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ACCOUNT NO. : 072100000032

REFERENCE : 262847 81491A

AUTHORIZATION :

Patricia Knight

COST LIMIT : \$ 78.75

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ORDER DATE : October 31, 2001

ORDER TIME : 10:40 AM

ORDER NO. : 262847-005

CUSTOMER NO: 81491A

CUSTOMER: Scott L. McMullen, Esq
Jones Foster Johnston & Stubbs

Suite 1100
505 S. Flagler Drive
West Palm Beach, FL 33401

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: ROYAL PALM IMPROVEMENT
ASSOCIATION-FLORIDA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

000004660710--7

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XX CERTIFIED COPY

CONTACT PERSON: Susie Knight - EXT. 1156

EXAMINER'S INITIALS:

JS 11/1/01

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101-25168



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

October 31, 2001

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RESUBMIT

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SUBJECT: ROYAL PALM IMPROVEMENT ASSOCIATION - FLORIDA, INC.
Ref. Number: W01000025168

We have received your document for ROYAL PALM IMPROVEMENT ASSOCIATION - FLORIDA, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

The name of the entity must be identical throughout the document.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6973.

Claretha Golden
Document Specialist
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Letter Number: 701A00059594

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01 OCT 31 PM 4:37
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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

RPIA OF FLORIDA, INC.

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2001 OCT 31 PM 4:52

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a not-for-profit corporation under Chapter 617 of the Florida Statutes, hereby adopt the following Articles of Incorporation.

ARTICLE I
NAME

The name of this corporation shall be RPIA OF FLORIDA, INC. ("Association") and its duration shall be perpetual. The principal address of this corporation shall be 855 South Federal Highway, Suite 201, Boca Raton, Florida 33432.

ARTICLE II
DEFINITIONS

Unless the context shall mean otherwise, the terms used herein and in the By-Laws shall have the same meaning, if any, as that ascribed to them in the Declaration of Restrictions, Limitations, Conditions, & Agreements recorded in Official Record Book 356 at page 190 in the Public Records of Palm Beach County, Florida (the "Declaration").

ARTICLE III
PURPOSES AND POWERS

The Association shall have the following powers:

A. To operate the property known as Royal Palm Yacht & Country Club Subdivision ("Royal Palm"), and described in Plat Book 26, page 57-62 of the Public Records of Palm Beach County, Florida and to undertake the performance of, and to carry out the acts and duties incident to, the administration of Royal Palm in accordance with the terms, provisions, conditions and authorizations contained in these Articles, the Association's By-Laws and the Declaration.

B. To borrow money and issue evidences of indebtedness in furtherance of any or all of the objects of its business and to secure the same by mortgage, deed of trust, pledge or other lien.

C. To carry out the duties and obligations and receive the benefits given the Association by the Declaration or the By-Laws of the Association.

- D. To establish By-Laws and Rules and Regulations for the operation of the Association and to provide for the formal administration of the Association; to enforce Florida Statutes Section 720.301 et seq., the Declaration, the By-Laws and the Rules and Regulations of the Association.
- E. To contract for the management, operation and maintenance of Royal Palm.
- F. To contract for bulk security and cable TV or other similar providers depending on available technology.
- G. To preserve and enhance the natural beauty of the properties of the members of this corporation.
- H. To present a united effort to its members in the advancement of the civil welfare of the community in which the members are located, particularly in protecting the properties of the members of the corporation in the residential section of Royal Palm.
- I. To see that deed restrictions and all zoning ordinances in Royal Palm are duly enforced and to provide, thorough either its Board of Directors or a committee appointed by the Board of Directors or the President, if such authority has been delegated to the President by the Board of Directors, a systematic, uniform review of all proposed improvements, landscaping, and construction of any type or nature whatsoever within Royal Palm.
- J. To make available to the members of the corporation facilities for the enjoyment of all properties herein mentioned and to promote health, welfare, pleasure, recreation and entertainment.
- K. To acquire, hold, mortgage, lease, sell, transfer, convey property, both real and personal, to any extent deemed advisable for maintaining and advancing the cultural, civic and non-dividend objectives of the corporation, and to grant all rights and privileges to the members of said corporation pursuant to the statutes made and provided and all acts amendatory thereof.
- L. To assess against the property owners within the Royal Palm maintenance fees for the preservation and maintenance of the properties and to create a lien against said properties for such purposes and to foreclose any such lien.
- M. To subordinate, in its sole discretion, any liens acquired by the Association.
- N. To use the proceeds of any assessments in the exercise of the Association's powers and duties.
- O. Acting through its Board of Directors, its President and other officers, subject to the powers and restrictions of these Articles of Incorporation, and its By-

Laws, to do all such acts as are necessary or convenient to the attainment of the objects and purposes set forth, and to the same extent and as fully as any natural person might or could do.

P. To purchase, lease, hold, sell, mortgage, or otherwise acquire or dispose of real or personal property; to enter into, make perform or carry out contracts of every kind with any person, firm, corporation or association; to do any 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 of Incorporation and not forbidden by the laws of the State of Florida.

Q. To construct and maintain improvements on its property and to reconstruct improvements after casualty.

R. To purchase insurance for its properties and insurance for the protection of the Association, its officers, directors, committee members and members.

S. To participate in mergers or consolidations with other non-profit corporations organized for similar purposes to annex additional properties to the properties subject to the jurisdiction of the Association.

T. In general, to have all powers conferred upon a corporation by the laws of the State of Florida, except as herein prohibited, or forbidden by the By-Laws of this corporation.

U. The Association shall have all of the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of these Articles, the Declaration, the By-Laws and Section 617.91911 et seq., Florida Statutes. The Association shall also have all of the powers of Associations under and pursuant to Section 720.301 et seq., Florida Statutes, and shall have all of the powers reasonably necessary to implement the purposes of the Association.

V. To otherwise engage in any lawful activities for the benefit, use, convenience, and enjoyment of its members as it may deem proper.

ARTICLE IV MEMBERS

A. Each Property Owner in Royal Palm shall become a Member of the Association, upon application to and approval by, the Association.

B. Membership shall commence upon the acquisition of fee simple title to a Lot in Royal Palm and shall terminate upon the divestment of title to said Lot.

C. On all matters as to which the membership shall be entitled to vote, each separate Lot shall be entitled to one vote, which vote shall be exercised in the manner provided for by the Declaration and the By-Laws.

D. 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 Lot.

ARTICLE V EXISTENCE

The Association shall have perpetual existence.

ARTICLE VI INCORPORATOR

Larry B. Alexander, whose address is 505 S. Flagler Drive, Suite 1100, West Palm Beach, FL 33402, is the Incorporator to these Articles of Incorporation.

ARTICLE VII DIRECTORS

A. RPIA OF FLORIDA, INC. affairs shall be managed by a Board of Directors composed of not less than three (3) nor more than nine (9) persons. All Directors shall be Members or a spouse, trustee or corporate officer of a Member.

B. The number of Directors to be elected, the manner of their election and their respective terms shall be as set forth in Article III of the Association's By-Laws. Should a vacancy occur on the Board, the remaining Directors shall select a Member or other eligible person as described herein, to fill the vacancy until the next annual meeting of the membership.

The following persons shall constitute the Board of Directors and they shall hold office for the term and in accordance with the provisions of Article III of the Association's By-Laws:

NAME	ADDRESS
Raymond Issler	c/o 855 South Federal Highway Suite 201 Boca Raton, Florida 33432-6133
Cherie N. Pye	c/o 855 South Federal Highway, Suite 201 Boca Raton, Florida 33432-6133
Charles Rutherford	c/o 855 South Federal Highway, Suite 201 Boca Raton, Florida 33432-6133

Anthony Caserta	c/o 855 South Federal Highway, Suite 201 Boca Raton, Florida 33432-6133
Marcia Fernandes	c/o 855 South Federal Highway, Suite 201 Boca Raton, Florida 33432-6133
Stephen Ruzika	c/o 855 South Federal Highway, Suite 201 Boca Raton, Florida 33432-6133
Louis Green	c/o 855 South Federal Highway, Suite 201 Boca Raton, Florida 33432-6133

ARTICLE VIII OFFICERS

The affairs of the Association shall be administered by the Officers designated in the By-Laws, who shall serve at the pleasure of said Board of Directors. The names and addresses of the current, Officers are as follows:

NAME	TITLE	ADDRESS
Raymond Issler	President	c/o 855 South Federal Highway, Suite 201 Boca Raton, Florida 33432-6133
Charles Rutherford	Vice President	c/o 855 South Federal Highway, Suite 201 Boca Raton, Florida 33432-6133
Shirley Cousins	Secretary	c/o 855 South Federal Highway, Suite 201 Boca Raton, Florida 33432-6133
Stephen Ruzika	Treasurer	c/o 855 South Federal Highway, Suite 201 Boca Raton, Florida 33432-6133

ARTICLE IX
BY-LAWS

The By-Laws of the Association shall be adopted by the Board of Directors. The By-Laws may be amended in accordance with the provisions thereof.

ARTICLE X
AMENDMENTS TO ARTICLES

Amendments to these Articles shall be proposed and adopted in the following manner:

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

B. A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors, acting upon the vote of a majority of the Board of Directors, or by the Members of the Association having a majority of the votes in the Association. In order for any amendment or amendments to be effective, same must be approved by an affirmative vote of 66-2/3% of the entire Board of Directors and by an affirmative vote of the Members having a majority of the votes of the Association.

C. No amendment shall make any changes in the qualifications for membership nor the voting rights of the Members, without approval in writing by all Members. No Amendment shall be made that is in conflict with Florida Statutes Chapter 720 or the Declaration.

D. A copy of each amendment adopted shall be filed with the Secretary of State, pursuant to the provisions of applicable Florida Statutes.

ARTICLE XI
INDEMNIFICATION

Every Director and every Officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon the Director or Officer in connection with any proceeding or any settlement thereof to which the Director or Officer may be a party, or in which the Director or Officer may become involved by reason of the Director or Officer being or having been a Director or Officer of the Association, whether or not a Director or Officer at the time such expenses are incurred, except in such cases wherein the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of the Director's or Officer's duty; provided that in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all of the rights to which such Director or Officer may be entitled.

ARTICLE XII
INITIAL REGISTERED OFFICE, AGENT AND ADDRESS

The principal office of the Association shall be at 855 South Federal Highway, Suite 201, Boca Raton, FL 33432-6133, or at such other place, within or without the State of Florida, as may be subsequently designated by the Board of Directors. The initial registered office is at 505 S. Flagler Drive, Suite 1100, West Palm Beach, FL 33402, and the initial registered agent therein is Larry B. Alexander.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 30 day of OCTOBER, 2001.



Larry B. Alexander, Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 30th day of October, 2001, by Larry B. Alexander, as Incorporator of RPIA OF FLORIDA, INC., who is personally known to me or has produced _____ as identification.

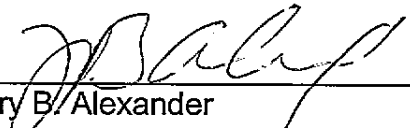
[SEAL]




NOTARY PUBLIC
COMMISSION EXPIRES: _____

APPOINTANCE OF REGISTERED AGENT

The undersigned accepts her appointment as the initial registered agent of RPIA OF FLORIDA, INC.


Larry B. Alexander

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TALLAHASSEE FLORIDA