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FLORIDA NON-PROFIT CORPORATION

Tivoli Woods Service Association, Inc.

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

TIVOLI WOODS SERVICE ASSOCIATION, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, desiring to form a corporation not for profit under Chapter 617, Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation will be TIVOLI WOODS SERVICE ASSOCIATION, INC. (the "Service Association").

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and mailing address of the Service Association will be 4800 North Federal Highway, Suite 203-B, Boca Raton, Florida 33431.

ARTICLE III

PURPOSES AND POWERS

The objects and purposes of the Service Association are those expressed in the Declaration of Covenants and Restrictions for Tivoli Woods recorded (or to be recorded) in the Public Records of Orange County, Florida, as hereafter amended and/or supplemented from time to time (the "Declaration").

Capitalized terms not defined in these Articles have the meanings given to them in the Declaration.

The Service Association will 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 and the Declaration. The Service Association will also have all of the powers necessary to implement the purposes of the Service Association as set forth in the Declaration and to provide for the general health and welfare of its membership, including, without limitation, to contract for the management of the Association and to delegate to the party with whom such contract has been

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John White II, Esquire
Nason, Yeager, Gerson, White & Lioco, P.A.
1645 Palm Beach Lakes Blvd., Suite 1200
West Palm Beach, Florida 33401

entered into (which may be an affiliate of the Developer) the powers and duties of the Association, except those which require specific approval of the Board of Directors or Members.

The Service Association will operate, maintain and manage the Surface Water Management System in a manner consistent with all St. Johns River Water Management District permits, requirements and applicable District rules, and will assist in the enforcement of the covenants and restrictions in the Declaration which relate to the Surface Water Management System.

The Service Association will levy and collect adequate assessments against the Members for the costs of maintenance and operation of the Surface Water Management System.

ARTICLE IV

CORPORATE EXISTENCE AND DISSOLUTION

The existence of the Service Association will commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Service Association will exist in perpetuity.

In the event of termination, dissolution or final liquidation of the Service Association, the responsibility for the operation and maintenance of the Surface Water Management System must be transferred to and accepted by an entity which would comply with Section 40C-42.027, Florida Administrative Code, and be approved in writing by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

ARTICLE V

MEMBERS

Section 1. Membership. Each Sub-Association and the Developer (subject to Section 2 of this Article) will be the Members of the Service Association.

Section 2. Voting Rights. The Service Association will have 2 classes of voting membership:

Class A. Class A Members will be the Sub-Associations. Each Sub-Association will be entitled to cast that number of votes which is equivalent to the number of Parcels subject to the Sub-Association, as reflected in a plat for such land which has been recorded or by the plat then proposed by the Developer.

Class B. The Class B Member will be the Developer. The Class B Member will be entitled to one vote, plus 2 votes for each vote which the Class A Members are entitled to cast in the aggregate. The Class B Membership will cease upon the earliest of (i) the

sale and conveyance by the Developer of 75 % of the Parcels in the Project, (ii) October 1, 2011 or (iii) at any time prior thereto at the election of the Developer (whereupon the Class A Members will be obligated to elect the Board and assume control of the Service Association).

Section 3. General Matters. When reference regarding voting is made herein, or in the Declaration, Bylaws, rules and regulations, management contracts or otherwise, to a majority or specific percentage of the Members, such reference will be deemed to be a reference to a majority or specific percentage of the votes of Members and not of the Members themselves.

ARTICLE VI

BOARD OF DIRECTORS

Section 1. Management by Directors. The property, business and affairs of the Service Association will be administered by a Board of Directors, which will consist of not less than 3 persons, but as many persons as may be determined from time to time as provided in the Bylaws.

Section 2. Original Board of Directors. The names and addresses of the first Board of Directors of the Service Association, who will hold office until the first annual meeting of Members and thereafter until qualified successors are duly elected and have taken office, will be as follows:

<u>Name</u>	<u>Address</u>
Melvin B. Seiden	Sable Associates 4800 North Federal Highway Suite 203-B Boca Raton, Florida 33431
Mr. Michael Morton	Morton Group, Inc. 15340 Jog Road, Suite 200 Delray Beach, Florida 33484
Martin J. Abel	Sable Associates 4800 North Federal Highway Suite 203-B Boca Raton, Florida 33431

ARTICLE VII

AMENDMENTS

Section 1. Prior to the Turnover Date, the Developer's appointed Board of Directors alone will have the power in its sole and absolute discretion to amend these Articles. On and after the Turnover Date, amendments to these Articles of Incorporation will require the affirmative vote of Members casting at least 67% of the total votes of the Members.

Notwithstanding the foregoing, until the Developer has sold, transferred or conveyed 90% of the total number of Parcels the Developer plans to develop within the Project, any amendment to these Articles of Incorporation will require the consent of the Developer. No amendment may remove, revoke or modify any right or privilege of the Developer without the written consent of the Developer or the assignee of such right or privilege.

ARTICLE VIII

INCORPORATOR

The name and address of the incorporator of this corporation are:

Address

John White II

1645 Palm Beach Lakes Boulevard
Suite 1200
West Palm Beach, Florida 33401

ARTICLE IX

INDEMNIFICATION

Section 1. The Service Association will indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, employee, officer or agent of the Service Association, against all expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless (a) it is determined by a court of competent jurisdiction, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or that he acted in a manner he believed to be not in or opposed to the best interest of the Service Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) such court further determines

specifically that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent will not, of itself, create a presumption that the person did not act in good faith or did act in a manner which he believed to be not in or opposed to the best interest of the Service Association, and with respect to any criminal action or proceeding, that he had reasonable cause to believe that his conduct was unlawful.

Section 2. To the extent that a director, officer, employee or agent of the Service Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 above or in defense of any claim, issue or matter therein, he will be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually incurred by him in connection therewith.

Section 3. The indemnification provided by this Article will not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of Members or otherwise, both as to action in his official capacity while holding such office or otherwise, and will continue as to a person who has ceased to be director, officer, employee or agent and will inure to the benefit of the heirs, executors and administrators of such person.

Section 4. The Service Association will have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Service Association, or is or was serving at the request of the Service Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Such insurance will cover any liability asserted against him which is enumerated in the policy and incurred by him in any such capacity, or arising out of his status as such, whether or not the Service Association would have the power to indemnify him against such liability under the provisions of this Article.

ARTICLE X

DESIGNATION OF REGISTERED AGENT

Until changed, John White II, will be the registered agent of the Service Association and the registered office will be at 1645 Palm Beach Lakes Boulevard, Suite 1200, West Palm Beach, Florida 33401.

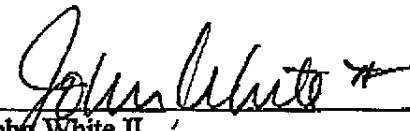
ARTICLE XI

MISCELLANEOUS

Section 1. In the event of any conflict between these Articles of Incorporation and the Bylaws, these Articles will control, and in the event of any conflict between these Articles of Incorporation and the Declaration, the Declaration will control.

Section 2. The Service Association is not organized for profit, and no part of the net earnings, if any, will inure to the benefit of any Member, person or entity.

IN WITNESS WHEREOF, the aforesaid incorporator has hereunto set his hand this
6th day of November, 2001.



John White II

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ACCEPTANCE
OF
REGISTERED AGENT

Having been named as registered agent to accept service of process for Tivoli Woods Service Association, Inc., at the location designated herein, I hereby consent to and accept the appointment to act in this capacity, acknowledge that I am familiar with and accept the obligations of a registered agent and agree to comply with the laws of Florida applicable thereto.

By: *John White II*
John White II (Registered Agent)

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TALLAHASSEE, FLORIDA

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