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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*P.O.
RACONET*

705-2713

[Signature]
2/9/1



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

January 24, 2005

JOSEPH E. CARPENTER, JR, P.A.
6400 N. ANDREWS AVENUE
SUITE 440
FORT LAUDERDALE, FL 33309

SUBJECT: LA TERRAE AT VICTORIA PARK HOA, INC.
Ref. Number: W05000003713

We have received your document for LA TERRAE AT VICTORIA PARK HOA, INC.. However, the document has not been filed and is being returned for the following:

You must list the corporation's principal office and/or a mailing address in the document.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6934.

Loria Poole
Document Specialist
New Filings Section

Letter Number: 005A00004726

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FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

Joseph E. Carpenter, Jr., P.A.
Attorneys At Law

6400 N Andrews Avenue, Suite 440
Fort Lauderdale, FL 33309
Direct Dial (954) 772-0121
Fax (954) 772-0212

Joseph E. Carpenter, Jr.
Christina Cheli

E-mail: ccheli@carpenterlaw.com

- February 7, 2005
- Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Subject: La Terrace at Victoria Park HOA, Inc.

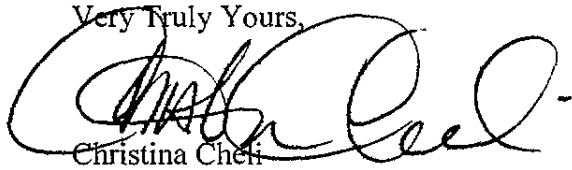
Enclosed please find one (1) original and one (1) copy of the Articles of Incorporation, along with a copy of the letter from the Department of State dated January 24, 2005.

Please return the certificate of status and the certified copy to:

Joseph E. Carpenter, Jr., PA
6400 N Andrews Ave., Suite 440
Fort Lauderdale, FL 33309

If you have any questions or comments please contact me at 954-772-0121.

Very Truly Yours,



Christina Cheli
Joseph E. Carpenter, Jr., PA

Enclosure(s)

ARTICLES OF INCORPORATION
OF
LA TERRACE AT VICTORIA PARK HOA, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under §617.1007, Florida Statutes, adopts the following Articles of Incorporation for such corporation:

ARTICLE I
NAME AND ADDRESS

The name of the corporation is the La Terrace At Victoria Park HOA, Inc., hereafter referred to as the "Association." The principal place of business and mailing address of the Association shall be 2727 E Oakland Park Blvd., 3rd Floor, Fort Lauderdale, FL 33306.

ARTICLE II
PURPOSE AND POWERS

The purpose for which the Association is organized to provide an entity pursuant to the Florida Condominium Act for the operation of La Terrace at Victoria Park, a Condominium, located in Broward County, Florida, hereafter referred to as the "Condominium". The Association is organized and shall exist upon 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 of the Association. For the accomplishment of its purposes, the Association shall have all of the common law and statutory powers and duties of a corporation not for profit except as limited or modified by these Articles, the Declaration of Condominium or Chapter 718, Florida Statutes, as it may hereafter be amended, including, but not limited to, the following:

- (A) To make and collect assessments against members of the Association to defray the costs, expenses and losses of the Condominium, and to use the proceeds of assessments in the exercise of its powers and duties.
- (B) To protect, maintain, repair, replace and operate the condominium property.
- (C) To purchase insurance upon the Condominium property and Association property for the protection of the Association and its members.
- (D) To reconstruct improvements after casualty and to make further improvements of the Condominium property and Association property for the benefit and protection of the Association and its members.
- (E) To make, amend and enforce reasonable rules and regulations governing the use of the common elements, and the operation of the Association.
- (F) To approve or disapprove the transfer of ownership, leasing and occupancy of units, as provided by the Declaration of Condominium.

(G) To enforce the provisions of the Condominium Act, the Declaration of Condominium, these Articles, and the Bylaws and any Rules and Regulations of the Association.

(H) To contract for the management and maintenance of the Condominium and the Condominium property to delegate any powers and duties of the Association in connection therewith except such as are specifically required by the Declaration of Condominium to be exercised by the Board of Directors or the membership of the Association.

(I) To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Condominium.

(J) To enter into agreements, or acquire leaseholds, memberships, and other possessory or use interests in lands or facilities such as recreational facilities. The Association has the power whether or not the lands or facilities are contiguous to the lands of the Condominium, if they are intended to provide enjoyment, recreations or other use or benefit to the membership of the Association.

(K) To borrow or raise money for any of the purposes of the Association, and from time to time without limit as to amount; to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable instruments and evidences of indebtedness; and to secure the payment of any thereof, and of the interest thereon, any mortgage, pledge, conveyance or assignment in trust, of the whole or any part of the rights or property of the Association, whether at the time owned or thereafter acquired. All funds and the title to all property acquired by the Association shall be held for the benefit of the members in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation and the Bylaws.

ARTICLE III MEMBERSHIP

(A) The members of the Association shall consist of all record owners of a fee simple interest in one or more units in the Condominium, as further provided in the Declaration of Condominium and Bylaws. After termination of the Condominium, the members shall consist of those who are members at the time of such termination.

(B) The share of a member in the funds and assets of the Association cannot be assigned or transferred in any manner except as an appurtenance to his Condominium unit.

(C) The owners of each unit, collectively, shall be entitled to the number of votes in Association matters as set forth in the Declaration of Condominium and the Bylaws. The manner of exercising voting rights shall be as set forth in the Bylaws.

ARTICLE IV
TERM

The term of the Association shall be perpetual.

ARTICLE V
BYLAWS

The Bylaws of the Association may be altered, amended or rescinded in the manner provided therein.

ARTICLE VI
DIRECTORS AND OFFICERS

(A) The affairs of the Association will be administered by a Board of Directors consisting of the number of Directors determined by the Bylaws, but not less than three (3) Directors, and in the absence of such determination shall consist of three (3) Directors. The initial Directors need not be members of the Association, until the Developer has turned over control of the Association to the members. Thereafter, Directors of the Association must be members of the Association.

(B) Directors of the Association shall be elected by the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

(C) The business of the Association shall be conducted by the officers designated in the Bylaws. The officers shall be elected each year by The Board of Directors at its first meeting after the annual meeting of the members of the Association, and they shall serve at the pleasure of the Board.

ARTICLE VII
AMENDMENTS

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

(A) Proposal. Amendments to these Articles may be proposed by a majority of the Board or by petition of the owners of one-fourth (1/4) of the units by instrument, in writing, signed by them.

(B) Procedure. Upon any amendment or amendments to these Articles being proposed by said Board or unit owners, such proposed amendment or amendments shall be submitted to a vote of the members not later than the next annual meeting for which proper notice can be given.

(C) Vote Required. Except as otherwise required for by Florida Law, these Articles of Incorporation may be amended by vote of a majority of the voting interests at any

annual or special meeting, or by approval in writing of a majority of the voting interests without a meeting, provided that notice of any proposed amendment has been given to the members of the Association, and that the notice contains a fair statement of the proposed amendment.

(D) **Effective Date.** An amendment shall become effective upon filing with the Secretary of State and recording a copy in the Public Records of Broward County, Florida.

ARTICLE VIII REGISTERED AGENT

The initial registered office of the Association shall be at: 2727 East Oakland Park Blvd., 3rd Floor, Fort Lauderdale, FL 33306.

The registered agent at said address shall be: Barbara Johnson.

ARTICLE IX INDEMNIFICATION

To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director and every officer of the Association against all expenses and liabilities, including attorneys fees, actually and reasonably incurred by or imposed on him in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he may be a party because of his being or having been a Director or officer of the Association. The foregoing right of indemnification shall not be available if a judgment or other final adjudication establishes that his actions or omissions to act were material to the cause adjudicated and involved:

(A) Willful misconduct or a conscious disregard for the best interests of the Association, in a proceeding by or in the right of the Association to procure a judgment in its favor.

(B) A violation of criminal law, unless the Director or officer had no reasonable cause to believe his action was unlawful or had reasonable cause to believe his action was lawful.

(C) A transaction from which the Director or officer derived an improper personal benefit.

(D) Wrongful conduct by Directors or officers appointed by the Developer, in a proceeding brought by or on behalf of the Association.

In the event of a settlement, the right to indemnification shall not apply unless the Board of Directors approves such settlement as being in the best interest of the Association. The

foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which a Debtor or officer may be entitled.

By: Barbara Johnson
Barbara Johnson, Incorporator
Date: 1/18/05

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 18 day of JANUARY 2005 by Barbara Johnson, as Incorporator of La Terrace at Victoria Park HOA, Inc., who is personally known to me or produced identification (type of identification produced)

[Signature]
Notary Public

My Commission Expires:



Christina Cheli
My Commission DD301549
Expires April 30, 2008

**ARTICLES OF INCORPORATION
SIGNATURE OF REGISTERED AGENT**

Having been named as registered agent to accept service of process for the above state corporation at the place herein designated, I am familiar with and accept the appoint as registered agent and agree to act in this capacity.

Barbara Johnson, Reg Agent
Barbara Johnson, Registered Agent

2-3-05
Date

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA