

N95000001491

THE LAW FIRM OF

GILLESPIE & ALLISON, P.A.

SUITE 300

1315 SOUTH FEDERAL HIGHWAY

DOCA RATON, FLORIDA 33432

R. BOWEN GILLESPIE III
DONALD M. ALLISON •
BERKLEY M. PARMELEE

TELEPHONE (407) 368-5258
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ALSO ADMITTED IN
• ARIZONA, CALIFORNIA

8/22/95

Secretary of State
Division of Corporations
The Capitol
Tallahassee, Florida 32314

500001441015
-03/28/95--01035--019
****122.50 ****122.50

Re: Articles of Incorporation
Eagle Cay Homeowners' Association, Inc.

Dear Sir:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-named proposed Florida corporation, Certificate Designating Place of Business or Domicile for the Service of Process Within the State and Naming Agent Upon Whom Process May be Served, and our firm check in the amount of \$122.50 representing payment of the following:

Filing fees	35.00
Certified copy fee	52.50
Registered agent fee	35.00
TOTAL	\$122.50

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned as soon as possible. Thank you for your anticipated cooperation and prompt attention in this matter.

Sincerely yours,

R. Bowen Gillespie, III

RBG:fc
Enc.

FILED
95 MAR 27 PM 2:24
CLERK OF DISTRICT COURT
CORAL SPRINGS, FLORIDA

ARTICLES OF INCORPORATION

of

EAGLE CAY HOMEOWNERS' ASSOCIATION, INC.
(a Florida corporation not for profit)

ARTICLE I

NAME

The name of this corporation shall be EAGLE CAY HOMEOWNERS' ASSOCIATION, INC. (hereinafter referred to as the "ASSOCIATION"). The initial principal office address of the Association shall be 2826 University Drive, Coral Springs, Florida 33065.

ARTICLE II

PURPOSES

The general nature, objectives and purposes of the ASSOCIATION are:

A. To provide maintenance certain property described as follows:

See Exhibit "A" attached hereto,

TOGETHER WITH such additional contiguous or reasonably adjacent land as may hereinafter be added to the ASSOCIATION'S purview by the SUBDIVIDER (as hereinafter defined) by an amendment to these Articles of Incorporation or by such other appropriate instrument recorded in the Public Records of Broward County, Florida. In the event that additional land shall be made subject to the DECLARATION OF RESTRICTIONS for EAGLE CAY AT REGENCY LAKES (hereinafter referred to as the "RESTRICTIONS"), all references in these Articles of Incorporation to EAGLE CAY AT REGENCY LAKES shall be deemed to include such additional land.

B. To provide, purchase, construct, improve, maintain, repair, replace and operate recreation area, street lights, and entrance signage on, upon, over and under those portions of EAGLE CAY AT REGENCY LAKES designated for such use or in separate instruments executed by SUBDIVIDER and recorded in the Public Records of Broward County, Florida.

C. To operate, without profit, for the sole and exclusive benefit of its MEMBERS (as hereinafter defined).

D. To enter into easement agreements or other user or possessory agreements whereby the ASSOCIATION may obtain the use or possession of real property not owned by it and to maintain and pay for the insurance, administration, upkeep, repair, replacement and maintenance of such property.

E. To perform all duties and exercise all powers conferred upon the ASSOCIATION by the RESTRICTIONS, as amended.

ARTICLE III
GENERAL POWERS

The general powers that the ASSOCIATION shall have are as follows:

A. To hold funds solely and exclusively for the benefit of the MEMBERS for purposes set forth in these Articles of Incorporation.

B. To promulgate and enforce rules, regulations, and agreements to effectuate the purposes for which the ASSOCIATION is organized.

C. To delegate power where such delegation is deemed to be in the interest of the ASSOCIATION.

D. To purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of real or personal property, subject to any restriction contained in these Articles of Incorporation.

E. To enter into, make, perform or carry out contracts of every kind with any person, firm, corporation, association or other entity.

F. To do any and all of the activities and pursue any and all of the purposes set forth in the RESTRICTIONS and in these Articles of Incorporation and not forbidden by the laws of the State of Florida.

G. To fix assessments to be levied against property in EAGLE CAY AT REGENCY LAKES to defray expenses and the cost of effectuating the purposes of the ASSOCIATION, and to create reasonable reserves for such expenditures as deemed necessary, and to authorize its Board of Directors, in its discretion, to enter into agreements with banks in Florida or other organizations for the collection of such assessments.

H. To carry out the obligations imposed upon the ASSOCIATION, by the Declaration and General of Protective Covenants for Regency Lakes Community, recorded in Official Records Book _____ at Page _____ of the Public Records of Broward County, Florida, and any Amendments and Supplements thereto.

I. To charge recipients for services rendered by the ASSOCIATION when deemed appropriate by the Board of Directors of the ASSOCIATION.

J. To pay taxes and other charges, if any, on or against property owned or accepted by the ASSOCIATION.

K. In general, to have all powers conferred upon a corporation not for profit by the laws of the State of Florida, except as may be prohibited herein.

L. To have all powers and authority conferred upon the ASSOCIATION by the RESTRICTIONS, as amended.

M. Notwithstanding anything contained herein to the contrary, the ASSOCIATION shall not have the power to, and shall not engage in or carry on propaganda or otherwise attempt to influence legislation, or participate or intervene, directly or indirectly, in any political campaign on behalf of, or in opposition to, any candidates for office, whether public, quasi-public or private, or otherwise engage in or carry on any political action including the publishing or distribution of political statements.

ARTICLE IV MEMBERS AND DEFINITIONS

A. The MEMBERS of the ASSOCIATION shall consist of the record property OWNERS of LOTS in the Property, including the record OWNERS of a fee interest in a portion of a LOT if such portion has separate ownership from other portions of said LOT and comprises or contains a dwelling unit, and all such record property OWNERS shall be MEMBERS of the ASSOCIATION.

B. The following words, when used in these Articles of Incorporation, shall have the following meanings:

1. "SUBDIVIDER" means and refers to REGENCY DEVELOPMENT II, INC., a Florida corporation, and ORIOLE JOINT VENTURE LIMITED, a Florida Limited Partnership.

2. "Board" or "Board of Directors" means and refers to the Board of Directors of the ASSOCIATION.

3. "OWNER" means and refers to every person or persons, or entity or entities, who are record owners of a fee simple interest in any LOT, or portion thereof, in EAGLE CAY AT REGENCY LAKES, their heirs, legal representatives, successors or assigns.

4. "LOT" means and refers to any LOT situate in EAGLE CAY AT REGENCY LAKES.

ARTICLE V
VOTING AND ASSESSMENTS

A. Subject to the restrictions and limitations hereinafter set forth, a Member shall be entitled to one (1) vote for each LOT owned. When more than one person holds a fee interest in any one (1) LOT, all such persons shall be Members, and the one (1) vote for such LOT shall be exercised as the OWNERS among themselves determine, but in no event shall more than one (1) vote be cast with respect to any one (1) LOT. The affirmative vote of a majority of the votes of the Members at any meeting of the Members duly called and at which a quorum is present, shall be binding upon the Members.

B. The SUBDIVIDER shall have the right to appoint all of the Board of Directors, so long as it owns at least five (5) LOTS in the Property.

C. The SUBDIVIDER shall have the right to appoint two (2) members to the Board of Directors, so long as it owns less than five (5) LOTS, but more than one (1) LOT in the Property.

D. The ASSOCIATION will obtain funds with which to operate by assessment of its Members in accordance with the provisions of the RESTRICTIONS, as complemented or supplemented by the applicable provisions of these Articles of Incorporation and the By-Laws of the ASSOCIATION.

ARTICLE VI
BOARD OF DIRECTORS

A. The business and affairs of the ASSOCIATION shall be managed by a Board of Directors consisting of five (5) Directors. So long as the SUBDIVIDER shall have the right to appoint all of the Board of Directors, the Directors need not be Members of the ASSOCIATION and need not be residents of EAGLE CAY AT REGENCY LAKES. Thereafter, Directors shall be Members of the ASSOCIATION and must be residents of EAGLE CAY AT REGENCY LAKES, except for those who are appointed by the SUBDIVIDER. At the option of the SUBDIVIDER, Members other than the SUBDIVIDER may be given the right to elect two (2) Directors while the SUBDIVIDER has the right to appoint all of the Board of Directors. Elections shall be by plurality vote. The first annual meeting of the Members shall be held at the call of the SUBDIVIDER. At the first annual meeting of the Members, an election for Members of the Board of Directors shall be held. The term of office of the elected Director receiving the highest plurality of votes shall be established at two (2) years and the term of the other two (2) elected Directors shall be established at one (1) year each. In addition, the SUBDIVIDER shall appoint two (2) Directors to serve for terms of two (2) years each. Thereafter, as many Directors shall be elected and appointed, as the case may be, as there are regular terms of office of Directors expiring at such time, and the term of the Directors so elected or appointed at each succeeding annual election shall be for two (2) years, expiring at the second annual election following their election, and thereafter until removed from office, with or without, cause by the affirmative vote of a majority of the Members who elected or appointed them. In no event may a Board member appointed by the SUBDIVIDER be removed except by action of SUBDIVIDER. Any Director appointed by the SUBDIVIDER shall serve at the pleasure of the SUBDIVIDER, and may be removed from office, and a successor Director appointed to fill the vacancy on the Board, at any time by the SUBDIVIDER.

B. The names and addresses of the members of the first Board of Directors, who shall hold office until the first annual meeting of the ASSOCIATION, and until their successors are elected or appointed and have qualified, are as follows:

E. C. Jensen	c/o Regency Homes, Inc. 2826 University Drive, Coral Springs, Florida 33065
Dennis Radice	c/o Regency Homes, Inc. 2826 University Drive, Coral Springs, Florida 33065
Steven M. Wallerstein	c/o Regency Homes, Inc. 2826 University Drive, Coral Springs, Florida 33065
J. Darrell Landon	c/o Regency Homes, Inc. 2826 University Drive, Coral Springs, Florida 33065
David Levine	c/o Regency Homes, Inc. 2826 University Drive, Coral Springs, Florida 33065

ARTICLE VII
OFFICERS

A. The officers of the ASSOCIATION shall be a President, a Vice President, a Secretary, and a Treasurer, and such other officers as the Board may from time to time deem necessary. Any two (2) or more offices may be held by the same person except for the offices of President and Secretary. Officers shall be elected for one (1) year terms in accordance with the procedure set forth in the By-Laws.

B. The names of the officers who are to manage the affairs of the ASSOCIATION until the first annual meeting of the Board of Directors, and until their successors are duly elected and qualified are:

E. C. Jensen, President
David Levine, Secretary
Dennis Radice, Vice President
David Levine, Treasurer

ARTICLE VIII
CORPORATE EXISTENCE

The ASSOCIATION shall have a perpetual existence.

ARTICLE IX
BY-LAWS

The Board of Directors may, from time to time, adopt, alter or rescind By-Laws of the ASSOCIATION.

ARTICLE X
AMENDMENT TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the following manner:

A. The Board of Directors, by majority vote, shall adopt a Resolution setting forth the proposed Amendment and direct that it be submitted to a vote at a meeting of the Members.

B. Notice of the subject matter of the proposed Amendment shall be included in the notice of any special or annual meeting, at which such proposed Amendment is to be considered by the Members.

C. The proposed Amendment shall be submitted to and approved by the Members at such meeting. Any number of Amendments may be submitted to the Members and voted upon at one (1) meeting. The proposed Amendment shall be adopted upon receiving the affirmative vote of a majority of the votes of the Members entitled to vote thereon.

D. An Amendment to these Articles of Incorporation may be made by a written statement signed by all Members and Directors eligible to vote in lieu of the above procedure.

E. Notwithstanding the foregoing, no Amendment affecting SUBDIVIDER shall be effective without the prior written consent of SUBDIVIDER or the successors or assigns of SUBDIVIDER.

ARTICLE XI INCORPORATOR

The name and address of the Incorporator of these Articles is REGENCY DEVELOPMENT II, INC., a Florida corporation, of 2826 University Drive, Coral Springs, Florida 33065.

ARTICLE XII INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every Director and every officer of the ASSOCIATION (and the Directors 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) reasonably incurred by or imposed upon such person or persons in connection with any claim, proceeding, litigation or settlement in which they may become involved by reason of being or having been a Director or Officer of the ASSOCIATION. The foregoing provisions for indemnification shall apply whether or not such person is a Director or Officer at the time such expenses are incurred. Notwithstanding the above, in instances where a Director or Officer admits or is adjudged guilty by a court of competent jurisdiction of willful malfeasance in the performance of his or her duties, the indemnification provisions of this Article shall not apply. Otherwise, the foregoing rights to indemnification shall be in addition to and not exclusive of any and all right of indemnification to which a Director or Officer may be entitled, whether by statute or common law. No amendment to this Article which reduces or restricts the indemnity created herein may be adopted, without the prior consent of each and every Officer and Director (whether current or former) affected by such amendment.

ARTICLE XIII TRANSACTION IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

A. No contract or transaction between the ASSOCIATION and one or more of its Directors or Officers, or between the ASSOCIATION and any other corporation, partnership, association, or other organization in which one or more of its Directors or Officers are Directors or Officers or have a financial interest, shall be invalid, void or voidable solely for this reason, or solely because the Director or Officer is present at or participates in the meeting of the Board, or a committee thereof, which authorized the contract or transaction, or solely because his or their votes are counted for such purpose. No Director or Officer of the ASSOCIATION shall incur liability by reason of the fact that he or she is or may be interested in any such contract or transaction.

B. Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

ARTICLE XIV
DISSOLUTION OF THE ASSOCIATION

Upon dissolution of the ASSOCIATION, all of its assets remaining, after provision for creditors and payment of all costs and expenses of such dissolution, shall be distributed in the following manner and order:

1. Real property contributed to the ASSOCIATION without the receipt of other than nominal consideration by the SUBDIVIDER (or its successors in interest) shall be returned to the SUBDIVIDER (whether or not a Member at the time of such dissolution), unless SUBDIVIDER refuses to accept the conveyances (in whole or in part);

2. Dedication to applicable municipal or other governmental authority of any property conveyed to the ASSOCIATION (whether real, personal or mixed) as determined by the Board of Directors of the ASSOCIATION to be appropriate for dedication and which such authority is willing to accept; and

3. The remaining assets of the ASSOCIATION shall be distributed among the Members, subject to the limitations set forth below, as tenants in common, each Member's share of the assets to be determined in accordance with such Member's voting rights.

B. The ASSOCIATION may be dissolved upon a resolution to that effect being approved by three-fourths (3/4) of the members of the Board of Directors and three-fourths (3/4) of the Members; and upon the issuance after such vote of a decree of dissolution by a Circuit Judge as provided in Section 617.05 of the Florida Statutes, as amended.

ARTICLE XV
DESIGNATION OF REGISTERED AGENT

R. Bowen Gillespie, III, is hereby designated as the ASSOCIATION'S Registered Agent for service of process within the State of Florida, at c/o Gillespie & Allison, P.A., 1515 South Federal Highway, Suite 300, Boca Raton, Florida 33432.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 20th day of March, 1995.

REGENCY DEVELOPMENT II, INC.,
a Florida Corporation

By: E. C. Jensen
E. C. Jensen, President

STATE OF FLORIDA)
COUNTY OF BROWARD)

I hereby certify that on this day, before me, an officer duly authorized in the state aforesaid and in the county aforesaid to take acknowledgments, personally appeared E. C. Jensen, to me known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same on behalf of Regency Development II, Inc., a Florida corporation, for the purpose therein expressed.

20th WITNESS my hand and official seal in the county and state aforesaid this day of March, 1995.

My Commission Expires:

[Signature]
NOTARY PUBLIC



**CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THE
STATE AND NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In compliance with the requirements of Chapter 48.091, Florida Statutes,
the following is submitted:

EAGLE CAY HOMEOWNERS' ASSOCIATION, INC.,

organized and existing under the laws of the State of Florida, with its initial
registered office, as indicated in the foregoing Articles of Incorporation, in
the City of Coral Springs, County of Broward, State of Florida, has named R.
Bowen Gillespie, III, of 1515 South Federal Highway, Suite 300, Boca Raton,
Florida 33432, as its agent to accept service of process within this State.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-styled
corporation at the place designated in this Certificate, I, the undersigned,
hereby agree to act in said capacity and to comply with the provisions of Section
48.091 of the Florida Statutes.


R. Bowen Gillespie, III

SEP 27 PM 2:24

N9500000149/

Requestor's Name

BY THE LAW FIRM OF
GILLESPIE & ALLISON, P.A.
 SUITE 1100
 1515 SOUTH FEDERAL HIGHWAY
 TALLAHASSEE, FLORIDA 32310

000001773570
 -04/09/96--01059--011
 ****140.00 *****35.00

Office Use Only

CO

IDENTIFICATION NUMBER(S), (if known):

1. _____ (Corporation Name) _____ (Document #)
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

FILED
 96 APR - 8 11:10:56
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

*AMEND
 4/11/96
 BK6*

Examiner's Initials

AMENDMENT OF THE
ARTICLES OF INCORPORATION
OF
EAGLE CAY HOMEOWNERS' ASSOCIATION,

SECRETARY
STATE OF FLORIDA
56 APR -8 AM 10:56

ARTICLE X (C) of the Articles of Incorporation of EAGLE CAY HOMEOWNERS' ASSOCIATION, INC., is hereby amended to read:

ARTICLE X (C) AMENDMENT TO
ARTICLES OF INCORPORATION

C. The proposed Amendment shall be submitted to and approved by the Members at such meeting. Any number of Amendments may be submitted to the Members and voted upon at one (1) meeting. The proposed Amendment shall be adopted upon receiving the affirmative vote of two-thirds (2/3) of the votes of the Members entitled to vote thereon.

All other paragraphs of the Articles of Incorporation shall remain unchanged.

Pursuant to Article VI of the Articles of Incorporation, there are no Members entitled to vote on the foregoing amendment.

The foregoing amendment was adopted and approved by the undersigned Directors, who constitute the entire Board of Directors, as there are no Members entitled to vote on the amendment, on this 1 day of February, 1996.

E. C. Jensen
E. C. Jensen
Dennis Radice
Dennis Radice
Donald Paustian
Donald Paustian
J. Darrell Landon
J. Darrell Landon
David Levine
David Levine

STATE OF FLORIDA)
)SS
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me by E. C. JENSEN, DENNIS RADICE, DONALD PAUSTIAN, J. DARRELL LANDON and DAVID LEVINE, who are personally known to me and who did take an oath.

Witness my hand and official seal, this 1 day of February, 1996.

Jill A. Sluwa
Notary Public, State of
Florida at Large
My Commission expires: 5/14/99

(Seal)

