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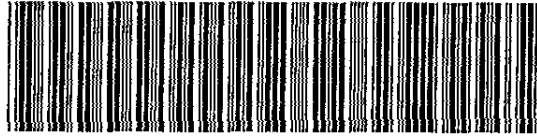
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[Signature] 3-5-04

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Steven L. Daniels
E-mail: sidaniels@arnstein.com

February 20, 2004

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

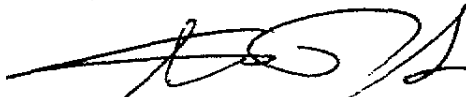
Re: Lakeside Village of Davie Property Owners' Association, Inc.

Dear Sir/Madam:

Enclosed for filing with the State is the original and one copy of Articles of Incorporation for the above-referenced corporation, and a check in the amount of \$78.75 representing the filing fee, the registered agent fee and the cost of a certified copy. Please return a certified copy to the undersigned in the self-addressed, stamped envelope provided herein.

If you have any questions or if you require any additional information, please do not hesitate to contact me.

Very truly yours,



Steven L. Daniels

SLD/dk
Enclosures

cc: Jordan Klemow (letter only)

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**ARTICLES OF INCORPORATION
OF
LAKESIDE VILLAGE OF DAVIE
PROPERTY OWNERS' ASSOCIATION, INC.
(A corporation not for profit)**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

In compliance with the requirements of Chapter 720, Florida Statutes, the undersigned do hereby make, subscribe and acknowledge that they have voluntarily associated themselves together for the purpose of forming a corporation not for profit under Chapter 720 of the Florida Statutes, as amended, and do hereby certify as follows:

**ARTICLE I
NAME**

The name of the corporation shall be LAKESIDE VILLAGE OF DAVIE PROPERTY OWNERS' ASSOCIATION, INC., hereinafter called the "Association."

**ARTICLE II
PRINCIPAL OFFICE**

The principal office of the Association shall be located at 2001 Sample Road, #320, Pompano Beach, Florida 33064.

**ARTICLE III
REGISTERED AGENT AND REGISTERED OFFICE**

Jordan Klemow is hereby appointed the initial registered agent of this Association, and his address which is 2001 Sample Road, #320, Pompano Beach, Florida 33064 is designated as the initial registered office of the Association.

**ARTICLE IV
PURPOSE**

The purpose for which this Corporation is organized is to provide an entity for the operation of a property known as LAKESIDE VILLAGE OF DAVIE (the "Property") located in Broward County, Florida. This Association does not contemplate pecuniary gain or profit to the members thereof, will make no distribution of income to its members, Directors, or officers, and the specific purposes for which it is formed are to provide for the maintenance, preservation and architectural control of the Property and to promote the health, safety, and welfare of the residents within the Property.

ARTICLE V
POWERS

The powers of the Association shall include and be governed by the following provisions:

5.1 The Association shall have all of the common law and statutory powers of a corporation not for profit under Florida law that are not in conflict with the terms of these Articles, the Declaration and the By-Laws as amended from time to time.

5.2 The Association shall have all of the powers and duties set forth in the Florida Not For Profit Corporation Act and as set forth in Florida Statutes 720, as more particularly described in these Articles, the Declaration of Covenants, Restrictions and Reservations and its Exhibits, and all of the powers and duties reasonably necessary to operate the Property pursuant to the Declaration as it may be amended from time to time, including but not limited to the following:

A. To fix, levy, collect and enforce payment by any lawful means all charges or assessments against members to defray the costs, expenses and losses of the Property pursuant to the terms of the Declaration;

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

C. To acquire (by gift, purchase or otherwise), own, hold, build upon, maintain, repair, replace, operate, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

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

E. To reconstruct improvements after casualty and make further improvements to the property;

F. To make and amend reasonable Rules and Regulations and to amend the Declaration and any of its Exhibits respecting the use of the Property; provided, however, that all such amendments to the Rules and Regulations shall be approved by not less than fifty-one (51%) percent of the votes of the entire membership of the Board of Directors, before such shall become effective, and all such amendments to the Declaration and any of its Exhibits shall be approved in the manner specified in the Articles of Incorporation, By-Laws and Declaration respectively, before such amendments shall become effective;

G. To enforce by legal means the provisions of the Not For Profit

Corporation Act, Florida Statute Chapter 720, the Declaration, these Articles, the By-Laws of the Association, and the Rules and Regulations for the use of the Property;

H. To contract for the management of this Association;

I. To contract for the management or operation of portions of the Common Areas susceptible to separate management or operation, and to provide easements over and lease such portions;

J. To employ personnel to perform the services required for proper operation of the Property;

K. To borrow money, and with the assent of seventy-five percent (75%) of the votes of the entire membership, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

L. To participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional commercial or residential property and Common Areas provided that such merger, consolidation, or annexations shall have the assent of seventy-five percent (75%) of the votes of the entire membership.

5.3 All funds and the titles of all properties acquired by the Association and their proceeds shall be held in trust for the members in accordance with the provisions of the Declaration, the Articles of Incorporation, and the By-Laws.

5.4 The powers of the Corporation shall be subject to and shall be exercised in accordance with the provisions of the Declaration and the By-Laws.

ARTICLE VI MEMBERS

6.1 The Members of the Association shall consist of only those persons who are record owners of Lots in the Property. Members shall also include the spouse of any person owning title in their own name; the trustees of any trust which is a record owner of a Lot; the President of any corporation which is an owner of a Lot; the Managing Member if any limited liability company which is the owner of a Lot; and the general partner (only one general partner) of a general or limited partnership which is the owner of a Lot, however, only one such Member shall have the right to vote pursuant to the Declaration of Covenants, Restrictions and Reservations for Lakeside Village of Davie.

6.2 A change of membership in the Association shall be established by recording in the Public Records of Broward County, Florida, a deed or other instrument of like style and form and the delivery to the Association of a copy of such instrument. The owners designated by such instrument thus become members of the Association and the membership of the prior owner is terminated.

6.3 Membership shall be appurtenant to and may not be separated from ownership of any Owner which is subject to assessment by the Association.

ARTICLE VII VOTING RIGHTS

The Owner of a Lot shall be entitled to the number of votes as described in the Declaration.

ARTICLE VIII DIRECTORS

8.1 The affairs of the Association shall be managed by a Board of Directors consisting of not less than three (3) Directors nor more than five (5) Directors, who must be members of the Association, except that the Developer-elected Directors need not be members of the Association. The number of Directors may be changed as described in the By-Laws of the Association.

8.2 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.

8.3 The first election of Directors after the initial Directors shall not be held until the earlier of the following:

8.3.1 Three months after 90% of the Lots that will be operated by the Association have been conveyed to Members other than the Developer. For purposes of this section the term "Members other than the Developer" shall not include builders, contractors, or others who purchase a parcel for the purpose of constructing improvements thereon for resale.

Thereafter the Board of Directors shall be elected by all Owners, with each Owner having the same number of votes, as described in the Declaration.

The Developer shall be entitled to elect at least one member of the Board of Directors of the Association as long as the Developer holds for sale in the ordinary course of business at least five percent (5%) of the Lots within the Property. After the Developer relinquishes control of the Association, the Developer may exercise the right to vote any Developer owned voting interest in the same manner as any other member, except for purposes of re-acquiring control of the Association or selecting the majority of the members of the Board of Directors.

8.4 The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified or until they are

removed, are as follows:

<u>Name</u>	<u>Address</u>
Jordan Klemow	2001 Sample Road, #320 Pompano Beach, FL 33064
Harold Klemow	2001 Sample Road, #320 Pompano Beach, FL 33064
Robert M. Baker	2001 Sample Road, #320 Pompano Beach, FL 33064

8.5 Directors shall be elected for one (1) year terms until the next Annual Meeting of Members of the Association, except the Directors elected by the Developer, who shall serve until the Developer no longer owns any interest in any Lot.

ARTICLE IX OFFICERS

The affairs of the Association shall be administered by the officers designated in the By-Laws. 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 shall serve at the pleasure of the Board of Directors. The names of the officers who shall serve until their successors are designated by the Board of Directors following the first annual meeting of the members are as follows:

Jordan Klemow	PRESIDENT/TREASURER
Harold Klemow	VICE PRESIDENT
Robert Baker	SECRETARY

ARTICLE X INDEMNIFICATION

Every Director, Officer and employee of the Association will 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 whether civil, criminal, administrative or investigative, 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, if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, had

no reasonable cause to believe his conduct was unlawful, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or misfeasance or malfeasance in the performance of his duty to the Association. Provided that, in the event of a settlement, this right of indemnification will only apply as being in the best interest of the Association. The foregoing right of indemnification will be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled.

ARTICLE XI DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than seventy-five percent (75%) of the votes of the entire membership. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed, and assigned to any nonprofit corporation, association, trust, or other organization to be devoted to purposes as similar as practically possible to those to which they are required to be devoted by the Association.

ARTICLE XII DURATION

The Association shall exist perpetually.

ARTICLE XIII BY-LAWS

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

ARTICLE XIV AMENDMENTS

Amendments to the Articles may be proposed by any member of the Association or the Board of Directors, at a meeting convened in accordance with the By-Laws and except as provided elsewhere, if approved by:

14.1 Not less than sixty-six and two-thirds percent (66 2/3%) of the entire membership of the Board of Directors, and not less than a majority of the votes of the membership of the Association, at a duly called meeting; or

14.2 Not less than sixty-six and two-thirds percent (66 2/3%) of the votes of the


ARTICLE XV
SUBSCRIBERS

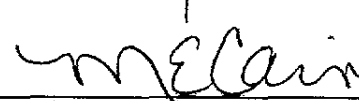
The name and address of the subscriber to these Articles of Incorporation is as follows:

JORDAN KLEMOW
2001 Sample Road, #320
Pompano Beach, FL 33064

IN WITNESS WHEREOF, the undersigned has subscribed his name to the Articles of Incorporation of LAKESIDE VILLAGE OF DAVIE PROPERTY OWNERS' ASSOCIATION, INC., a corporation not for profit.

WITNESSES.








JORDAN KLEMOW

STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared JORDAN KLEMOW, to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 16 day of February, 2004.

 Maria E. Cain
My Commission DD212754
Expires May 14, 2007



Notary Public

My commission expires:

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF POMPANO BEACH, STATE OF FLORIDA, HAS NAMED JORDAN KLEMOW, LOCATED AT 2001 WEST SAMPLE ROAD, #320, POMPANO BEACH, FL 33064, BROWARD COUNTY, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPERTY AND COMPLETE PERFORMANCE OF MY DUTIES.




JORDAN KLEMOW

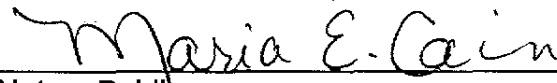
DATED: 2-16-09

STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared JORDAN KLEMOW, to me well known and known to me to be the individual described in and who executed the foregoing Certificate of Registered Agent, and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 16 day of February, 2004.

 Maria E. Cain
My Commission DD212754
Expires May 14, 2007



Notary Public
My commission expires:

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RECORDED & INDEXED
FL 1100