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01 FEB 26 PM 12:32

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February 23, 2001

VIA FEDERAL EXPRESS

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*****87.50 *****87.50

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: **Pioneer Village Homeowner's Association, Inc., a Florida not-for-profit corporation**

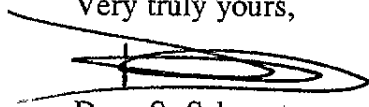
Dear Sir or Madam:

Enclosed please find the original and a copy of the Articles of Incorporation for the above referenced corporation. Also enclosed is a check in the amount of \$87.50 payable to the Secretary of State representing the filing fee and the cost for a certified copy of the Articles and Certificate of Good Standing.

Once the Articles have been filed, please return them to the undersigned using the enclosed Federal Express envelope.

Should you have any questions or comments, please do not hesitate to contact me.

Very truly yours,



Dana S. Schwartz

DSS/jo
031.015
Encls.

FILED
01 FEB 26 PM 12:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
PIONEER VILLAGE HOMEOWNER'S ASSOCIATION, INC.**

The undersigned incorporator, desiring to form a not-for-profit corporation under the provisions of Chapter 617 of the laws of the State of Florida, does hereby establish the following Articles of Incorporation (the "Articles"):

ARTICLE I

Name and Principal Address

The name of this corporation shall be **PIONEER VILLAGE HOMEOWNER'S ASSOCIATION, INC.** (the "Association"), and its principal office is located at c/o Curtis K. Ivy, Jr., City Manager, City of Homestead, 790 North Homestead Boulevard, Homestead, Florida 33030-6299.

ARTICLE II

Definitions

Unless otherwise defined in these Articles, all terms and words used in the Articles shall be as defined in that certain Declaration of Covenants, Conditions and Restrictions of Pioneer Village dated December 30, 1999 (the "Declaration"), recorded in Official Records Book 18936, Page 1354 of the Public Records of Miami-Dade County, Florida, as it may from time to time be amended as provided therein, said Declaration being incorporated herein by reference as if set forth at length.

ARTICLE III

Term and Commencement

The Association shall have perpetual existence unless dissolved in accordance with these Articles and applicable law. Corporate existence shall commence with the filing of these Articles with the Secretary of State of Florida.

ARTICLE IV

Purposes

The Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation, and architectural control of the Homesites, maintenance of the Common Areas, street lights, signage, drainage works, landscaped and sodded areas, buffers, retention/detention ponds, lakes and conservation areas, if any, and entry features within that certain tract of property known as Pioneer Village (the "Property") and to provide for the efficient preservation of the values and amenities of the Property and for this purpose to:

(a) To promote the health, safety, and social welfare of the Owners of the Property.

(b) To own, maintain, repair and replace the general and Common Areas and other improvements in and benefiting the Property for which the Association has responsibility.

(c) To provide for capital improvements, stormwater retention/detention and other drainage structures and facilities as may be necessary.

(d) To provide, purchase, acquire, replace, improve, maintain, and repair such real and personal property, buildings, structures, street lights, landscaping, paving and equipment related to the efficient use and operation of the Property. The Association shall also have the authority to convey Association property to any appropriate governmental entity for the purpose of establishing municipal service taxing districts.

(e) To operate as a corporation not-for-profit pursuant to Chapter 617 of the Florida Statutes.

(d) To administer, enforce and carry out the terms and provisions of the Declaration, as it may be amended from time to time.

(e) To perform all of the powers conferred upon the Association under the Declaration and as may be permitted under applicable law.

(f) To purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of interests in real and personal property, except to the extent restricted hereby or by the terms of the Declaration; to enter into, make, perform or carry-out contracts of every kind with any person, firm, corporation, association or other entity; to do any and all acts necessary or expedient for carrying on any and all of the activities and pursuing any and all of the objects and purposes set forth in these Articles and not prohibited by the laws of the State of Florida.

(g) To promulgate and to enforce rules, regulations, bylaws, covenants, restrictions and agreements to effectuate the purposes for which the Association is organized.

(h) To fix annual and special assessments to be levied against the Property, to defray expenses 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.

(i) To pay taxes and other charges, if any, on or against the Common Areas or other property owned or accepted by the Association.

ARTICLE V

Members

The qualifications for members of the Association and the manner of their admission shall be as established in the Declaration and/or the Bylaws of the Association (the "Bylaws").

ARTICLE VI

Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors of the Association except as otherwise set forth in the Declaration.

ARTICLE VII

Voting Rights and Assessments

(a) Each member of the Association shall have such voting rights as are set forth in the Declaration.

(b) The Association will obtain funds with which to operate by assessment of its members in accordance with the provisions of the Declaration, as supplemented by the provisions of these Articles and the Bylaws.

ARTICLE VIII

Indemnification

(a) 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:

(i) 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 an act alleged to have been committed by such person in his capacity as director or officer of the Association, or in his capacity as 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 attorney's 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 interest of the Association and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. A determination 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 and in the reasonable belief that such action was in the best interest of the Association or that he had reasonable grounds for belief that such action was unlawful.

(ii) 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 attorney's 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 interest of the Association. Such person shall not be entitled to indemnification in relation to matters 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 was held shall determine upon application that, despite the adjudication of liability, in view of all circumstances of the case, such person is fully and reasonably entitled to indemnification for such expense which the tribunal shall deem proper.

(b) 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 interest 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.

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

ARTICLE IX

Amendment

Prior to the turnover of control of the Association to the Owners, as further described in the Declaration, these Articles may be amended by a majority vote of the Board of Directors. Thereafter, amendment may be proposed by any member or director and may be adopted by the affirmative vote of at least sixty percent (60%) of the members of the Association at the annual meeting of members or at a special meeting of members; provided, however, that in either instance, notice of the proposed amendment has been given with notice of the meeting and provided further that such amendment has first been approved by not less than a majority vote of the Board of Directors. No amendment affecting the Declarant (as said term is defined in the Declaration) shall be effective without the prior written consent of the Declarant.

ARTICLE X

Headings and Captions

The headings or captions of the various articles contained herein are inserted for convenience only and none shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

ARTICLE XI

Board of Directors

The affairs of the Association shall be managed by a Board of Directors who shall be appointed or elected as set forth in the Bylaws of the Association. The initial Board of Directors of

the Association shall consist of three (3) directors. The number of directors may be increased or decreased by amendment of the Bylaws of the Association.

ARTICLE XII

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 may from time to time by Resolution create. Any two (2) or more offices may be held by the same person.

ARTICLE XIII

Registered office and Registered Agent

The street address of the initial registered office of the Association is 790 North Homestead Boulevard, Homestead, Florida 33030-6299, and the name of the initial registered agent of this corporation at such address is Curtis K. Ivy, Jr.

ARTICLE XIV

Transaction in which Directors or Officers are Interested

(a) No contract or transaction between the Association and the Declarant, or 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 officers, directors, employees, agents or representatives or have a financial interest, shall be invalid, void or 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 purposes. 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.

(b) Interested directors shall 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.

ARTICLE XV

Dissolution

Upon the dissolution of the Association, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Association, dispose of all of the assets of the Association exclusively for one or more of the purposes of the Association, which may include distribution to an organization or organizations organized and operated exclusively for one or more of such purposes, or shall distribute all of the assets of the Association to the federal government, or to a state or local government, for a public purpose. Any assets not so disposed of shall be disposed of by the Circuit Court of Miami-Dade County, Florida, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for one or more of the purposes of the Association.

ARTICLE XVI

Incorporator

The name and address of the incorporator of the Association is as follows:

Curtis K. Ivy, Jr.
City Manager
790 N. Homestead Blvd.
Homestead, FL 33030-6299

IN WITNESS WHEREOF, I, the undersigned incorporator, have executed these Articles of Incorporation this 22nd day of February, 2001.



CURTIS K. IVY, JR.,

Dated: Feb. 22, 2001

[Notary acknowledgement on following page]

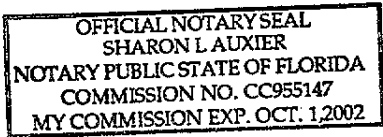
STATE OF FLORIDA
COUNTY OF MIAMI-DADE

Before me, the undersigned authority, personally appeared **CURTIS K. IVY, JR.**, to me known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein mentioned and set forth. He [X] is personally known to me or [] provided _____ as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 22 day of February, 2001.

Sharon L. Auxier
Signature of Notary
Name of Notary: SHARON L. AUXIER
My Commission Expires: _____

(NOTARY SEAL)



**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR
THE SERVICE OF PROCESS WITHIN FLORIDA AND
AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED
01 FEB 26 PM 12:32
CLERK OF STATE
TALLAHASSEE, FLORIDA

In compliance with Sections 48.091 and 617.0502, Florida Statutes, the following is submitted:

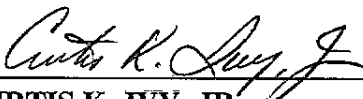
Pioneer Village Homeowner's Association (the "Corporation"), desiring to organize as a Florida corporation not-for-profit, has named and designated Curtis K. Ivy, Jr., City Manager of the City of Homestead, as its Registered Agent to accept service of process within the State of Florida with its registered office located at 790 North Homestead Boulevard, Homestead, Florida 33030-6299.

ACKNOWLEDGMENT

Having been named as Registered Agent for the Corporation at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Section 617.0503, Florida Statutes, as the same may apply to the Corporation; and I further agree to comply with the provisions of Section 48.091, Florida Statutes, and all other statutes, all as the same apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

Dated this 22 day of February, 2001.

REGISTERED AGENT:



CURTIS K. IVY, JR.