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FLORIDA PROFIT CORPORATION OR P.A.

Latitude Delray Beach Master Association, Inc.

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ARTICLES OF INCORPORATION
OF
LATITUDE DELRAY BEACH MASTER ASSOCIATION, INC.
A Corporation Not for Profit

We, the undersigned, being desirous of forming a corporation not for profit, do hereby associate ourselves into a corporation for the purposes and with the powers herein specified and do hereby agree to the following Articles of Incorporation.

ARTICLE I

Name

The name of the proposed corporation shall be **LATITUDE DELRAY BEACH MASTER ASSOCIATION, INC.** (hereinafter referred to as the "Association").

ARTICLE II

Purpose

The purposes and object of the Association shall be to administer the operation and management of **LATITUDE DELRAY BEACH**, a Mixed Use Community, (hereinafter "the Community") to be established, upon that certain real property in Palm Beach County, Florida, as described on Exhibit "A" attached hereto and incorporated herein by reference, owned by Savion Holdings, LLC, a Florida limited liability company, its successors or assigns (the "Developer").

The Association shall undertake and perform all acts and duties incident to the operation and management of the Community in accordance with the terms, provisions, and conditions of these Articles of Incorporation, the Bylaws of the Association and the Master Declaration of Covenants, Conditions and Restrictions (the "Declaration") which will be recorded in the Public Records of Palm Beach County, Florida.

ARTICLE III

Powers

The Association shall have the following powers:

- A. All of the powers and privileges granted to corporations not for profit under the laws of the State of Florida and the Declaration.
- B. All of the powers reasonably necessary to implement and effectuate the purposes of

the Association, including, without limitation, the power, authority and right to:

1. Make and establish reasonable rules and regulations governing the use of the Common Elements of the Community, as such terms, as well as the other capitalized terms herein, will be defined in the Declaration.
2. Own, operate, lease, sell, manage, and otherwise deal with such real and personal property as may be necessary or convenient for the administration of the Community.
3. Own, manage, administer and operate such property as may be conveyed to it by the Developer, its successors or assigns for the mutual benefit and use of all Members.
4. Levy, collect and enforce assessments against Members of the Association to defray the Common Expenses of the Community, as will be provided in the Declaration and the Bylaws, including the right to levy and collect assessments for the purpose of acquiring, owning, holding, operating, leasing, encumbering, selling, conveying, exchanging, managing and otherwise dealing with the Community Property, which may be necessary or convenient in the operation and management of the Community and in accomplishing the purposes set forth in the Declaration.
5. Maintain, repair, replace, operate and manage the Community Property, and any other property owned or controlled by the Association or part of the Common Elements, including the right to reconstruct improvements after casualty and to further improve and add to the Community Property and other property owned or controlled by the Association.
6. Contract for the management of the Community and, in connection therewith, to delegate any and/or all of the powers and duties of the Association to the extent and in the manner permitted by the Declaration and the Bylaws.
7. Enforce the provisions of these Articles of Incorporation, the Declaration, the Bylaws, and all rules and regulations governing use of the Community which may hereafter be established.
8. Sue and be sued.

ARTICLE IV Qualification of Members

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

- A. The owners of all Residential and Commercial Units in the Community shall be

Members of the Association, and no other persons or entities shall be entitled to membership, except the subscribers hereof.

B. A person shall become a Member by the acquisition of a vested present interest in the fee title to a Unit in the Community. The membership of any person or entity shall be automatically terminated upon his being divested of his title or interest in such Unit.

C. Transfer of membership shall be recognized by the Association upon its being provided with a certified copy of the recorded deed conveying such fee simple title to a Unit to the new Member.

D. If a corporation, partnership, joint venture or other entity is the fee simple title holder to a Unit, or the Unit is owned by more than one person, the Unit owner shall designate one person as the Member entitled to cast votes and/or to approve or disapprove matters as may be required or provided for in these Articles, the Bylaws or the Declaration of Condominium.

E. Except as an appurtenance to his Unit, no Member can assign, hypothecate or transfer in any manner, his membership in the Association or his interest in the funds and assets of the Association. The funds and assets of the Association shall belong solely to the Association subject to the limitation that the same be expended, held or used for the benefit of the membership and for the purposes authorized herein, in the Declaration and the Bylaws hereof.

ARTICLE V

Voting

A. On all matters upon which the membership shall be entitled to vote, there shall be only one vote for each Residential or Commercial Unit in the Community. Such vote may be exercised or cast by the owner or owners of each Unit in such manner as may be provided in the Bylaws of this Association. Should any Member own more than one Unit, such Member shall be entitled to exercise or cast one vote for each such Unit, in the manner provided for in the Bylaws.

B. Until such time as the Declaration is recorded among the public records of Palm Beach County, Florida, the membership of the Association shall be comprised of the subscribers to these Articles, each of whom shall be entitled to cast a vote on all matters upon which the membership would be entitled to vote.

ARTICLE VI

Term of Existence

The Association shall have perpetual existence.

ARTICLE VII

Office

The principal office of the Association shall be 766 S.E. 5th Avenue, Delray Beach, Florida 33483 in Palm Beach County, Florida, or such other place as the Board of Directors may designate.

ARTICLE VIII
Board of Directors

A. The business affairs of this Association shall be managed by the Board of Directors. The number of members of the first Board of Directors shall be no less than three nor more than nine.

B. Subject to the terms of the Declaration and the Bylaws the Board of Directors shall be elected by the Members of the Association from among the membership at the annual membership meeting as provided in the Bylaws.

The names and residence addresses of the persons who are to serve as the initial Board of Directors until their Successors are chosen, are as follows:

<u>Director</u>	<u>Address</u>
Isack Merenfeld	766 S.E. 5 th Ave. Delray Beach, FL 33483
Mayer Abbo	766 S.E. 5 th Ave. Delray Beach, FL 33483
Jacques Abbo	766 S.E. 5 th Ave. Delray Beach, FL 33483

ARTICLE IX
Officers

A. The officers of the Association shall be a President, one or more Vice Presidents, Secretary and Treasurer and, if any of the Assistant Secretaries and Assistant Treasurers, who shall perform the duties of such offices customarily performed by like officers of corporations in the State of Florida subject to the directions of the Board of Directors.

B. Officers of the Association may be compensated in the manner to be provided in the Bylaws. The Board of Directors, or the President with the approval of the Board of Directors, may employ a managing agent, agency, and/or other managerial and supervisory personnel or entity to administer or assist in the administration of the operation and management of the Community and the affairs of the Association, and any and all such persons and/or entity or entities may be so

employed without regard to whether any such person or entity is a Member, Director or officer of the Association.

C. The persons who are to serve as officers of the Association until their successors are chosen are:

<u>Officer</u>	<u>Name</u>
President/Treasurer	Isack Merenfeld
Vice President/Secretary	Mayer Abbo

D. The officers shall be elected by the Board of Directors at their annual meeting as provided in the Bylaws. Any vacancies in any office shall be filled by the Board of Directors at any meeting duly held.

E. The President shall be elected from the membership of the Board of Directors, but no other officer need be a Director. The same person may hold two offices, provided, however, that 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. Officers shall be elected annually.

ARTICLE X Bylaws

A. The Board of Directors shall adopt by a majority vote the original Bylaws of the Association.

B. The Bylaws may be amended, altered or rescinded in the manner therein provided.

ARTICLE XI Amendment of Articles

The Articles of Incorporation may be amended as follows:

A. Amendments shall be proposed by a majority of the Board of Directors.

B. The President, or acting Chief Executive Officer of the Association in the absence of the President, shall thereupon call a special meeting of the Members of the Association for a date not sooner than twenty (20) days nor later than sixty (60) days from the date on which the Board of Directors approve the amendment proposal. Each Member shall be given written notice of such meeting stating the time and place of the meeting and reciting the proposed amendment or amendments in reasonably detailed form, which notice

shall be mailed or presented personally to each Member not less than ten (10) days no more than thirty (30) days before the date set for such meeting. Such notice shall be deemed properly given when deposited in the United States mail, addressed to the Member at his post office address as it appears on the records of the Association. At such meeting, the amendment or amendments proposed must be approved by an affirmative vote of at least seventy-five percent (75%) of Members entitled to vote in order for such amendment or amendments to become effective. If so approved, a certified copy of the said amendment or amendments shall be filed in the Office of the Secretary of State of the State of Florida and recorded in the public records of Palm Beach County, Florida.

ARTICLE XII Indemnity

Every Director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or officer of the Association, whether or not he is a Director or officer at the time such expenses are incurred, except in such cases where the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided, that in the event any claim for reimbursement or indemnification hereunder is based upon a settlement by the Director or officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.

ARTICLE XIII Non-Profit Status

No part of the income of this corporation shall be distributed to the Members except upon dissolution or final liquidation and as permitted by the court having jurisdiction thereof.

ARTICLE XIV Subscribers

The names and addresses of the subscribers to these Articles are:

Charles A. Lubitz, Esq.
Boose Casey Ciklin Lubitz Martens McBane & O'Connell
515 N. Flagler Drive, 19th Floor
West Palm Beach, FL 33401

ARTICLE XV
Location of Registered Agent

The address of this corporation's initial registered office in the State of Florida is 515 N. Flagler Drive, 19th Floor, West Palm Beach, FL 33401.

The name of this corporation's initial registered agent at the above address is Charles A. Lubitz, Esq.

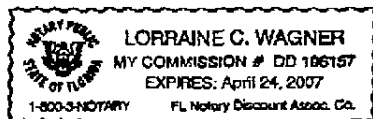
IN WITNESS WHEREOF, we, the undersigned subscribing incorporator, has hereunto set his hand and seal this 19th day of September, 2005, for the purpose of forming this corporation not for profit under the laws of the State of Florida.

Charles A. Lubitz

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 19th day of September, 2005, by Charles Lubitz, who is personally known to me or who has produced _____ (type of identification) as identification and who did (not) take an oath.



Lorraine C. Wagner
Print Name: LORRAINE C. WAGNER
Notary Public
My commission expires: 4-24-07

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties.

Charles A. Lubitz

Exhibit "A"

Parcel One

Lot One, TROPIC GARDENS, according to the Plat thereof, as recorded in Plat Book 29, Page 121, Public Records of Palm Beach County, Florida.

Lots B, C and D, TROPIC PALMS PLAT NO. 1, according to the Plat thereof, as recorded in Plat Book 25, Page 99, Public Records of Palm Beach County, Florida.

Lots 1 to 9, inclusive, Block 4, DEL-RATON PARK, according to the Plat thereof, as recorded in Plat Book 14, Page 10, Public Records of Palm Beach County, Florida.

Lots 1 to 44, inclusive, Block 8, DEL-RATON PARK, according to the Plat thereof, as recorded in Plat Book 14, Page 10, Public Records of Palm Beach County, Florida, less the East 2 feet of Lots 23 through 32, inclusive, for US Highway No. 1 right-of-way.

Lots E, F and G, TROPIC PALMS PLAT NO. 1, according to the Plat thereof, as recorded in Plat Book 25, Page 99, Public Records of Palm Beach County, Florida.

Together with the following parcels consisting of vacated and abandoned public rights-of-way and alleys:

The 10 foot alley lying east of and adjoining Lots 1 through 10, inclusive, Block 8 and the 10 foot alley lying west of and adjoining Lots 22 and 33, Block 8, DEL-RATON PARK, as recorded in Plat Book 14, Page 10, Public Records of Palm Beach County, Florida.

"Avenue L" lying between Del Raton Boulevard and Dixie Boulevard, as shown on the plat of DEL-RATON PARK, as recorded in Plat Book 14, Page 10, Public Records of Palm Beach County, Florida.

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