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FLORIDA NON-PROFIT CORPORATION

elizabeth two homeowner's association, inc.

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ARTICLES OF INCORPORATION
OF
ELIZABETH TWO HOMEOWNER'S ASSOCIATION, INC.

SECRETARY OF STATE
DIVISION OF CORPORATIONS
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The undersigned incorporator, being a natural person competent to contract for the purpose of forming a corporation not-for-profit under the laws of the State of Florida, does hereby adopt, subscribe and acknowledge the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation shall be ELIZABETH TWO HOMEOWNER'S ASSOCIATION, INC., hereinafter referred to as the "Corporation."

ARTICLE II. PURPOSE AND POWERS

Section 1. Purpose. The purpose for which the Corporation is organized is to provide an entity for the operation and governance of ELIZABETH TWO HOMEOWNERS ASSOCIATION, INC. (the "Association"), located upon lands in Miami-Dade County, Florida, said property being described in the duly recorded Declaration of Restrictions applicable thereto.

The Corporation shall not be operated for profit and shall make no distribution of income to its members, directors or officers.

Section 2. Powers. The Corporation shall have all of the common law and statutory powers of a corporation not-for-profit which are not in conflict with the terms of these Articles.

The Corporation shall have all of the powers and duties contemplated in the Declaration of Restrictions and Florida Law Act together with all of the powers and the duties reasonably necessary to operate the Association pursuant to the Declaration as it may be amended from time to time, and such other documents or agreements that may exist from time to time pertaining to the Association. The powers and duties, which the By-Laws may set forth in more detail, shall include, but shall not be limited to, the following specific powers and duties:

(a) To make and collect Assessments against members as Unit Owners to defray the costs, expenses and losses of the Association, and to make such other Special Assessments against Unit Owners as the Declaration of Restrictions shall provide, and to enforce such levy of Assessments through a lien and the foreclosure thereof or by other action pursuant to the Declaration of Restrictions.

(b) To use the proceeds of the Assessments in the exercise of its powers and duties, and as provided in the Declaration of Restrictions.

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- (c) To maintain, repair, replace and operate the Association Property.
- (d) To purchase insurance and enter into contracts for services, utilities and other purposes as may be deemed appropriate.
- (e) To reconstruct improvements after casualty and further improve the Homeowners Property.
- (f) To make and amend reasonable rules and regulations.
- (g) To perform such functions as may be specified in the Declaration of Restrictions and the By-Laws.
- (h) To enforce by legal means the Declaration of Restrictions, these Articles, the By-Laws of the Corporation and such rules and regulations as may be promulgated.
- (i) To employ personnel to perform the services required for proper operation of the Association.
- (j) To lease, maintain, repair and replace the Common Elements as same are defined in the Declaration of Restrictions.
- (k) To acquire or enter into agreements acquiring leaseholds, memberships or other possessory or use interests in lands or facilities and to pay the rental, membership fees, operational, replacement and other expenses as Common Expenses.
- (l) To purchase a Unit or Units of the Association for any purpose and to hold, lease, mortgage or convey such Units on terms and conditions approved by the Board of Directors.
- (m) To exercise such other power and authority to do and perform every act and thing necessary and proper in the conduct of its business for the accomplishment of its purposes as set forth herein and as permitted by the applicable laws of the State of Florida.
- (n) To contract for the management and maintenance of the Association's Property and to authorize a management agent to assist the Corporation in carrying out its powers and duties by performing such functions as the submission of proposals, collection of Assessments, and other sums due from Unit Owners, preparation of records, enforcement of rules and maintenance, repair and replacement of the Common Elements with funds as shall be made available by the Corporation for such purposes. The Corporation and its officers shall, however, retain at all times the powers and duties granted by the Association's documents and under Florida law, including, but not limited

to, the making of Assessments, promulgation of rules and execution of contracts on behalf of the Corporation.

(o) To bring suit as may be necessary to protect the Corporation's interests, the interests of the Corporation's Members, or the Association's Property

ARTICLE III. DEVELOPER

ELIZABETH TWO HOMEOWNER'S ASSOCIATION, INC., a Florida corporation, shall make and declare or has made and declared a certain Declaration of Restriction submitting to homeowners ownership certain property described therein under the terms, covenants, and conditions expressed more fully therein; the Association is to be known as ELIZABETH TWO HOMEOWNER'S ASSOCIATION, INC.

ARTICLE IV. TERM

The term for which this Corporation shall exist shall be perpetual unless terminated by another provision of the Declaration of Restrictions of ELIZABETH TWO HOMEOWNERS.

ARTICLE V. INCORPORATOR

The name and address of the incorporator of this Corporation is as follows:

JONATHAN R. RUBIN, ESQ.
JONATHAN R. RUBIN, P.A.
9360 SUNSET DRIVE, SUITE 220
MIAMI, FLORIDA 33173

ARTICLE VI. OFFICERS

The officers of the Corporation shall be a President, Secretary and Treasurer and such other officers as the Board of Directors may from time to time determine. The officers of this Corporation shall be elected for a term of one year, and until a successor shall be elected and qualified, by the Board of Directors at their annual meeting and in accordance with the provisions provided therefor in the By-Laws of the Corporation. Until transfer of the control of the Corporation to the Unit Owners other than the Developer has been accomplished, the officers need not be directors or members.

The names of the persons who shall serve as the first officers are:

ROLANDO FRANCO, JR.	President
JOSE PEPE CASAS	Treasurer
JORGE L. ESPINOSA	Secretary

ARTICLES VII. DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors composed of not less than three (3) directors. Until control of the Corporation is transferred to Unit Owners other than the Developer, the Developer shall be entitled to designate non-member directors to the extent permitted by Florida laws. Except for non-member directors appointed by the Developer, all directors shall be elected at the annual membership meeting of the Corporation.

The first Board of Directors shall be comprised of three (3) persons who shall serve until successors are elected (or designated) and qualified. The names and addresses of the members of the Board of Directors who shall serve as the first directors are:

ROLANDO FRANCO, JR.
1635 S.W. 15 STREET
MIAMI, FLORIDA 33145

JOSE PEPE CASAS
6770 S.W. 38 Street
Miami, Florida 33155

JORGE L. ESPINOSA
150 S.E. 25 Road, Unit #14G
Miami, Florida 33131

ARTICLE VIII. BY-LAWS

The initial By-Laws of the Corporation shall be attached as an exhibit to the Declaration of Restrictions for the Association and shall be adopted by the first Board of Directors.

ARTICLE IX. MEMBERS

Membership in the Corporation shall automatically consist of and be limited to all of the record owners of Units in the Association. Transfer of Unit ownership, either voluntary or by operation of law, shall terminate membership in the Corporation and said membership is to become vested in the transferee. If Unit ownership is vested in more than one person then all of the persons so owning said Unit shall be members eligible to hold office, attend meetings, etc., but the Owners of each Unit shall only be entitled to one vote as a member of the Corporation. The manner of designating voting members and exercising voting rights shall be determined by the By-Laws.

ARTICLE X. AMENDMENTS

Amendments to these Articles of Incorporation shall be made in the following manner:

(a) The Board of Directors shall adopt a resolution setting forth the proposed amendment and, if there are members of the Corporation, the Board shall direct that it be submitted to a vote at a meeting of the members, which may be either the annual or a special meeting. If there are no members of the Corporation, the amendment shall be adopted by a vote of the majority of directors and the provisions for adoption by members shall not apply.

(b) Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each member of record entitled to vote thereon within the time and in the manner provided by Article III, Section 2 of the By-Laws for the giving of notice of meetings of members. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

(c) At such meeting, a vote of the members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of a majority of the votes of all members of the Corporation entitled to vote thereon.

No amendment to these Articles of Incorporation shall be made which affects any of the rights and privileges provided to the Developer in the Association documents without the written consent of the Developer.

ARTICLE XI. PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Corporation shall be 1635 S.W. 15 Street, Miami, Florida 33145, or at such other place or places as may be designated from time to time.

ARTICLE XII. REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation and the name of the initial registered agent at that address are:

JONATHAN R. RUBIN, ESQ.
JONATHAN R. RUBIN, P.A.
9360 SUNSET DRIVE, SUITE 220
MIAMI, FLORIDA 33173

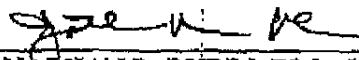
ARTICLE XIII. INDEMNIFICATION

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ARTICLE XIII. INDEMNIFICATION

The Corporation shall indemnify every director and every officer, his heirs, executors and administrators, against all loss, costs and expenses reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a director or officer of the Corporation, including reasonable counsel fees, except as to matters wherein he shall be finally adjudged in such action, suit or proceedings to be liable for or guilty of gross negligence or willful misconduct. The foregoing rights shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

IN WITNESS WHEREOF, the subscribing Incorporator has hereunto set his hand and seal and caused these Articles of Incorporation to be executed this 17th day of June, 2005.


JONATHAN R. RUBIN, ESQ., Incorporator

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 17th day of June, 2005, by JONATHAN R. RUBIN, being known to me to be person who executed the foregoing Articles of Incorporation of ELIZABETH TWO HOMEOWNER'S ASSOCIATION, INC., who is personally known to me or has produced a Florida drivers license as identification.

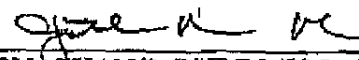

NOTARY PUBLIC, STATE OF FLORIDA



Shirley J. Boyd, Notary
My Commission DD212781
Expires May 14, 2007

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

The undersigned, having been named as registered agent and to accept service of process for ELIZABETH TWO HOMEOWNER'S ASSOCIATION, INC. hereby accepts the appointment as registered agent and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties and is familiar with and accepts the obligations of his position as registered agent.


JONATHAN R. RUBIN, ESQ., REGISTERED AGENT

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