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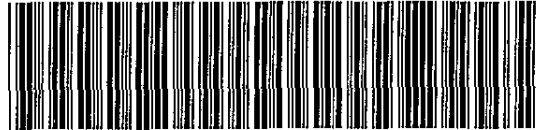
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DIVISION OF REVENUE
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KENNEDY HOMES

A Great Place To Live

June 18, 2004

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

OVERNIGHT COURIER

Re: Homeowners' Sub-Association of East Lake Village, Inc.


To Whom It May Concern:

Enclosed please find two (2) fully executed original copies of the Articles of Incorporation for the above referenced matter along with a check in the amount of \$87.50 to cover the costs of the filing fee, certified copy and certificate.

Upon filing of same, please return one fully executed stamped copy to us for our files and records.

Thanks for your help in this matter. If you need any additional information or have any questions, please do not hesitate to contact me directly (954-426-9999, ext 201).

Sincerely,



James R. Hills

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF
HOMEOWNERS' SUB-ASSOCIATION OF EAST LAKE VILLAGE, INC.
(A Florida Corporation Not-for-Profit)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
04 JUN 21 PM 2:09

The undersigned hereby executes these Articles of Incorporation for the purpose of forming a Homeowners' Association and a corporation not for profit under Chapter 617 and Chapter 720 of the Florida Statutes (the "Florida Not for Profit Corporation Act") and certifies as follows:

ARTICLE I - NAME

The name of this corporation shall be HOMEOWNERS' SUB-ASSOCIATION OF EAST LAKE VILLAGE, INC., hereinafter referred to as the "Sub-Association" and its duration shall be perpetual.

Its principal office and mailing address shall be 600 West Hillsboro Boulevard, Suite 101, Deerfield Beach, Florida 33441, or at such other places as may be designated from time to time by the Board of Directors.

ARTICLE II - PURPOSE

The purpose for which the Sub-Association is organized is to engage a non-profit organization in protecting the value of the "Property" of the members of the Sub-Association, to exercise all the powers and privileges and to perform all of the duties and obligations of the Sub-Association as defined and set forth in that certain Subordinated Declaration of Restrictions and Protective Covenants for EAST LAKE VILLAGE, as it may be amended from time-to-time (the "Sub-Declaration") to be recorded in the office of the Clerk of the Circuit Court in and for St. Lucie County, Florida, including the establishment and enforcement of payment of charges and assessments contained therein and to engage in such other lawful activities as may be to the mutual benefit of the Members and their property. All terms used herein which are defined in the Sub-Declaration shall have the same meaning herein as therein. The Sub-Association is subordinate to the authorities of East Lake Village Community Association, Inc., (the "Master Association"), a Florida non-profit corporation, pursuant to the authorities granted to the Master Association in its Declaration of Covenants, Conditions and Restrictions applicable to the property and recorded in the Official Records Book 1949, Page 450 Public Records of St. Lucie County, Florida, its Articles of Incorporation and its Bylaws, as amended from time to time; and, as set forth in the Sub-Declaration.

ARTICLE III - POWERS

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

Section 1. Common Law and Statutory Powers. The Sub-Association shall have all of the common law and statutory powers as a Homeowners' Association and a corporation not-for-profit, as provided for in Chapter 617 and Chapter 720 of the Florida Statutes, as amended from time to time, together with all powers conferred by the Sub-Declaration, these Articles and/or the Bylaws.

Section 2. Necessary Powers. The Sub-Association shall have all of the powers reasonably necessary to implement its purpose, including, but not limited to, the following:

A. To own, operate, manage and convey the Common Area in accordance with the purpose and intent contained in the Sub-Declaration;

B. To levy and collect Assessments against Members to defray the General Expenses and other expenses of the Sub-Association;

C. To collect from Members Master Association Assessments which are made and levied by the Master Association, and promptly remit such funds to the Master Association;

D. To use the proceeds of Assessments in the exercise of its powers and duties;

E. To maintain, repair, replace and operate the Common Area, and to maintain any easements (lakes, retention areas, culverts and related appurtenances, etc.) that may exist, or any other property which the Sub-Association has the right or obligation to maintain pursuant to the Sub-Declaration, these Articles or Bylaws.

F. To reconstruct Improvements upon the Property after casualty and to further improve the Property;

G. To make and amend the Rules and Regulations regarding the use of the Property, including the Common Areas and Lots;

H. To pay all taxes and other assessments which are liens against the Common Area;

I. To enforce by legal means the provisions of the Sub-Declaration, these Articles, the Bylaws, and the Rules and Regulations for the use of the Property;

J. To establish and maintain such reserve funds, as may be required from time-to-time by the Board of Directors, in accordance with the provisions of the Sub-Declaration;

K. To bring suit and be sued and appear and defend any and all actions and proceedings in its corporate name and to settle or otherwise compromise such claims.

L. To provide for management and maintenance and to authorize a management agent to assist the Sub-Association in carrying out its powers and duties by performing such functions as the collection of Assessments, preparation of records, enforcement of rules and traffic regulations and maintenance of the Common Area. The Sub-Association shall, however, retain at all times the powers and the duties granted it by common law, Florida Statutes and local ordinances including, but not limited to, the making of Assessments, the promulgation of rules and the execution of contracts on behalf of the Sub-Association;

M. To possess, enjoy and exercise all powers necessary to implement, enforce and carry into effect the powers above described, including the power to acquire, hold, convey and deal in real and personal property;

N. To employ personnel, retain independent contractors and professional personnel and enter into service and management contracts to provide for the maintenance, operation, management and administration of the Common Area and to enter into any other agreements consistent with the purposes of the Sub-Association;

O. To provide, to the extent deemed necessary by the Board, any and all services and do any and all things which are incidental to or in furtherance of things listed above or to carry out the Sub-Association mandate to keep and maintain the Common Area in a proper and aesthetically pleasing condition;

P. To perform any acts required or contemplated by it under the Sub-Declaration.

Section 3. Funds and Title to Properties. All funds and title to all properties acquired by the Sub-Association and the proceeds thereof shall be held only for the benefit of the Members in accordance with the provisions of the Sub-Declaration. No part of the income, if any, of the Sub-Association shall be distributed to the Members or Officers of the Sub-Association.

Section 4. Limitation. The powers of the Sub-Association shall be subject to and be exercised in accordance with the provisions of the Sub-Declaration.

ARTICLE IV – MEMBERSHIP

Qualification for, and admission to, membership in the Sub-Association shall be regulated by the Sub-Declaration and the Bylaws of the Sub-Association.

ARTICLE V – BOARD OF DIRECTORS

The affairs of the Sub-Association shall be managed by a Board of Directors consisting of not less than three (3) and no more than nine (9) Directors. Until such time as Declarant relinquishes control of the Sub-Association, as described in the Sub-Declaration, Declarant shall have the right to appoint all members of the Board of Directors and to approve the appointment of all Officers of the Sub-Association and no action of the membership of the Sub-Association shall be effective unless, and until, approved by the Declarant. Further, until such time as Declarant relinquishes control of the Sub-Association, as aforesaid, no Director or Officer need be a member of the Sub-Association; thereafter, all Directors and Officers must be Members of the Sub-Association except such Directors that are appointed by the Declarant, as provided herein. The number of Directors constituting the initial Board is three (3) and they shall serve until such time as Declarant relinquishes control of the Sub-Association or until replaced by Declarant. The Declarant shall be entitled at any time, and from time-to-time, to remove or replace any Director originally appointed by the Declarant. The Declarant may waive or relinquish in whole or in part any of its rights to appoint any one or more of the Directors it is entitled to appoint. Commencing with the first annual meeting of Members to occur concurrent with the date on which Declarant relinquishes control of the Sub-Association, the Directors shall be elected by the Members of the Sub-Association at the annual meeting.

The following persons shall constitute the initial Board of Directors:

<u>Name</u>	<u>Address</u>
Scott F. Smith	600 West Hillsboro Blvd., Suite #101 Deerfield Beach, FL 33441
James R. Hills	Same as above
Michael E. Ehrlich	Same as above

ARTICLE VI – OFFICERS

The affairs of the Sub-Association shall be managed by the Officers of the Sub-Association subject to the directions of the Board. Officers shall be elected by the Board of Directors at the annual meetings of the Directors, as provided in the Bylaws. Until such time as Declarant relinquishes control of the Sub-Association, as provided in the Sub-Declaration, Declarant shall have the right to approve all of the Officers elected. The initial Officers shall consist of a President, Vice President, Secretary and Treasurer. The President shall be elected from amongst the Directors, but no other Officer need be a Director. The same person may hold the title of Vice President and Treasurer. However, the offices of President and Secretary may not be held by the same person, nor may the offices of President and Vice President be held by the same person. Officers shall serve at the pleasure of the Board, and the Board shall have the right to remove or elect officers, from time to time.

The following persons shall serve as the initial Officers:

<u>Name</u>	<u>Title</u>
Scott F. Smith	President
James R. Hills	Vice President / Treasurer
Michael E. Ehrlich	Secretary

ARTICLE VII – TERM

The term for which the Sub-Association is to exist shall be perpetual. In the event of dissolution of the Sub-Association (unless same is reinstated), other than incident to a merger or consolidation, all of the assets of the Sub-Association shall be transferred only to another not-for-profit corporation or dedicated or conveyed to an appropriate governmental agency agreeing to accept such dedication or conveyance.

ARTICLE VIII – INDEMNIFICATION OF DIRECTORS, OFFICERS AND COMMITTEE MEMBERS

1. The Sub-Association hereby indemnifies any Director, officer or Sub-Association committee member made a party to or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

A. Whether civil, criminal, administrative or investigative, other than one by or in the right of the Sub-Association to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as Director, officer or committee member, or in his capacity as Director, officer, employee or agent of any corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Sub-Association, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Sub-Association, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such Director, officer or committee member did not act in good faith and in the reasonable belief that such action was unlawful; and

B. By or in the right of the Sub-Association to procure a judgment in its favor by reason of his being or having been a Director, officer or committee member for the Sub-Association, or by reason of his being or having been a Director, officer, employee or agent of any corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Sub-Association, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein, if such person acted in good faith and in the reasonable belief that such action was in the best interests of the Sub-Association. Such person shall not be entitled to indemnification in revelation to matters as to which such person has been adjudged to have been guilty of negligence or misconduct in the performance of his duty to the Sub-Association unless and only to the extent that the court, administrative agency or investigative body before which such action, suit or proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

2. The Board of Directors shall determine whether amounts for which a Director, officer or committee member seeks indemnification were properly incurred and whether such Director or officer acted in good faith and in a manner he reasonably believed to be in the best interests of the Sub-Association, and whether, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding.

3. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Sub-Association to indemnify under applicable law.

IX. TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

1. No contract or transaction between the Sub-Association and one (1) or more of its Directors or officers, or between the Sub-Association and any other corporation, partnership, association or other organization in which one (1) or more of its Directors or its officers are directors or officers, or have a financial interest, shall be invalid, void or voidable solely for this reason, or solely because the Director or officer is present at or participates in the

meeting of the Board or committee thereof which authorized the contract or transaction, or solely because his or their votes are counted for such purpose. No Director or officer of the Sub-Association shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction.

2. Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

ARTICLE X – BYLAWS

The Bylaws of the Sub-Association may be adopted, amended, altered or rescinded as provided therein; provided, however, that at no time shall the Bylaws conflict with these Articles of Incorporation or the Sub-Declaration. Until such time as Declarant relinquishes control of the Sub-Association, no amendments to the Bylaws shall be effective unless Declarant shall have joined in and consented thereto in writing. Any attempt to amend, alter or rescind contrary to these prohibitions shall be of no force or effect. No change or amendment to the Bylaws that adversely impacts the Declarant shall have any force or effect as to the Declarant as long as Declarant owns Lots in the Property, unless Declarant consents in writing to such change or amendment.

ARTICLE XI - AMENDMENT TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be altered, amended or repealed by the affirmative vote of at least sixty-seven percent (67%) of the voting interests of the Sub-Association. Notwithstanding anything herein to the contrary, the Class "B" Member shall be permitted to amend these Articles at any time without the consent of the Class "A" Members and no amendment of these Articles may be made without the consent of the Class "B" Member, so long as it owns a Lot.

ARTICLE XII – REGISTERED AGENT AND REGISTERED OFFICE

The name of the initial registered agent shall be Scott F. Smith and the street address of the registered office of the Sub-Association shall be 600 W. Hillsboro Blvd., Suite #101, Deerfield Beach, FL 33441. The Sub-Association shall have the right to designate subsequent registered agents without amending these Articles of Incorporation.

ARTICLE XIII – INCORPORATOR

The name and the street address of the Incorporator shall be Scott F. Smith, 600 W. Hillsboro Blvd., Suite #101, Deerfield Beach, FL 33441.

IN WITNESS WHEREOF, the Incorporator has executed these Articles of Incorporation, this 18th day of June, 2004.


Signed, sealed and delivered
in the presence of:



WITNESS: Print Name JAMES R. HILL



Scott F. Smith
Incorporator



WITNESS: Print Name MICHAEL E. HILL

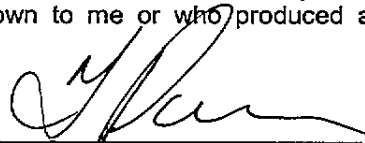
STATE OF FLORIDA }
COUNTY OF BROWARD }

The foregoing Articles of Incorporation were acknowledged before me this 18th day of June 2004, by Scott F. Smith, the Incorporator named therein, who is personally known to me or who produced a Driver's License as identification and who did not take an oath.

My commission expires:




Tera Parham
Commission # DD 014943
Expires April 2, 2005
Bonded Thru
Atlantic Bonding Co., Inc.



Notary Public
State of Florida at Large

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above named corporation at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping said office open for service of process.



Scott F. Smith
Registered Agent

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