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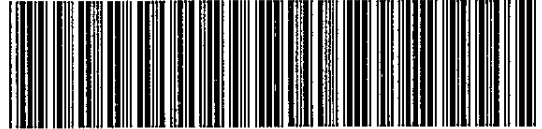
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*LAWRENCE K. JUDD  
ATTORNEY AT LAW  
SUITE 206  
901 S.E. 17<sup>TH</sup> STREET  
FORT LAUDERDALE, FLORIDA 33316  
  
(954)525-3300 OFC  
(954)462-8456 FAX*

September 8, 2003

Via FedEx

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

Re: Villa De Arte Residences, Inc.

Gentlemen/women:

Enclosed please find an original for filing and one photocopy of articles of incorporation for the above-referenced corporation, together with our check to the Secretary of State in the amount of \$78.75 for filing and certified copy fees.

Please return the certified copy of the filed articles to our office address.

Thank you for your services.

Very truly yours,



Lawrence K. Judd

LKJ/  
Encl.  
File:

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RECORDS & CLERK  
PALM BEACH COUNTY

**ARTICLES OF INCORPORATION**  
**OF**  
**VILLA DE ARTE ASSOCIATION, INC.**  
  
(A Florida Corporation Not-For-Profit)

The undersigned incorporator, for the purpose of forming a corporation not-for-profit under Chapter 617, Florida Statutes, as amended, hereby adopts these Articles of Incorporation:

**ARTICLE I - NAME**

The name of the corporation is **VILLA DE ARTE ASSOCIATION, INC.**, hereinafter the "Association".

**ARTICLE II - ADDRESS**

The initial address of the Association is 3250 Mary Street, Suite 303, Miami, Florida 33133.

**ARTICLE III - PURPOSES**

The purposes for which the Association is formed are to (a) provide the entity responsible for enforcing and administering the Declaration of Covenants, Restrictions and Easements for Villa De Arte Association, Inc. (the "Declaration"), to be recorded in the Public Records of Broward County, Florida, and (b) own and/or operate and maintain the common area property, if any, within the Community for the use and enjoyment of all members of the Association.

**ARTICLE IV - DEFINITIONS**

The terms used in these Articles shall have the same definitions and meanings as those set forth in the Declaration, unless herein provided to the contrary, or unless the context otherwise requires.

**ARTICLE V - POWERS AND DUTIES**

In furtherance of its purposes, the Association shall have the powers and duties, expressed or implied, existing under these Articles, the By-Laws adopted by the Association (the "Bylaws"), the Declaration, or as otherwise provided by statute or law.

**ARTICLE VI - MEMBERSHIP**

The members of the Association (the "Members") shall consist of each and every record owner of a townhome unit within the Community; membership shall be appurtenant to and may not be separated from ownership of a townhome unit. Transfer of membership in the Association shall be in the manner provided by in the Bylaws.

## ARTICLE VII - BOARD OF DIRECTORS

7.1 The affairs of the Association will be managed by a Board of Directors consisting of not less than three (3) Directors. The initial members of the Board of Directors shall serve until the first annual meeting of the Members. So long as Declarant shall have a right to appoint all of the Board of Directors, Directors need not be Members of the Association and need not be residents of the Community.; thereafter, Directors shall be Members of the Association, except for those who are appointed by the Declarant.

7.2 The first annual meeting of the Members shall be at the call of the Declarant. At the first annual meeting of the Members, an election (or appointment, as the case may be) of the three (3) members of the Board of Directors shall be held. Election shall be 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 in the By-Laws.

7.3 The names and addresses of the members of the first Board of Directors who shall hold office until the first annual meeting of the Members, and until their successors are elected and have qualified, are as follows:

<u>NAMES</u>	<u>ADDRESSES</u>
Michael Mills	3250 Mary Street, Suite 303 Miami, Florida 33133
Arthur H. Courshon	3250 Mary Street, Suite 303 Miami, Florida 33133
C. Clegg Wellborn	3250 Mary Street, Suite 303 Miami, Florida 33133

## ARTICLE VIII - OFFICERS

8.1 The affairs of the Association shall be administered by the officers designated in the Bylaws. The officers shall be elected by the Board at its first meeting and following each annual meeting of the Members and they shall serve at the Board's pleasure. The Bylaws may provide for the removal of officers, the filing of vacancies and the duties of the officers. The names and addresses of the initial officers who shall serve until their successors are duly elected and qualified are:

President:	Michael Mills 3250 Mary Street, Suite 303 Miami, Florida 33133
Secretary/Treasurer:	C. Clegg Wellborn 3250 Mary Street, Suite 303 Miami, Florida 33133

#### ARTICLE IX - INDEMNIFICATION

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including legal fees, reasonably incurred by or imposed upon him in connection with any proceeding, or any settlement of any proceeding, to which he may be a party, or in which he may become involved by reason of his being, or having been, a Director or Officer of the Association; whether or not he is a Director or Officer at the time such expenses are incurred. However, said indemnification will not apply if the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties. In the event of a settlement, the indemnification shall apply only when the Board approves such settlement and reimbursement as being in the best interest 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 X - BYLAWS

The first Bylaws of the Association shall be adopted by the members of the Board of Directors designated herein. Thereafter, the Bylaws may be altered, amended or rescinded by the directors and Members in the manner provided in the Bylaws. There shall be no change to the Bylaws, however, which shall abridge, amend or alter the rights of any Institutional Mortgagee without the prior written consent of such Institutional Mortgagee.

#### ARTICLE XI - AMENDMENTS

These Articles of Incorporation may be amended in the following manner:

11.1 The Board of Directors, by majority vote, shall adopt a Resolution setting forth the proposed Amendment and direct that it be submitted to vote at a meeting of the Members.

11.2 Notice of the subject matter of the proposed Amendment shall be included in the notice of any meeting (special or annual) at which such proposed Amendment is to be considered by the Members. Such notice shall set out in full the proposed amended article, section, subsection or paragraph of a subsection.

11.3 Such proposed Amendment shall be submitted to and approved by the Members at such meeting. Any number of Amendments may be submitted to the Members and voted upon at one (1) meeting. the proposed Amendment shall be adopted upon receiving the affirmative vote of at least a majority of the Members.

11.4 An Amendment to these Articles of Incorporation may be made, without a meeting, by a written statement signed by all Members eligible to vote in lieu of the above procedure.

11.5 The Articles shall not be amended in any manner which shall prejudice the rights of any institutional mortgagee without the prior written consent of such institutional mortgagee.

ARTICLE XII - DURATION

The Association shall exist perpetually.

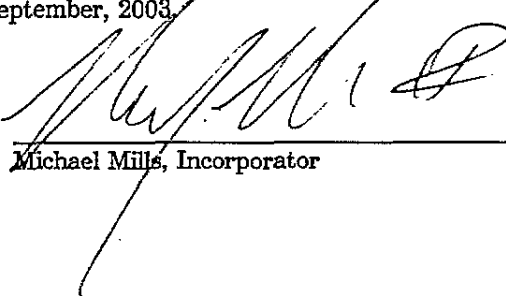
ARTICLE XIII - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent for the Association is Michael Mills, 3250 Mary Street, Suite 303, Miami, Florida 33133.

ARTICLE XIV - INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Michael Mills, 3250 Mary Street, Suite 303, Miami, Florida 33133

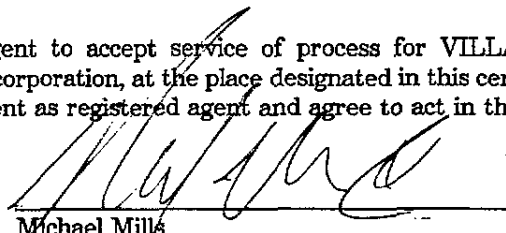
IN WITNESS WHEREOF, the undersigned incorporator has affixed his signature to these Articles of Incorporation, this 8 day of September, 2003.



Michael Mills, Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for VILLA DE ARTE ASSOCIATION, INC., a Florida not-for-profit corporation, at the place designated in this certificate, I am familiar with and hereby accept the appointment as registered agent and agree to act in that capacity.



Michael Mills

Date: September 8, 2003.

FILED  
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CLERK OF DISTRICT COURT  
JULIA A. BRYAN, CLERK