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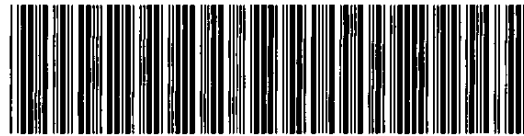
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ca. 12-27

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December 20, 2007

Department of State
Division of Corporations
Corporate Filings
P. O. Box 6327
Tallahassee, Florida 32314

Re: Mills Landing Homeowners Association, Inc.

Gentlemen/women:

Enclosed please find an original for filing and one photocopy of articles of incorporation for the above-referenced entity, together with a check to the *Florida Department of State* in the amount of \$78.75 for filing and certified copy fees.

Please return the certified copy of the filed articles to our office address.

Thank you for your services.

Very truly yours,



Lawrence K. Judd

LKJ/
Encl.
File:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
MILLS LANDING HOMEOWNERS ASSOCIATION, INC.**

(A Florida Corporation Not-For-Profit)

The undersigned incorporator, for the purpose of forming a corporation not-for-profit under Chapter 617, Florida Statutes, as amended, hereby adopts these Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is MILLS LANDING HOMEOWNERS ASSOCIATION, INC., hereinafter the "Association".

ARTICLE II - ADDRESS

The initial place of business and mailing address of the Association is 1701 W. Hillsboro Boulevard, Suite 307, Deerfield Beach, Florida 33442.

ARTICLE III - PURPOSES

The purposes for which the Association is formed are to bring about civic and social improvements respecting the residential town home development known as Mills Landing, located in Broward County, Florida (the "Community") by (a) being the entity responsible for administering and enforcing the Declaration of Covenants, Restrictions and Easements for Mills Landing (the "Declaration"), as recorded in the Public Records of Broward County, Florida, and (b) operating and maintaining the common property within the Community which is owned or leased by the Association for the use and enjoyment of all residents of the Community, or dedicated for use or maintenance by the Association or its members regardless of whether title to the same has been conveyed to the Association.

ARTICLE IV - DEFINITIONS

The terms used in these Articles shall have the same definitions and meanings as those set forth in the Declaration, unless herein provided to the contrary, or unless the context otherwise requires.

ARTICLE V - POWERS AND DUTIES

5.1 The Association shall have all of the powers and privileges granted under Chapter 617, Florida Statutes, as amended, and all of the powers and privileges which may be granted under any other applicable laws of the State of Florida reasonably necessary of effectuate and implement the purposes of the Association, including the following:

A. To make and collect assessments and other charges against members, and to use the proceeds thereof in the exercise of its powers and duties;

B. To buy, own, operate, lease, sell and trade real and/or personal property as may be necessary or convenient in the administration of the Community;

C. To maintain, repair, replace, reconstruct, add to and operate the Common Area, if any, and other property acquired or leased by the Association or dedicated for use or maintenance by the Association or its Members;

D. To purchase insurance for the Common Area, if any, and insurance for the protection of the Association, its directors, officers and members;

E. To make, adopt and amend reasonable rules and regulations for the maintenance, conservation and use of the Common Area, if any;

F. To enforce by legal means the provisions of the Declaration of Covenants, Restrictions and Easements for Mills Landing, these Articles, the By-Laws and the Rules and Regulations for the use of the Common Area, if any; and

G. To contract for the management and maintenance of the Common Area, if any.

5.2 All funds and titles of all properties acquired or leased by the Association, if any, and their proceeds shall be held for the benefit and use of the Members in accordance with the provisions of the Declaration of Covenants, Restrictions and Easements for Mills Landing, these Articles and the By-Laws.

5.3 The Association shall make no distribution of income to its Members, directors or officers.

5.4 The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration of Covenants, Restrictions and Easements for Mills Landing and the By-Laws.

ARTICLE VI - MEMBERSHIP

The members of the Association (the "Members") shall consist of each and every record owner of a town home unit within the Community; membership shall be appurtenant to and may not be separated from ownership of a town home unit. Transfer of membership in the Association shall be in the manner provided by in the Bylaws.

ARTICLE VII - BOARD OF DIRECTORS

7.1 The affairs of the Association will be managed by a Board of Directors consisting of not less than three (3) Directors. The initial members of the Board of Directors shall serve until the first annual meeting of the Members. So long as Declarant shall have a right to appoint all of the Board of Directors, Directors need not be Members of the Association and need not be residents of the Community; thereafter, Directors shall be Members of the Association, except for those who are appointed by the Declarant.

7.2 The first annual meeting of the Members shall be at the call of the Declarant. At the first annual meeting of the Members, an election (or appointment, as the case may be) of the three (3) members of the Board of Directors shall be held. Election shall be in the manner determined by the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided in the By-Laws.

7.3 The names and addresses of the members of the first Board of Directors who shall hold office until the first annual meeting of the Members and until their successors are elected and have qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
C. Clegg Wellborn	1701 W. Hillsboro Blvd., Ste. 307 Deerfield Beach, FL 33442
Michael A. Mills II	1701 W. Hillsboro Blvd, Ste. 307 Deerfield Beach, FL 33442
John Haley	1701 W. Hillsboro Blvd., Ste. 307 Deerfield Beach, FL 33442

ARTICLE VIII - OFFICERS

8.1 The affairs of the Association shall be administered by the officers designated in the Bylaws. The officers shall be elected by the Board at its first meeting and following each annual meeting of the Members and they shall serve at the Board's pleasure. The Bylaws may provide for the removal of officers, the filling of vacancies and the duties of the officers. The names and addresses of the initial officers who shall serve until their successors are duly elected and qualified are:

President:	C. Clegg Wellborn	1701 W. Hillsboro Blvd., Ste. 307 Deerfield Beach, FL 33442
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Secretary/ Treasurer:	John Haley	1701 W. Hillsboro Blvd., Ste. 307 Deerfield Beach, FL 33442
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ARTICLE IX – INDEMNIFICATION

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including legal fees, reasonably incurred by or imposed upon him in connection with any proceeding, or any 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. However, said indemnification will not apply if the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties. In the event of a settlement, the indemnification shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the Association. 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 X - BYLAWS

The first Bylaws of the Association shall be adopted by the members of the Board of Directors designated herein. Thereafter, the Bylaws may be altered, amended or rescinded by the directors and Members in the manner provided in the Bylaws. There shall be no change to the Bylaws, however, which shall abridge, amend or alter the rights of any Institutional Mortgagee without the prior written consent of such Institutional Mortgagee.

ARTICLE XI - AMENDMENTS

These Articles of Incorporation may be amended in the following manner:

11.1 The Board of Directors, by majority vote, shall adopt a Resolution setting forth the proposed Amendment and direct that it be submitted to vote at a meeting of the Members.

11.2 Notice of the subject matter of the proposed Amendment shall be included in the notice of any meeting (special or annual) at which such proposed Amendment is to be considered by the Members. Such notice shall set out in full the proposed amended article, section, subsection or paragraph of a subsection.

11.3 Such proposed Amendment shall be submitted to and approved by the Members at such meeting. Any number of Amendments may be submitted to the Members and voted upon at one (1) meeting. the proposed Amendment shall be adopted upon receiving the affirmative vote of at least a majority of the Members.

11.4 An Amendment to these Articles of Incorporation may be made, without a meeting, by a written statement signed by all Members eligible to vote in lieu of the above procedure.

11.5 The Articles shall not be amended in any manner which shall prejudice the rights of any institutional mortgagee without the prior written consent of such institutional mortgagee.

ARTICLE XII - DURATION

The Association shall exist perpetually.

ARTICLE XIII - INITIAL REGISTERED AGENT AND STREET ADDRESS

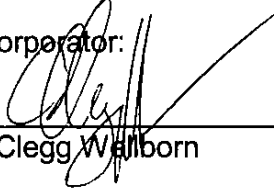
The name and Florida street address of the initial registered agent for the Association is C. Clegg Wellborn, 1701 W. Hillsboro Blvd., Suite 307, Deerfield Beach, FL 33442.

ARTICLE XIV - INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is C. Clegg Wellborn, 1701 W. Hillsboro Blvd., Suite 307, Deerfield Beach, FL 33442.

IN WITNESS WHEREOF, the undersigned incorporator has affixed his signature to these Articles of Incorporation this 20th day of December, 2007.

Incorporator:


C. Clegg Welborn

12/20/2007
date

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TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for Mills Landing Homeowners Association, Inc. at the place designated in this certificate, I am familiar with and hereby accept the appointment as registered agent and agree to act in that capacity.

Registered Agent:


C. Clegg Welborn

12/20/2007
date

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TALLAHASSEE, FLORIDA