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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

**NORTH SPRINGS HOMEOWNERS ASSOCIATION, INC.,
a Florida Corporation Not-For-Profit**

The undersigned, being the directors and subscribers of NORTH SPRINGS HOMEOWNERS ASSOCIATION, INC., a Florida corporation not-for-profit, hereby submit these ARTICLES of Incorporation in accordance with Florida Statutes § 617 and such other provisions of Florida Statutes as may be applicable, as they are amended from time to time.

ARTICLE I - NAME

The name of the corporation is "NORTH SPRINGS HOMEOWNERS ASSOCIATION, INC." a Florida corporation not-for-profit, hereinafter referred to as the "ASSOCIATION."

ARTICLE II - PURPOSE

The purposes for which the ASSOCIATION is organized is to operate certain areas of Community of the North Springs, herein referred to as the "DUTIES," in accordance with the DECLARATION OF COVENANTS thereof recorded in the Public Records of Broward County, Florida, and the BYLAWS of the ASSOCIATION, which consist of doing such things as determined by the Board which are set forth in the DECLARATION, of mutual benefit to the Members, that are delegable or not otherwise prohibited by the DECLARATION. The corporation shall have perpetual existence.

ARTICLE III - DEFINITIONS

The terms used in these ARTICLES and the BYLAWS shall have the same definitions and meanings as those set forth in the DECLARATION, and in Florida Statutes, unless herein provided to the contrary, or unless the context otherwise requires.

Prepared by: Robert L. Kaye, Esq.
FL. Bar #069443B
Kaye & Roger, P.A.
6261 NW 6th Way, Ste. 103
Ft. Lauderdale, FL 33309
(954)-928-0660

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ARTICLE IV - 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.
2. To administer, enforce, carry out and perform all of the acts, functions, rights and duties provided in, or contemplated by the DECLARATION and the BYLAWS either expressed or implied, and to take any action reasonably necessary or appropriate to operate pursuant to the DECLARATION and the BYLAWS, including, but not limited to, the following:
 - a. Performing its DUTIES;
 - b. To make and collect assessments against MEMBERS of the ASSOCIATION (herein the "DUES") 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.
3. To maintain, repair, replace, reconstruct, and operate in accordance with its DUTIES.
4. To purchase insurance in connection with the DUTIES, where applicable, and insurance for the protection of the ASSOCIATION, its directors, officers and MEMBERS, and such other parties as the ASSOCIATION may determine.
5. To make and amend reasonable rules and regulations relative to the DUTIES, and for the health, comfort, safety, welfare and benefit of the ASSOCIATION's MEMBERS as it relates to the DUTIES.
6. To enforce by legal means the provisions of the DECLARATION, these ARTICLES, the BYLAWS, and the Rules and Regulations of the ASSOCIATION.
7. To contract for the performance of the DUTIES and to authorize a management agent or company to assist the ASSOCIATION in carrying out its powers and duties by performing such functions as the submission of proposals, collection of DUES, preparation of records, enforcement of rules, and maintenance, repair and replacement of the DUTIES with funds as shall be made available by the ASSOCIATION for such purposes, as well as exercising such other powers and rights delegated to it by the ASSOCIATION, which powers and rights are vested in the

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ASSOCIATION by virtue of these ARTICLES and the BYLAWS. The ASSOCIATION and its officers shall, however, retain at all times the powers and duties granted by these ARTICLES, including, but not limited to, the making of DUES, promulgation of rules, and execution of contracts on behalf of the ASSOCIATION.

8. To employ personnel necessary to perform the obligations, services and duties required of or to be performed by the ASSOCIATION and for the proper performance of the DUTIES and/or to contract with others, for the performance of such obligations, services and/or duties.

ARTICLE V - MEMBERS

1. All persons who are owners of LOTS within NORTH SPRINGS, as reflected in the Public Records of Broward County, Florida, shall automatically be Members of the Association. Such Membership shall automatically terminate when such person is no longer the owner of a LOT. Membership in this Corporation shall be limited to such LOT owners.

2. On all matters upon the Membership shall be entitled to vote, there shall be one vote for each MEMBER. The vote of each MEMBER shall be cast in accordance with the BYLAWS.

ARTICLE VI - INCORPORATORS

The name and address of the incorporator is Robert Kaye, Esq., Kaye & Roger, P.A., 6261 NW 6th Way, Suite 103, Fort Lauderdale, Florida.

ARTICLE VII

INITIAL REGISTERED OFFICE ADDRESS AND NAME OF REGISTERED AGENT

The address of the initial registered office of the ASSOCIATION is 6261 N.W. 6th Way, Suite 103, Lauderdale, FL 33309. The initial registered agent of the ASSOCIATION at that address is Kaye & Roger, P.A., Robert L. Kaye, Esq., President. The Address of the principle office is 3300 University Drive, #405, Coral Springs, Florida, 33065.

ARTICLE VIII - DIRECTORS

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1. The property, business and affairs of the ASSOCIATION shall be managed by a BOARD which shall consist of not less than five (5) nor more than nine (9) directors. The exact number of Directors and the manner that they shall be elected and/or appointed shall be as provided in the BYLAWS.

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2. All of the duties and powers of the ASSOCIATION existing under these ARTICLES and the BYLAWS shall be exercised exclusively by the BOARD, its agents, contractors or employees, subject to approval by the MEMBERS only when specifically required.

3. Directors may be removed and vacancies on the BOARD shall be filled in the manner provided by the BYLAWS.

4. The names and addresses of the initial directors who shall hold office until their successor are appointed or elected are as follows:

John Hudik
5566 N. Springs Way
Coral Springs, FL 33076

Howard W. Solomon
4755 N.W. 96th Dr.
Coral Springs, FL 33076

Robert Flatley
9500 N.W. 49th Ct.
Coral Springs, FL 33076

Richard Reiken
4865 N.W. 97th Dr.
Coral Springs, FL 33076

Richard Schuler
4711 N.W. 96 Dr.
Coral Springs, FL 33076

Deborah Frieze
10015 N.W. 54th Place
Coral Springs, FL 33076

Mary Meier
4799 N.W. 96 Dr.
Coral Springs, FL 33076

Erick Linstrom
9515 N.W. 49th Ct.
Coral Springs, FL 33076

Dave Hazlett
5155 N.W. 96th Dr.
Coral Springs, FL 33076

ARTICLE IX - OFFICERS

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

PRESIDENT	Howard W. Solomon
VICE PRESIDENT	Richard Reiken
SECRETARY	Mary Meier
TREASURER	Erik Linstrom

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ARTICLE X - 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, criminal, 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, that 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 criminal action or proceeding, that he had 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, suite 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 proceedings, or (b) if such quorum is not obtainable or, even if obtainable, if a quorum of 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

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to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the ASSOCIATION as authorized herein.

5. The indemnification provided herein shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the laws of the State of Florida; any Bylaw, agreement, vote of MEMBERS or otherwise; and as to action taken in an official capacity while holding office, shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

6. The ASSOCIATION shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the ASSOCIATION as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, as arising out of his status as such, whether or not the ASSOCIATION would have the power to indemnify him against such liability under the provisions of this Article.

ARTICLE XI - BYLAWS

The first BYLAWS shall be adopted by a majority vote of the BOARD and may be altered, amended or rescinded in the manner provided by the BYLAWS.

ARTICLE XII - AMENDMENTS

Amendments to these ARTICLES shall be proposed and adopted upon the unanimous vote of the BOARD. Upon the approval of an amendment to these ARTICLES, 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 maintained in the ASSOCIATION records.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 20th day of May, 1998.

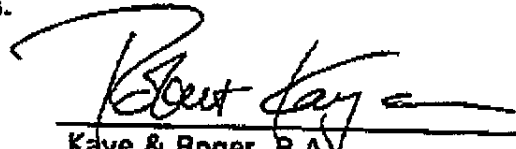

Robert Kaye, Esq., Incorporator

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**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT**

The undersigned hereby accepts the appointment as registered agent contained in the foregoing Articles of Incorporation.



Kaye & Roger, P.A.
Robert Kaye, President

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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