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     Account Number  : 071541002004
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FLORIDA NON-PROFIT CORPORATION

Villa Flora Homeowners' Association, Inc.

Certificate of Status	0
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ARTICLES OF INCORPORATION OF
VILLA FLORA HOMEOWNERS' ASSOCIATION, INC.,
a Florida corporation not-for-profit

The undersigned, acting as incorporator of VILLA FLORA HOMEOWNERS' ASSOCIATION, INC. under the Florida Not-For-Profit Corporation Act, adopts the following articles of incorporation:

ARTICLE I

NAME

The name of the corporation is VILLA FLORA HOMEOWNERS' ASSOCIATION, INC., a Florida corporation not-for-profit.

ARTICLE II

TERM

This corporation shall have perpetual existence unless terminated sooner in accordance with the laws of the State of Florida.

ARTICLE III

INCORPORATOR

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

KAREN P. KONDELL
STEEL HECTOR & DAVIS LLP
200 SOUTH BISCAYNE BOULEVARD
40TH FLOOR
MIAMI, FLORIDA 33131

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ARTICLE IV

PURPOSE

This corporation is formed for the purpose of providing the means of operation, management and maintenance of that certain real estate development and all of the common areas contained therein in that certain project referred to as "Villa Flora", in Miami-Dade County, Florida, and subject to the Declaration of Protective Covenants, Restrictions and Easements for Villa Flora (the "Declaration") to be recorded in the Public Records of Miami-Dade County, Florida. The common areas will include those portions of Villa Flora defined as "Common Properties" or "Common Areas" in the Declaration. The corporation shall take such action so as to qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

ARTICLE V

ACTIVITIES NOT PERMITTED

Notwithstanding any other provision of these articles, this corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or any other corresponding provision of any future United States Internal Revenue Law.

ARTICLE VI

DEDICATION AND DISTRIBUTION OF ASSETS

No part of the net earnings of the corporation shall inure to the benefit of any Member, Director or Officer of the corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes) and no Member, Director of Officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation.

Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to charitable, religious, scientific or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations as they now exist or as they may hereafter be amended.

ARTICLE VII

POWERS

The powers of this corporation shall include:

1. All 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 and the By-Laws of this corporation.

2. All the powers reasonably necessary to implement the purposes of this corporation, and all of the powers granted to it in the Declaration and in the By-Laws as they may be amended from time to time.

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The method of election of Directors shall be stated in the Bylaws of the corporation. The number of Directors of the corporation may be increased or diminished from time to time by the Bylaws but shall never be less than three (3). The names and addresses of the first members of the Board of Directors are as follows:

Name	Address
Eugene N. Suttin	5752 Vintage Oaks Circle Delray Beach, FL 33494
Kenneth Weitz	5752 Vintage Oaks Circle Delray Beach, FL 33494
Steven Romanowski	5752 Vintage Oaks Circle Delray Beach, FL 33494

ARTICLE IX

INDEMNIFICATION

Every person who now is or hereafter shall be a Director or Officer of the corporation shall be indemnified to the extent permitted by law by the corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which he is or shall be made a party by reason of his being or having been a Director or Officer of the corporation (whether or not he is a Director or Officer of the corporation at the time he is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him) except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his duties as such Director or Officer. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled as a matter of law.

ARTICLE X

MEMBERSHIP

The membership of this corporation shall consist of all persons hereinafter named as Directors and all other persons as, from time to time hereafter, may be elected to membership by the Board of Directors. Qualification for membership shall be satisfied by all persons expressing an interest in the purposes of the Corporation. The Directors shall from time to time prescribe the form and manner in which application may be made for membership, and members may be admitted by the Board of Directors only. The authorized number of the Members of the corporation, the different classes of membership (if any), the property, voting and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof shall be set forth in the Bylaws.

ARTICLE XI

BYLAWS

The Board of Directors of this corporation may provide such Bylaws for the conduct of the business of the corporation and the carrying out of its purposes as such Directors may deem necessary from time to time. Upon notice properly given, the Bylaws may be amended, altered or rescinded by majority vote of the Directors present at any regular or special meeting called for that purpose, subject to any limitations set forth in the Corporations Not-for-profit Law of Florida concerning corporate action that must be authorized or approved by Members of the corporation.

ARTICLE XII

AMENDMENTS TO ARTICLES OF INCORPORATION

An amendment to these Articles of Incorporation may be proposed by any Director of the corporation, but such amendment may be adopted only after receiving an affirmative vote of the majority of the Members.

ARTICLE XIII

INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent of this corporation is **Peninsula Registered Agents, Inc.**, a Florida corporation whose address is 200 South Biscayne Boulevard, 40th Floor, Miami, Florida 33131.

ARTICLE XIV

PRINCIPAL OFFICE ADDRESS

The initial principal office of the Association shall be located at 5752 Vintage Oaks Circle, Delray Beach, Florida 33484.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation on this 16 day of July, 2003 for the purpose of forming this corporation not-for-profit under the laws of the State of Florida.

Karen P. Kondell

KAREN P. KONDELL

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been designated as registered agent for VILLA FLORA HOMEOWNERS' ASSOCIATION, INC. in the foregoing Articles of Incorporation, I, on behalf of **Peninsula Registered Agents, Inc.**, a Florida corporation, hereby agree to accept service of process for said corporation and to comply with all statutes relative to the complete and proper performance of the duties of a registered agent. I am familiar with and accept the obligations of that position.

PENINSULA REGISTERED AGENTS, INC.

By: Ildra Palmisano
Vice-President 7/17/03

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