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FLORIDA PROFIT/NON PROFIT CORPORATION

MAYO VILLAGE HOMEOWNER'S ASSOCIATION, INC.

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EXHIBIT "B"
MAYO VILLAGE

ARTICLES OF INCORPORATION
OF
MAYO VILLAGE
HOMEOWNERS' ASSOCIATION, INC.

We, the undersigned, with other persons being desirous of forming a corporation not for profit under the provisions of Chapter 617, Florida Statutes, agree to the following:

ARTICLE I. NAME

The name of this corporation shall be MAYO VILLAGE HOMEOWNERS' ASSOCIATION, INC., hereinafter referred to as the "Association".

ARTICLE II OFFICE

The principal office and mailing address of the Association shall be 20533 Biscayne Boulevard Suite 1242 Aventura, FL 33180 or at such other place as may be subsequently designated by the Board of Directors. All books and records of the Association shall be kept at its principal office or at such other place as may be permitted by the Act.

ARTICLE III PURPOSE

The Association is organized as a corporation not for profit under the terms and provisions of Chapter 617, Florida Statutes, and is a homeowners' association. The specific purpose for which the Association is organized is to provide an entity responsible for the operation of a real estate development to be located in the City of Hollywood, Broward County, Florida (the "Development"), to be developed by Mac Village, L.L.C., a Florida limited liability company, hereinafter referred to as "Developer". The Association shall pay no dividend, and shall distribute no part of its income to its members, Directors or officers. Nevertheless, the Association may pay compensation in a reasonable amount to its members, Director and officers for services rendered, and it may confer benefits upon its members in conformity with the purposes of the Association. Upon dissolution of the Association, it may make distributions to its member as permitted by law, and no such payment, benefit or distribution shall be deemed to be a dividend or distribution on income.

ARTICLE IV POWER AND DUTIES

Section 1. The Association shall have all of the common law and statutory powers of a corporation not for profit which are not in conflict with the purposes of the Association, the terms of these Articles, the By-Laws, and the Declaration of Covenants, Restrictions, and Easements for MAYO VILLAGE ("Declaration"). All initially capitalized terms not defined herein shall have the meaning set forth in the Declaration.

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Section 2. The Association shall have all of the powers and duties reasonably necessary to operate the Association, pursuant to the Declaration, as it may be amended from time to time.

Section 3. Subject to the restrictions set forth in the Declaration, the Association shall have the power to purchase a Unit or Units, as defined in the Declaration, and to hold, lease, mortgage and convey the same.

ARTICLE V. MEMBERS

Section 1. The members of the Association shall consist of all of the Unit Owners, as defined in the Declaration, their successors and assigns, and the Developer so long as it owns any portion of the Property.

Section 2. Change of ownership of a Unit in the Association shall be established by recording in the Public Records of Broward County, Florida, a deed or other instrument establishing record title to a Unit and the delivery to the Association of a true copy of such instrument. The new Unit Owner designated by such instrument shall thereupon become a member of the Association and the membership of the prior Unit Owner shall be terminated.

Section 3. The share 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 Unit.

Section 4. In connection with the membership in the Association, on all matters upon which the membership is entitled to vote, the Owner(s) of each Unit shall be entitled to one vote per Unit owned, however, so long as the Developer owns any portion of the Property, the Developer shall be entitled to two (2) votes for each vote of a Unit Owner who is not the Developer. The manner of exercising voting rights shall be determined by the By-Laws of the Association.

ARTICLE VI. BOARD OF DIRECTORS

Section 1. The property, business and affairs of the Association shall be managed by the Board of Directors. The number of Directors may be changed from time to time as provided by the By-Laws, but their number shall never be less than three (3), and shall always be odd. Directors shall be elected from among the Unit Owners. If a Unit Owner shall be a corporation, partnership or trust, then an officer or partner or beneficiary of such Unit Owner may qualify as a Director.

Section 2. Directors shall be designated or elected and removed and vacancies on the Board of Directors shall be filled as provided by the By-Laws.

Section 3. The names and addresses of the initial three (3) Directors of the Association who are to serve as Directors until the first election by the members are as follows:

MARCELO SAIBGH
GUSTAVO BOGOMOLNI
DANIEL GAMBURD

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Section 4. Any vacancies in the Board occurring before the first election may be filled by the Developer.

Section 5. Notwithstanding any other provisions to the contrary herein, so long as the Developer owns one (1) Unit, the Developer shall be entitled to appoint one (1) Director.

ARTICLE VII. OFFICERS

Section 1. The affairs of the Association shall be administered by the President, one or more Vice Presidents (if determined to be necessary by the Board of Directors), a Secretary and a Treasurer. Such other officers, assistant officers and agents as may be deemed necessary may be elected or appointed from time to time as provided in the By-Laws.

Section 2. The names of the persons who are to serve as officers of the Association until the election or appointment of their successors are:

OFFICE

NAME

President
Vice President
Secretary/Treasurer

MARCELO SAIEGH
GUSTAVO BOGOMOLNI
DANIEL GAMBURD

The addresses for the officers are as follows:

MARCELO SAIEGH
20533 Biscayne Boulevard
Suite 1242
Aventura, FL 33180

GUSTAVO BOGOMOLNI
20533 Biscayne Boulevard
Suite 1242
Aventura, FL 33180

DANIEL GAMBURD
20533 Biscayne Boulevard
Suite 1242
Aventura, FL 33180

Section 3. The officers shall be elected at each annual meeting of the Board of Directors or as provided in the By-Laws, and each shall serve until his successor is chosen and qualified, or until his earlier resignation, removal from office or death.

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Section 4. The officers shall have such duties, responsibilities, and powers as provided in the By-Laws and the Florida Statutes.

ARTICLE VIII. INDEMNIFICATION AND INSURANCE

Every Director and officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon him in connection with any proceedings or settlement of 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 of the Association, whether or not he is a Director or officer at the time such expenses are incurred, except when the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, provided, that in the event of settlement, the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interests of the Association. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which Directors or officers may be entitled.

The Board of Directors may, and, if reasonably available, shall purchase liability insurance to insure all Directors, officers or agents, past and present, against all expenses and liabilities as set forth above. The premiums for such insurance shall be paid by the Association as part of the Common Expense.

ARTICLE IX BY-LAWS

The first By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded by the Board of Directors or the members of the Association as provided in the By-Laws.

ARTICLE X AMENDMENTS

Amendments to these Articles of Incorporation shall be proposed and adopted as follows:

Section 1. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting of the members or the Board of Directors at which a proposed amendment is considered.

Section 2. A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors, or by members owning not less than thirty percent (30%) of the Units. Unless otherwise provided by law, members not present in person or by proxy at the meeting to consider the amendment may express their approval in writing, provided such approval is delivered to the Secretary prior to such meeting. Except as provided in Section 5 of this Article IX, a resolution adopting a proposed amendment must receive the affirmative approval of:

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- (1) A majority of the Board of Directors, and not less than fifty-one percent (51%) of all record Unit Owners; or
- (2) Not less than two-thirds (2/3) of all record Unit Owners.

Section 3. No amendment shall make any change in the qualifications for membership, nor the voting rights of members, without approval in writing by all members and the written consent of all mortgages, as that term is defined in the Declaration. No amendment that is in conflict with the Declaration shall be made, or, if made, shall be of any force and effect.

Section 4. A copy of each amendment shall be certified by the Secretary of State, State of Florida, and recorded in the Public Records of Broward County, Florida.

Section 5. Section 2 of this Article IX notwithstanding, until such time as Unit Owners other than the Developer lawfully by law, elect a majority of the Directors, and unless otherwise prohibited by law, amendments to these Articles of Incorporation may be adopted at any meeting of the Board of Directors by a majority vote of the Board of Directors.

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**ARTICLE XI. INITIAL REGISTERED OFFICE,
PRINCIPAL OFFICE, AND AGENT**

The street address of the initial registered office and principal office of this Association is 20533 Biscayne Boulevard #1242; Aventura, FL 33180, and the name of the initial registered agent of the Association located at that address is Marcelo Saiegh. The Association retains the privilege of having its office and branch office at other places within the State of Florida.

The foregoing was adopted by the members of the Board of Directors this 19th day of January, 2006.

INCORPORATOR

The name and address of the incorporator is:

NAME

ADDRESSES

Marcelo Saiegh

20533 Biscayne Boulevard, Suite 1242;
Aventura, FL 33180

IN WITNESS WHEREOF, for the purpose of forming a corporation not for profit under the provisions of Chapter 617, Florida Statutes, the undersigned constituting the incorporator hereof, has executed these Articles of Incorporation on this 19th day of January, 2006.

MARCELO SAIEGH

STATE OF FLORIDA)

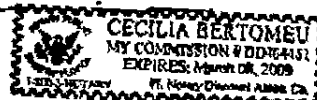
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 19th day of Jan, 2006, by Marcelo Saiegh, well known to me, and who did take an oath.

NOTARY PUBLIC, State of Florida

Print Name:

My Commission Expires:



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

MAYO VILLAGE HOMEOWNERS' ASSOCIATION, INC., a Florida corporation not for profit, desiring to organize under the laws of the State of Florida, with its principal place of business and registered office in the Miami-Dade State of Florida, has named Daniel J. Serber, ESQ Attorney at Law, located at 2875 NE 191st Suite 601 Aventura, FL as its Agent to accept service of process within Florida. 83180

**MAYO VILLAGE HOMEOWNERS'
ASSOCIATION, INC.**

By: 

Print Name: Marked Joseph

Print Title: President

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named corporation at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and the keeping open of said office.

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