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JUAN E. RODRIGUEZ

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February 2, 1998

Via Federal Express

Secretary of State
Division of Corporation
409 East Gaines Street
Tallahassee, Florida 32399

Re: Somerset Cove Homeowners' Association, Inc.
Our File Nos. 97-5858

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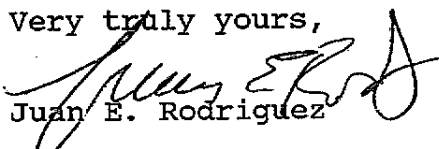
Dear Sir or Madam:

Enclosed are the original and one (1) copy of the Articles of Incorporation of Somerset Cove Homeowners' Association, Inc., a Florida not-for-profit corporation. We would appreciate your filing these and sending us a certified copy with the applicable filing information in the enclosed self addressed stamped envelope. We are enclosing our firm's check in the amount of One Hundred Twenty Two and 50/100 (\$122.50) Dollars to cover to following costs:

Filing Fee	\$35.00
Certified Copy	52.50
Registered Agent Designation	35.00
Total	<u>\$122.50</u>

Thank you for your prompt attention to this matter.

Very truly yours,


Juan E. Rodriguez

JER/td

Encl. (as stated)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2-4-98

ARTICLES OF INCORPORATION
OF
SOMERSET COVE HOMEOWNERS' ASSOCIATION, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

First: The name of the Corporation is SOMERSET COVE HOMEOWNERS' ASSOCIATION, INC.

Second: Said corporation is incorporated as a corporation not for profit under the provisions of Chapter 617 of the Florida Statutes, as amended, and will be referred to hereinafter as the "Corporation" or "Association."

Third: The principal office and post office address of the Corporation shall be located at 7661 S.W. 146 Street, Miami, Florida 33158. The address of the Registered Office of the Corporation is the same as that of the principal office. The name of the registered agent is Julio J. Gonzalez, and he is authorized to accept service of process within this State upon the Corporation; and his address is at the registered office.

Fourth: The purposes for which this Corporation is formed do not contemplate pecuniary gain or profit to the Members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residence Lots and Common Areas on the property more particularly described in Exhibit "A" (the "Property"). These Lots and Common Areas are subject to Somerset Cove Declaration of Covenants, Conditions and Restrictions. The purposes for which this Corporation is formed also include the promotion of the health, safety and welfare of the residents within the Property, and any annexations thereto as may hereafter be brought within the jurisdiction of this Association, and the following:

- (a) To exercise all of the powers and privileges and to perform all of 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 Office of the Clerk of the Circuit Court of Broward County, Florida (as may be amended from time to time, the "Declaration"), the Declaration being hereby incorporated herein as if set forth at length;
- (b) To fix, levy, collect and enforce payment by any lawful means, all charges and 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 and governmental charges levied or imposed against the Property.
- (c) To 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.

- (d) To borrow money and to mortgage, pledge, deed in trust, or hypothecate any or all of the Association's real or personal property as security for money borrowed or debts incurred. No such action shall be effective unless evidenced by a writing signed by two-thirds (2/3) or greater of each class of Members entitled to vote thereon.
- (e) To dedicate, sell or transfer all or any part of the Common Area 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 action shall be effective unless evidenced by a writing signed by two-thirds (2/3) or greater of each class of Members entitled to vote thereon.
- (f) To have and to exercise any and all powers, rights and privileges which a corporation, organized under the corporation not for profit statutes of the State of Florida, by law may now or hereafter have or exercise.

Fifth: Every person or entity who is a record Owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a Member of the Association. The foregoing is not intended to include person or entities who hold an interest merely as security for the performance of an obligation. No Owner shall have more than one membership for each Lot owned. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association. Ownership of such Lot shall be the sole qualification for membership.

Sixth: The Association shall have two classes of voting membership:

Class A. Class A Members shall be all those Owners as defined in Paragraph Fifth with the exception of the Declarant (as defined in the Declaration). Class A Members shall be entitled to one vote for each Lot in which they hold the interest required for membership by Paragraph Fifth. When more than one person holds such interest in any Lot, all such persons shall be Members. The vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. The Class B Member shall be the Declarant. The Class B Member shall be entitled to three (3) votes for each Lot in which it holds the interest required for membership by Paragraph Fifth provided that the Class B membership shall cease and be converted to Class A membership upon the happening of the earlier of the following events:

- (a) When the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership;
- (b) March 1, 2001; or
- (c) Thirty (30) days after the Declarant elects to terminate the Class B Membership.

Seventh: The term for which this Corporation is to exist is perpetual.

Eighth: The affairs of the Corporation are to be managed by the following officers:

President
Vice President
Secretary
Treasurer

Ninth: The officers who are to serve until the first election of the directors are as follows:

President	Oscar F. Gomez
Vice President	Julio J. Gonzalez
Secretary	Myra Gomez
Treasurer	Ana M. Gonzalez

The first annual meeting of the Corporation and the first election of the Board of Directors shall be held on the first Tuesday in April, 1998, or by order of the Board of Directors at such earlier date as they may determine, and thereafter annual meetings of the Members shall be held on the first Tuesday in April of each year, if not a legal holiday, or non-business day, and if a legal holiday, or non-business day, then on the next business day following. The Directors elected at the first annual meeting and at each subsequent annual meeting of the Members shall elect officers of the Corporation who will hold office until the next annual meeting of the Board of Directors, or until their successors are duly elected and qualified.

Tenth: This Corporation shall be governed by a Board of Directors consisting of not less than three (3) and no more than five (5) persons and the names and addresses of the persons who are to serve as Directors until the first annual meeting of the Members are as follow:

NAMES	ADDRESSES
1. Oscar F. Gomez	12601 S.W. 143rd Lane Miami, Florida 33186
2. Myra Gomez	12601 S.W. 143rd Lane Miami, Florida 33186

3. Julio J. Gonzalez

7661 S.W. 146th Street
Miami, Florida 33158

4. Ana Maria Gonzalez

7661 S.W. 146th Street
Miami, Florida 33158

Commencing with the first annual meeting and at each subsequent annual meeting of the Members of the Corporation, the Directors of the Corporation will be elected by the Members and they will hold office in each instance until the next annual meeting of the Members or until their successors are duly elected and qualified, excepting that until March 31, 1998, Century/Hillcrest, Ltd., a Florida limited partnership (the Developer), as the Developer of the Property, its successors and assigns shall have the right (a) to elect all of the Directors of this Corporation, which Directors need not be residents of Somerset Cove nor Members of the Corporation, and (b) to fill vacancies in the Board of Directors. After March 31, 1998, the vacancies in the Board of Directors shall be filled for the unexpired term by the remaining Directors at any regular or Special Directors' Meeting. Subject to the provisions of the preceding sentence, commencing with the meeting of the Members to be held on the first Tuesday in April, 1998, and on the first Tuesday in April of each year thereafter, the Directors of the Corporation will be elected by the Members to hold office in each instance until the next annual Meeting of the Members.

Eleventh: The Board of Directors shall have all the powers and duties referred to in the Declaration and the Statutes of the State of Florida respecting corporations not for profit. The powers of the Board of Directors shall include, but shall not be limited to, the following: (a) to elect the Officers of the Corporation, (b) to administer the affairs of the Corporation and the Common Area, (c) to engage the services of a manager or managing agent for the Property and to fix the terms of such management agreement and the compensation and the authority of the manager or managing agent, (d) to promulgate such rules and regulations concerning the operation and use of the Property or the Common Area as may be consistent with the Declaration and to amend the same from time to time, (e) to provide for the maintenance, repair and replacement of the Common Area, and (f) to estimate and adopt an annual operating budget and to provide for the assessment and collection from the Lot Owners of their respective shares of all estimated expenses.

Twelfth: These Articles of Incorporation may be altered, amended, changed, added to, or repealed, in the manner now or hereafter prescribed by statute or herein or by the By-Laws of this Corporation as they exist from time to time, at any duly called meeting of the Members of this Corporation provided that (a) the notice of the meeting is given in the manner provided for in Section 3, Article X of the initial By-Laws and it contains a full statement of the proposed alteration, amendment, change, addition, or repeal, and (b) there is an affirmative vote of seventy-five percent (75%) or greater of all Members at a duly called meeting of said alteration, amendment, change, addition, or repeal.

Thirteenth: If the Property has been approved as a Planned Unit Development under the Department of Housing and Urban Development legal requirements, as long as there is a Class B membership, the following actions will require the prior approval of HUD/FHA or the Veterans Administration or the Federal National Mortgage Association: Annexation of additional properties, mergers and consolidations, mortgaging of Common Area, and amendment of these Articles of Incorporation.

Fourteenth: This Corporation shall never have or issue shares of stock nor will it ever have or provide for non-voting membership.

Fifteenth: From time to time and at least once annually the corporate officers shall furnish periodic reports to the Members, which shall include profit and loss statements and balance sheets prepared in accordance with sound business and accounting practices.

Sixteenth: The Corporation shall have all the powers set forth and described in the Florida Statutes regulating corporations not for profit, as amended from time to time, which are currently set forth in Chapter 617.021 Florida Statutes, together with those powers conferred by the aforesaid Declaration, the Articles of Incorporation and any and all lawful By-Laws of the Corporation.

Seventeenth: The names and addresses of the subscribers hereto are as follows:

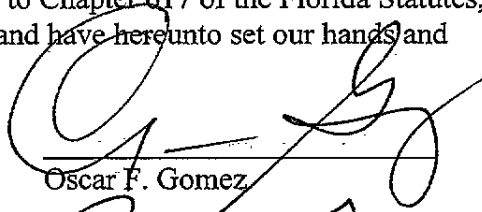
NAMES	ADDRESSES
1. Oscar F. Gómez	12601 S.W. 143rd Lane Miami, Florida 33186
2. Julio J. González	7661 S.W. 146th Street Miami, Florida 33158

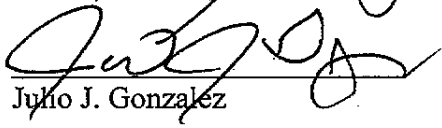
Eighteenth: Each Director and Officer of this Corporation shall be indemnified by the Corporation against all costs and expenses reasonably incurred or imposed upon him in connection with or arising out of any action, suit or proceedings in which he may be involved or to which he may be made a party by reason of his having been a Director or Officer of this Corporation, such expense to include the cost of reasonable settlements (other than amounts paid to the Corporation itself) made with a view to curtailment of costs of litigation. The Corporation shall not, however, indemnify such Director or Officer with respect to matters as to which he shall be finally adjudged in any such action, suit or proceedings to be liable for gross negligence or willful misconduct in the performance of his duties as such Director or Officer, or in respect to any matter in which any settlement or compromise is effected if the total expense, including the cost of settlement, shall substantially exceed the expense which might reasonably be incurred by such Director or Officer in conducting such litigation to final conclusion, and in no event shall anything herein contained be construed as authorizing this Corporation to indemnify any such

Director or Officer against any liability of the Corporation to which he would otherwise be subject by reason of gross negligence or willful misconduct in the performance of his duties as such Director or Officer. The foregoing right of indemnification shall be in addition to any other rights to which any such Director or Officer may be entitled as a matter of law or otherwise.

Nineteenth: Dissolution. The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of Members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

We, the undersigned, being each of the incorporators hereinabove named, for purpose of forming a Corporation not for profit pursuant to Chapter 617 of the Florida Statutes, do hereby subscribe to this Certificate of Incorporation, and have hereunto set our hands and seals this 28 day of January, 1998.


Oscar F. Gomez


Julio J. Gonzalez

STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 28 day of January, 1998, by Oscar F. Gomez and Julio J. Gonzalez, who being duly sworn according to law, depose and say that they are competent to contract and further acknowledge that they did subscribe to the foregoing Articles of Incorporation freely and voluntarily and for the purposes therein expressed. The foregoing persons identified themselves by producing their respective drivers' licenses issued by the State of Florida.


Name: Michelle Garcia
NOTARY PUBLIC

State of Florida at Large

My commission expires:



Acceptance of Service as Registered Agent

The undersigned, Julio J. Gonzalez, having been named as registered agent to accept service of process for Somerset Cove Homeowners' Association, Inc., a not-for-profit Florida corporation, at the registered office designated in the Articles of Incorporation of said Corporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 617.023 Florida Statutes, and will comply with the provisions of all statutes of Florida relative to the performance of his duties as registered agent.

Dated this 28th day of January, 1998.


Julio J. Gonzalez

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

All of Blocks A, B, C, D, E, F, G, H, I, J, K, L, M, N, O, P, Q, R, and S TOGETHER WITH
Parcels A, B, C, D, E, F, G, and H, of REPLAT
OF PORTION OF M.P.H., according to the Plat
thereof, as recorded in Plat Book 162, at Page
4, of the Public Records of Broward County,
Florida.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXHIBIT "A"