

Division of Corporations

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FLORIDA PROFIT/NON PROFIT CORPORATION

BEACON LAKES PROPERTY OWNERS ASSOCIATION, INC.

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ARTICLES OF INCORPORATION
OF
BEACON LAKES PROPERTY OWNERS ASSOCIATION, INC.

The undersigned hereby acts as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation not-for-profit pursuant to the provisions of Chapter 617, Florida Statutes:

ARTICLE I

NAME

The name of this Corporation is BEACON LAKES PROPERTY OWNERS ASSOCIATION, INC. (the "Association").

ARTICLE II

ADDRESS

The mailing address of, and the principal office for, the Association is Beacon Lakes Property Owners Association, Inc., c/o AMB Codina Beacon Lakes, LLC, 355 Alhambra Circle, Suite 900, Coral Gables, Florida 33134.

ARTICLE III

INCORPORATOR

The name and address of the incorporator is:

NAME

ADDRESS

Kolleen O.P. Cobb

355 Alhambra Circle, Suite 900
Coral Gables, Florida 33134

ARTICLE IV

DIRECTORS

Directors are to be appointed in accordance with the provisions of the Bylaws, but in no event will there be less than one (1) Director, nor more than three (3), at any one time. The Directors need not be members of the Association.

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ARTICLE V

REGISTERED AGENT/OFFICE

The street address of the initial Registered Office of this Association in the State of Florida will be 355 Alhambra Circle, Suite 900, Coral Gables, Florida 33134. The name of the initial Registered Agent of this Association at the above address will be Kolleen O.P. Cobb.

ARTICLE VI

PURPOSES

The Association does not contemplate pecuniary gain or profit, direct or indirect, to its members. It is formed for the purpose of enforcing and enjoying all rights, benefits and obligations on behalf of the Owners, as set forth in the Declaration of Covenants, Conditions, Easements and Restrictions (the "Declaration"), filed (or to be filed) by AMB Codina Beacon Lakes, LLC, a Delaware limited liability company, and Beacon Village, LLC, a Florida limited liability company, regarding lands in Sections 35 and 36, Township 53 South, Range 39 East, Miami-Dade County, Florida, and more particularly described in the Declaration (the "Property"); and for these purposes (and without limitation) to:

- (a) operate and maintain all easements running in favor of the Association, and all facilities incident thereto, all for the benefit of the owners of the Property and pursuant to the Declaration; and
- (b) fix assessments (or charges) to be levied against the Property and/or the Owners of the Property pursuant to the Declaration; and
- (c) enforce any and all covenants, restrictions and agreements contained in the Declaration and applicable to the Property;
- (d) pay any and all taxes, and insurance required to be paid by the Association pursuant to the Declaration; and
- (e) insofar as permitted by law and as contemplated in the Declaration, to do any other thing that, in the opinion of the Board of Directors of the Association, will give effect to the rights and interests of the Association as contained in the Declaration.

ARTICLE VII

POWERS

The powers of the Association will include, without limitation, the following:

- (a) The Association will have all common-law and statutory powers of a Florida corporation not-for-profit not in conflict with the terms of these Articles.

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(b) The Association will have all the powers and duties set forth in the Declaration, including, but not limited to, the following:

(i) To establish, levy and assess, and collect assessments as necessary to operate the Association and carry on its activities, and to create such reserves for the extraordinary expenditures as may be deemed appropriate in the discretion of the Board of Directors, as contemplated and to effect the purposes contained in the Declaration;

(b) to purchase insurance upon the parcels over which the Association has been given easements pursuant to the Declaration for the protection of the Association and its members;

(c) to promulgate and amend reasonable regulations respecting the use of the easement parcels consistent with the Declaration, as the Board of Directors may deem appropriate; and

(d) To enforce by legal means the provisions of the Declaration, these Articles, and the By-Laws of the Association.

The powers of the Association will be subject to and will be exercised in accordance with the provisions of the Declaration, these Articles and the By-Laws of the Association.

ARTICLE VIII

MEMBERS

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

(a) All Owners (as defined in the Declaration) of Parcels from time to time will be members of the Association, and no other persons or entities will be entitled to membership except as provided for in Subparagraph (e) of this Article VIII.

(b) Membership will be established by the acquisition of the applicable fee or leasehold interest, by voluntary conveyance or operation of law, and the membership of any person or entity will be automatically terminated when such person or entity is divested of the applicable interest in such Parcel; provided, that nothing herein contained will be construed as terminating the membership of any person or entity owning a fee or leasehold interest in two or more Parcels at any time while such person or entity retains a fee or leasehold interest in any Parcel.

(c) The interest of a member in the funds and assets of the Association cannot be assigned, hypothecated, transferred or encumbered in any manner, except as an appurtenance to the Parcel(s) owned by such member. The funds and assets of the Association will be expended, held or used only for the benefit of the membership and for the purposes authorized herein, in the Declaration, and in the Bylaws.

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(d) On all matters on which the membership is entitled to vote, each Land Parcel will be entitled to that number of votes determined in accordance with the Bylaws, which votes may be exercised or cast by or on behalf of the Owner(s) of each Parcel as provided for in the Declaration and Bylaws. Should any member own more than one Parcel, such member will be entitled to exercise or cast one (1) vote for each such Parcel owned, in the manner provided by the Bylaws.

(e) Until such time as the Project (as defined in the Declaration) is established by recordation of the Declaration, the membership of the Association will be comprised of the subscriber to these Articles, who will be entitled to cast a vote on all matters upon which the membership would be entitled to vote.

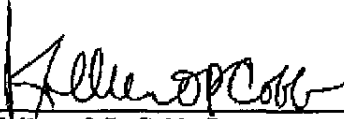
ARTICLE IX

TERM

The Association will have perpetual existence.

If the Association is dissolved, the Surface Water Management System (as defined in the Declaration), property containing the Surface Water Management System and water management portions of the Common Property will be conveyed to an agency of local government determined to be acceptable by the South Florida Water Management District. If the local government declines to accept the conveyance, then the Surface Water Management System, property containing the Surface Water Management System and water management portions of Common Property will be dedicated to a not-for-profit corporation having appropriate power and authority to administer the same.

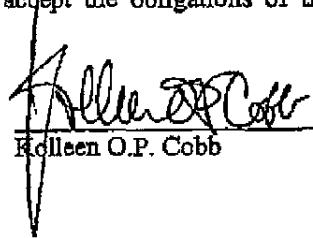
Executed February 28, 2006.


Kellen O.P. Cobb, Incorporator

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Acceptance of Appointment by Registered Agent

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned does hereby accept its appointments as registered agent on whom process may be served within the State of Florida for the proposed domestic corporation not-for-profit named in the forgoing Articles of Incorporation and further agrees to comply with the provisions of all statutes relating to the proper and complete performances of the duties of a registered agent and state that I am familiar with and accept the obligations of that position.


Hellen O.P. Cobb

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