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ADORNO & YOSS
A PROFESSIONAL ASSOCIATION
1551 FORUM PLACE, BLDG. 200 AND 400
PALM BEACH, FLORIDA 33401
PHONE: (561) 640-8000, FAX: (561) 640-6030
WWW.ADORNO.COM

DONALD P. DUFRESNE

February 3, 2005

VIA REGULAR MAIL

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

**Re: Villas of Greenview Shores I Homeowners' Association, Inc.
Our File No.: 211369.0002**

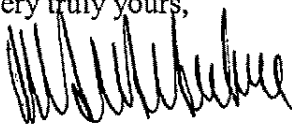
To Whom it May Concern:

Please find enclosed the original Articles of Incorporation for Villas of Greenview Shores I Homeowners' Association, Inc. and this firm's trust account check in the amount of \$87.50 for the following:

1. Filing Fees;
2. Registered Agent Designation;
3. Certified Copy of the Articles of Incorporation; and
4. Certificate of Status.

Please file the original Articles and return to the undersigned a Certified Copy of the Articles of Incorporation and a Certificate of Status in the enclosed self-addressed stamped envelope. Should you have any questions regarding the foregoing, please do not hesitate to contact me.

Very truly yours,



Donald P. Dufresne

DPD/erm

Encl.

cc: Villas of Greenview Shores I Homeowners' Association, Inc.



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

February 16, 2005

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FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ADORNO & YOSS, P.A.
1551 FORUM PLACE BLDG. 200 AND 400
PALM BEACH, FL 33401

SUBJECT: VILLAS OF GREENVIEW SHORES I HOMEOWNERS'
ASSOCIATION, INC.
Ref. Number: W05000008242

We have received your document for VILLAS OF GREENVIEW SHORES I HOMEOWNERS' ASSOCIATION, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

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

If you have any further questions concerning your document, please call (850) 245-6067.

Neysa Culligan
Document Specialist
New Filings Section

Letter Number: 505A00011132

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

VILLAS OF GREENVIEW SHORES I HOMEOWNERS' ASSOCIATION, INC.

(A Corporation Not for Profit)

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned do hereby make, subscribe and acknowledge that they have voluntarily associated themselves together for the purpose of forming a corporation not for profit, and do hereby certify the following as the Articles of Incorporation for such corporation.

ARTICLE I

NAME

The name of this corporation shall be Villas of Greenview Shores I Homeowners' Association, Inc., hereinafter sometimes referred to as the "Association."

ARTICLE II

PRINCIPAL OFFICE

The initial principal office of the Association will be located at 2281 SW 81st Avenue, Davie, Florida 33324.

ARTICLE III

REGISTERED AGENT AND REGISTERED OFFICE

Cesar A. Rojas, whose address is 2281 SW 81st Avenue, Davie, Florida 33324, is hereby appointed the initial registered agent of the Association, and his address is designated as the initial registered office of the Association.

ARTICLE IV

PURPOSE

A certain Declaration of Covenants and Restrictions for Villas of Greenview Shores I Homeowners' Association, Inc. (the "Declaration") will be imposed upon certain lands in the

- c. To use the proceeds of assessments in the exercise of its powers and duties.
- d. To borrow money and to mortgage, pledge, deed in trust or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred. To dedicate, sell, lease or transfer all or any part of the Association's property or common property to any public or private agency, authority or utility for such purposes as may be deemed advisable by the Board of Directors of the Association, including the leasing of portions of the Association's property or common property for cable television towers and/or transmission lines and related facilities.
- e. To reconstruct improvements upon its property after casualty, and to further improve the property of Villas of Greenview Shores I.
- f. To promulgate and amend rules and regulations with respect to the use of its property.
- g. To enforce, by legal means, the provisions of these Articles, the Bylaws of the Association, and the rules and regulations for use of the Association's property and common property.
- h. To employ such personnel to perform the services required for proper management of the Association.
- i. 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.

ARTICLE VI

MEMBERS AND VOTING RIGHTS

The qualification of the members, the manner of their admission to membership and termination of such membership, and voting by members shall be as follows:

- 1. Until such time as the Declaration shall be recorded in the Public Records of Palm Beach County, Florida, the membership of the Association shall be comprised of the subscriber of these Articles, or his assigns, which subscriber, or his assigns,

shall be entitled to cast one (1) vote on all matters in which the membership shall be entitled to vote.

2. After the recording of the Declaration, the owners of each Lot subjected to the Declaration shall become members of the Association upon approval by the Association pursuant to the Declaration and acquisition of a fee simple title, to any lot subjected to the Declaration, by filing of record therefor a deed in the office of the Clerk of the Circuit Court, in and for Palm Beach County, Florida, evidencing such ownership. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Upon the recording of the Declaration, the subscribers who are members of the Association by virtue of Paragraph 1 above shall no longer be members by virtue of Paragraph 1.
3. The Declarant (as defined in the Declaration) has reserved the right to submit additional property to the Declaration and, upon such submission, to designate the basis of ownership therein, which may create additional members in the Association.
4. The membership shall be compulsory and shall continue until such time as the member transfers or conveys of record his fee simple title interest in the lot upon which membership based or his interest is transferred and/or conveyed by operation of law. Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to the Declaration.
5. The interest of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to his lot. The properties, funds and assets of the Association shall be held or used for the benefit of the membership and for the purposes authorized herein, in the Declaration, and in the Bylaws.
6. The Association shall have one class of voting membership:
Members shall be all owners. Members shall be entitled to one vote for each lot owned.

ARTICLE VII
BOARD OF DIRECTORS

The Board of Directors shall consist of not less than three (3) and not more than five (5) persons.

The names and post office addresses of the persons who will serve as directors until the first annual election meeting of members or until their successors are appointed or elected and qualify are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Cesar A. Rojas	2281 SW 81 st Avenue Davie, FL 33324
Adri Stewart	2281 SW 81 st Avenue Davie, FL 33324
Bilia Rojas	9009 NW 152 nd Lane Miami Lakes, FL 33015

ARTICLE VIII
OFFICERS

The officers of the Association shall be elected by the Board of Directors, in accordance with the Bylaws of the Association and, under the direction of the Board, shall carry out those duties assigned to them by the Bylaws. The offices shall consist of President, Vice President, Secretary and Treasurer. In addition, the directors may provide for such agents, supervisory personnel or employees of the Association as they shall see fit, none of whom need be members of the Association. The names of the officers who are to serve at the pleasure of the Declarant until the first election by the Board are as follows:

<u>NAME</u>	<u>OFFICE</u>
Cesar A. Rojas	President

ARTICLE IX
DISSOLUTION

Upon dissolution of the Association, other than incident to a consolidation or merger, all of its assets remaining after provisions for creditors and payment of all costs and expenses of such dissolution shall be distributed in the following manner:

1. There shall be dedicated to any applicable municipal or other governmental authority any property determined by the Board of Directors of the Association to be appropriate for such dedication, provided the authority is willing to accept the dedication; except that, if the dedication is refused, the property consisting of the surface water management system shall be indicated to a similar non-profit corporation.
2. Remaining assets shall be distributed among the members, subject to the limitations set forth below, as tenants in common, each member's share of the assets to be determined in accordance with its voting rights.
3. The Association may be dissolved upon a resolution to that effect being recommended by all of the members of the Board of Directors and, if such decree be necessary at the time of dissolution, after receipt of its appropriate decree as set forth in Florida Statutes Section 617 or statute of similar import.

ARTICLE X

BYLAWS

The original Bylaws of this Association shall be adopted by the Board of Directors of the Association and thereafter the Bylaws may be amended, altered or rescinded as set forth therein. Notwithstanding the foregoing, so long as Declarant is the owner of any property affected by the Declaration or amendments thereto, or is entitled to appoint the Board of Directors of the Association, no amendment to the Bylaws will be effective without Declarant's express written consent and joinder. No amendment shall be made to the Bylaws that is in conflict with these Articles of Incorporation or the Declaration.

ARTICLE XI

PROHIBITION AGAINST ISSUANCE OF STOCK AND DISTRIBUTION OF INCOME

The Association shall never have or issue any shares of stock, nor shall the Association distribute any part of its income, if any, to its members, directors or officers. Nothing herein, however, shall be construed to prohibit the payment by the Association of compensation in a reasonable amount to any member, director or officer for services rendered; nor shall anything

hereto be construed to prohibit the Association from making the payments or distributions to members of benefits, monies or properties permitted by Section 617, Florida Statutes.

ARTICLE XII

INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liability, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a director or officer, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the director or officer seeking such reimbursement or indemnification hereunder based upon a settlement by the director or officer seeking such reimbursement or indemnification, the indemnification herein shall apply only if the Board approves such settlement and reimbursement as being in the interests of the Association. Such approval shall be made by a majority vote of a quorum consisting of directors who were not parties to such proceedings. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE XIII

TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

1. No contract (including a management agreement) or transaction between the Association and one or more of its directors or officers, or between the Association and any other corporation, partnership, association, trust or other organization in which one or more of its directors or 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 the officer's or director's votes of the Association shall incur liability by reason of the fact that the director or officer may be interested in any such contract or transaction.

2. Interested officers and 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 XIV
SUBSCRIBERS

The names and post office addresses of the subscribers to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Cesar A. Rojas	2281 SW 81 st Avenue Davie, FL 33324

ARTICLE XV
AMENDMENT

These Articles of Incorporation may be amended from time to time by resolution adopted by a majority of the Board of Directors and approved by a vote of fifty-one percent (51%) of the members of the Association present at any meeting of the members of the Association called at least in part to consider such amendment, or approved in writing by the members of the Association having not less than fifty-one percent (51%) total membership vote.


ARTICLE XVII
DURATION

The Association shall have perpetual existence.

IN WITNESS WHEREOF, we have hereunto set our hands and seals at _____, Palm Beach County, Florida, this ____ day of February, 2005.

Signed, sealed and delivered
In the presence of:


Witness



Witness


Cesar A. Rojas

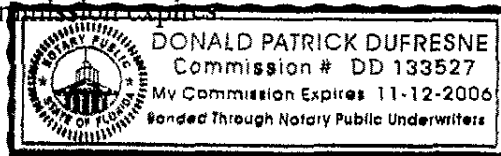
STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, this day personally appeared Cesar A. Rojas, well known to me to be the individual described in and who executed the foregoing Articles of Incorporation and they each acknowledged before me that they executed the same for the purposes expressed therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at WEST PALM BEACH Florida, this 31st day of November, 2005.


Notary Public

My commission expires



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First-That Villas of Greenview Shores I Homeowners' Association, Inc. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at the Village of Wellington, County of Palm Beach, State of Florida, has named Cesar A. Rojas, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.



Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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