

CORPORATION INFORMATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
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csc networks

800-342-8086

MAIL TO:
P.O. BOX 5028
TALLAHASSEE, FL 32304

ACCOUNT NO. : 072100000032

REFERENCE : 322104 10977A

AUTHORIZATION :

Patricia Pizub

COST LIMIT : \$ 122.50

ORDER DATE : January 9, 1995

ORDER TIME : 8:52 AM

ORDER NO. : 522104

CUSTOMER NO: 10977A

500001373215

CUSTOMER: Ms. Janet English
LENNAR CORPORATION

4th Floor
700 N.W. 107th Avenue
Miami, FL 33172

DOMESTIC FILING

N95000000089

NAME: PAVILION PROPERTY OWNERS
ASSOCIATION, INC.

XXXX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXXXX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

FILED
95 JAN -9 10:23
TALLAHASSEE, FL 32301
SECRETARY OF STATE

1-9-95
02/A

ARTICLES OF INCORPORATION
OF
PAVILION PROPERTY OWNERS ASSOCIATION, INC.

FILED
95 JAN -9 AM 10:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Chapter 617, Florida Statutes, we, the undersigned natural persons competent to contract, acting as incorporators of a corporation not-for-profit, hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is the PAVILION PROPERTY OWNERS ASSOCIATION, INC., hereinafter referred to as the "Association".

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Association is 4902 Eisenhower Boulevard, Suite 100, Tampa, Florida 33634.

ARTICLE III

REGISTERED AGENT

MORRIS J. WATSKY, whose address is 700 N.W. 107 Avenue, Miami, Florida 33172, is hereby appointed the initial registered agent of this Association.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for the operation,

maintenance and preservation of the Common Open Spaces, including, without limitation, the surface water management system (including lakes, retention areas, culverts and related appurtenances), Public Areas and easements granted to the Association, and the architectural control of the residence Lots (all as defined in the Declaration referred to hereinafter) within that certain tract of property known as PAVILION, and to promote the health, safety and welfare of the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association, and in furtherance of these purposes, to:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration applicable to the property and recorded or to be recorded in the Office of the Clerk of the Circuit Court, Hillsborough County, Florida and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(b) 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 therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(c) acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(d) borrow money, and with the assent of two-thirds (2/3) 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;

(e) dedicate, sell or transfer all or any part of the Common Open Space to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an

Instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;

(f) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Open Space, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members;

(g) employ a manager, an independent contractor, or other such employee to operate and maintain the Common Open Space.

(h) have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Florida (Florida Statutes Chapter 617), by law may now or hereafter have or exercise.

ARTICLE V

MEMBERSHIP

Each Lot, Unit or Condominium Unit which is subjected by covenants of record to assessment by the Association shall have appurtenant thereto a membership in the Association, which membership shall be held by the person or entity, or in common by the persons or entities, owning such Lot, Unit or Condominium Unit, except that no person or entity holding an interest or title to a Lot, Unit or Condominium Unit as security for performance of an obligation shall acquire the membership appurtenant to such Lot, Unit or Condominium Unit by virtue of such interest or title. In no event may any membership be severed from the Lot, Unit or Condominium Unit to which it is appurtenant.

ARTICLE VI

VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. Class A Members shall be all Owners with the exception of the Developer and shall be entitled to one vote for each Unit or Condominium Unit owned. When more

than one (1) person holds an interest in any Unit or Condominium Unit, all such persons shall be members. The vote for such Unit or Condominium Unit shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Unit or Condominium Unit.

Class B. Class B Member(s) shall be the Developer (as defined in the Declaration), and shall be entitled to three (3) votes for each Lot, Unit or Condominium Unit owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

- (a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or
- (b) Ten (10) years from the date of filing the Declaration; or
- (c) At such time as the Class "B" Member voluntarily relinquishes its right to vote.

ARTICLE VII

BOARD OF DIRECTORS

The affairs and property of this corporation shall be managed and governed by a Board of Directors composed of not less than three (3) nor more than nine (9) persons. The first Board of Directors shall have three (3) members, and in the future the number will be determined from time to time in accordance with the provisions of the By-Laws of the corporation. The number of Directors on the Board of Directors shall always be an odd number.

The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
DOUGLAS G. GUIDO	4902 Eisenhower Boulevard Tampa FL 33634
B. MARK BERMAN	4902 Eisenhower Boulevard Tampa FL 33634
DAVID DONNELLY	4902 Eisenhower Boulevard Tampa FL 33634

At the first annual meeting following the cessation of the Class B membership, the Members shall elect two (2) directors for a term of one (1) year, two (2) directors for a term of two (2) years, and one (1) director for a term of three (3) years. The Candidate receiving the largest number of votes shall serve as director for three (3) years; the two candidates receiving the second and third largest vote shall serve as directors for two (2) years; and the two (2) candidates receiving the fourth and fifth largest vote shall serve as directors for one (1) year. At each annual meeting thereafter, the members shall elect the appropriate number of directors for a term of three (3) years.

ARTICLE VIII

OFFICERS

The officers of this Association shall be a President and a Vice President, who shall at all times be members of the Board of Directors; a Secretary, a Treasurer, and such officers as the Board may from time to time by resolution create. The election of officers shall take place at the first meeting of the Board of Directors which shall follow each annual meeting of members. The names of the officers who are to serve until the first election of appointments are:

PRESIDENT	B. MARK BERMAN
VICE PRESIDENT	DOUGLAS G. GUIDO
SECRETARY	DAVID DONNELLY
TREASURER	DAVID DONNELLY

ARTICLE IX

INDEMNIFICATION OF OFFICERS AND DIRECTORS

A. The Association hereby indemnifies any Director or Officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

1. 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 of Director or officer of the Association, or in his capacity as Director, officer, employee or agent of any other corporation, partnership, joint venture, 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 nolo contendere or its equivalent shall not in itself create a presumption that any such Director or officer did not act in good faith in the reasonable belief that such action was in the best interests of the Association or that he had reasonable grounds for belief that such action was unlawful.

2. 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 or officer of the Association, or by reason of his being or having been a Director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against the reasonable expenses, including solely for this reason, or solely because the Director or officer is present at or participates in the meeting of the Board of

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.

B. Interested Directors may be 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.

ARTICLE X

BY-LAWS

By-Laws shall be initially adopted by the Board of Directors after which these By-Laws may be amended, at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy.

ARTICLE XI

AMENDMENTS

Proposals for the alteration, amendment or rescission of these Articles of Incorporation may be made by a majority of the Board of Directors or twenty-five percent (25%) of the voting members. Amendment of these Articles of Incorporation shall require the assent of not less than seventy-five percent (75%) of the total number of votes in each class membership.

ARTICLE XII

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of the Association, other than incident to a merger or consolidation, as assets of the Association shall be dedicated to an appropriate public agency to be used for the purposes similar to those for which

this Association was created. In the event dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes. Any action under this Articles is subject to the procedures and requirements of Florida Statute 617.05.

ARTICLE XIII

DURATION

The corporation shall exist perpetually.

ARTICLE XIV

SUBSCRIBERS

The name and address of the subscriber is as follows:

NAME

ADDRESS

Morris J. Watsky

700 N. W. 107 Avenue

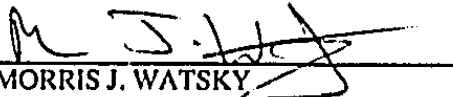
Miami, Florida 33172

ARTICLE XV

FHA AND VA APPROVAL

As long as there is a Class B membership, the following actions will require the approval of either the Federal Housing Administration or the Veterans Administration when either of subject entities has an interest: (i) annexation of additional properties other than the Undeveloped Parcel, (ii) mergers and consolidations, (iii) mortgaging or dedication of the Common Open Space, or (iv) dissolution and amendment of these Articles.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the Incorporator of this Association, has executed these Articles of Incorporation this 4th day of January, 1995.


MORRIS J. WATSKY

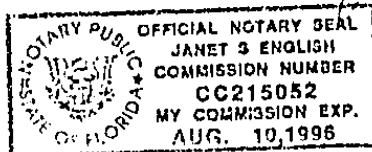
STATE OF FLORIDA
COUNTY OF DADE

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, MORRIS J. WATSKY, to me well known and well known to me to be the person described in and who executed the foregoing and he acknowledged before me that he executed the said instrument as his free and voluntary act and deed for the uses and purposes therein set forth and expressed. He is personally known to me and did not take an oath.

Witness my hand and seal this 4th day of January, 1995.


Notary Public, State of Florida

My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE
SERVED

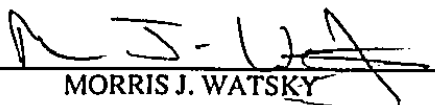
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95 JAN -9 AM 10:23
CLERK OF DISTRICT COURT
STATE OF FLORIDA

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That, PAVILION PROPERTY OWNERS ASSOCIATION, INC., desiring to organize under the laws of the State of Florida, with its principal offices at 4902 Eisenhower Boulevard, Suite 100, Tampa, Florida 33634, has named MORRIS J. WATSKY, whose office is located at 700 N.W. 107 Avenue, Miami, Florida, as its agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


MORRIS J. WATSKY