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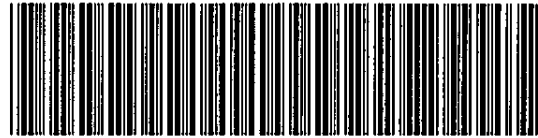
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
FOR
CAR-LI TOWNHOUSES, INC.**

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07 MAY 25 AM 7:48

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I. NAME

The name of this non-stock corporation shall be CAR-LI TOWNHOUSES, INC. (the "Association"). Its principal office and mailing address shall be 3870 NE 31 Ave., Lighthouse Point, Florida 33064, or at such other place as may be designated from time to time by the Board of Directors.

II. PURPOSE

The general nature, objective and purpose of the Association is to serve and promote the collective interests of the owners of property at the residential development in Broward County, Florida, known as CAR-LI TOWNHOUSES("Property") as those interests relate to the Property subject to the Declaration of Covenants and Restrictions therefor, as may be recorded in the Public Records of Broward County, Florida and amended from time to time (the "Declaration"). (Capitalized terms used in these Articles of Incorporation and not otherwise defined herein shall have the meanings given them in the Declaration). Specific purposes of the Association include, but are not limited to, maintenance of the Common Area, if any, and the enforcement of terms and restrictions as set forth in the Declaration.

III. GENERAL POWERS

The Association shall have all of the powers provided for in Chapter 617 and 720 of Florida Statutes, as amended from time to time, together with all other powers conferred by the Declaration, these Articles and/or the Bylaws, including but not limited the power to assess Liens to Members for the costs of performing Association duties and otherwise fulfilling its purposes, to maintain, repair, replace, operate and manage any Common Area, fire sprinkler systems, back-flow valves and such surface water management system as the appropriate local governmental agencies may authorize and require, to promulgate rules and regulations to effectuate the Association's purposes and to do any and all acts necessary or expedient for carrying out any and all of the activities, objects and purposes consistent with the provisions set forth in these Articles, the Declaration or the Bylaws and not prohibited by the laws of the State of Florida.

IV. MEMBERS

1. A person or entity shall become a Member of the Association upon becoming the Owner of any Lot within the Property. Membership shall continue until such time as the Member transfers

or conveys the interest of record or the interest is transferred and conveyed by operation of law. If title to a Lot is held by more than one person, each person shall be a Member of the Association, but no Lot shall be entitled to more than one (1) vote. Membership shall be appurtenant to and may not be separated from ownership of a Lot. The Declarant, by subjecting additional real property to the Declaration, may create additional membership in the Association and may designate the ownership basis for such additional membership.

2. There shall be two classes of members. Class A Members shall be all Owners other than the Class B Member. The Class B Member shall be the Declarant.

V. VOTING INTERESTS AND ASSESSMENTS

1. Voting rights of each class of membership shall be as provided in the Bylaws of the Association.

2. The Declarant shall have the right (but not the obligation) to appoint a majority of the Board of Directors until the Turnover, as described in the Declaration and Bylaws.

3. The Association will obtain funds with which to operate by assessment of its Members in accordance with the provisions of the Declaration, as supplemented by the provisions of the Articles and Bylaws of the Association relating thereto.

VI. BOARD OF DIRECTORS

1. The affairs of the Association shall initially be managed by a Board of Directors consisting of three (3) Directors. From and after Turnover, the Board of Directors shall consist of three (3) members, as established by a duly adopted resolution of the Board of Directors. As long as the Declarant has the right to appoint a majority of the Board of Directors, Directors need not be members of the Association and need not be residents of the State of Florida. Election and removal of Directors shall be as provided in the Bylaws.

2. The names of the members of the first Board of Directors may be provided in the Bylaws of the Association, and shall be as determined by Declarant. Directors shall hold office until Turnover as determined by Declarant or until their successors are elected or appointed or have been qualified.

VII. OFFICERS

The officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board may from time to time, by resolution, create. Any two (2) or more offices may be held by the same person. Officers shall be elected for one (1) year

terms in accordance with the procedure set forth in the Bylaws.

VIII CORPORATE EXISTENCE

The Association shall have perpetual existence.

IX. BYLAWS

The Board of Directors shall adopt Bylaws consistent with these Articles of Incorporation.

X. AMENDMENT TO ARTICLES OF INCORPORATION AND BYLAWS

These Articles of Incorporation may be altered, amended or repealed by the affirmative vote of a majority of the Members representing all of the votes in the Association. Until such time as Declarant no longer owns any Lot, no amendment affecting Declarant shall be effective without the prior written consent of Declarant. Notwithstanding anything herein to the contrary, the Class B Member as described in these Articles and the Declaration shall be permitted to amend these Articles at any time without the consent of the Class A Members, so long as it owns a Lot.

XI. INCORPORATOR

The name and address of the incorporator is as follows:

Louis R. Bianculli, Jr.
3870 NE 31 Ave.
Lighthouse Point, FL 33064

XII. INDEMNIFICATION OF OFFICERS, DIRECTORS AND COMMITTEE MEMBERS

1. The Association hereby indemnities any Director, officer or Association committee member made a party to or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

- A. Whether civil, criminal, administrative or investigative, other than one by or in the right of the Association to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as Director, officer or committee member, or in his capacity as Director, officer, employee or agent of any corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the

reasonable belief that such action was in the best interests of the Association, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nob contendere or its equivalent shall not in itself create a presumption that any such Director, officer or committee member did not act in good faith and in the reasonable belief that such action was unlawful; and

- B. By or in the right of the Association to procure a judgment in its favor by reason of his being or having been a Director, officer or committee member for the Association, or by reason of his being or having been a Director, officer, employee or agent of any corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein, if such person acted in good faith and in the reasonable belief that such action was in the best interests of the Association. Such person shall not be entitled to indemnification in revelation to matters as to which such person has been adjudged to have been guilty of negligence or misconduct in the performance of his duty to the Association unless and only to the extent that the court, administrative agency or investigative body before which such action, suit or proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

2. The Board of Directors shall determine whether amounts for which a Director, officer or committee member seeks indemnification were properly incurred and whether such Director or officer acted in good faith and in a manner be reasonably believed to be in the best interests of the Association, and whether, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding.

3. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Association to indemnify under applicable law.

XIII. TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

1. No contract or transaction between the Association and one (1) or more of its Directors or officers, or between the Association and any other corporation, partnership, association or other organization in which one (1) or more of its Directors or its 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 his or their votes are counted for such purpose. No Director or officer of the Association shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction.

2. Interested Directors maybe 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.

XIV. DISSOLUTION OR MERGER OF THE ASSOCIATION

1. Upon dissolution of the Association, all of its assets remaining after provision for creditors and payment of all costs and expenses of such dissolution shall be distributed in the following manner:

- A. Real property contributed to the Association without the receipt of other than nominal consideration by the Declarant shall be returned to the Declarant unless it refuses to accept the conveyance in whole or in part.
- B. Common Property designated as streets, if any, shall be dedicated to the appropriate local governmental agency.
- C. Any surface water management systems owned by the Association at dissolution shall be conveyed to an appropriate agency of local government and, if not accepted, said surface water management system shall be dedicated to a similar not for profit corporation to provide for the continued operation and maintenance of the surface water management system.
- D. Remaining assets shall be distributed among the Members as tenants in common, each Member's share of the assets to be determined in accordance with its voting rights.

2. The Association may be dissolved upon a resolution to that effect being recommended by not less than all of the Board of Director, and, if a decree be necessary at the time of dissolution, after receipt of an appropriate decree as set forth in Florida Statutes, and approved by all of the voting rights of each and every class of membership as voted by the Members.

3. The Association maybe merged into another not for profit corporation upon a resolution to that being recommended by all of the members of the Board of Directors, and approved by all of the voting rights of each and every class of membership, as voted by the Members; provkied, however, that no merger shall be effective without the consent of the Declarant as long as they have the right to appoint any Director to the Board of the Association, which consent maybe withheld for any reason whatsoever.


XV. REGISTERED AGENT

The initial registered agent of the Association shall be:

Peter A. Rose, Esq
Rose & Rose, P.A.
5295 Town Center Road
Suite 300
Boca Raton, FL 33486

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07 MAY 25 AM 7:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MR IN WITNESS WHEREOF, the said subscriber has hereunto set his hand this 23 day of May, 2007.


LOUIS R. BIANCULLI, JR.
Incorporator

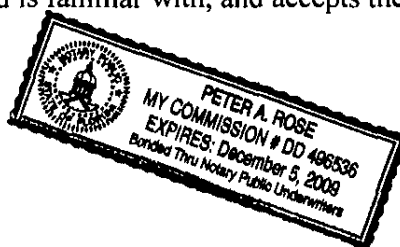
STATE OF FLORIDA
COUNTY OF Palm Beach

I HEREBY CERTIFY that on this 23 day of May, 2007, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared LOUIS R. BIANCULLI, JR., who is personally known to me and who did take an oath.


Notary Public, Florida

(SEAL)

Having been designated to accept service of process for the above-stated Corporation at the place set forth hereinabove, PETER A. ROSE, ESQUIRE, hereby accepts such designation and agrees to act in such capacity and to comply with all provisions of Section 617.0503 of the Florida Statutes. The undersigned is familiar with, and accepts the obligations of that position.




Peter A. Rose, Esquire