

LAW OFFICES

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99 SEP -3 AM 10:06
TALLAHASSEE, FLORIDA

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Reply To:

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David H. Rogel, Esq.

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drogel@becker-poliakoff.com

September 1, 1999

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32301

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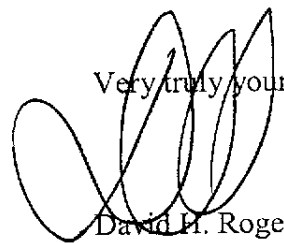
Re: Articles of Incorporation

Dear Sir/Madam:

Enclosed herein please find an original and one copy of the Articles of Incorporation for WINDWARD PARK HOMEOWNERS' ASSOCIATION, INC., as well as a check in the amount of \$70.00 to cover the cost of filing and acceptance of the Registered Agent. Please forward a filed copy to the undersigned.

Thank you for your attention to this matter.

Very truly yours,



David H. Rogel
For the firm

DHR/lk
Encl.

David H. Rogel GAVE
AUTHORIZATION BY PHONE TO
CORRECT Prin. Address
DATE 9/13/99
DOC. EXAM Kevin Brown

SEP 13 1999

ARTICLES OF INCORPORATION
OF
WINDWARD PARK HOMEOWNERS' ASSOCIATION, INC.

FILED
99 SEP -3 AM 10:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A not for profit Florida corporation

The undersigned subscribers, desiring to form a corporation not for profit under Chapter 617, Florida Statutes, as amended from time to time, hereby adopt the following Articles of Incorporation:

ARTICLE I
NAME

The name of this Corporation is:

WINDWARD PARK HOMEOWNERS' ASSOCIATION, INC.
606 Truman Avenue, #3 - Key West, Florida 33040

The Corporation is hereinafter sometimes referred to as the "Association".

ARTICLE II
PURPOSES

The Association does not contemplate pecuniary gain or profit, direct or indirect, to its members. The purpose for which it is formed is:

(a) To promote the health, safety and welfare of the owners of lots within the Property described in the Declaration as that term is defined in the By-Laws.

(b) To own, acquire, build, operate and maintain streets, roads, security, lighting and recreation facilities, all for the benefit of the owners of the Property described in the Declaration.

(c) Promulgate assessments (or other charges) to be levied against the Lots within the Property;

(d) Enforce the Declaration, these Articles of Incorporation, the By-Laws and any and all rules and regulations, as amended from time to time, as well as other agreements applicable thereto;

(e) Pay taxes, if any, and insurance on the Common Area and any other portions of the Property provided for in the recorded covenants, conditions and restrictions applicable to the Property;

(f) Supplement municipal services;

(g) Insofar as permitted by law, to do any other thing that, in the opinion of the Board of Directors, will promote the common benefit and enjoyment of the residents of the Property.

ARTICLE III POWERS

The powers of the Association shall include the following:

1. The Association shall have all of the common-law and statutory powers of a corporation not-for-profit not in conflict with the terms of these Articles.

2. The Association shall have all the powers and duties set forth in the covenants and restrictions recorded against the Property in addition to all of the powers and duties reasonably necessary to own, operate, maintain, repair and replace the Common Area and to provide such services as are required for the benefit of the Owners of Lots contained in the Property from time to time including, but not limited to, the following:

(a) To establish, levy and assess, and collect such assessments as may be necessary to operate the Association and carry on its activities, and to create such reserves for replacement, deferred maintenance and extraordinary expenditures as may be deemed appropriate in the discretion of the Board of Directors.

(b) To purchase insurance upon the Common Area and for the protection of the Association and its Members;

(c) To reconstruct improvements after casualty and to make additional improvements to the Common Area;

(d) To borrow funds to carry out the powers and duties as set forth in the governing documents for the Association.

(e) To promulgate and amend reasonable rules and regulations respecting the use of the Common Area and all the Property;

(f) To enforce by legal means the provisions of the covenants and restrictions recorded against the Property, these Articles, the By-Laws of the Association and the Rules and Regulations of the Association and to levy fines for the violation thereof;

(g) To contract for the management of the Properties and to delegate to such contractor all powers and duties of the Association except such as are specifically required by the covenants and restrictions recorded against the Property to have approval of the Board of Directors or the Membership of the Association;

(h) To contract for the management or operation of portions of the Property susceptible to separate management or operation, and to lease such portions;

(i) To employ personnel to perform the services required for proper operation of the Property;

(j) To adopt and establish By-Laws for the operation of the Association; and

(k) To contract with public or private utility companies for purposes of providing utility services to the Property and private companies for private television services.

3. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the covenants and restrictions recorded against the Property and the By-Laws of the Association.

ARTICLE IV MEMBERSHIP

1. Every person or entity who is or shall become a record owner of a fee or undivided fee interest in any Lot in the Property (as described in the Declaration), and which is or shall be subject to the Declaration, shall be a member of this Association from the date such member acquires record title to a Lot, provided that any such person or entity which holds such interest merely as a security for the performance of an obligation shall not be a member.

2. A change in membership in the Association shall be established by recording in the Public Records of Monroe County, Florida, a deed or other instrument establishing record title to a Lot in the Property. Upon the delivery to the Association of a recorded copy of such instrument, the owner designated by such instrument shall thereby become a Member of the Association, and the membership of the prior owner shall at that time be terminated.

3. The interest of any Member in the Common Area or in the funds and assets of the Association cannot be conveyed, assigned, mortgaged, hypothecated or transferred in any manner, except as authorized by the Declaration, these Articles, or the By-Laws of the Association.

ARTICLE V TERM

This Corporation shall have perpetual existence.

ARTICLE VI REGISTERED OFFICE/REGISTERED AGENT

The Corporation's registered agent shall be David H. Rogel, Esquire, and the initial registered office for the Corporation shall be: Becker & Poliakoff, P.A., 5201 Blue Lagoon Drive, Suite 100, Miami, Florida 33126.

ARTICLE VII
THE SUBSCRIBERS

The names and post offices addresses of each subscriber of these Articles of Incorporation are as follows:

Susan Ruskin
606 Truman Avenue #3
Key West, FL 33040

Spiros Zakas
1200 Van Buroh St.
Hollywood, FL 33019

T. Neighoff
637 Dunkeld Court
Severna Park, MD 21146

ARTICLE VIII
OFFICERS

The Officers shall be a President, a Vice President, a Secretary and a Treasurer. The President and the Secretary shall be members of the Board of Directors. The officers shall be chosen by a majority vote of the directors. Except as to the President and Secretary, one individual may hold more than one office.

The affairs of the Association shall be administered by the officers designated in the By-Laws. The officers shall be elected by the board of Directors at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

Susan Ruskin 606 Truman Avenue #3 Key West, FL 33040	President
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Spiros Zakas 1200 Van Buroh St. Hollywood, FL 33019	Vice President
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T. Neighoff 637 Dunkeld Court Severna Park, MD 21146	Secretary/Treasurer
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ARTICLE IX
BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors consisting of three (3) persons, all of whom shall be members of the Association. The initial Board of Directors, as set forth herein, shall hold office until the next meeting of the membership at which their successors will be elected.

The names and addresses of those persons who are to act as Directors until the election of their successors are:

Susan Ruskin
606 Truman Avenue #3
Key West, FL 33040

Spiros Zakas
1200 Van Buroh St.
Hollywood, FL 33019

T. Neighoff
637 Dunkeld Court
Severna Park, MD 21146

ARTICLE X
AMENDMENT TO THE ARTICLES OF INCORPORATION

These Articles may be amended by the Members by two-thirds (2/3) of the votes of all the members present in person or by proxy at a duly called meeting of the Membership. No such Amendment shall materially affect or interfere with the rights of Owners or Lienors.

ARTICLE XI
DISPOSITION OF ASSETS UPON DISSOLUTION

Upon dissolution of the Association, which shall require the consent of two-thirds (2/3) of the members of each class of membership, the assets, both real and personal, of the Association shall be dedicated to an appropriate public agency or utility to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust, or other organization to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association. No such disposition of the Association's properties shall be effective to divest or diminish any right or title vested in any Member under the recorded covenants and deeds applicable to the Properties unless made in accordance with the provisions of such covenants and deeds.

ARTICLE XII
DISPOSITION OF ASSETS UPON DISSOLUTION

Upon dissolution of the Association, and except as set forth herein, which shall require the consent of two-thirds (2/3) of the members, the assets, both real and personal, of the Association shall be dedicated to an appropriate public agency or utility to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust, or other organization to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association. No such disposition of the Association's properties shall be effective to divest or diminish any right or title vested in any Member under the recorded covenants and deeds applicable to the Properties unless made in accordance with the provisions of such covenants and deeds.

If three-fourths (3/4) of the dwellings constructed on lots within the Property are destroyed or damaged to the extent they are rendered untenable at any one time, as a result of a casualty or other disaster, then the Association shall be dissolved and all Common Areas and other Property of the Association may be sold for fair market value as determined solely within the discretion of the Board of Directors. The proceeds of all funds, less expenses, shall be prorated and paid to the owners of all lots, subject to any lien thereon, in equal shares.

ARTICLE XIII
INDEMNIFICATION

Every Director and every officer of the Association shall be indemnified by the Association against all costs, expenses and liabilities, including Attorney's Fees, reasonably incurred by or imposed upon him in connection with any proceeding, litigation, arbitration or settlement 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 cost, expense or liability is incurred. Notwithstanding the foregoing, in the event of a settlement, the indemnification provisions herein shall not be automatic and shall apply only when the Board approves such settlement and reimbursement as being the best interest of the Association. Notwithstanding anything contained herein to the contrary, in instances where the Director or officer admits or is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, the indemnification provisions contained herein shall not apply. Otherwise, the foregoing right of indemnification shall be in addition to and not exclusive of any and all right of indemnification to which such Director or officer may be entitled by common or statutory law.

IN WITNESS WHEREOF, the said subscribers have hereunto set their hands this 9th day of Aug, 1999.

Produced R. Sc

R 250-780-48-727-0

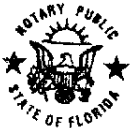
Susan Ruskin
SUSAN RUSKIN

SPIROS ZAKAS
SPIROS ZAKAS

T. NEIGHOFF
T. NEIGHOFF

STATE OF FLORIDA
COUNTY OF MONROE

BEFORE ME the undersigned authority, personally appeared SUSAN RUSKIN, who is to me well known to be the person described in or has produced _____ as identification, and who subscribed the above and foregoing Articles of Incorporation; and she has freely and voluntarily acknowledged before me according to law that she made and subscribed the same for the uses and purposes therein mentioned and set forth.



Martha Stroble
My Commission CC582740
Expires Dec. 28, 2000

Martha Stroble
NOTARY PUBLIC, STATE OF FLORIDA

MARTHA STROBLE
Printed Name of Notary

My Commission Expires: 12/28/2000

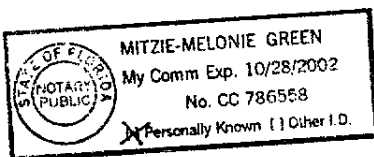
STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME the undersigned authority, personally appeared SPIROS ZAKAS, who is to me well known to be the person described in or has produced _____ as identification, and who subscribed the above and foregoing Articles of Incorporation; and he has freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

Mitzie-Melanie Green
NOTARY PUBLIC, STATE OF FLORIDA

MITZIE-MELONIE GREEN
Printed Name of Notary

My Commission Expires:



STATE OF MARYLAND

COUNTY OF Anne Arundel

BEFORE ME the undersigned authority, personally appeared T. NEIGHOFF, who is to me well known to be the person described in or has produced _____ as identification, and who subscribed the above and foregoing Articles of Incorporation; and he has freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

Gundar A. Saxe
NOTARY PUBLIC, STATE OF MARYLAND

Linda S. Saxe
Printed Name of Notary

My Commission Expires: Jan. 1, 2003

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Pursuant to the provisions of Chapter 617, Florida Statutes, the undersigned hereby accepts the appointment as Registered Agent of WINDWARD PARK HOMEOWNERS ASSOCIATION, INC. I am familiar with, and accept the obligations of, §617.0503, Florida Statutes.

Dated: 8/31/99

DAVID H. ROGEL

FILED
99 SEP -3 AM 10:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA