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TALLAHASSEE, FLORIDA

FLORIDA NON-PROFIT CORPORATION

Cypress Bay Estates Association, Inc.

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
CYPRESS BAY ESTATES ASSOCIATION, INC.

The undersigned hereby associate themselves for the purpose of forming a corporation not-for-profit under Chapter 617, Florida Statutes, and certify as follows:

ARTICLE I

The name of the corporation shall be: CYPRESS BAY ESTATES ASSOCIATION, INC., which corporation shall hereinafter be referred to as the "Association."

ARTICLE II
Purpose

The purposes and objects of the Association shall be to administer the operation and management of the improvements and common amenities to be located on certain property in Broward County, Florida, legally described as:

> A portion of Parcel "A", INDIGO POINTE, according to the Plat thereof, as recorded in Plat Book 170, Pages 19-22, of the Public Records of Broward County, Florida.

Such operation and management shall be in contemplation of and pursuant to the Declaration of Covenants and Restrictions of Cypress Bay Estates Association, Inc. ("Declaration of Covenants and Restrictions"), as the same are recorded in the Public Records of Broward County, Florida. The Association shall own, operate, lease, sell, trade and otherwise deal with such property, whether real or personal, as may be necessary or convenient in the administration of same in order to foster a harmonious living environment for the residents of the twenty-six (26) single-family townhouse units ("Townhouse Unit") to be constructed on the property hereinabove described, hereinafter referred to as the "Property."

ARTICLE III
Powers

The Association shall have the following powers:

1. The Association shall have all of the powers reasonably necessary and convenient to implement the purposes of the

Association, as hereinabove set forth including, but not limited to, the following:

1.1. To make, establish and enforce reasonable rules and regulations governing the use of the driveways and common amenities pursuant to the Declaration of Covenants and Restrictions.

1.2. To make and collect assessments against the members of the Association to defray the costs, expenses and losses incident to the Property and the Association.

1.3 To use the proceeds of assessments in the exercise of its powers and duties.

1.4 To undertake the maintenance, repair, replacement and operation of the driveways and common amenities of the Property and the property owned or leased by the Association for the benefit of its members.

1.5 To purchase insurance upon the Property and insurance for the protection of the Association and its members.

1.6 To enforce by legal means the provisions of the Declaration of Covenants and Restrictions, these Articles of Incorporation, the By-Laws of the Association and the rules and regulations for the use of the driveways and common amenities.

1.7 To contract for the management, maintenance, repair and replacement of the driveways and common amenities and the Property, in general.

1.8 To employ personnel and/or independent contractors necessary to perform the services required for the proper operation of the business of the Association.

1.9 All powers set forth in Section 617.0302, Florida Statutes (1997) not otherwise set forth herein.

2. All funds and the titles to all properties acquired by the Association and the proceeds thereof shall be held in trust for the members in accordance with the provisions of the Declaration of Covenants and Restrictions.

3. The Association shall make no distribution of income (in the form of dividends) to its members, directors or officers.

4. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration of Covenants and Restrictions and the By-Laws of the Association.

ARTICLE IV
Members

1. The members of the Association shall consist of all of the record owners of the twenty-six (26) units comprising the Buildings to be located on the Property.

2. Transfer of membership in the Association shall be established by the recording in the Public Records of Broward County, Florida, of a deed establishing a record title to a Townhouse Lot and the delivery to the Association of a certified copy of such instrument; and the owner or owners designated by such instrument shall thereby become a member or members of the Association. The membership in the Association of the prior owner or owners shall thereby be simultaneously terminated.

3. The share of a member in the funds and the assets of the Association cannot be assigned, hypothecated and/or transferred in any manner, except as an appurtenance to his or her Townhouse Lot.

4. The members of the Association, singularly or collectively, shall be entitled to only one (1) vote for each unit owned by them, respectively. The exact manner of exercising the voting rights when there are two (2) or more owners of a unit shall be determined by the By-Laws of the Association.

ARTICLE V
Directors

1. The affairs of the Association shall be managed by a Board consisting of the number of directors as shall be determined by the By-Laws of the Association, but such number shall not be less than three (3). In the absence of a determination as to the number of members, the Board of Directors shall consist of three (3) directors.

2. The directors of the Association shall be elected at the annual meeting of the members in the manner determined by the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

3. The first election of the directors by the membership of the Association shall be held within three (3) months from the date

the developer of the Property, Cypress Bay Estates, Inc. ("Developer") shall have conveyed a total of twenty-six (26) Townhouse Units to members.

4. The directors herein named shall serve until the first election of the directors by Association members, and any vacancies in their numbers occurring before the first election shall be filled by the remaining directors.

5. The names and addresses of the members of the first Board of Directors who shall hold office until their respective successors are elected and have qualified, or until removed, are as follows:

Name	Address
J. M. Beeson, Jr.	488 Southwest 5th Street Fort Lauderdale, FL 33315
Mary Beeson	488 Southwest 5th Street Fort Lauderdale, FL 33315
Scott Segraves	488 Southwest 5th Street Fort Lauderdale, FL 33315

ARTICLE VI
Officers

The affairs of the Association shall be administered initially by the officers named in these Articles of Incorporation. After the Developer has relinquished control of the Board of Directors, the officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association, and such officers shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors elected by the membership of the Association, are as follows:

Name and Address	Office
J. M. Beeson, Jr. 488 Southwest 5th Street Fort Lauderdale, FL 33315	President
Scott Segraves 488 Southwest 5th Street Fort Lauderdale, FL 33315	Vice President
Mary Beeson 488 Southwest 5th Street Fort Lauderdale, FL 33315	Secretary/Treasurer

ARTICLE VII
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 him or her in connection with any proceedings to which he or she may be a party, or in which he or she may become involved, by reason of his or her being or having been a director or officer at the time such expenses are incurred, except in such cases wherein a director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties; provided that in the event of a settlement, indemnification shall apply only when the Board of Directors approves such settlement as being for the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE VIII
By-Laws

The first By-Laws of the Association shall be adopted by the Board of Directors named herein, and the same may be altered, amended or rescinded in the following manner:

1. A resolution adopting a proposed amendment may be proposed by either the Board of Directors or by the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing such approval is delivered to the Secretary at or prior to the meeting. Except as elsewhere provided, such approval must be by either:

1.1 Not less than twenty (20) of the unit owners; or

1.2 By all the directors, until the first election of directors.

ARTICLE IX
Amendments

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

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

2. A resolution approving a proposed amendment may be proposed by either the Board of Directors or by any one or more members of the Association. Directors and members not present in person or by proxy at the meetings considering the amendment may express their respective approvals in writing, provided such approval is delivered to the Secretary of the Association at or prior to the meeting.

3. Except as elsewhere provided, such approvals must be by not less than twenty (20) members of the Association.

4. A copy of each amendment to the Articles of Incorporation, as approved, shall be filed with the Office of the Secretary of State and recorded in the Public Records of Broward County, Florida, and the same shall have attached thereto a description of the Property.

5. Notwithstanding the foregoing provisions of this Article IX, until the Developer has relinquished control of the Association as hereinabove provided, no amendments of these Articles shall be adopted or become effective without the prior written consent of the Developer, its successors or assigns.

ARTICLE X
Term

This Association shall have perpetual existence. If the Association is dissolved, the surface water management system, property containing the surface water management system and water management portions of common areas shall be conveyed to an agency of local government determined to be acceptable by the South Florida Water Management District. If the local government declines to accept the conveyance, then the surface water management system, property containing the surface water management system and water management portions of common areas shall be dedicated to a similar non-profit corporation.

ARTICLE XI
Subscribers

The names and addresses of the respective subscribers of these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
J. M. Beeson, Jr.	488 Southwest 5^{th} Street Fort Lauderdale, FL 33315
Mary Beeson	488 Southwest 5^{th} Street Fort Lauderdale, FL 33315
Scott Segraves	488 Southwest 5^{th} Street Fort Lauderdale, FL 33315

ARTICLE XIII
Resident Agent

The initial resident agent of the Association shall be J. M. BEESON, JR., whose address is 488 Southwest 5^{th} Street, Fort Lauderdale, FL 33315.

ARTICLE XIV
Initial Address

The initial address of the Association shall be 488 Southwest 5^{th} Street, Fort Lauderdale, FL 33315.

IN WITNESS WHEREOF, the subscribers have hereunto affixed their respective signatures on this 26th day of April, 2002.

J. M. Beeson, Jr.

Mary Beeson

Scott Segraves

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 26th day of April, 2002, by J. M. BEESON, JR., who is personally known to me or ☑ who has produced ______________________ as identification and who did not take an oath.

C J Johnston
Signature of Notary Public
C. F. JOHNSTON
MY COMMISSION # DD 086378
EXPIRES: April 19, 2006
Bonded Thru Notary Public Underwriters

Print, Type or Stamp Commissioned Name of Notary and Commission No.

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 26th day of April, 2002, by MARY BEESON, ☑ who is personally known to me or ☐ who has produced ______________________ as identification and who did not take an oath.

C J Johnston
Signature of Notary Public
C. F. JOHNSTON
MY COMMISSION # DD 086378
EXPIRES: April 19, 2006
Bonded Thru Notary Public Underwriters

Print, Type or Stamp Commissioned Name of Notary and Commission No.

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 26th day of April, 2002, by SCOTT SEGRAVES, ☐ who is personally known to me or ☑ who has produced Fla. Driver's License as identification and who did not take an oath.

C J Johnston
Signature of Notary Public
C. F. JOHNSTON
MY COMMISSION # DD 086378
EXPIRES: April 19, 2006
Bonded Thru Notary Public Underwriters

Print, Type or Stamp Commissioned Name of Notary and Commission No.

CYPRESS.A-I
Rev. 2/13/01; 3/12/02; 4/25/02

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STATE OF FLORIDA
DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May Be Served and Names and Addresses of the Officers and Directors.

The following is submitted, in compliance with Chapter 48.091, Florida Statutes:

CYPRESS BAY ESTATES ASSOCIATION, INC., a not-for-profit corporation organized (or organizing) under the laws of the State of Florida, with its principal office at 488 Southwest 5th Street, in the City of Fort Lauderdale, County of Broward, State of Florida, has named J. M. Beeson, Jr., located at 488 Southwest 5th Street, in the City of Fort Lauderdale, County of Broward, State of Florida, as its agent to accept service of process within this state.

OFFICERS:

NAME/TITLE	SPECIFIC ADDRESS
J. M. Beeson President/Director	488 Southwest 5th Street Fort Lauderdale, FL 33315
Scott Segraves Vice President/Director	488 Southwest 5th Street Fort Lauderdale, FL 33315
Mary Beeson Secretary/Treasurer/Director	488 Southwest 5th Street Fort Lauderdale, FL 33315

By: JMBeeson
J. M. Beeson, Jr.
(corporate director)

ACCEPTANCE:

I agree as Resident Agent to accept Service of Process; to keep office open during the prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law.

By: JMBeeson
J. M. Beeson
(Resident Agent)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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