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Client No. 8803.5

FLORIDA NON-PROFIT CORPORATION

5050 OCEAN DRIVE HOMEOWNERS' ASSOCIATION, INC.

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**ARTICLES OF INCORPORATION
OF
5050 OCEAN DRIVE HOMEOWNERS' ASSOCIATION, INC.
(A Nonprofit Corporation)**

The undersigned, acting as the incorporator of a nonprofit corporation under the Florida Statutes, does hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation (hereinafter called the "Association") is 5050 OCEAN DRIVE HOMEOWNERS' ASSOCIATION, INC. and the principal office is 2655 North Ocean Drive, Suite 400, Singer Island, Florida 33401.

ARTICLE II

The specific primary purposes for which the association is formed are to provide for preservation of the residence lots and maintenance of the common areas within a certain subdivided tract of real property referred to as 5050 OCEAN DRIVE REPLAT legally described on Exhibit "A" attached hereto (the "Subdivision"); within the above-described subdivision and such additions thereto as may hereafter be brought within the jurisdiction of the Association for such purpose.

In furtherance of such purposes, the Association shall have power to:

(a) Perform all of the duties and obligations of the Association as set forth in a certain Declaration of Covenants and Restrictions for 5050 Ocean Drive (the "**Declaration**") applicable to the Subdivision and to be recorded in the public records of Palm Beach County, Florida;

(b) To own and maintain, repair and replace the general and/or Common Areas (as defined in the Declaration), parks, sidewalks and/or access paths, streets or other Common Areas, lakes, ponds, retention areas, culverts structures, landscaping and other improvements or appurtenances in and/or benefiting the Subdivision for which the obligation to maintain and repair has been delegated and accepted;

(c) To control the specifications, architecture, design, appearance, elevation and location of, landscaping around all buildings and improvements of any type, including walls, fences, swimming pools, antennae, dune walkovers, sewers, drains, disposal systems; or other structures constructed, places or permitted to remain in the Subdivision, as well as the alteration, improvement, addition and/or change thereto;

(d) To provide for private security and other such services the responsibility for which has been or may be accepted by the Association and the capital improvements and equipment related thereto, in the Subdivision;

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(e) Affix, levy, and collect, and enforce payment by any lawful means of, all charges and assessments pursuant to the terms of the Declaration; and pay all expenses in connection therewith, and all office and other expenses incidental to the conduct of the business of the Association, including all licenses, taxes, or governmental charges levied on or imposed against the property of the Association;

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

(g) Borrow money and, subject to the consent by vote or written instrument of two-thirds of each class of members, mortgage, pledge, convey by deed of trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(h) Dedicate, sell, or transfer all or any part of the common areas to any municipality, public agency, authority, or utility for such purposes and subject to such conditions as may be agreed upon by the members;

(i) Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, or annex additional residential property or common areas, provided that any merger, consolidation, or annexation shall have the assent by vote or written instrument of a majority of each class of members;

(j) Have and exercise any and all powers, rights, and privileges that a nonprofit corporation organized under the Florida Statutes by law may now or hereafter have or exercise.

The Association is organized and shall be operated exclusively for the purposes set forth above. The activities of the Association will be financed by assessments against members as provided in the Declaration, and no part of any net earnings of the Association will inure to the benefit of any member.

ARTICLE III

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, but excluding persons or entities holding title merely as security for performance of an obligation, shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of a lot which is subject to assessment by the Association.

ARTICLE IV

The period of duration of the Association shall be that it shall exist in perpetuity.

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ARTICLE V

The name and residence address of the subscriber is:

<u>NAME</u>	<u>ADDRESS</u>
S. Todd Merrill	2714 W. Leila Avenue Tampa, FL 33611

ARTICLE VI

The affairs of the Association shall be managed by a board of directors, and a president and secretary, who shall at all times be members of the board of directors. Such officers shall be at the first meeting of the board of directors following each annual meeting of members.

The names of the officers who are to serve until the first election are:

<u>NAME</u>	<u>OFFICE</u>
George W. Heaton	President
Lee W. Heaton	Secretary

ARTICLE VII

The number of persons constituting the first board of directors of the Association shall be three. The manner in which the directors shall be elected shall be in accordance with the manner which shall be stated in the By-Laws of the Association. The names and addresses of the persons who shall serve as directors until the first election are:

<u>NAME</u>	<u>ADDRESS</u>
George W. Heaton	2655 North Ocean Drive Suite 400 Singer Island, Florida 33404

Lee W. Heaton

2655 North Ocean Drive
Suite 400
Singer Island, Florida 33404

Alan J. Tarpell

BHD Construction
8259 North Military Trail, Suite 3
Palm Beach Gardens, Florida 33410

ARTICLE VIII

The street address of the initial registered office of this corporation is 220 South Franklin St., Florida 33602, and the name of the initial registered agent of this corporation at that address is Gerald C. Thomas.

ARTICLE IX

The By-Laws of the Association may be made, altered, or rescinded at any annual meeting of the Association, or at any special meeting duly called for such purpose, on the affirmative vote of a majority of each class of members existing at the time of and present at such meeting except that the initial By-Laws of the Association shall be made and adopted by the board of directors.

ARTICLE X

Amendments to these Articles of Incorporation may be proposed by any member of the association. These Articles may be amended at any annual meeting of the Association, or at any special meeting duly called and held for such purpose, on the affirmative vote of a majority of members existing at the time of, and present at such meeting.

ARTICLE XI

The Association shall have two classes of voting members as follows:

Class A. Class A members shall be all owners with the exception of SINGER ISLAND LAND COMPANY, LLC (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 such members may determine among themselves, but in no event shall more than one vote be cast with respect to any lot owned by Class A members.


Class B. The Class B member shall be Developer who shall be entitled to seven (7) votes for each lot owned. The Class B membership shall cease and be converted to Class A membership as provided in the Declaration.

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ARTICLE XII

On dissolution, the assets of the Association shall be conveyed to an appropriate agency of local government to be used for purposes similar to those for which the Association was created. In the event such distribution is refused acceptance, such assets shall be granted, conveyed, and assigned to a similar nonprofit corporation, organized and operated for such similar purposes.

IN WITNESS WHEREOF, the undersigned subscribing incorporator, has hereunto set his hands and seals this 4th day of February, 2004, for the purpose of forming this corporation not for profit under the laws of the State of Florida.

 (SEAL)
S. Todd Merrill

(STATE OF FLORIDA)

(COUNTY OF HILLSBOROUGH)

Before me, a Notary Public duly authorized to take acknowledgments, personally appeared S. Todd Merrill, who is personally known to me to be the persons described as the subscriber in and who executed the foregoing Articles of Incorporation.

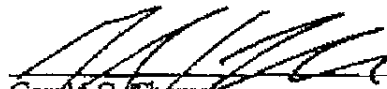
WITNESS my hand and official seal in the County and State named above this 4th day of February, 2004.




NOTARY PUBLIC

ACCEPTANCE OF DESIGNATION
AS REGISTERED AGENT

The undersigned, having been designated as Registered Agent of 5050 OCEAN DRIVE HOMEOWNERS' ASSOCIATION, INC., in its Articles of Incorporation, hereby accepts such designation and agrees to comply with the provisions of F.S. §48.091, relative to keeping the corporation's registered office open.


Gerald C. Thomas

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EXHIBIT "A"

LEGAL DESCRIPTION

All property located within 5050 OCEAN DRIVE REPLAT according to the map or plat thereof recorded in Plat Book 101, Pages 10 and 11, of the Public Records of Palm Beach County, Florida.

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