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REPLY TO MIAMI OFFICE

October 3, 2000

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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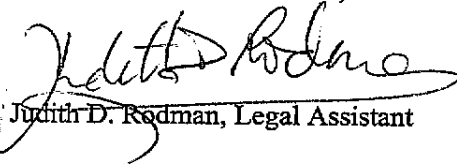
Re: Admiral's Cove Estates at Harbor Islands Association, Inc.
Our File No. 54276-PMB

Gentlemen:

Enclosed please find original and one copy of Articles of Incorporation for the captioned non-profit corporation. Also enclosed is our check in the sum of \$78.75 covering the filing fee and one certified copy. Please process accordingly and return the certified copy to the undersigned in the enclosed self-addressed envelope.

Sincerely yours,

FOWLER, WHITE, BURNETT, HURLEY,
BANICK & STRICKROOT, P.A.


Judith D. Rodman, Legal Assistant

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FL 09076

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ARTICLES OF INCORPORATION
OF
ADMIRAL'S COVE ESTATES AT
HARBOR ISLANDS ASSOCIATION, INC.

FILED
00 OCT -9 PM 3:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby executes and acknowledges these Articles for the purpose of forming a corporation not-for-profit under Chapter 617, Florida Statutes, and certifies as follows:

1. **Name.** The name of the corporation shall be Admiral's Cove Estates at Harbor Islands Association, Inc., which corporation shall hereinafter be referred to as the "Association".

2. **Purpose.** The purpose and object of the Association shall be to administer the operation and management of all common areas ("Common Areas") within Admiral's Cove Estates at Harbor Islands, a residential development ("Development") located in Broward County, Florida; to undertake the performance of the acts and duties incident to the administration of the operation and management of the Common Areas and other properties within the Development in accordance with the terms, provisions, conditions and authorizations contained in these Articles of Incorporation and in the Declaration of Covenants, Conditions, Restrictions, Easements, Charges and Liens for Admiral's Cove Estates at Harbor Islands ("Declaration") which shall be recorded in the Public Records of Broward County, Florida; to take and hold fee simple title to such of the Common Areas as are not dedicated to the public and to operate, lease, mortgage, sell, trade and otherwise deal with such property, whether real or personal, as may be necessary or convenient in the administration and maintenance of the Association and Development; and, to foster a "first class" residential community throughout the Development.

3. **Powers.** The Association shall have the following powers:

3.1 The Association shall have all of the common law and statutory powers of a corporation not-for-profit under the laws of Florida which are not in conflict with the terms of these Articles and the Declaration and all of the powers and duties reasonably necessary to implement and effectuate the purposes of the Association as hereinabove set forth including, but not limited to, the following:

3.1.1 To make, establish and enforce reasonable rules and regulations governing the use of the Common Areas and other properties within the Development:

3.1.2 To make and collect Assessments (as defined in the Declaration) against Members (as defined in the Declaration) of the Association to defray the costs, expenses and losses of the Association;

3.1.3 To impose, collect and use Assessments in the exercise of its powers and duties;

3.1.4 To undertake the maintenance, repair, replacement and operation of the Common Areas, or other property specified in the Declaration, and/or property leased or acquired by the Association for the benefit of its Members;

3.1.5 To purchase insurance upon the Common Areas and insurance for the protection of the Association and its Members;

3.1.6 To reconstruct improvements upon the Common Areas after casualty and construct further improvements upon these properties;

3.1.7 To do anything necessary or proper in law or equity or otherwise to enforce the provisions of the Declaration, these Articles of Incorporation, the Bylaws of the Association and the Rules and Regulations for the use and maintenance of the properties within the Development;

3.1.8 To contract for the management of the Common Areas, and other properties for which the Association may be responsible, and to delegate all management powers and duties to a qualified person, firm or corporation;

3.1.9 To employ personnel necessary to perform the obligations, services and duties required of the Association and for the proper operation of the properties for which the Association is responsible;

3.1.10 To acquire fee simple title to such of the Common Areas as are not dedicated to the public; and

3.1.11 To acquire and/or sell and to enter into any agreements whereby it acquires and/or sells any interest in real or personal property, whether by fee or otherwise, whether or not contiguous to the Development; provided that all of the transactions contemplated herein shall be for the use, benefit and enjoyment of the Members of the Association. The foregoing shall include, but not be limited to, acquisition and/or lease of real property and/or personal property as and for recreational and community facilities.

3.2 All funds and the title to all properties acquired by the Association and the proceeds thereof shall be held in trust for the Members in accordance with the provisions of the Declaration, these Articles of Incorporation and the Bylaws of the Association.

3.3 The Association shall make no distribution of income to the Members.

3.4 The powers of the Association shall be subject to, and shall be exercised in accordance with, the provisions of the Declaration and the Bylaws of the Association.

4. Members.

4.1 The members of the Association shall consist of the Developer and all record owners of a Unit as defined in the Declaration.

4.2 Membership in the Association shall be established by recording in the Public Records of Broward County, Florida, a deed or other instrument conveying record title to a Unit and the delivery to the Association of a copy of such instrument.

4.3 The share of a Member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to his or her Unit.

4.4 Class A Members of the Association shall be entitled to one (1) vote for each Unit owned, and the Class B Member shall be entitled to three (3) votes for each Unit owned by it, until such time as control of the Association is transferred to the Members in accordance with Section 617.307, Florida Statutes, whereupon the Class B Member shall be entitled to one (1) vote for each Unit owned by it. The manner of exercising voting rights when there are two or more owners of one Unit is set forth in the Declaration.

5. **Directors.**

5.1 The affairs of the Association will be managed by a Board consisting of three (3) Directors as set forth in the Declaration. Prior to the first election of Directors, the Board shall consist of Dennis J. Getman, Steven Knott and Charles L. McNairy.

5.2 The Directors of the Association shall be elected in the manner set forth in the Declaration. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Declaration and Bylaws.

5.3 The first election of Directors shall be held at the time provided in the Declaration.

6. **Officers.** The affairs of the Association shall be administered by officers designated as provided in the Bylaws of the Association. After the first election of Directors, the officers shall be elected by the Board of Directors at its first meeting following the first meeting of the Members of the Association at which the Board of Directors is elected. The officers shall serve at the pleasure of the Board of Directors.

7. **Indemnification.** Every director and officer of the Association, and members of Association committees, shall be indemnified by the Association against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon him, in connection with any proceeding 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, or a committee member, whether or not he is a director, officer or committee member at the time such expenses are incurred, except in such cases wherein the director, officer or committee member is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement, indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interests of the Association. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which such director, officer or committee member may be entitled.

8. **Bylaws.** The first Bylaws of the Association shall be adopted by the initial Board of Directors and may be altered, amended or rescinded in the manner provided in the Bylaws.

9. **Amendments.** Amendments to these Articles of Incorporation shall be proposed and adopted in the following manner:

9.1 Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered.

9.2 A resolution approving a proposed amendment may be proposed by either the Board of Directors or by ten percent (10%) or more of the Members of the Association. Directors and Members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, provided such approval is delivered to the Secretary of the Association at or prior to the meeting, and such approval must be by a vote of not less than seventy-five percent (75%) of the Members.

9.3 No amendment shall make any changes in the qualifications for membership or in voting rights of Members without approval in writing by all Members.

9.4 A copy of each amendment to the Articles of Incorporation as approved shall be filed with the Secretary of State and recorded in the Public Records of Broward County, Florida.

9.5 Notwithstanding the provisions of this Article 9:

9.5.1 the Declarant reserves the right to alter and amend these Articles of Incorporation as it deems necessary and/or appropriate for the development, protection and enhancement of the Development, and the Declarant shall not require or need the joinder of any Member; provided, however, that any such amendment which adversely affects the rights of institutional mortgagees shall require the approval and consent of all institutional mortgagees of record; and

9.5.2 until Declarant no longer owns any portion of the Development and the construction of all Units authorized by the Site Plan for the Development has been completed, no amendment of these Articles shall be adopted or become effective without the prior written consent of the Declarant if such amendment, directly or indirectly, affects or may affect Declarant's construction or completion of the Development or its marketing of Units.

10. **Term.** The Association shall have perpetual existence.

11. **Declarant.** Wherever referred to herein or in the Bylaws of the Association, the term "Declarant" shall mean Avatar Development Corporation, a Florida corporation, and its successors and assigns.

12. **Incorporator.** The name and address of the incorporator of these Articles of Incorporation is: Dennis J. Getman, Esq., 201 Alhambra Circle, 12th Floor, Coral Gables, Florida 33134.

13. **Registered Agent.** The initial Registered Agent of the Association shall be Dennis J. Getman, Esq. whose address is 201 Alhambra Circle, 12th Floor, Coral Gables, Florida 33134.

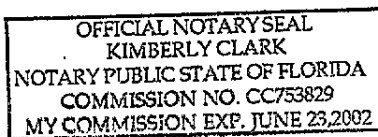
14. **Initial Registered Office and Mailing Address.** The initial registered office and mailing address of the Association shall be located at 201 Alhambra Circle, 12th Floor, Coral Gables, Florida 33134.

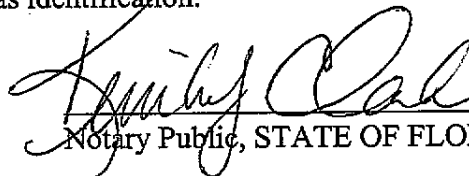
IN WITNESS WHEREOF, the incorporator has hereto affixed his signature on this 29th day of September, 2000.


Dennis J. Getman

STATE OF FLORIDA)
):ss
COUNTY OF MIAMI- DADE)

The foregoing instrument was acknowledged before me this 29 day of September, 2000, by Dennis J. Getman, who is personally known to me or who has produced _____ as identification.




Notary Public, STATE OF FLORIDA
Print Name: Kimberly Clark

My Commission Expires: June 23, 2002

CERTIFICATE DESIGNATING RESIDENT AGENT
AND RESIDENT OFFICE

In accordance with Chapter 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof.

DESIGNATION

ADMIRAL'S COVE ESTATES AT HARBOR ISLANDS ASSOCIATION, INC., desiring to organize under the laws of the State of Florida, hereby designates Dennis J. Getman its registered agent and 201 Alhambra Circle, 12th Floor, Coral Gables, Florida 33134 as its registered office.

ACCEPTANCE

Having been named as registered agent for the above named corporation, I hereby agree to act in such capacity for such corporation at its registered office.


Dennis J. Getman
(Registered Agent)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA