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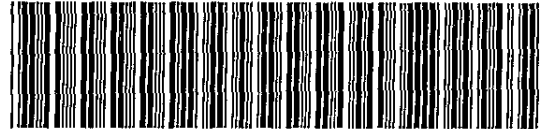
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JAY STEVEN LEVINE, P.A. - ATTORNEYS

2500 North Military Trail, Suite 490, Boca Raton, FL 33431 - (561) 999-9925 (561) 999-9958 Fax
3300 PGA Boulevard, Suite 970, Palm Beach Gardens, FL 33410 - (561) 627-3585 (561) 627-0811 Fax
Vero Beach - By Appointment Only
e-mail - jayslevinepa@aol.com

Jay Steven Levine, Esquire
Robert B. Burr, Esquire
Debbie Alspach, CLA

Nadel Group, P.A. - Of Counsel

Please reply to:
Boca Raton, Florida

September 15, 2004

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

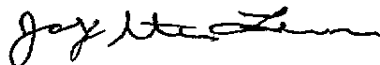
RE: ARTICLES OF INCORPORATION - BAYVIEW VILLAS ASSOCIATION, INC.

Dear Sir or Madam:

Enclosed for filing is original and one copy of Articles of Incorporation for Bayview Villas Association, Inc. Also enclosed is a check in the amount of \$78.75 for filing fee, designation of registered agent and certified copy. Once filed, please return the certified copy to us in the enclosed self-addressed stamped envelope.

Thank you for your assistance in this matter.

Very truly yours,



Jay Steven Levine

JSL:sh

Enclosures - As Stated

THIS INSTRUMENT PREPARED BY:
JAY STEVEN LEVINE, P.A.
2500 North Military Trail, Suite 490
Boca Raton, Florida 33431
(561) 999-9925

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EXHIBIT "D"

ARTICLES OF INCORPORATION

OF

BAYVIEW VILLAS ASSOCIATION, INC.

(A Corporation Not-For-Profit Under the Laws of the State of Florida)

The undersigned by these Articles of Incorporation hereby associates himself for the purpose of forming a corporation not-for-profit under Chapter 617, Florida Statutes, and certifies as follows:

ARTICLE I

NAME AND ADDRESS

The name of the corporation is BAYVIEW VILLAS ASSOCIATION, INC., and its mailing address is 2715 E. Oakland Park Boulevard, Suite 201, Fort Lauderdale, Florida 33306.

ARTICLE II

DEFINITIONS

For convenience, the corporation shall be referred to in this instrument as the "Association"; the Declaration of Covenants and Restrictions for BAYVIEW VILLAS, as the "Declaration"; these Articles of Incorporation as the "Articles"; and the By-Laws of the Association as the "By-Laws". All other definitions contained in the Declaration are incorporated herein by reference.

ARTICLE III

PURPOSE, POWERS AND DUTIES

Section 3.1 Purpose. The purpose for which the Association is organized is to provide an entity for the operation of BAYVIEW VILLAS, located in Broward County, Florida. The Association is organized and shall exist on a non-stock basis as a corporation not for profit under the laws of the State of Florida, and no portion of any earnings of the Association shall be distributed or inure to the private benefit of any member, Director, or officer.

Section 3.2 Powers and Duties; General. For the accomplishment of its purposes, the Association shall have all the common law and statutory powers and duties of a corporation not for profit under the laws of the State of Florida, except as limited or modified by the Declaration, the By-Laws or the corporate statute. The powers of the Association shall also be as set forth in the Declaration and By-Laws.

- A. The Association shall have those duties relating to contracts and bids provided for in F.S. 720.3055, as amended from time to time.
- B. The Association shall maintain all official records defined by F.S. 720.303(4), as amended from time to time.

Section 3.3 Powers; Specific

The powers of the Association shall include but not be limited to the following:

- A. To make and collect annual and special assessments against members of the Association to defray the costs, expenses and losses of the Association, and to use the funds in the exercise of its powers and duties; and to levy and collect Charges.
- B. To protect, maintain, repair, replace and operate the Properties pursuant to the Governing Documents.
- C. To purchase insurance upon the Properties for the protection of the Association and its members, as required by law.
- D. To make improvements of the Properties.
- E. To reconstruct improvements after casualty.
- F. To make, amend, and enforce reasonable rules and regulations governing the use of the Lots, the operation of the Association, and including the frequency, time, location, notice and manner of the inspection and copying of official records.
- G. To contract for the management, operation and maintenance of the Community and to delegate any powers and duties of the Association in connection therewith except such as are specifically required by the Declaration to be exercised by the Board of Directors or the membership of the Association.
- H. To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Properties and the Association.

- I. To purchase a Lot, but only at sales in foreclosure of liens for assessments for common expenses, at which sales the Association shall bid no more than the amount of the judgment plus interest and publication costs.
- J. Any other powers set forth in F.S. 617.0302 and Chapter 720, Florida Statutes.

ARTICLE IV

MEMBERSHIP AND VOTING IN THE ASSOCIATION

The Members of the Association shall be as provided in Section 1.19 of the Declaration. The Owners of each Lot, collectively, shall be entitled to that vote as set forth in the By-Laws, and the manner of exercising voting rights shall be as set forth in the By-Laws.

ARTICLE V

DIRECTORS

Section 5.1 General. The method of election of Directors shall be as set forth in the By-Laws. Other provisions regarding Directors, including their qualifications, meetings, removal and resignation, are as contained in the By-Laws.

Section 5.2 First Board of Directors. The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have taken office, as provided in the By-Laws, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Fred P. Senesi	2715 E. Oakland Park Boulevard, Suite 300 Ft. Lauderdale, Florida 33306
John Lesousky	2715 E. Oakland Park Boulevard, Suite 201 Ft. Lauderdale, Florida 33306
David Lesousky	2715 E. Oakland Park Boulevard, Suite 201 Ft. Lauderdale, Florida 33306

ARTICLE VI

OFFICERS

Section 6.1 General. The affairs of the Association shall, to the extent delegated by the Board of Directors, be administered by the officers holding the offices designated in the By-Laws. Other

provisions regarding officers, including their appointment, removal and resignation, are as provided in the By-Laws.

Section 6.2 First Officers. The names and addresses of the first officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President	Fred P. Senesi	2715 E. Oakland Park Boulevard Suite 300 Ft. Lauderdale, Florida 33306
Vice President	John Lesousky	2715 E. Oakland Park Boulevard Suite 201 Ft. Lauderdale, Florida 33306
Secretary	David Lesousky	2715 E. Oakland Park Boulevard Suite 201 Ft. Lauderdale, Florida 33306
Treasurer	David Lesousky	2715 E. Oakland Park Boulevard Suite 201 Ft. Lauderdale, Florida 33306

ARTICLE VII

BY-LAWS

The initial By-Laws of the Association have been adopted by the Board of Directors, and may be altered, amended or rescinded by the vote of both the Board of Directors and Members of the Association in the manner provided in the By-Laws; with the vote of the Board alone permitted only if and as permitted in the By-Laws.

ARTICLE VIII

AMENDMENTS TO THE ARTICLES OF INCORPORATION

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

Section 8.1 Proposal. Amendments to these Articles may be proposed by the Board of Directors or by written petition signed by the owners of one-fourth (1/4) of the Lots.

Section 8.2 Procedure: Notice and Format. Upon any amendment or amendments to these Articles being proposed as provided above, the proposed amendment or amendments shall be submitted to a vote of the members not later than the next annual meeting, unless insufficient time

to give proper notice remains before that meeting. Any amendment may be considered at the annual or a special members meeting. The full text of any amendment to the Articles shall be included in the notice of the Owners' meeting of which a proposed amendment is considered by the Owners.

Section 8.3 Vote Required. Except as otherwise provided by Florida law, or by special provisions in the Governing Documents, these Articles may be amended by concurrence of a majority of the entire Board of Directors then serving and not less than 2/3 of the voting interests of the entire membership of the Association. If the amendments were proposed by a written petition signed by the Owners pursuant to Section 8.1 above, the concurrence of the Board of Directors shall not be required.

Section 8.4 Certificate: Recording and Effective Date. A copy of each Amendment shall be filed with the Secretary of State pursuant to the provisions of applicable Florida law, and a copy certified by the Secretary of State shall be recorded in the Public Records of the County. The Amendment shall be effective when the Certificate and copy of the Amendment, and any joinders and consents required, are recorded in the Public Records of the County. The certificate must identify the Book and Page of the Public Records where the Articles are recorded.

Section 8.5 Provisos. Notwithstanding any provision in these Articles to the contrary, the following shall apply:

- A. So long as the Developer controls the Board of Directors as provided for in the By-Laws, these Articles may be amended by the vote of the Developer alone; and after such control is relinquished, so long as the Developer owns any Lot in the Community, no amendment may be made without the written consent and joinder of the Developer.
- B. No amendment shall diminish or impair any of the rights, privileges, powers and/or options provided in these Articles in favor of or reserved to record owners of any institutional mortgages unless the Institutional Mortgagee shall join in the execution of the amendment.
- C. An amendment to these Articles that adds, changes or deletes a greater or lesser quorum or voting requirement must meet the same quorum requirement and be adopted by the same vote required to take action under the quorum and voting requirements then in effect or proposed to be adopted, whichever is greater.
- D. Article X of these Articles may be amended by the vote of a majority of the entire membership of the Board of Directors, without the need for membership approval, if a statement of change of registered agent and/or office is filed with the Secretary of State.

- E. Any amendment proposed to the Articles which would affect the surface water management system or water management portions of the common areas shall be submitted to the South Florida Water Management District for review prior to finalization of the amendment. The South Florida Water Management District shall determine if the proposed amendment will require a modification of the permit. If a permit modification is necessary, the modification must be approved by the South Florida Water Management District prior to finalization of the amendment of these Articles.

ARTICLE IX

TERM

The term of the Association shall be perpetual.

ARTICLE X

REGISTERED AGENT AND REGISTERED OFFICE

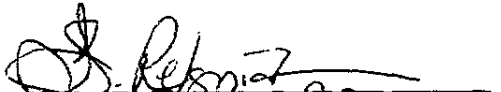
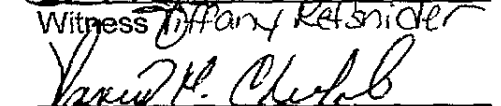
The initial Registered Agent and Office of the Association shall be Galleria Asset Management Corp, 2715 E. Oakland Park Boulevard, Suite 300, Ft. Lauderdale, Florida 33306, with the privilege of having its office and branch office at other places within or without the State of Florida.

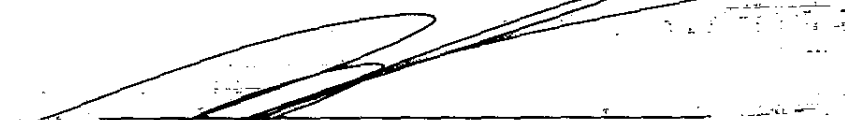
ARTICLE XI

INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation are Fred P. Senesi, 2715 E. Oakland Park Boulevard, Suite 300, Ft. Lauderdale, Florida 33306.

IN WITNESS WHEREOF I have set my hand and seal this 8 day of SEPTEMBER, 2004.


Witness Tiffany Retsnider

Witness Nancy M. Chiola

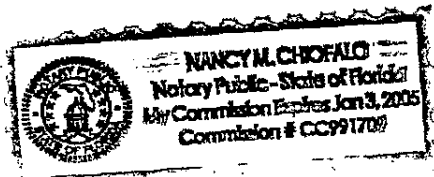

FRED P. SENESI

STATE OF FLORIDA

COUNTY OF BROWARD

I HEREBY CERTIFY that on this 8 day of Sept, 2004, before me personally appeared FRED P. SENESI, who is personally known to me or who has produced _____ (if left blank, personal knowledge existed) as identification and who did take an oath and who executed the above as his free act and deed.

WITNESS my signature and official seal at _____ in the County of Broward State of Florida, the day and year last aforesaid.



NOTARY PUBLIC:

Nancy M. Chiofalo
Sign

Print


State of Florida at Large (Seal)

My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent to accept service of process of BAYVIEW VILLAS ASSOCIATION, INC., at the place designed in these Articles, the undersigned agrees to act in the capacity and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.

DATED this 8 day of September, 2004.


REGISTERED AGENT - GALLERIA ASSET
MANAGEMENT CORP
BY: FRED P. SENESI, President

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TALLAHASSEE, FLORIDA