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FILED
00 NOV 29 PM 2:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

November 28, 2000

SENT VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32314

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***78.75 ***78.75

RE: SONOMA II HOMEOWNERS ASSOCIATION, INC.

Enclosed please find an original and one copy of the Articles of Incorporation for Sonoma II Homeowners Association, Inc. Also enclosed please find this firm's check in the amount of \$78.75, for the filing fee and a certified copy of the Articles, after filing. A return Federal Express is enclosed for your convenience. Thank you for all your help. If you have any questions, please do not hesitate to give us a call.

Very truly yours,


BARBARA SCHACK
Legal Assistant

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ARTICLES OF INCORPORATION

FOR

SONOMA II HOMEOWNERS ASSOCIATION, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned does incorporate a corporation not for profit and certifies:

ARTICLE I: NAME. The name of the corporation is SONOMA II HOMEOWNERS ASSOCIATION, INC. (referred to herein as the "Association").

ARTICLE II: PRINCIPAL OFFICE. The principal office of the Association is located at 4788 West Commercial Boulevard, Tamarac, Florida, 33319. Edward J. Schack, whose address is 7954 Pines Boulevard, Pembroke Pines, Florida, 33024, is appointed the initial registered agent of the Association.

ARTICLE III: PURPOSES. The Association is formed to provide for maintenance, preservation and architectural control of the residence Lots and Common Property within the following described real property lying in Broward County, Florida:

The East one-half of Tract 10, in Section 17, Township 49 South, Range 41 East, according to the FLORIDA FRUITLANDS COMPANY'S SUBDIVISION NO. 2, recorded in Plat Book 1, Page 102, of the Public Records of Palm Beach County, Florida, all of said real property situate, lying and being in Broward County, Florida, and

(the "Property") and to promote the health, safety and welfare of the residents within the above-described property and any additions thereto as may hereafter be brought within the authority of the Association. The Association is a homeowners association as described in Chapter 720, Florida Statutes. The Association is not formed for the purpose of pecuniary gain or profit to the members thereof.

ARTICLE IV: POWERS. The powers of the Association shall include and shall be governed by the following provisions:

1. Exercise all of the powers and privileges and to perform all the duties and obligations of the association as set forth in that certain Declaration of Covenants, Conditions and Restrictions for SONOMA II applicable to the Property and recorded or to be recorded in the Public Records of Broward County, Florida, and as the same may be amended from time to time as therein provided (referred to herein as the "Declaration"), said Declaration being incorporated herein as if set forth at length. The terms used in these Articles, including the terms "Declarant", "Owner", "Lot", and "Common Property" shall have the same meaning as set forth in the Declaration.

2. Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

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

4. Borrow money, and with the assent of two-thirds (2/3) of each class of members mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

5. Dedicate, sell or transfer all or any part of the Common Property to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;

6. Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Property, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members;

7. Have and exercise any and all powers, rights, and privileges which a corporation organized under the Florida Not for Profit Corporation Act, Chapter 617, Florida Statutes, as same may be amended from time to time (the "Act"), by law may at the time of filing these Articles have or exercise.

ARTICLE V: MEMBERSHIP. Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by the Declaration to assessment by the Association shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

ARTICLE VI: VOTING RIGHTS. Each Owner, including Declarant, 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.

ARTICLE VII: DIRECTORS. The affairs of the Association shall be managed by the Directors, who need not be members of the Association. Prior to the time when Declarant has conveyed ninety (90%) percent of the Lots to Owners (which period of time is referred to herein and in the Declaration and the Bylaws as the "Developer Control Period"), there shall be three (3) Directors, all of whom shall be appointed by and serve at the discretion of Declarant. After the expiration of the Developer Control period, there shall be seven (7) Directors. The number of Directors may be changed by amendment of the By-Laws of the Association. The names and addresses of the initial Directors are:

NAME	ADDRESS
Michael Schack	4788 West Commercial Boulevard Tamarac, FL 33319
Alejandro Delfino	4788 West Commercial Boulevard Tamarac, FL 33319
Carlos Lopez	4788 West Commercial Boulevard Tamarac, FL 33319

At the first annual meeting after the expiration of the Developer Control Period (or, if called by Declarant, at a special meeting of the members held for that purpose at an earlier time), the members shall elect seven Directors for terms of one year; and at each annual meeting thereafter the members shall elect Directors for terms of one year. So long as the Declarant shall retain title to any Lot, the Declarant shall be entitled to appoint one of the Directors.

ARTICLE VIII: DURATION. The corporation shall exist perpetually.

ARTICLE IX: AMENDMENTS. Amendment of these Articles shall require the assent of seventy

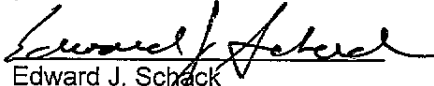
five percent (75%) of the entire membership.

ARTICLE X: DISTRIBUTIONS. No part of the income or profit of the Association may be distributed to its members, officers or directors.

ARTICLE XI: BY-LAWS. The first By-Laws of the Association shall be adopted by the Board of Directors, and may be amended by the directors and members as provided in the By-Laws.

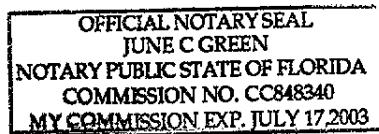
ARTICLE XII: SUCCESSOR. In the event the corporation is dissolved, the assets thereof shall be conveyed to either: (a) a public body; or, (b) a corporation not for profit with purposes similar to those of the corporation.

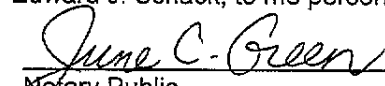
Executed on November 28, 2000, by the incorporator.


Edward J. Schack
Incorporator

STATE OF FLORIDA
BROWARD COUNTY


Acknowledged before me on November 28, 2000, by Edward J. Schack, to me personally known.




Notary Public

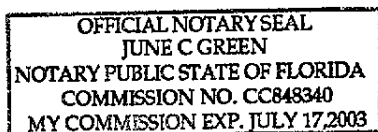
ACCEPTANCE OF DESIGNATION AS RESIDENT AGENT

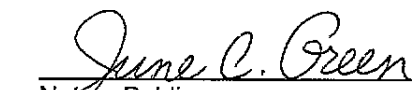
The undersigned, EDWARD J. SCHACK, accepts the designation as resident agent of the foregoing corporation. The undersigned is familiar with and accepts the obligations of that position.


Edward J. Schack

STATE OF FLORIDA
BROWARD COUNTY

Acknowledged before me on November 28, 2000, by Edward J. Schack to me personally known.




Notary Public