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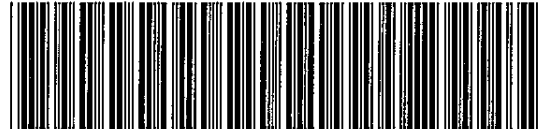
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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 357486 7109989

AUTHORIZATION :

COST LIMIT : \$ 78.75

*Patricia Pigute*

ORDER DATE : December 12, 2003

ORDER TIME : 10:55 AM

ORDER NO. : 357486-005

CUSTOMER NO: 7109989

CUSTOMER: Eric A. Simon, Esq  
Eric A. Simon, P.a.

Suite 250  
6363 N.w. 6th Way  
Ft. Lauderdale, FL 33309

DOMESTIC FILING

NAME: ORCHID ESTATES HOMEOWNERS  
ASSOCIATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP  
       ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Troy Todd - EXT. 1140

EXAMINER'S INITIALS: \_\_\_\_\_

ARTICLES OF INCORPORATION  
OF  
ORCHID ESTATES HOMEOWNERS ASSOCIATION, INC.

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TALLAHASSEE, FLORIDA  
03 DEC 12 AM 8:05

The undersigned incorporator, for the purpose of forming a corporation not-for-profit pursuant to the laws of the State of Florida, Florida Statutes, Chapter 617, hereby adopts the following Articles of Incorporation:

PREAMBLE

ORCHID ESTATES-WEST PALM BEACH LIMITED PARTNERSHIP, a Florida limited partnership, its successors and/or assigns ("DECLARANT"), intends to execute and record a Declaration of Covenants and Restrictions of Orchid Estates (the "DECLARATION") which will affect certain property in Palm Beach County, Florida (the SUBJECT PROPERTY. This association is being formed as the association to administer the DECLARATION, and to perform the duties and exercise the powers pursuant to the DECLARATION, as and when the DECLARATION is recorded in the Public Records of Palm Beach County, Florida, with these Articles of Incorporation attached as an exhibit. All of the definitions contained in the DECLARATION shall apply to these Articles of Incorporation, and to the Bylaws of the Association.

ARTICLE 1. - NAME AND ADDRESS

The name of the corporation is ORCHID ESTATES HOMEOWNERS ASSOCIATION, INC., hereinafter referred to as the "ASSOCIATION." The initial address of the principal office of the ASSOCIATION and the initial mailing address of the ASSOCIATION is 2700 N. Military Trail, Suite 360, Boca Raton, FL 33431.

ARTICLE 2. - PURPOSE

The purposes for which the ASSOCIATION is organized are as follows:

- 2.1 To operate as a corporation not-for-profit pursuant to Chapter 617 of the Florida Statutes.
- 2.2 To enforce and exercise the duties of the ASSOCIATION as provided in the DECLARATION.

ARTICLE 3. - POWERS AND DUTIES

The ASSOCIATION shall have the following powers and duties:

- 3.1 All of the common law and statutory powers of a corporation not-for-profit under the laws of the State of Florida.
- 3.2 To administer, enforce, carry out and perform all of the acts, functions, rights and duties provided in, or contemplated by, the DECLARATION.

ARTICLE 4. - MEMBERS

4.1 The members of the ASSOCIATION shall consist of all of the record owners of LOTS. Membership shall be established as to each LOT upon the recording of the DECLARATION. Upon the transfer of ownership of fee title to, or fee interest in, a LOT, whether by conveyance, devise, judicial decree, foreclosure, or otherwise, and upon the recordation amongst the public records in the county in which the SUBJECT PROPERTY is located of the deed or other instrument establishing the acquisition and designating the LOT affected thereby, the new OWNER designated in such deed or other instrument shall thereupon become a member of the ASSOCIATION, and the membership of the prior OWNER as to the LOT designated shall be terminated, provided, however, that the ASSOCIATION shall not have the responsibility or obligation of recognizing any such change in membership until it has been delivered a true

copy of the applicable deed or other instrument, or is otherwise informed of the transfer of ownership of the LOT. Prior to the recording of the DECLARATION, the incorporator shall be the sole member of the ASSOCIATION.

4.2 Notwithstanding anything contained herein to the contrary, only those OWNERS who are assigned the use of a boat slip shall be entitled to vote, and all other OWNERS shall be non-voting members of the ASSOCIATION. On all matters upon which the membership shall be entitled to vote, there shall be only one vote for each boat slip. In the event any boat slip is owned by more than one person and/or by an entity, the vote for such boat slip shall be cast in the manner provided by the BYLAWS.

4.3 The BYLAWS shall provide for an annual meeting of the members of the ASSOCIATION and shall make provision for special meetings.

#### ARTICLE 5. - TERM OF EXISTENCE

The ASSOCIATION shall have perpetual existence.

#### ARTICLE 6. - INCORPORATOR

The name and street address of the incorporator is: Eric A. Simon, Esq., 6363 N.W. 6th Way, Suite 250, Ft. Lauderdale, FL 33309.

#### ARTICLE 7. - DIRECTORS

7.1 The property, business and affairs of the ASSOCIATION shall be managed by a BOARD which shall consist of not less than one director. Notwithstanding anything contained herein to the contrary, the owner of each boat slip shall have the right to appoint one director of the ASSOCIATION.

7.2 All of the duties and powers of the ASSOCIATION existing under the DECLARATION, these ARTICLES and the BYLAWS shall be exercised exclusively by the BOARD, its agents, contractors or employees, subject to approval by the members only when specifically required.

#### ARTICLE 8. - OFFICERS

The officers of the ASSOCIATION shall be a president, vice president, secretary, treasurer and such other officers as the BOARD may from time to time by resolution create. The officers shall serve at the pleasure of the BOARD, and the BYLAWS may provide for the removal from office of officers, for filling vacancies, and for the duties of the officers.

#### ARTICLE 9. - BYLAWS

The first BYLAWS shall be adopted by the BOARD and may be altered, amended or rescinded by the DECLARANT, the Directors and/or members in the manner provided by the BYLAWS.

#### ARTICLE 10. - AMENDMENTS

Amendments to these ARTICLES shall be proposed and adopted as provide by law.

#### ARTICLE 11. - DISSOLUTION

In the event of dissolution or final liquidation of the ASSOCIATION, the assets, both real and personal, of the ASSOCIATION, shall be dedicated to an appropriate public agency or utility to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the ASSOCIATION. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization, to be devoted to purposes as nearly as practicable to the same as those to which they were required to be devoted by the ASSOCIATION. No such disposition of ASSOCIATION properties shall be effective to

divest or diminish any right or title of any MEMBER vested in him under the recorded DECLARATION unless made in accordance with the provisions of such DECLARATION.

ARTICLE 12.

INITIAL REGISTERED OFFICE ADDRESS AND NAME OF REGISTERED AGENT

The initial registered office of the ASSOCIATION shall be at 6363 N.W. 6th Way, Suite 250, Ft. Lauderdale, FL 33309. The initial registered agent of the ASSOCIATION at that address is Eric A. Simon.


WHEREFORE, the incorporator, and the initial registered agent, have executed these ARTICLES on this 1<sup>st</sup> day of December 2003. By executing these ARTICLES, the undersigned registered agent accepts the appointment as registered agent and states that the undersigned is familiar with, and accepts, the obligations of that position.

  
Eric A. Simon, Incorporator and Registered Agent

STATE OF FLORIDA            )  
  ) SS:  
COUNTY OF BROWARD        )

The foregoing instrument was acknowledged before me this 11<sup>th</sup> day of December 2003, by Eric A. Simon, as Incorporator and as Registered Agent.

My commission expires: Abbie Feldman NOTARY PUBLIC, State of Florida at Large  
(Notary Seal)

 Abbie Feldman  
Commission # CG 900902  
Expires Feb. 13, 2004  
Bonded Thru  
Atlantic Bonding Co., Inc.

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