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FLORIDA PROFIT/NON PROFIT CORPORATION**the courtyard homes at limestone creek pro**

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February 12, 2008

FLORIDA DEPARTMENT OF STATE
Division of Corporations

EMPIRE

SUBJECT: THE COURTYARD HOMES AT LIMESTONE CREEK PROPERTY OWNERS
ASSOCIATION INC.
REF: W08000007475

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

If you have any further questions concerning your document, please call (850) 245-6962.

Valerie Herring
Regulatory Specialist II
New Filing Section

FAX Aud. #: H08000035560
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**ARTICLES OF INCORPORATION OF
The Courtyard Homes at Limestone Creek Property Owners Association Inc.**

2008 FEB 12 P 4: 04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of Chapter 617 Florida Statutes, the undersigned, being residents of the State of Florida who are of full age certify:

Article I - Corporate Name

The name of the corporation is "The Courtyard Homes at Limestone Creek Property Owners Association Inc." referred to below as the "Association."

Article II - Corporation Not For Profit

Association is incorporated as a corporation not for profit under the provisions of the laws of the State of Florida.

Article III - Principal Place of Business

The initial mailing address of Association shall be 619 Palm Drive, City of Hallandale Beach, Broward County, State of Florida. The principal office of Association shall be located at the mailing address or at any other place as may be subsequently designated by the board of directors of Association.

Article IV - Registered Agent

The name and address of the initial registered agent is John T. Paxman, P.A., whose address is 1832 North Dixie Highway, City of Lake Worth, Palm Beach County, State of Florida, and who is appointed the initial registered agent of Association and who is authorized to accept service of process within this State.

Article V - Purpose and Powers of the Association

Association is not formed for pecuniary gain or profit, direct or indirect, to itself or to its members, directors or officers. The specific purposes for which it the Association is organized are to operated and manage the affairs and property of the Association and to perform all acts provided in the Declaration and applicable Florida laws.

Association shall have the following powers:

1. to exercise all of the common law and statutory powers of a corporation not for profit organized under the laws of the State of Florida that are not in conflict with the terms of the declaration, these articles or the bylaws of Association;

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2. to exercise all of the powers and privileges and to perform all of the duties and obligations of Association as set forth in a declaration applicable to the property and recorded in the public records of Palm Beach County, State of Florida, and as may be amended from time to time, the declaration being incorporated by reference as if set forth in its entirety;
3. to fix, levy, collect, and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the declaration; to pay all expenses in connection and all other expenses incident to the conduct of the business of Association, including but not limited to all licenses, taxes or governmental charges levied or imposed against the property of Association;
4. to manage, operate, maintain and repair all of the common facilities within the jurisdiction of the Association including but not limited to an entrance sign, storm water retention easements, and other facilities enjoyed in common by the owners of, as well as all other powers as set forth in the Declaration;
5. to purchase insurance on the property of Association and insurance for the protection of Association and its members;
6. to reconstruct improvements after casualty and make further improvements on the property;
7. to carry out and to enforce by legal means the provisions of the declaration, and the articles of incorporation and bylaws of Association, and the rules and regulations adopted pursuant to it;
8. to employ personnel to perform the services required for proper operation of Association;
9. to acquire (by gift, purchase, or otherwise), own, hold, improve, build on, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of Association; and
10. to borrow money, and with the assent of a majority of members of each class of members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.

Article VI - Membership

1. **Membership Generally:** No person except an owner of a lot or lots, or the Developer as referenced in the declaration, is entitled to membership in Association. The duration of membership and the rights and obligations associated with membership shall be in accordance with the terms in the declaration. All lot owners and Developers, regardless of whether a Developer is also a lot owner, shall be either class A or class B members of Association, as provided in this article.

2. **Class A Membership:** Until termination of class B membership, as provided in Section 3 of this article, every lot owner who holds record title to a residential lot that is subject to assessment under the declaration shall be a class A member of Association. Each class A membership shall be appurtenant to the residential lot and shall be transferred automatically to a conveyance of record title to the lot. An owner of more than one lot is entitled to one class A membership for each residential lot to which the owner holds record title. If more than one person hold an interest in any residential lot, all such persons shall be members; provided however, that only one vote shall be cast with respect to any one residential lot. No person other than an owner may be a class A member of Association, and a class A membership may not be transferred except by a transfer of record title to the residential lot to which it is appurtenant.
3. **Class B Membership:** The Developer, as defined the declaration shall be a class B member of Association. The class B membership shall terminate and be converted to class A membership on the following events:

On termination of class B membership, all provisions of the declarations, articles, or bylaws referring to class B membership shall be without further force or effect.

Article VII - Voting Rights

1. **Class A Voting:** All class A members shall be entitled to one vote for each residential lot owned. If more than one person holds record title to a residential lot, there shall be only one vote cast with respect to the lot, exercised as the owners determine among themselves.
2. **Class B Voting:** The class B members shall be entitled to one vote for each residential lot owned. In addition, until such a time as the class B membership is converted to class A membership, the class B membership shall have a right of veto on all questions coming before the membership for a vote on it.

Article VIII - Board of Directors

1. **Number of Directors:** The affairs of Association shall be managed and governed by a board of directors consisting of at least three (3) directors. The number of directors may be changed by amendment of the bylaws of Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

Mark Reinhold, 619 Palm Drive, Hallandale Beach, Florida 33009
Susan L. Reinhold, 619 Palm Drive, Hallandale Beach, Florida 33009
Anthony Provo, 916 Anglers Way, Jupiter, Florida 33458

2. **Prior to Turnover,** directors need not be a residents within the Jurisdiction of the Association nor Members, and they shall be appointed by the Declarant. Prior to

Turnover directors serve at the pleasure of Declarant, and all vacancies on the Board shall be filled by a majority vote of the remaining Directors, unless Declarant chooses to fill the directorship.

3. After Turnover, Directors shall be elected by the Members of the Association at the annual meeting of the membership as provided in the Bylaws of the Association, and the Bylaws may provide for the method of voting in the election of Directors. Election shall be by a majority vote of the Members where there is a quorum present or represented.
4. Attendance of Meetings; Action By Directors Without A Meeting: Members of the board of directors may participate in a meeting of the board by means of a conference telephone or similar means of communication whereby all persons participating in the meeting may hear one another. Participation by these means shall be considered the equivalent of being present, in person, at the meeting. Action by the board may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by all of the directors and filed in the minutes of the proceedings of the board. The consent shall have the same effect as a unanimous vote.

Article IX - Officers

The affairs of Association shall be administered by a president, a vice president, a secretary and a treasurer and any other officers as may be designated from time to time by the directors. The officers shall be elected or designated by the board of directors at its initial meeting and at the first meeting following the annual meeting of the members of Association. The initial officer of the Association shall be: Mark Reinhold, 619 Palm Drive, Hallandale Beach, Florida 33009, who shall be the initial President, Vice President, Treasurer and Secretary.

Article X - Indemnification

Every director and every officer of Association, and every member of Association serving Association at its request, shall be indemnified by Association against all expenses and liabilities, including attorneys fees, reasonably incurred by or imposed on the person in connection with any proceeding or any settlement of any proceeding to which he/she may be a party or in which he/she may become involved by reason of his/her being or having been a director or officer of Association, or by reason of him/her having served Association at its request, whether or not he/she is a director or officer or member serving Association at the time the expenses or liabilities are incurred, except when the director, officer or member serving Association is adjudged guilty of willful misfeasance or malfeasance in the performance of his/her duties; provided that in the event of a settlement before entry of judgment, the indemnification shall apply only when the board of directors approve the settlement and reimbursement as being in the best interest of Association. This right of indemnification shall be in addition to and not exclusive of all other rights to which the director, officer or member serving Association may be entitled.

Article XI - By-Laws

Association may be dissolved on written consent signed by members holding not less than 100%

of the total number of votes of each class of members. On dissolution of Association, other than incident to a merger or consolidation, the assets of Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that the dedication is refused acceptance, the assets shall be granted, conveyed and assigned to any nonprofit corporation, Association, trust or organization to be devoted to any similar purposes.

Article XII - Term

The term of Association shall be perpetual or until such a time as the not-for-profit corporation is dissolved pursuant to Article XI.

Article XIII - Amendments

Amendments to the articles of incorporation shall be proposed and adopted in the following manner:

1. Prior to Turnover, Amendment to the articles of incorporation may be made by a majority vote of the Directors.
2. After Turnover.
 - a. Notice: Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered.
 - b. Vote: A resolution for the adoption of an amendment may be proposed by either the board of directors or by the members of Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing that the approval is delivered to the secretary at or prior to the meeting. Except as elsewhere provided, the resolutions must be adopted by not less than [percentage of votes]% of the votes of the entire membership of Association.
 - c. Limit on amendments: No amendment shall make any changes in the qualifications for membership, nor in the voting rights of members, without approval in writing by all members.
 - d. Certification: A copy of each amendment shall be certified by the secretary of state.

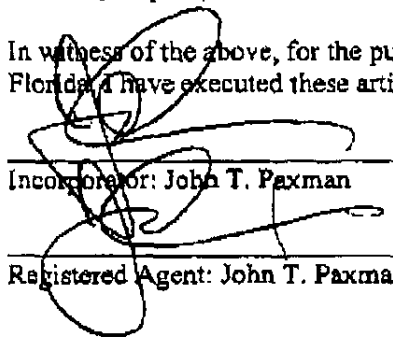
Article XIV - Definitions

All terms that are used in but not otherwise defined in these Articles of Incorporation, shall have the meanings ascribed to such terms in the Declaration of Covenants, Conditions and Restrictions for The Courtyard Homes at Limestone Creek, and any amendments or supplements thereto as may be recorded in the Public Records of Palm Beach County, Florida.

Article XV - Incorporator

The name and address of the incorporator of these articles of incorporation is as follows: John T. Paxman, Esquire, 1832 North Dixie Highway, Lake Worth, Florida 33460.

In witness of the above, for the purpose of forming this corporation under the laws of the State of Florida, I have executed these articles of incorporation on this February 11, 2008



Incorporator: John T. Paxman

Registered Agent: John T. Paxman

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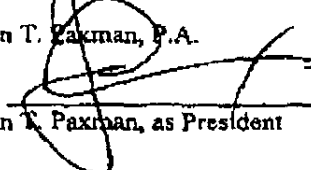
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of §§ 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: **The Courtyard Homes at Limestone Creek Property Owners Association Inc..**
2. The name and address of the registered agent and office is: **John T. Paxman, P.A., 1832 North Dixie Highway, Lake Worth, Florida 33460.**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

John T. Paxman, P.A.

By: 
John T. Paxman, as President

Date: February 12, 2008

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2008 FEB 12 P 4:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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