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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9/20/05
BUT

RONALD L. PLATT, ESQUIRE
TODD E. SURBER, ESQUIRE
ANTHONY W. SURBER, ESQUIRE*
*LOCATED IN PORT ST. LUCIE OFFICE



PLATT & SURBER, P.A.
ATTORNEYS AT LAW

205 N.E. 5th Terrace
Delray Beach, Florida 33444
Phone (561) 368-3337 • Fax (561) 368-3471

September 14, 2005

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: Southampton Property Owners Association, Inc.

Dear Sirs,

Enclosed herein please find (2) two sets of fully executed Articles of Incorporation for the above noted Corporation along with my check for \$78.75. This sum includes the filing fee, registered agent designation and the fee for a certified copy.

Please return 1 filed set to me at your earliest possible convenience.

Thank You.

Sincerely,

A handwritten signature in dark ink, appearing to be "Ronald L. Platt", written over a horizontal line.

RONALD L. PLATT, ESQ.

RLP/eg
encls:

ARTICLES OF INCORPORATION
OF
SOUTHAMPTON PROPERTY OWNERS ASSOCIATION, INC.
A FLORIDA CORPORATION
NOT-FOR-PROFIT

THE UNDERSIGNED incorporator, for the purpose of forming a corporation not-for-profit pursuant to the laws of the State of Florida, Florida Statutes, Chapter 720 hereby adopts the following Articles of Incorporation.

PREAMBLE

HOVSTONE PROPERTIES FLORIDA, LLC, a Delaware Limited Liability Company Florida Corporation ("DECLARANT") owns certain property in Palm Beach County, Florida, (the "PROPERTY"), and intends to execute and record a Declaration of Covenants, Restrictions and Easements of SOUTHAMPTON (the "DECLARATION"), which will affect the PROPERTY. This Association is being formed as the Association to administer the DECLARATION and to perform the duties and exercise the powers pursuant to the DECLARATION, as and when the DECLARATION is recorded in the Public Records of Palm Beach, Florida, with these Articles of Incorporation attached as an exhibit. All of the definitions contained in the DECLARATION shall apply to these Articles of Incorporation, and to the By-Laws of the Association.

ARTICLE I – NAME

The name of the corporation is SOUTHAMPTON PROPERTY OWNERS ASSOCIATION, INC. , a Florida Corporation Not-For-Profit, hereinafter referred to as the "ASSOCIATION".

ARTICLE II – PURPOSE

The purpose for which the ASSOCIATION is organized are as follows:

1. To operate as a corporation not-for-profit pursuant to Chapter 720 of the Florida Statutes;
2. To enforce and exercise the duties of the ASSOCIATION as provided in the DECLARATION; and
3. To promote the health, safety, welfare, comfort and social and economic benefit for the members of the ASSOCIATION.

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CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE III – POWERS AND DUTIES

The ASSOCIATION shall have the following powers and duties:

1. All of the common law and statutory powers of a corporation not-for-profit under the laws of the State of Florida, including but not limited to those set forth in F.S. 617.0302.
2. To administer, enforce, carry out and perform all of the acts, functions, rights and duties provided in, or contemplated by, the DECLARATION, including but not limited to the following:
 - (a) To own, purchase, sell, mortgage, encumber, lease, administer, manage, operate, maintain, improve, repair and to replace real and personal property.
 - (b) To make and collect ASSESSMENTS against OWNERS of LOTS containing UNITS to defray the costs, expenses and losses incurred or to be incurred by the ASSOCIATION, and to use the proceeds thereof in the exercise of the ASSOCIATION'S powers and duties;
 - (c) To enforce the provisions of the DECLARATION, these ARTICLES, and the BY-LAWS;
 - (d) To make, establish and enforce reasonable rules and regulations governing the use of COMMON AREAS, LOTS, UNITS, and other property under the jurisdiction of the ASSOCIATION;
 - (e) To grant and modify easements, and to dedicate property owned by the ASSOCIATION to any public or quasi-public agency, authority or utility company for public, utility, drainage and cable television purposes;
 - (f) To borrow money for the purpose of carrying out the powers and duties of the ASSOCIATION;
 - (g) To exercise control over exterior alterations, additions, improvements or changes in accordance with the terms of the DECLARATION;
 - (h) To obtain insurance as provided by the DECLARATION; and
 - (i) To employ personnel necessary to perform the obligations, service and duties required of or to be performed by the ASSOCIATION and for the proper operation of the properties for which the ASSOCIATION is responsible, or to contract with others for the performance of such

obligations, services and/or duties.

- (j) To sue and be sued
- (k) To contract for services.
- (l) To operate and maintain common area, including the Surface Water Management System (SWM) permitted in the SFWMD permit.

ARTICLE IV – MEMBERS

1. The members of the ASSOCIATION shall consist of all of the record owners of LOTS. Membership shall be established as to each LOT upon the recording of the DECLARATION. Upon the transfer of ownership of fee title to, or the interest in, a LOT whether by conveyance devise, judicial desires, foreclosure or otherwise, and upon the recordation among the public records in the country in which the PROPERTY is located of the deed or other instrument establishing the acquisition and designating the LOT affected thereby, the new OWNER designated in such deed or other instrument shall there upon become a member of the ASSOCIATION, and the membership of the prior OWNER as to the LOT designated shall be terminated, provided, however, that the ASSOCIATION shall not have the responsibility or obligation of recognizing any such change in membership until it has been delivered a true copy of the applicable deed or other instrument, or is otherwise informed of the transfer of ownership of the LOT. Prior to the recording of the DECLARATION, the incorporator shall be the sole member of the ASSOCIATION.

2. The share of each member in the funds and assets of the ASSOCIATION, and the COMMON SURPLUS, and any membership in this ASSOCIATION, cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the LOT for which that membership is established.

3. In all matters upon which the membership shall be entitled to vote, there shall be only one vote for each LOT. In the event any LOT is owned by more than one person and/or by an entity, the vote for such LOT shall be cast in the manner provided by the BY-LAWS. Any person or entity owning more than one LOT shall be entitled to one vote for each LOT owned.

4. The BY-LAWS shall provide for an annual meeting of the members of the ASSOCIATION and shall make provisions for special meetings.

ARTICLE V – TERM OF EXISTENCE

The Association shall have perpetual existence.

ARTICLE VI – INCORPORATION

The name and street address of the incorporator is:

Timothy R. Kelly, President
C/O HOVSTONE PROPERTIES FLORIDA, LLC.
1275 Gateway Blvd.
Boynton Beach, Florida 33426

ARTICLE VII – DIRECTORS

1. The property, business and affairs of the ASSOCIATION shall be managed by a BOARD which shall consist of not less than three (3) directors, and which shall always be an odd number. The BY-LAWS may provide for a method of determining the number of directors from time to time. In the absence of a determination as to the number of directors, the BOARD shall consist of three (3) directors. Directors are not required to be members of the ASSOCIATION as long as the DECLARANT is in control of the Association.

2. ALL of the duties and powers of the ASSOCIATION existing under the DECLARATION, these ARTICLES and the BY-LAWS shall be exercised exclusively by the BOARD, its agents, contractors or employees, subject to approval by the members only when specifically required.

3. The DECLARANT shall have the right to appoint all of the Directors so long as the DECLARANT retains control of the Association pursuant to Section 3.6 of the DECLARATION, and thereafter, the DECLARANT shall have the right to appoint at least one (1) Director so long as the DECLARANT owns at least Five (5%) of the LOTS. The DECLARANT may waive its right to elect one or more Directors by written notice to the ASSOCIATION, and, thereafter, such directors shall be elected by the members. When the DECLARANT no longer owns any LOT within the PROPERTY, all of the Directors shall be elected by the members in the manner provided in the BY-LAWS.

4. Within sixty (60) days after the members other than the DECLARANT are entitled to elect Directors, the ASSOCIATION shall call, and give not less than thirty (30) days or more than forty (40) days notice of a meeting of members to elect the Directors which the members are then entitled to elect. The meeting may be called and the notice given by any OWNER if the ASSOCIATION fails to do so. Thereafter, the

Directors which the members are entitled to elect shall be elected at the annual meeting of the members.

5. Directors may be removed and vacancies on the BOARD shall be filled in the manner provided by the BY-LAWS. However, any director appointed by the DECLARANT may only be removed by the DECLARANT, and any vacancy on the BOARD shall be appointed by the DECLARANT if, at the time such vacancy is to be filled, the DECLARANT is entitled to appoint the Directors.

6. The names and addresses of the initial Directors, who shall hold office until their successors are appointed or elected, are as follows:

Timothy R. Kelly, Ronald L. Platt and Stephen B. Liller
C/O HOVSTONE PROPERTIES FLORIDA ,LLC
1275 Gateway Blvd.
Boynton Beach, Florida 33426

ARTICLE VIII – OFFICERS

The officers of the ASSOCIATION shall be president, vice-president, secretary, treasurer and such other officers as the BOARD may from time to time resolution create. The officers shall serve at the pleasure of the BOARD, and the BY-LAWS may provide for the removal from office of officers, for filling vacancies, and for the duties of the officer. The names of the officers who shall serve until their successors are designated by the BOARD are as follows:

President:	Timothy R. Kelly
Treasurer:	Stephen B. Liller
Secretary:	Ronald L. Platt

All located at c/o HOVSTONE PROPERTIES FLORIDA ,LLC
1275 Gateway Blvd.
Boynton Beach, Florida 33426

ARTICLE IX – INDEMNIFICATION

1. The ASSOCIATION shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or contemplated action, suit or proceeding, whether civil, 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 the 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 interest of the ASSOCIATION, and with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful, except, that no indemnification shall be made in respect to 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 the action or suit was brought shall determine, upon application, though despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem 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, in and 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 original action or proceeding, that he has no reasonable cause to believe that his conduct was unlawful.

2. 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 1 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 in connection therewith.

3 Any indemnification under Paragraph 1 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 under the circumstances because he has met the applicable standard of conduct set forth in Paragraph 1 above.

Such determination shall be made (a) by the BOARD by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such quorum is not obtainable or, even if obtainable, if a quorum of the disinterested directors so directs, by independent legal counsel in written opinion, or (c) by approval of the members.

4. 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 in the specific case upon receipt of an undertaking by or on behalf of the directors, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the ASSOCIATION as authorized herein.

4.01. Minutes. The minutes of all meetings of the members shall be kept in a book available for inspection by the members or their authorized representatives, and the directors, at any reasonable time. The ASSOCIATION shall retain these minutes for a period of not less than seven years.

4.02. Articles Without a Meeting. Any action required or permitted to be taken at any annual or special meeting of the members of the ASSOCIATION, may be taken without a meeting, without prior notice, and without a vote if a consent in writing, setting forth the action so taken, shall be signed by the members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all members entitled to vote thereon were present and voted. Within ten (10) days after obtaining such authorization by written consent, notice shall be given to those members who have not consented in writing. The notice shall fairly summarize the material features of the authorized action. If a LOT is owned by more than one person or by a corporation, the consent for such LOT need only be signed by one person who would be entitled to cast the vote for the LOT as a co-owner pursuant to Paragraph 3.03.02 of these BY-LAWS.

5. DIRECTORS.

5.01 Membership

5.01.1 The affairs of the ASSOCIATION shall be managed by a BOARD of not less than three (3) nor more than nine (9) directors.

So long as the DECLARANT is entitled to appoint any director pursuant to the ARTICLES, the number of directors will be determined, and may be changed from time to time, by the DECLARANT by written notice to the BOARD. After the DECLARANT is no longer entitled to appoint any director, the number of directors may be changed at any meeting where the members are to elect any directors (i) by the then existing BOARD, if prior to such meeting of the members of the BOARD votes to change the number of directors and such change is indicated in the notice of the meeting sent to the members, or (ii) by the members at the meeting prior to the election of directors. If the members of directors on the BOARD is not changed, then the number of

directors shall be the same as the number of the BOARD prior to each meeting (plus any unfilled vacancies created by the death, resignation or removal of a director). In any event, there shall always be an odd number of Directors.

5.02 Election of Directors by Members. Election of directors to be elected by the members of the ASSOCIATION shall be conducted by the following manner.

5.02.1 Within sixty (60) days after the members other than the DECLARANT are entitled to elect any Directors, as provided in the ARTICLES, or within sixty (60) days after the DECLARANT notifies the ASSOCIATION that it waives its right to appoint one or more Directors, the ASSOCIATION shall call, and give not less than thirty (30) days nor more than (40) days notice of a special meeting of the members to elect any directors the members are then entitled to elect, or to replace the appropriate number of directors previously appointed by the DECLARANT. Such special meeting may be mailed and the notice given by any member if the ASSOCIATION fails to do so. At such special meeting the members shall be required to elect any Directors which they are entitled to elect, and if they fail to do so any Directors appointed by the DECLARANT which would have been replaced by any directors elected by the members may resign without further liability or obligation to the ASSOCIATION.

In the event such a special meeting is called and held, at the meeting the members may elect not to hold the next annual meeting of the members if such next annual meeting of the members would be less than four (4) months after the date of the special meeting, and upon such election the next annual meeting of the members shall not be held.

6. No Amendment to these ARTICLES shall be made which discriminates against any OWNER(S), or affects less than all of the OWNERS within the PROPERTY, without the written approval of all of the OWNERS so discriminated against or affected.
7. Upon the approval of an amendment to these ARTICLES, the articles of amendment shall be executed and delivered to the Department of State as provided by law, and a copy certified by the Department of State shall be recorded in the public records of the county in which the PROPERTY is located.

**ARTICLE XIII
SURFACE WATER MANAGEMENT**

The Association exists in perpetuity; however, if the Association is dissolved, the property consisting of the surface water management system if any will be conveyed to an appropriate agency of local government. If this is not accepted, then the surface water management system will be dedicated to a similar non-profit corporation.

**ARTICLE XIV
INITIAL REGISTERED OFFICE ADDRESS AND NAME
OF REGISTERED AGENT**

The Initial registered office of the ASSOCIATION shall be at 1275 Gateway Blvd., Boynton Beach, Florida, 33426. The initial registered agent of the ASSOCIATION at that address is Timothy R. Kelly, President.

**ARTICLE XV
PRINCIPAL OFFICE AND MAILING ADDRESS**

The corporation's principal office and mailing address is:

Timothy R. Kelly, President
c/o HOVSTONE PROPERTIES FLORIDA, LLC.
1275 Gateway Blvd.
Boynton Beach, FL 33426

WHEREFORE, the incorporation and the initial registered agent, have executed these ARTICLES on the 12 day of September 2005.

SOUTHAMPTON PROPERTY OWNERS
ASSOCIATION, INC.

By: Timothy R. Kelly
Timothy R. Kelly, President
Initial Registered Agent

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 12th day of SEPTEMBER 2005 by Timothy R. Kelly, President of SOUTHAMPTON PROPERTY OWNERS ASSOCIATION, INC., a Florida Corporation, on behalf of the Corporation as corporator.

Suzanne M. Serpico
NOTARY PUBLIC, STATE OF
FLORIDA
My Commission Expires:

NOTARY PUBLIC-STATE OF FLORIDA
 Suzanne M. Serpico
Commission #DD381308
Expires: DEC. 21, 2008
Bonded Through Atlantic Bonding Co., Inc.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THE ARTICLES, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER PERFORMANCE OF MY DUTIES.

SIGNATURE: Timothy R. Kelly
Timothy R. Kelly, President

DATE: 9/12/05

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 12th day of SEPTEMBER, 2005 by Timothy R. Kelly, President, as Initial Registered Agent.

Suzanne M. Serpico
NOTARY PUBLIC, STATE OF FLORIDA
My Commission Expires:

NOTARY PUBLIC-STATE OF FLORIDA
 Suzanne M. Serpico
Commission # DD381308
Expires: DEC. 21, 2008
Bonded Thru Atlantic Bonding Co., Inc.