

To: The Florida Dept. of State
Subject: 00126.92016
Division of Corporations

From: [unclear]

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Florida Department of State
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FLORIDA PROFIT/NON PROFIT CORPORATION
DOUBLETREE NORTH PROPERTY OWNERS' ASSOCIATION, INC.

Certificate of Status	0
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Page Count	06
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Fax Audit No.:

ARTICLES OF INCORPORATION
OF
DOUBLETREE NORTH PROPERTY OWNERS' ASSOCIATION, INC.
(A Florida Not-For-Profit Corporation)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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The undersigned, as incorporator, for the purpose of forming a not for profit corporation (the "Corporation") under the provisions of Chapter 617 of the Florida Statutes, does hereby execute and file the following articles:

ARTICLE I

Name, Definitions and Principal Office

Section 1. Name. The name of the Corporation shall be **DOUBLETREE NORTH PROPERTY OWNERS' ASSOCIATION, INC.**

Section 2. Definitions. All capitalized terms contained but not defined in this instrument shall have the respective meanings as set forth in that certain Amended and Restated Declaration of Covenants, Easements and Restrictions made as of August 28, 2007 by E&J Properties, LLC, a Florida limited liability company ("Developer"), as recorded in Official Records Book 22128, Page 0016, of the Public Records of Palm Beach County, Florida (as may be amended from time to time, the "Declaration").

Section 3. Principal Office. The street and mailing addresses of the initial principal office of the Corporation shall be 5520 PGA Boulevard, Suite 200, Palm Beach Gardens, Florida 33418.

ARTICLE II

Purposes and Powers

Section 1. Purpose. The purpose for which the Corporation is organized is to provide an entity for the ownership, operation and management of certain lands located in Palm Beach County, Florida (the "Common Areas"), said property being described in the Declaration applicable thereto. All capitalized terms not defined herein shall have their respective meanings as set forth in the Declaration.

The Corporation shall not be operated for profit and shall make no distribution of income to its members, directors or officers, except that nothing herein shall prevent the Corporation from compensating persons who may be members, directors, or officers in exchange for services actually rendered to, or costs actually incurred for the benefit of, the Corporation in furtherance of one or more of its purposes. The general purpose of the Corporation is to promote the common interests of the Owners in the Shopping Center and to provide for the ownership, operation and management of the Common Areas and the specific purpose is to perform the functions of the Association contemplated in the Declaration.

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Section 2. Powers. The Corporation shall have all of the common-law and statutory powers of a corporation not-for-profit which are not in conflict with the terms of these Articles and all of the powers and duties contemplated in the Declaration together with all of the powers and the duties reasonably necessary to operate the Common Areas pursuant to the Declaration, and such other documents or agreements that may exist from time to time pertaining to the Common Areas. The foregoing powers and duties, which the Bylaws of the Corporation may set forth in more detail, shall include, but shall not be limited to, the following specific powers and duties:

(a) To make and collect Shopping Center Operating Costs from Owners to defray the costs, expenses and losses of the Shopping Center, and to make such other special assessments against Owners as the Declaration shall provide, and to enforce such levy of Shopping Center Operating Costs through a lien and the foreclosure thereof or by other action pursuant to the Declaration.

(b) To use the proceeds of the Shopping Center Operating Costs in the exercise of its powers and duties, and as provided in the Declaration.

(c) To maintain, repair, replace and operate the Common Areas, as defined in and as contemplated by the Declaration.

(d) To purchase insurance and enter into contracts for services, utilities and other purposes applicable to the Common Areas as may be deemed appropriate.

(e) To perform such functions as may be specified in the Declaration and the Bylaws of the Corporation.

(f) To enforce by legal means the provisions of these Articles, the Bylaws of the Corporation and such rules and regulations as may be promulgated.

(g) To employ personnel to perform the services required for proper operation and maintenance of the Common Areas.

(h) To exercise such other power and authority to do and perform every act and thing necessary and proper in the conduct of its business for the accomplishment of its purposes as set forth herein and as permitted by the applicable laws of the State of Florida.

(i) To bring suit as may be necessary to protect the Corporation's interests, the interests of the Owners, or the Common Areas.

(j) To exercise all of the other powers and privileges and to perform all of the other duties and obligations of the Association, as set forth in the Declaration.

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ARTICLE III
Initial Directors and/or Officers

The corporation shall have, initially, three (3) directors. The number of directors may be changed, from time to time, in accordance with the Bylaws of the Corporation, provided that there shall at all times be at least three (3) directors. The name and address of the initial directors of the Corporation, who shall hold office for the first year or until their successors are duly elected and qualified, are:

Jon Channing
5520 PGA Boulevard, Suite 200
Palm Beach Gardens, Florida 33418

President/Director

Joel Channing
5520 PGA Boulevard, Suite 200
Palm Beach Gardens, Florida 33418

Vice President/Director

Ellen Channing
5520 PGA Boulevard, Suite 200
Palm Beach Gardens, Florida 33418

Director

The method of election of the directors and their term of office shall be in accordance with the Bylaws of the Corporation.

ARTICLE IV
Term of Existence

The Corporation shall have perpetual existence.

ARTICLE V
Indemnification

No director or officer of the Association shall be personally liable to the Association or its members for monetary damages to the Association or any other person for any statement, vote, decision, or failure to act, regarding management or policy, as a director or officer, except to the extent that such exemption from liability or limitation thereof is not permitted under the Florida law.

The Association shall indemnify to the full extent permitted by law any person who is made, or is threatened to be made, a party to any action, suit, or proceeding (whether civil, criminal, administrative, or investigative) by reason of the fact that he or she is or was a director or officer of the Association or serves or served in any other capacities at the request of the Association. If Florida law is amended after the filing of these Articles of Incorporation to authorize corporate action further eliminating or limiting the personal liability of directors or

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officers, then the liability of a director or officer of the Association shall be eliminated or limited to the fullest extent permitted by Florida law, as so amended.

Any repeal or modification of the foregoing paragraph by the members of the Association shall not adversely affect any right or protection of a director or officer of the Association existing at the time of such repeal or modification.

ARTICLE VI
Registered Office and Agent

The street address of the initial registered office of the Corporation shall be 5520 PGA Boulevard, Suite 200, Palm Beach Gardens, Florida 33418 and the name of the initial registered agent of the Corporation at said initial registered office shall be E&J Properties, LLC.

ARTICLE VII
Incorporator

The name and address of the incorporator are:

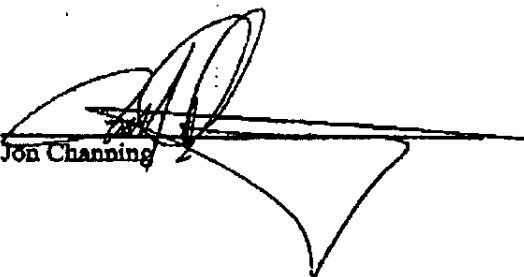
Name:

Address:

Jon Channing

5520 PGA Boulevard
Suite 200
Palm Beach Gardens, Florida 33418

IN WITNESS WHEREOF, for the purpose of forming a not for profit corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on August 31, 2008.


Jon Channing

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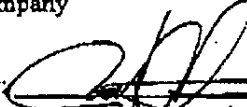
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ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the duties and obligations of the undersigned's position as registered agent.

Dated as of August 31, 2008.

E&J PROPERTIES, LLC, a Florida limited liability company

By: 
Name: Ashley Smith
Title: Managing Member

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