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EDWARD J. SCHACK

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Reply To:
P.O. Box 50-0370
Miami, FL 33250-0370

August 26, 1996

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

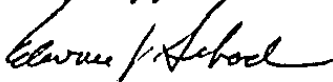
Re: Alhambra Homeowners Association, Inc.
Articles of Incorporation

500001935845
-08/29/96--01065--008
***122.50 ***122.50

Enclosed is one original executed Articles of Incorporation for Alhambra Homeowners Association, Inc., a Florida not for profit corporation. Please file same and return a certified copy of same together with the certificate of filing. Our check in the amount of \$122.50 is enclosed as is a stamped return envelope.

If there are any problems with this filing, please feel free to call us collect. Otherwise, we thank you in advance for your prompt attention to this filing.

Very truly yours,


EDWARD J. SCHACK

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ARTICLES OF INCORPORATION

FOR

ALHAMBRA HOMEOWNERS ASSOCIATION, INC.

In compliance with the requirements of Chapter 017, Florida Statutes, the undersigned does incorporate a corporation not for profit and certifies:

ARTICLE I: NAME. The name of the corporation is ALHAMBRA HOMEOWNERS ASSOCIATION, INC. (referred to herein as the "Association").

ARTICLE II: PRINCIPAL OFFICE. The principal office of the Association is located at 20000 Pinos Boulevard, Pembroke Pines, Florida, 33020. Edward J. Schack, whose address is 20000 Pinos Boulevard, Pembroke Pines, Florida, 33020, is appointed the initial registered agent of this Association.

ARTICLE III: PURPOSES. The Association is formed to provide for maintenance, preservation and architectural control of the residence Lots and Common Property within that certain tract of property described as:

The West 1/2 of the Southeast 1/4 of Section 14, Township 51 South, Range 39 East, less the North 100 feet for road right-of-way, said lands being in Broward County, Florida. Less the Northwest 1/4 of the Northwest 1/4 of the Southeast 1/4 of Section 14, Township 51 South, Range 39 East

(referred to herein as the "Property")

and to promote the health, safety and welfare of the residents within the above-described property and any additions thereto as may hereafter be brought within the authority of the Association. The Association is not formed for the purpose of pecuniary gain or profit to the members thereof.

ARTICLE IV: POWERS. The powers of the Association shall include and shall be governed by the following provisions:

1. Exercise all of the powers and privileges and to perform all the duties and obligations of the association as set forth in that certain Declaration of Covenants, Conditions and Restrictions applicable to the Property and recorded or to be recorded in the Public Records of Broward County, Florida, and as the same may be amended from time to time as therein provided (referred to herein as the "Declaration"), said Declaration being incorporated herein as if set forth at length. The terms used in these Articles, including the terms "Declarant", "Owner", "Lot", and "Common Property" shall have the same meaning as set forth in the Declaration.

2. Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

3. Acquire (by gift, purchase, or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

4. Borrow money, and with the assent of two-thirds (2/3) of each class of members mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

5. Dedicate, sell or transfer all or any part of the Common Property to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by

two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;

6. Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Property, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members;

7. Have and exercise any and all powers, rights, and privileges which a corporation organized under the Florida Not for Profit Corporation Act, Chapter 617, Florida Statutes, as same may be amended from time to time (the "Act"), by law may now or hereafter have or exercise.

ARTICLE V: MEMBERSHIP. Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by the Declaration to assessment by the Association shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

ARTICLE VI: VOTING RIGHTS. The Association shall have two classes of voting membership:

Class A: Class A members shall be all Owners, with the except of the Declarant, and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B: Class B member(s) shall be the Declarant (as defined in the Declaration), and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership. The time during which there is a Class B membership shall be referred to as the Class B Control Period.

ARTICLE VII: BOARD OF DIRECTORS. The affairs of the Association shall be managed by a Board of Directors, who need not be members of the Association. Prior to the expiration of the Class B Control Period, the number of directors will be three (3). After the expiration of the Class B Control Period, the number of the directors will be seven (7). The number of directors may be changed by amendment of the By-Laws of the Association. The names and address of the person who are to act in the capacity of directors until the selection of their successors are:

NAME	ADDRESS
Michael Hanley	20000 Pines Boulevard Pembroke Pines, FL 33029
Esther Cantrell	20000 Pines Boulevard Pembroke Pines, FL 33029
Michael Schack	1820 N.E. 163rd Street Suite 203 North Miami Beach, FL 33162

At the first annual meeting after the expiration of the Class B Control Period, the members shall elect three directors for terms of one year each, two directors for terms of two years each and two directors for terms of three years each; and at each annual meeting thereafter the members shall elect directors to fill open or expired directorships for a terms of three years. Until such time as ninety (90%) percent of the Lots are sold to Owners, Declarant will have the right to elect at least one director.

ARTICLE VIII: DURATION. The corporation shall exist perpetually.

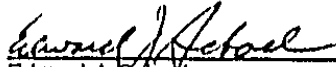
ARTICLE IX: AMENDMENTS. Amendment of these Articles shall require the assent of

seventy five percent (75%) of the entire membership. The procedure for amendment shall otherwise be as provided in the Act.

ARTICLE X: DISTRIBUTIONS. No part of the income or profit of the Association may be distributed to its members, officers or directors.

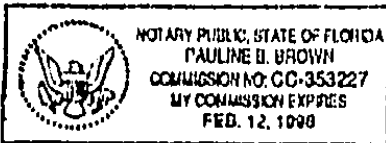
ARTICLE XI: BY-LAWS. The first By-Laws of the Association shall be adopted by the Board of Directors, and may be amended by the directors and members as provided in the By-Laws.

Executed on August 20, 1990, by the incorporator.


Edward J. Schuck
Incorporator

STATE OF FLORIDA
BROWARD COUNTY

Acknowledged before me on August 20, 1990, by Edward J. Schuck, to me personally known or who produced _____ as identification.





Notary Public

PAULINE B. BROWN

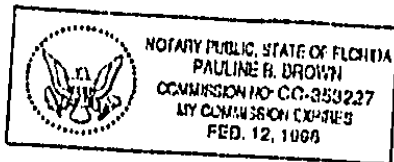
ACCEPTANCE OF DESIGNATION AS RESIDENT AGENT

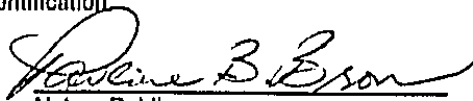
The undersigned, EDWARD J. SCHACK, accepts the designation as resident agent of the foregoing corporation. The undersigned is familiar with and accepts the obligations of that position.


Edward J. Schack

STATE OF FLORIDA
BROWARD COUNTY

Acknowledged before me on August 26, 1988, by Edward J. Schack to me personally known or who produced _____ as identification.




Notary Public

PAULINE B. BROWN

STATE
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