	Secretary

ARTICLE VII – TERM

The term for which the Sub-Association is to exist shall be perpetual. In the event of dissolution of the Sub-Association (unless same is reinstated), other than incident to a merger or consolidation, all of the assets of the Sub-Association shall be transferred only to another not-for-profit corporation or dedicated or conveyed to an appropriate governmental agency agreeing to accept such dedication or conveyance.

ARTICLE VIII – INDEMNIFICATION OF DIRECTORS, OFFICERS AND COMMITTEE MEMBERS

Every Director, Officer and Committee Member of the Sub-Association shall be indemnified by the Sub-Association, except in such cases where the Director, Officer or Committee Member is adjudged guilty of willful misfeasance or malfeasance in the performance of their duties, as provided in the Sub-Declaration.

ARTICLE IX – BYLAWS

The Bylaws of the Sub-Association may be adopted, amended, altered or rescinded as provided therein; provided, however, that at no time shall the Bylaws conflict with these Articles of Incorporation or the Sub-Declaration. Until such time as Developer relinquishes control of the Sub-Association, no amendments to the Bylaws shall be effective unless Developer 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. No change or amendment to the Bylaws that adversely impacts the Developer shall have any force or effect as to the Developer as long as Developer owns Lots in the Property.

ARTICLE X - AMENDMENTS

These Articles of Incorporation of the Sub-Association may be amended, altered or rescinded as provided in the Florida Not for Profit Corporation Act, provided however, that no such amendments shall conflict with the terms of the Sub-Declaration or the Bylaws, or adversely affect the rights of Developer, without Developer's prior written approval. Any attempt to amend, alter or rescind contrary to these prohibitions shall be of no force or effect. No change or amendment to these Articles that adversely impacts the Developer shall have any force nor effect as to the Developer as long as the Developer owns Lots in the Property.

ARTICLE XI - REGISTERED AGENT AND REGISTERED OFFICE

The name of the initial registered agent shall be Scott F. Smith and the street address of the registered office of the Sub-Association shall be 600 W. Hillsboro Blvd., Suite #101, Deerfield Beach, FL 33441. The Sub-Association shall have the right to designate subsequent registered agents without amending these Articles of Incorporation. The corporate address shall be the same.

ARTICLE XII - INCORPORATOR

The name and the street address of the Incorporator shall be Scott F. Smith, 600 W. Hillsboro Blvd., Suite #101, Deerfield Beach, FL 33441.

IN WITNESS WHEREOF, the Incorporator has executed these Articles of Incorporation at Broward County, Florida, the 14th day of June, 2004.

Signed, sealed and delivered in the presence of:

Michael E. Hill
WITNESS: Print Name MICHAEL E. HILL

Scott F. Smith
Scott F. Smith
Incorporator

James R. Hill
WITNESS: Print Name JAMES R. HILL

STATE OF FLORIDA }
COUNTY OF BROWARD }

The foregoing Articles of Incorporation were acknowledged before me this 14th day of June 2004, by Scott F. Smith, the Incorporator named therein, who is personally known to me or who produced a Driver's License as identification and who did not take an oath.

My commission expires:

Tera Parham
Notary Public
State of Florida at Large



ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above named corporation at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping said office open for service of process.

Scott F. Smith
Scott F. Smith
Registered Agent

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