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FLORIDA NON-PROFIT CORPORATION

PROSPERITY PINES HOMEOWNERS' ASSOCIATION, INC.

Certificate of Status	0
Certified Copy	0
Page Count	07
Estimated Charge	\$70.00

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**ARTICLES OF INCORPORATION
FOR
PROSPERITY PINES HOMEOWNERS' ASSOCIATION, INC.
(a corporation not-for-profit)**

The undersigned, acting as Incorporator(s) of a corporation pursuant to Chapter 617, Florida Statutes, adopt(s) the following Articles of Incorporation:

ARTICLE I. - NAME

The name of the corporation shall be Prosperity Pines Homeowners' Association, Inc. (the "Association").

ARTICLE II. - DEFINITIONS

Each term used herein, except as otherwise defined herein, is defined in the Master Declaration of Covenants, Conditions and Restrictions of Prosperity Pines (the "Declaration") recorded, or to be recorded, among the Public Records of Palm Beach County, Florida by M/I Schottenstein Homes, Inc. (the "Developer") and shall have the same meaning or definition used herein as the meaning or definition ascribed thereto in the Declaration.

**ARTICLE III.
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The initial principal place of business and mailing address of the corporation shall be 4 Harvard Circle, Suite 950, West Palm Beach, Florida 33409.

ARTICLE IV. - PURPOSE(S)

The corporation is organized as a corporation not-for-profit under Chapter 617 of the laws of the State of Florida. The specific purposes for which the corporation is organized are:

1. To promote the health, safety and social welfare of the Owners of Property within that residential area referred to as Prosperity Pines and described in the Declaration.
2. To own and maintain, repair and replace the general and/or Common Area, landscaping and other improvements in and/or benefiting the property for which the obligation to maintain and repair has been delegated and accepted.
3. To control the specifications, architecture, design, appearance, elevation and location of, and landscaping around, all buildings and improvements of any type, including walls, fences, swimming pools, antennae, sewers, drains, disposal systems or other structures constructed, placed or permitted to remain in the Property, as well as the alteration, improvement, addition or change thereto.
4. To operate without profit for the benefit of its Members.

Fax Audit No.: H00000012228 3

5. To perform those functions reserved by the Association in the Declaration.

ARTICLE V. - GENERAL POWERS

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

1. To hold funds solely and exclusively for the benefit of the Members for the purposes set forth in these Articles of Incorporation.
2. To promulgate and enforce rules, regulations, bylaws, covenants, restrictions and agreements to effectuate the purposes for which the Association is organized.
3. To delegate power or powers where such is deemed in the interest of the Association.
4. To affix assessments to be levied against Lots within the Property and the costs of effectuating the objects and purposes of the Association and to create reasonable reserves for such expenditures, and to authorize its Board of Directors, in its discretion, to enter into agreements with mortgage companies and other organizations for the collection of such assessments.
5. To pay taxes and other charges, if any, on or against the Common Area.
6. To have all express powers conferred upon the Association by the Declaration.
7. To have all powers conferred upon a corporation by the laws of the State of Florida, except as prohibited herein. The Common Area cannot be mortgaged or conveyed without the affirmative vote of at least two-thirds of the Class A Membership.

ARTICLE VI. MANNER OF ELECTION OF DIRECTORS

Directors shall be elected or appointed in accordance with the provisions of the Bylaws of the Association.

ARTICLE VII. - MEMBERS

1. Every Owner of a Lot which is subject to Assessment shall be a Member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to Assessment.

2. The Association shall have two classes of voting membership:

Class A. Class A Members shall be all Owners, with the exception of the Developer, 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.

Fax Audit No.: H00000012228 3

Fax Audit No.: H00000012228 3

Class B. The Class B Member(s) shall be the Developer. The Class B Member shall be entitled to the same number of votes held by all other Members of the Association plus one; provided, however, that notwithstanding any provision to the contrary, the Developer shall have the right to appoint the entire Board of Directors of the Association until three months after 90% of the Lots have been conveyed to Owners other than the Developer, or at an earlier date at the sole discretion of the Developer. At such time, the Developer shall call a meeting in accordance with the provisions herein for Special Meetings, to provide for the turnover of control of the Board of Directors to the Owners. The Developer shall have the right, in its sole discretion, to appoint one member of the Board of Directors for so long as the Developer owns any portion of the Property.

ARTICLE VIII. - DIRECTORS

The Board of Directors of the Corporation shall be comprised of at least three (3) directors. The initial members of the Board of Directors and their street addresses are:

Thomas P. Dunn

4 Harvard Circle, Suite 950
West Palm Beach, Florida 33409

Katharine Montgomery

4 Harvard Circle, Suite 950
West Palm Beach, Florida 33409

Mark Welch

4 Harvard Circle, Suite 950
West Palm Beach, Florida 33409

As long as Developer shall have the right to appoint the entire Board of Directors, Directors need not be Members of the Association and need not be residents of the State of Florida. All Directors appointed by the Developer shall serve at the pleasure of the Developer, and may be removed from office, and a successor Director may be appointed at any time by the Developer. At the first annual election to the Board of Directors where Directors are elected by the Members, the term of office of the elected Director receiving the highest plurality of votes shall be established at two (2) years, with the other elected Directors to serve for a term of one (1) year. Elections shall be by plurality votes. All Directors shall hold office until the election of new directors at the next annual meeting or resignation of said Director. Each year 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 Director so elected or appointed at each annual election shall be for two (2) years expiring at the second annual election following their election, and thereafter until their successors are duly elected and qualified, or until removed from office with or without cause by the affirmative vote of a majority of the Members which elected or appointed them. Any Director appointed by the Class B Member shall serve at the pleasure of the Class B Member and may not be removed except by action of the Class B Member, and may be removed from office, and a successor director may be appointed, at any time by the Class B Member.

Fax Audit No.: H00000012228 3

Fax Audit No.: H00000012228 3

ARTICLE IX. - OFFICERS

The Officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time, by resolution, create. Any two or more offices may be held by the same person except the offices of President and Secretary. Officers shall be elected for one (1) year terms in accordance with the procedures set forth in the Bylaws. 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:

President	Thomas P. Dunn
Secretary/Treasurer	Katherine Montgomery
Vice President	Mark Welch

ARTICLE X.
INITIAL REGISTERED AGENT AND STREET ADDRESS

The street address of the Corporation's initial registered office is: 4 Harvard Circle, Suite 950, West Palm Beach, FL 33409 and the name of the initial Registered Agent at such address is: Katherine Montgomery.

ARTICLE XI. - INCORPORATOR

The name and street address of the Incorporator for these Articles of Incorporation is: Thomas P. Dunn, 4 Harvard Circle, Suite 950, West Palm Beach, FL 33409.

ARTICLE XII. - CORPORATE EXISTENCE

The Association shall have perpetual existence.

ARTICLE XIII. - BYLAWS

The Board of Directors shall adopt Bylaws consistent with these Articles.

ARTICLE XIV.
AMENDMENTS TO ARTICLES OF INCORPORATION AND BYLAWS

Amendment of these Articles requires the approval of at least two-thirds of the membership votes. Notwithstanding anything herein to the contrary, for so long as the Developer has the right to appoint the entire Board of Directors of the Association, the Developer or its successor or assign shall be permitted to unilaterally amend these Articles. For so long as the Developer has the right to appoint the entire Board of Directors of the Association, no amendment of these Articles may be made without the consent of the Developer or its successors or assigns, as Developer.

Fax Audit No.: H00000012228 3

Fax Audit No.: H00000012228 3

ARTICLE XV.
INDEMNIFICATION OF OFFICERS AND DIRECTORS

1. The Association hereby indemnifies any Director or Officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

a. Whether civil, criminal, administrative or investigative, other than one by or in the right of the Association to procure a judgment in its favor, brought to impose a liability or penalty on such person for any act alleged to have been committed by such person in his capacity of Director or Officer of the Association, or in his capacity as a Director, Officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such Director or Officer did not act in good faith in the reasonable belief that such action was in the best interests of the Association or that he had reasonable grounds for belief that such action was unlawful.

b. By or in the right of the Association to procure a judgment in its favor by reason of his being or having been a Director or Officer of the Association, or by reason of his being or having been a Director, Officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of negligence or misconduct in the performance of his duty to the Association unless and only to the extent that the court, administrative agency, or investigative body before which such action, suit or proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

2. The Board of Directors shall determine whether amounts for which a Director or Officer seeks indemnification were properly incurred and whether such Director or Officer acted in good faith and in a manner he reasonably believed to be in the best interests of the Association, and whether, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding.

3. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Association to indemnify under applicable law.

Fax Audit No.: H00000012228 3

Fax Audit No.: H00000012228 3

ARTICLE XVI.
TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

1. With the exception of Directors and Officers appointed by the Class B Members, any financial or familial interest of an Officer or Director in any contract or transaction between the Association and one (1) or more of its Directors or Officers, or between the Association and any other corporation, partnership, association or other organization in which one (1) or more of its Directors or Officers are directors or officers, or have a financial interest, shall be disclosed, and further shall be voidable solely for this reason, or solely because the Director or Officer is present at or participates in the meeting of the Board or 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 is or may be interested in any such contract or transaction.

2. 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, but must abstain from voting on the issue.

ARTICLE XVII. - DISSOLUTION

The Association may be dissolved if three-fourths (3/4) of the votes cast at a duly held meeting of the Members of the Association vote in favor of dissolution. 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.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 21st day of January, 1999.


Thomas P. Dunn

STATE OF FLORIDA
COUNTY OF PALM BEACH

~~1999~~ The foregoing instrument was acknowledged before me this 21st day of JANUARY, ~~1999~~, by Thomas P. Dunn, who is personally known to me or who has produced a Florida driver's license as identification.

Serial Number: _____
Commission Expires: _____


Notary Public

Name: LYNDA C. TOBIAS



Lynda C Tobias
My Commission CC780053
Expires October 4, 2002

Fax Audit No.: H00000012228 3

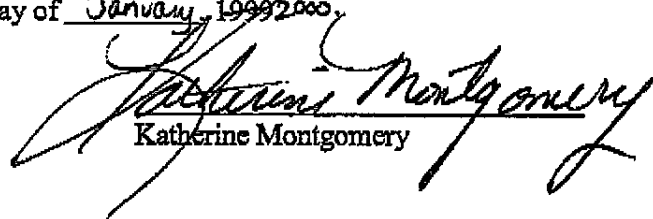
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P.8

Fax Audit No.: H00000012228 3

REGISTERED AGENT

The undersigned hereby accepts appointment as Registered Agent of Prosperity Pines Homeowners' Association, Inc. this 21 day of January, 1999.


Katherine Montgomery

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Fax Audit No.: H00000012228 3