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F-01/07  
Page 1 of 1

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**FLORIDA NON-PROFIT CORPORATION**

**Prima Vista Water Management Association, Inc.**

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MAY-14-2004 11:54

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION  
OF  
PRIMA VISTA WATER MANAGEMENT ASSOCIATION, INC.  
(A CORPORATION NOT FOR PROFIT)**

In compliance with the F.S. 617, Florida Statutes (the "Act"), and for the purpose of forming a corporation not for profit, Robert Lee Shapiro, as incorporator does hereby acknowledge:

**ARTICLE I  
NAME OF CORPORATION**

The name of the corporation is PRIMA VISTA WATER MANAGEMENT ASSOCIATION, INC. ("Association").

**ARTICLE II  
PRINCIPAL OFFICE**

The street address of the principal office of the Association is Walgreen Law Department, 200 Wilnot Road, Deerfield, IL, 60015.

**ARTICLE III  
REGISTERED OFFICE - REGISTERED AGENT**

The street address of the Registered Office of the Association is 7620 South U.S. Highway One, Port St. Lucie, FL 34952-2320. The name of the Registered Agent of the Association is Margaret Masters.

**ARTICLE IV  
DEFINITIONS**

The definitions in the Declaration Regarding Surface Water Management System ("Declaration") recorded, or to be recorded, in the Public Records of St. Lucie County, Florida, are incorporated herein by reference and made a part hereof.

**ARTICLE V  
PURPOSE OF THE ASSOCIATION**

The Association is formed to: (a) provide for operation, maintenance and preservation of the Surface Water Management System; and (b) perform its duties as specified in the Declaration.

**ARTICLE VI  
NOT FOR PROFIT**

The Association is a not for profit Florida corporation and does not contemplate pecuniary gain to, or profit for, its Members.

The Association shall make no distribution of income to its Members, Directors or officers.

**ARTICLE VII  
POWERS OF THE ASSOCIATION**

The Association shall, subject to the privileges, limitations and reservations set forth in the Declaration, have all the powers, privileges and duties as provided by the Act and applicable law as reasonably necessary to perform and discharge its obligations pursuant to the Declaration and operate and maintain the Surface Water Management System,

including, but not limited to:

- (a) Own and convey property.
- (b) Operate and maintain common property, specifically the surface water management system as permitted by the South Florida Water Management District including all lakes, retention areas, culverts and related appurtenances.
- (c) Establish rules and regulations.
- (d) Assess members and enforce said assessments.
- (e) Sue and be sued.
- (f) Contract for services to provide the services for operation and maintenance.

#### ARTICLE VIII MEETINGS

Unless otherwise waived by the Members, the Association shall have an annual meeting of Members. The Association may make provisions for regular and special meetings of Members, all as more particularly set forth in the By-Laws.

#### ARTICLE IX MEMBERSHIPS

Each Owner shall be a member of the Association.

#### ARTICLE X VOTING RIGHTS

The Owner of the Walgreen Parcel shall have 50 votes. The Owner of the Xexon Parcel shall have 50 votes.

When more than one Person owns an interest in any Parcel ("Co-Owners"), all Co-Owners shall be Members, but only one Co-Owner shall be entitled to exercise the voting rights allocated to that Parcel. All Co-Owners shall appoint one Co-Owner to cast the voting rights allocated to that Parcel, by written designation provided to the Secretary of the Association. Fractional votes shall not be allowed. Such votes shall be exercised as a single vote or not at all. Where no voting Co-Owner is appointed, the Co-Owners shall not be entitled to vote until a voting Co-Owner is appointed.

Notwithstanding the foregoing, each Co-Owner(s) shall be jointly and severally responsible for all of the obligations imposed in accordance with the Declaration and shall be entitled to all other benefits of ownership. All actions taken by the Association in reliance upon voting in accordance with the voting procedures established herein, or in the Bylaws, shall be binding on all Members, including Co-Owners, their successors and assigns.

If a Member entitled to vote is a legal entity, such vote shall be cast by the President, Managing Member or any General Partner, absent a contrary designation by a certificate signed by an appropriate officer or agent of the entity and filed with the Secretary of the Association.

All voting rights shall be subject to the restrictions and limitations provided in the Declaration, these Articles and the Bylaws.

Any action of the Association which requires a vote of the Members shall require a majority vote.

## ARTICLE XI BOARD OF DIRECTORS

All corporate powers shall be exercised by, or under the authority of, and the business and affairs of the Association managed under the direction of the Board of Directors ("Board"), subject to any limitations set forth in these Articles, Bylaws or Declaration.

The Board shall consist of two (2) Directors. The number of Directors on the Board may be increased as determined by the Board, provided, however, that at all times the number of Directors elected by the Owner of the Walgreen Parcel and the Owner of the Xexon Parcel shall be equal.

Unless otherwise agreed by the Members to the contrary, the Owner of the Walgreen Parcel shall have the right to appoint one (1) Director and the Owner of the Xexon Parcel shall have the right to appoint one (1) Director. While entitled to appoint a Director, the Owner of the Walgreen Parcel and the Owner of the Xexon Parcel, as the case may be, shall be entitled to fill any vacancy in the Board caused by the resignation or failure to serve of a Director appointed by it.

Directors need not be Members of the Association.

The election, or appointment, as the case may be, of Directors shall be held at the annual meeting, or, if waived, appointed by written designation on an annual basis. Appointed Directors shall serve until they are replaced or resign, as the case may be. Elected Directors shall be elected, or appointed, as the case may be, for a term expiring on the date of the next annual meeting.

The Directors named in these Articles shall serve until the next election or appointment of Directors.

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

NAME	ADDRESS
Susan Missal Lerner	1630 Tigertail Avenue Miami, FL 33133
Margaret Master	7620 South U.S. Highway One Port St. Lucie, FL 34952-2320

## ARTICLE XII DISSOLUTION

In the event of the dissolution of the Association other than incident to a merger or consolidation, any Member may petition the Circuit Court having jurisdiction of the Judicial Circuit of the State of Florida for the appointment of a receiver to manage the affairs of the dissolved Association and fulfill its purpose in the place and stead of the Association, and to make such provisions as may be necessary for the continued management of the affairs of the dissolved Association and fulfillment of its purpose.

If the Association is dissolved, the Surface Water Management System and the right of access to the property containing the Surface Water Management System shall be conveyed to an appropriate agency of local government. If it is not accepted, then the Surface Water Management System must be dedicated or conveyed to a similar non-profit corporation.

#### ARTICLE XIII DURATION

The Association shall exist in perpetuity.

#### ARTICLE XIV AMENDMENTS

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

(a) Proposal. Amendments to these Articles may be proposed by any Member.

(b) Call for Meeting. Upon the adoption of a resolution by the Board proposing an amendment, the Association shall thereupon call a special meeting of the Members, unless it is to be considered at an annual meeting. The Secretary shall give each Member written notice stating the purpose of the meeting, place, day and hour of the meeting, and setting forth the proposed amendment or a summary of the changes to be effected thereby. Notice shall be delivered not less than fifteen (15) or more than sixty (60) days before the date of the meeting, either personally or by first class mail, addressed to the Member at the address as it appears on the books of the Association.

(c) Vote Necessary. If a vote of the Members is required, the proposed amendment shall be submitted to a vote of the Members entitled to vote at a special or annual meeting of the Members. In order for an amendment to become effective, it must be approved at a duly called meeting by an affirmative vote of a majority of the Board and Members.

(d) By Written Statement. Notwithstanding the provisions of (c) above, if an amendment may be adopted by the Board or Members, and the required number of the Board or Members eligible to vote sign a written statement manifesting their intention that an amendment be adopted, then the amendment shall thereupon be adopted.

(e) Filing. Articles of Amendment containing the approved amendment shall be executed by the Association by its President or Vice President and attested by its Secretary or Assistant Secretary. The Articles of Amendment shall set forth:

- (i) The name of the corporation.
- (ii) The amendment(s) so adopted.
- (iii) The date of the adoption of the amendment.

Articles of Amendment shall be filed, together with the appropriate filing fees, within ten (10) days after approval with the office of the Secretary of State of Florida for approval.

(f) Limitations. Notwithstanding anything in these Articles, the Bylaws or Declaration to the contrary:

(i) there shall be no amendment to these Articles which shall in any manner conflict with, reduce, amend, affect or modify the terms, conditions, provisions, rights and obligations set forth in the Declaration, without a simultaneous amendment to the Declaration;

(ii) there shall be no amendment to these Articles which shall abridge, reduce, amend or modify the rights of: (y) any Member, without the prior written consent of such Member, which may be granted or denied in its sole discretion; and (z) any Lender without the prior written consent of such Lender.

(iii) any proposed amendment to these Articles, which would affect the Surface Water Management System (including environmental conservation areas and the water management portions of the common areas) must be submitted to the District for a determination of whether the amendment necessitates a modification of the environmental resource or Surface Water Management permit. If a modification is necessary, the District will so advise the permittee. The amendment affecting the Surface Water Management System may not be finalized until any necessary permit modification is approved.

#### ARTICLE XV INCORPORATORS

The name and address of the Incorporator of this corporation is: Robert Lee Shapiro, P.A., 2401 PGA Blvd., Suite 272, Palm Beach Gardens, FL 33410.

#### ARTICLE XVI OFFICERS

Subject to the direction of the Board, the affairs of the Association shall be administered by the officers of the Association. The officers of the Association shall be elected by the Board at its first meeting following the annual meeting of the Members and shall serve at the pleasure of the Board. The By-Laws may provide for the removal from office of officers, for filling vacancies and for the duties of the officers.

The Board shall elect a President and as many Vice-Presidents, Secretaries and Treasurers as the Board shall from time to time determine.

The names and addresses of the Officers who shall serve until their successors are elected by the Board are as follows:

President:	Margaret Masters 7620 South U.S. Highway One Port St. Lucie, FL 34952-2320
Vice President:	William A. Montgomery, Jr., Esquire Walgreen Law Department 200 Wilmot Road Deerfield, IL 60015
Secretary:	Margaret Masters 7620 South U.S. Highway One Port St. Lucie, FL 34952-2320
Treasurer:	7620 South U.S. Highway One Port St. Lucie, FL 34952-2320

#### ARTICLE XVII INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Association shall and does hereby indemnify and hold harmless every Director and every Officer, its/their heirs, executors and administrators, against all loss, cost and expenses reasonably incurred in connection with any action, suit or proceeding to which such Director or Officer may be made a party by reason of being or having been a Director or Officer of the Association, including reasonable counsel fees at all levels of proceeding. This indemnification shall not apply to matters wherein the Director or Officer shall be finally adjudged in such action, suit or proceeding to be liable for or guilty of gross negligence or willful misconduct. The foregoing rights shall be in addition to, and not exclusive of, all other rights to which such Director or Officers may be entitled.

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ARTICLE XVIII  
TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

No contract or transaction between the Association and one (1) or more of its Directors, Officers or Members, or between the Association and any other Person in which one (1) or more of its Directors, Officers, or Members are officers or directors or otherwise interested shall be invalid, void or voidable solely for this reason, or solely because the Director, Officer or Member is present at, or participates in, meetings of the Board or Committee thereof which authorized the contract or transaction, or solely because said Officers' or Directors' votes are counted for such purpose. No Director, Officer or Member shall incur liability by reason of the fact that said Director, Officer or Member may be interested in any such contract or transaction.

Interested Directors, Officers or Members shall disclose the general nature of their interest and may be counted in determining the presence of a quorum at a meeting of the Board or of a Committee which authorized the contract or transaction.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the Laws of the State of Florida, the undersigned, being the Incorporator of this Association, has executed these Articles of Incorporation this 11 day of MAY, 2004.

Incorporator:

Robert Lee Shapiro, P.A.

By:

Print Name: Robert Lee Shapiro

Title: President

STATE OF FLORIDA  
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Robert Lee Shapiro, as President of Robert Lee Shapiro, P.A., under the laws of the State of Florida executed the foregoing instrument and that the seal affixed to the said instrument was so affixed by authority of said company, and is in fact the corporate seal of the said company.

WITNESS my hand and official seal, this 11 day of MAY, 2004.

Bruce Ann Winston  
Notary Public

(Notary Seal)

My Commission Expires:

I HEREBY ACCEPT THE DESIGNATION AS REGISTERED AGENT AS SET FORTH IN THESE ARTICLES OF INCORPORATION.

Margaret Master  
Margaret Master