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FLORIDA NON-PROFIT CORPORATION
MIDDLE RIVER/BAYVIEW ASSOCIATION, INC.

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FLORIDA DEPARTMENT OF STATE

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Secretary of State

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FILE
TALLAHASSEE FLORIDA

January 14, 2005

BERGER SINGERMAN - FT. LAUDERDALE

SUBJECT: MIDDLE RIVER/BAYVIEW ASSOCIATION, INC.
REF: W05000002123

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

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Doris Brown
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**ARTICLES OF INCORPORATION
OF
MIDDLE RIVER/BAYVIEW ASSOCIATION, INC.
A FLORIDA NOT FOR PROFIT CORPORATION**

STATE
ALL AMENDMENTS FLORIDA

The undersigned, acting as incorporator of a Florida corporation, hereby makes, executes and acknowledges these Articles of Incorporation pursuant to the Florida Not For Profit Corporation Act for the purpose of forming a corporation not for profit under the laws of the State of Florida.

**ARTICLE I
NAME**

The name of the Corporation is:

Middle River/Bayview Association, Inc.

**ARTICLE II
ADDRESS**

The street address of the initial principal office of the Corporation, and the Corporation's initial mailing address, c/o Laz L. Schneider, Esq., Berger Singerman, 350 East Las Olas Boulevard, Suite 1000, Fort Lauderdale, Florida 33301.

**ARTICLE III
PURPOSE**

The Corporation is organized not for pecuniary profit, but exclusively for educating, and advocating for, homeowners within the meaning of Section 501 of the Internal Revenue Code of 1986, as amended ("Code"), and no distribution of assets of the Corporation shall be made upon dissolution except to an entity which is exempt from taxation pursuant to Section 501 of the Code. In furtherance of the purposes of the Corporation, and within the foregoing restrictions, the Corporation shall have all lawful powers necessary or appropriate to such purposes, including but not limited to all corporate powers corporations may have under the Florida Not For Profit Corporation Act, as it may be amended or replaced from time to time, or the provisions of any similar law.

**ARTICLE IV
BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed by, and all corporate powers shall be exercised by and under the authority of a Board of Directors. The Board of Directors initially shall consist of one person who shall hold office until his successor is duly appointed and qualified. The initial Director is:

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Henry H. Fox
350 East Las Olas Boulevard
Suite 1000
Fort Lauderdale, Florida 33301

Laz L. Schneider
350 East Las Olas Boulevard
Suite 1000
Fort Lauderdale, Florida 33301

Donald Decker
350 East Las Olas Boulevard
Suite 1000
Fort Lauderdale, Florida 33301

The Directors will be appointed as provided in the Bylaws of the Corporation.

ARTICLE V MEMBERS AND ADVISORY BOARD

At the discretion of the Board of Directors, the Corporation may or may not have members or an advisory board. If the Board from time to time determines to establish memberships in the Corporation, or an advisory board, the qualifications for members of the Corporation, or for members of an advisory board, and the manner of their admission, and provisions governing their respective status, rights, responsibilities or benefits shall be as provided in the Bylaws or as determined by the Board. The Corporation shall have authority to issue certificates of membership as provided in the Bylaws or as determined by the Board. In no event shall members, if any, be entitled to vote. Membership, if any, in the Corporation shall be non-transferable. Members shall have no ownership rights or beneficial interests of any kind in the Corporation or its assets.

ARTICLE VI LIMITATIONS

(1) The Corporation is organized not for profit, and no part of its income shall ever be distributed to any member, member of the Board of Directors, officer or any private individual, provided, however, that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes.

(2) The Corporation shall not, as a substantial part of the activities of the Corporation, attempt to influence legislation by propaganda, lobbying or otherwise; nor shall the Corporation participate in or intervene in (including by publication or distribution of statements or otherwise), any political campaign on behalf of or in opposition to, any candidate for public office.

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(3) Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on activities not permitted to be conducted or carried on (i) by an organization exempt from taxation under Section 501 of the Code, and the related Treasury Regulations as they now exist or as they may hereafter be amended, or (ii) by a not for profit corporation under the laws of the State of Florida as they now exist or may be hereafter amended.

(4) The Corporation has a policy of non-discrimination, and accordingly, in connection with any education program it offers or sponsors, it will admit participants of any race, color and national and ethnic origin, to all the rights, privileges, programs and activities to be offered or made available generally to participants. The Corporation will not discriminate on the basis of race, color or national or ethnic origin in the administration of its policies and programs.

ARTICLE VII DISSOLUTION

The assets and proceeds of every nature and description of the Corporation are, and shall forever be, irrevocably dedicated to the purposes stated in Article III hereof. In the event of liquidation or dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, dispose of all assets of the Corporation, in such proportions as the Board of Directors (or in their absence as a court of competent jurisdiction) may determine, to such organizations organized and operated exclusively for religious, scientific, educational or charitable purposes as shall qualify as an exempt organization under Code Section 501(c)(3) (or any successor legislation).

ARTICLE VIII GENERAL

The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on "undistributed income" imposed by Section 4942 of the Code, or any corresponding provisions of any future United States Revenue Law.

The Corporation shall not engage in any act of "self-dealing," as defined in Section 4941(d) of the Code or any corresponding provisions of any future United States revenue law.

The Corporation shall not retain any "excess business holdings," as defined in Section 4943(c) of the Code, or any corresponding provisions of any future United States revenue law.

The Corporation shall not make any investment in such manner as to subject it to tax under Section 4944 of the Code, or any corresponding provisions of any future United States revenue law.

The Corporation shall not make any "taxable expenditures," as defined in Section 4945(d) of the Code, or any corresponding provisions of any future United States revenue law.

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**ARTICLE IX
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the registered office of the Corporation is 350 East Las Olas Boulevard, Suite 1000, Fort Lauderdale, Florida 33301. The Corporation's Registered Agent is Laz L. Schneider, Esq., Berger Singerman, P.A. at the above address.

**ARTICLE X
INCORPORATOR**

The name and address of the incorporator is:

Laz L. Schneider, Esq.
350 East Las Olas Boulevard
Fort Lauderdale, Florida 33301

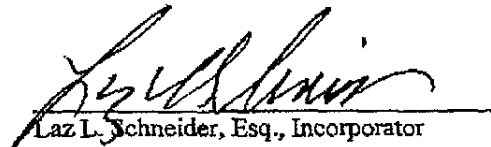
**ARTICLE XI
BYLAWS**

The power to make, alter, amend, repeal or adopt the Bylaws of the Corporation shall be vested solely in the Board of Directors.

**ARTICLE XII
AMENDMENTS TO ARTICLES**

The power to amend these Articles of Incorporation shall be vested solely in the Board of Directors.


IN WITNESS WHEREOF, these Articles of Incorporation have been executed this 12 day of Jan 2005.


Laz L. Schneider, Esq., Incorporator

ACCEPTANCE OF DESIGNATION AS INITIAL REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of Middle River/Bay view Association, Inc. and I agree to comply with the provisions of the laws of the State of Florida, including Section 48.091, Florida Statutes, providing for the keeping open of the registered office for service of process. I am familiar with and accept the obligations provided for in Chapter 617, Florida Statutes.

Date: Jan 14, 2005.


Laz L. Schneider, Esq., Initial Registered Agent

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