

NO1000005004

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MIAMI, FLORIDA 33130

JUAN E. RODRIGUEZ

TELEPHONE (305) 379-1681
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July 12, 2001

Via Federal Express

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

01 JUL 13 AM 11:11
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: Turtle Cay Master Association, Inc.
Our File No. 01-6507
Turtle Cay Estates Homeowners', Inc.
Our File No. 01-6508
Turtle Cay Townhomes Homeowners', Inc.
Our File No. 01-6509

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Dear Sir or Madam:

Enclosed are the following:

1. Original and one (1) copy of Articles of Incorporation of Turtle Cay Master Association, Inc.;
2. My firm's check in the amount of Seventy-Eight and 75/100 (\$78.75) Dollars representing: (a) Filing Fee (\$35.00); (b) Certified Copy (\$8.75); and (c) Registered Agent Designation (\$35.00) for Turtle Cay Master Association, Inc.;
3. Original and one (1) copy of Articles of Incorporation of Turtle Cay Estates Homeowners' Association, Inc.;
4. My firm's check in the amount of Seventy-Eight and 75/100 (\$78.75) Dollars representing: (a) Filing Fee (\$35.00); (b) Certified Copy (\$8.75); and (c) Registered Agent Designation (\$35.00) for Turtle Cay Estates Homeowners' Association, Inc.;
5. Original and one (1) copy of Articles of Incorporation of Turtle Cay Townhomes Homeowners' Association, Inc.; and

PS 7/16/01

Secretary of State, State of Florida
July 12, 2001
Page 2

6. My firm's check in the amount of Seventy-Eight and 75/100 (\$78.75) Dollars representing: (a) Filing Fee (\$35.00); (b) Certified Copy (\$8.75); and (c) Registered Agent Designation (\$35.00) for Turtle Cay Townhomes Homeowners' Association, Inc.;

Thank you for your prompt attention to this matter.

Very truly yours,



Juan E. Rodriguez

JER/td

Encl. (as stated)

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ARTICLES OF INCORPORATIONSECRETARY OF STATE
TALLAHASSEE, FLORIDAOFTURTLE CAY TOWNHOMES
HOMEOWNERS' ASSOCIATION, INC.

First: The name of the Corporation is TURTLE CAY TOWNHOMES HOMEOWNERS' ASSOCIATION, INC.

Second: Said corporation is incorporated as a corporation not for profit under the provisions of Chapter 617 Florida Statutes, as amended, and will be referred to hereafter as "Corporation" or "Association."

Third: The principal office and post office address of the Corporation shall be located at 8000 Governors Square Boulevard, Suite 101, Miami Lakes, Florida 33016. The address of the Registered Office of the Corporation is the same as that of the principal office. The name of the registered agent is: Juan E. Rodriguez, and he is authorized to accept service of process within this State upon the Corporation; and his address is at the registered office.

Fourth: The purposes for which this Corporation is formed do 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 residence Lots and Common Areas on the property more particularly described in Exhibit "A" (the "Property") to the Turtle Cay Townhomes Declaration of Covenants, Conditions and Restrictions. The purposes for which this Corporation is formed also include the promotion of the health, safety and welfare of the residents within the Property, and any additions thereto as may hereafter be brought within the jurisdiction of this Association, and the following:

- (a) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called that "Declaration", applicable to the Property and recorded or to be recorded in the Office of the Clerk of the Circuit Court of Palm Beach County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;
- (b) To 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.
- (c) To 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.
- (d) To borrow money, to mortgage, pledge, deed in trust, or hypothecate any or all of the Association's real or personal property as security for money borrowed or debts incurred. No such action shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such encumbrance.

- (e) To dedicate, sell or transfer all or any part of the Common Area 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.
- (f) To have and to exercise any and all powers, rights and privileges which a corporation, organized under the corporation not for profit law of the State of Florida, by law may now or hereafter have or exercise.

Fifth: 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, shall be a Member of the Association. The foregoing is not intended to include person or entities who hold an interest merely as security for the performance of an obligation. No Owner shall have more than one membership. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association. Ownership of such Lot shall be the sole qualification for membership.

Sixth: The Association shall have two classes of voting membership:

Class A. Class A Members shall be all those Owners as defined in paragraph Fifth with the exception of the Declarant (as defined in the Declaration). Class A Members shall be entitled to one vote for each Lot in which they hold the interest required for membership by Paragraph Fifth. When more than one person holds such interest in any Lot, all such persons shall be Members. The vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. The Class B Member shall be the Declarant (as defined in the Declaration). The Class B Member shall be entitled to three (3) votes for each Lot in which it holds the interest required for membership by paragraph Fifth PROVIDED THAT the Class B membership shall cease and be converted to Class A membership on the happening of either of the following events whichever occurs earlier:

- (a) when ninety percent (90%) of the Lots and Townhomes have been conveyed to third-party purchasers;
- (b) December 31, 2007; or
- (c) thirty (30) days after the Declarant elects to terminate the Class B Membership.

Seventh: The term for which this Corporation is to exist is perpetual.

Eighth: The affairs of the Corporation are to be managed by the following officers:

President
Vice President
Secretary
Treasurer

Ninth: The officers who are to serve until the first election of the directors are as follows:

President	Michael Humphries
Vice President	Rafael Roca
Secretary	Candace Sharpsteen

The first annual meeting of the Corporation and the first election of the Board of Directors shall be held on the first Tuesday in December 2002, or by order of the Board of Directors at such earlier date as they determine, and thereafter annual meetings of the Members shall be held on the first Tuesday in December of each year, if not a legal holiday, or non-business day, and if a legal holiday, or non-business day, then on the next business day following. The Directors elected at the first annual meeting and at each subsequent annual meeting of the Members shall elect officers of the Corporation who will hold office until the next annual meeting of the Board of Directors, or until their successors are elected and qualified.

Tenth: This Corporation shall be governed by a Board of Directors consisting of not less than three (3) and no more than five (5) persons and the names and addresses of the persons who are to serve as Directors until the first annual meeting of the members are as follows:

NAMES	ADDRESSES
1. Michael Humphries	8000 Governors Square Blvd. Suite 101 Miami Lakes, FL 33016
2. Rafael Roca	8000 Governors Square Blvd. Suite 101 Miami Lakes, FL 33016
3. Candace Sharpsteen	8000 Governors Square Blvd. Suite 101 Miami Lakes, FL 33016

Commencing with the first annual meeting of the Members and at each subsequent annual meeting of the Members of the Corporation, the Directors of the Corporation shall be elected by the Members and they will hold office in each instance until the next annual meeting of the Members or until their successors are elected and qualified. Pursuant to Article Sixth hereof, the Declarant, Continental Homes of Florida, Inc., is a Class B Member with three votes for each unsold Lot in the Property. Directors elected by the Class B Member need not themselves be owners of homes erected on the property subject to the Declaration nor Members of the Corporation. Further, notwithstanding the number of Class B votes existing from time to time, the Declarant, Continental Homes of Florida, Inc., shall have the right to elect all of the Directors of the Corporation until the first Wednesday in December, 2004. Thereafter the Directors of the Corporation shall be elected at the annual meeting of the Members of the Corporation, which annual meeting will be held pursuant to the provisions of the By-Laws. Vacancies in the Board of Directors shall be filled by the remaining Directors at a special meeting called for that purpose and a Director so elected shall serve until the next annual meeting of the Members of the Corporation.

Eleventh: The Board of Directors shall have all the powers and duties referred to in the Declaration and the laws of the State of Florida respecting corporations not for profit. The powers of the Board of Directors shall include, but shall not be limited to the following: (a) to elect the Officers of the Corporation, and (b) to administer the affairs of the Corporation and the Common Area, and (c) to engage the services of manager or managing agent for the property and to fix the terms of such management agreement and the compensation and the authority of the manager or managing agent, and (d) to promulgate such rules and regulations concerning the operation and use of the property or the Common Areas as may be consistent with the Declaration and to amend the same from time to

time and (e) to provide for the maintenance, repair and replacement of the Common Area, and (f) to estimate and adopt an annual operating budget and to provide for the assessment and collection from the Lot Owners of their respective shares of all estimated expenses.

Twelfth: These Articles of Incorporation may be altered, amended, changed, added to, or repealed, in the manner now or hereafter prescribed by statute or herein or by the By-Laws of this Corporation as they exist from time to time, at any duly called meeting of the Members of this Corporation provided that (a) the notice of the meeting is given in the manner provided for in the By-Laws and it contains a full statement of the proposed alteration, amendment, change, addition, or repeal, and (b) there is an affirmative vote of thirty percent (30%) of all Members of said alteration, amendment, change, addition, or repeal.

Thirteenth: HUD/FHA, VA, FNMA Approval. If there is a mortgage on a Lot insured by the Federal Housing Administration, guaranteed by the Veterans Administration or held by the Federal National Mortgage Association, as long as there is a Class B membership, the following actions will require the prior approval of HUD/FHA or the Veterans Administration or the Federal National Mortgage Association: Annexation of additional properties, mergers and consolidations, dedication of Common Area, and amendment of these Articles of Incorporation.

Fourteenth: This Corporation shall never have or issue shares of stock nor will it ever have or provide for non-voting membership.

Fifteenth: The Corporation shall have all the powers set forth and described in the Florida Statutes regulating corporations not for profit, as amended from time to time, which are currently set forth in Chapter 617.032, Florida Statutes, together with those powers conferred by the aforesaid Declaration of Covenants, Conditions and Restrictions, the Articles of Incorporation and any and all lawful By-Laws of the Corporation.

Sixteenth: The name and address of the subscriber hereto is as follows:

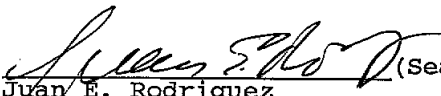
NAMES	ADDRESSES
1. Juan E. Rodriguez	80 S.W. 8 th Street Suite 2550 Miami, Florida 33130

Seventeenth: Each Director and Officer of this Corporation shall be indemnified by the Corporation against all costs and expenses reasonably incurred or imposed upon him or her in connection with or arising out of any action, suit or proceedings in which he or she may be involved or to which he or she may be made a party by reason of his having been a Director or Officer of this Corporation, such expense to include the cost of reasonable settlements (other than amounts paid to the Corporation itself) made with a view to curtailment of costs of litigation. The Corporation shall not, however, indemnify such Director or Officer with respect to matters as to which he shall be finally adjudged in any such action, suit or proceedings to be liable for negligence or misconduct in the performance of his duty as such Director or Officer, or in respect to any matter in which any settlement or compromise is effected if the total expense, including the cost of settlement, shall substantially exceed the expense which might reasonably be incurred by such Director or Officer in conducting such litigation to final conclusion, and in no event shall anything herein contained be construed as authorizing this Corporation to indemnify any such Director or Officer against any liability of the

Corporation to which he would otherwise be subject by reason of willful malfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of his office. The foregoing right of indemnification shall be in addition to any other rights to which any such Director or Officer may be entitled as a matter of law or otherwise.

Eighteenth: Dissolution. The Association may be dissolved with the assent given in writing and signed by not less than three-fourths (3/4) of each class of Members. 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.

The undersigned, being the incorporator hereinabove named, for the purpose of forming a Corporation not for profit pursuant to Chapter 617, Florida Statutes, does hereby subscribe to this Certificate of Incorporation, and have hereunto set my hand and seal this 12th day of July, 2001.


Juan E. Rodriguez (Seal)

STATE OF FLORIDA)
 : SS.
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 12th day of July, 2001, by Juan E. Rodriguez, who being duly sworn according to law, deposes and says that he is competent to contract and further acknowledges that he did subscribe to the foregoing Articles of Incorporation freely and voluntarily and for the purposes therein expressed. The foregoing person identified himself by producing his driver's license issued by the State of Florida.


Name: Tina Demercado
NOTARY PUBLIC, State of Florida at Large

My commission expires:

NOTARY PUBLIC - STATE OF FLORIDA
TINA DEMERCADO
COMMISSION # CC763773
EXPIRES 9/9/2002
BONDED THRU ASA 1-888-NOTARY1

(SEAL)

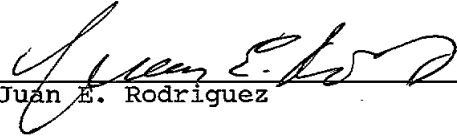
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Acceptance of Service As Registered AgentsSECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, **Juan E. Rodriguez**, having been named as registered agent to accept service of process for **Turtle Cay Townhomes Homeowners' Association, Inc.**, a not-for-profit Florida corporation, at the registered office designated in the Articles of Incorporation of said Corporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 617.023 Florida Statutes, and will comply with the provisions of all statutes of Florida relative to the performance of his duties as registered agent.

Dated this 12th day of July, 2001.



Juan E. Rodriguez