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AUTHORIZATION :

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ORDER DATE : July 5, 1995

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ORDER NO. : 630974

CUSTOMER NO: 11366A

CUSTOMER: F. Andrews Taintor, Esq
SAUNDERS CURTIS GINESTRA &
GORE
Third Floor
1750 East Sunrise Boulevard
Fort Lauderdale, FL 33304-3097

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DOMESTIC FILING

NAME: POMPAÑO EXCELSIOR
CONDOMINIUM ASSOCIATION, INC.

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS: _____

FILED
95 JUL -9 PM 3:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
95 JUL -5 PM 12:49
DIVISION OF CORPORATION

T. BROWN JUL - 5 1995

ARTICLES OF INCORPORATION
OF
POMPANO EXCELSIOR
CONDOMINIUM ASSOCIATION, INC.

95 JUL -5 PM 3:12
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a not-for-profit corporation in accordance with the laws of the State of Florida, acknowledges and files these Articles of Incorporation in the office of the Secretary of the State of Florida.

ARTICLE I
NAME

The name of this corporation shall be POMPANO EXCELSIOR CONDOMINIUM ASSOCIATION, INC. For convenience, the corporation shall herein be referred to as the "Association".

ARTICLE II
PURPOSE

The Association is organized as a corporation not-for-profit under the terms and provisions of Chapter 617, Florida Statutes, and is a condominium association as referred to and authorized by Chapter 718, Florida Statutes. The specific purpose for which the Association is organized is to provide an entity responsible for the operation of the condominium to be located in Broward County, Florida, entitled POMPANO EXCELSIOR CONDOMINIUM (the "Condominium") which shall be developed by Pompano Excelsior, Inc., a Florida corporation (the "Developer"). The Association shall pay no dividend, and shall distribute no part of its income to its members, directors or officers. Nonetheless, the Association may pay compensation in a reasonable amount to its members, directors and officers for services rendered, and it may confer benefits upon its members in conformity with the purposes of the Association. Upon termination of the Condominium, the Association may make distributions to its members as permitted by law, and no such payment, benefit or distribution shall be deemed to be a dividend or distribution on income.

ARTICLE III
POWERS AND DUTIES

Section 1. The Association 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, the declaration of condominium, the Bylaws and Chapter 718, Florida Statutes, hereinafter referred to as the "Condominium Act".

Section 2. The Association shall also have all of the powers of condominium associations under and pursuant to the Condominium Act, and shall have all of the powers reasonably necessary to implement the purposes of the Association including by not limited to the following:

- A. To carry out the duties and obligations and receive the benefits given the Association by the Declaration of Condominium.
- B. To establish Bylaws and Rules and Regulations for the operation of the Association and to provide for the formal administration of the Association; to enforce the Condominium Act of the State of Florida, the Declaration of Condominium, the Bylaws and the Rules and Regulations of the Association.
- C. To contract for the management of the Condominium.

- D. To acquire, own, operate, mortgage, lease, sell and trade property, including condominium units, whether real or personal.

ARTICLE IV MEMBERS

Section 1. The members of the Association shall consist of all of the record owners of units in the Condominium; after termination of the Condominium, the members of the Association shall consist of those who are members at the time of such termination, and their successors and assigns.

Section 2. Change of ownership of a unit in the Association shall be established by recording in the public records of Broward County, Florida, a deed or other instrument establishing record title to a condominium unit. The new unit owner designated by such instrument shall thereupon become a member of the Association and the membership of the prior unit owner shall be terminated.

Section 3. On all matters as to which the membership shall be entitled to vote there shall be only one vote for each unit, which vote shall be exercised in the manner provided by the Declaration of Condominium and the Bylaws.

Section 4. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to his unit.

ARTICLE V EXISTENCE

The Association shall have perpetual existence.

ARTICLE VI INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
F. Andrews Taintor	1750 East Sunrise Boulevard, Third Floor Fort Lauderdale, Florida 33304-3097

ARTICLE VII BOARD OF DIRECTORS

Section 1. The Condominium and Association affairs shall be managed by a Board of Directors. The number of Directors may be changed from time to time as provided by the Bylaws, but their number shall never be less than three (3). With the exception of the initial Board, Directors shall be elected by the unit owners or shall be a representative of Developer during such time as the Developer shall be entitled to Board membership in accordance with the Condominium Act.

Section 2. Directors shall be designated or elected and removed and vacancies on the Board of Directors shall be filled as provided by the Bylaws. Any vacancies in the Board occurring before the first election may be filled by the Developer.

Section 3. The name and addresses of the initial three (3) Directors of the Association who shall serve as Directors until the first election by the members are as follows:

<u>NAME</u>	<u>ADDRESS</u>
J. Scott Segraves	1040 Bayview Drive, Suite 605 Fort Lauderdale, Florida 33304
Yvan Charron	2860 Hillpark Road Montreal, Quebec, Canada H3H 1T1
Laurice L. Harrington	1040 Bayview Drive, Suite 605 Fort Lauderdale, Florida 33304

Section 4. The first election of Directors shall not be held until unit owners other than the Developer are entitled to elect at least one Director.

Section 5. Subsequent to the first election of Directors, Directors entitled to be elected by unit owners other than the Developer shall be elected at the annual meeting of the members and shall be qualified and hold office as provided in the Bylaws. Until the Developer transfers control of the Association to other unit owners, Developer shall be entitled to appoint or remove all Directors excepting those entitled to be elected by said unit owners.

ARTICLE VIII OFFICERS

Section 1. The affairs of the Association shall be administered by the President, a Vice President, a Secretary and a Treasurer. Officers need not be members of the Association. Such other officers, assistant officers and agents as may be necessary may be elected or appointed from time to time as provided in the Bylaws.

Section 2. The names of the persons who are to serve as Officers of the Association until the election and appointment of the successors are:

<u>OFFICE</u>	<u>NAME</u>
President	J. Scott Segraves
Vice President	J. Blake Beeson
Secretary	Laurice L. Harrington
Treasurer	Laurice L. Harrington

Section 3. The Officers shall be elected at each annual meeting of the Board of Directors or as provided in the Bylaws and each shall serve until his successor is chosen and qualified, or until his earlier resignation, removal from office or death.

Section 4. The Officer shall have such duties, responsibilities and powers as provided in the Bylaws and the Florida Statutes.

ARTICLE IX BYLAWS

The Bylaws of the Association shall be adopted by the initial Board of Directors. The Bylaws may be amended in accordance with the provisions thereof.

ARTICLE X AMENDMENTS TO ARTICLES

Amendments to these Articles shall be proposed and adopted in the following manner:

Section 1. A majority of the Board shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of the members, which may be the annual or a special meeting.

Section 2. Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each member entitled to vote thereon within the time and in the manner provided in the Bylaws for the giving of notice of meeting of members. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

Section 3. At such meeting, a vote of the members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of a majority of the votes of the entire membership of the Association.

Section 4. Any number of amendments may be submitted to the members and voted upon by them at any one meeting.

Section 5. If all of the directors and all of the members eligible to vote sign a written statement manifesting their intention that an amendment to these Articles be adopted, then the amendment shall thereby be adopted as though the above requirements had been satisfied.

Section 6. No amendment shall make any changes in the qualifications for membership nor in the voting rights or property rights of members without approval by all of the members and the joinder of all record owners of mortgages upon the Units. No amendment shall be made that is in conflict with the Condominium Act or the Declaration.

Section 7. Upon the approval of an amendment to these Articles, articles of amendment shall be executed and delivered to the Department of State as provided by law, and a copy certified by the Department of State shall be recorded in the Public Records of Broward County, Florida.

ARTICLE XI INDEMNIFICATION

Section 1. Every Director and every officer of the Association shall be indemnified by the Association, to the fullest extent permissible by law, against all expenses and liabilities, excluding civil fines or penalties imposed by the Division of Florida Land Sales, Condominiums and Mobile Homes (hereinafter "Division") and attorneys' fees, reasonably incurred or imposed upon him in connection with 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, or any settlement thereof, whether or not he is a Director or officer at the time such expenses are incurred, except in such cases wherein the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of the Director's or officer's duty. In the event of a settlement of any claim, the indemnification herein shall apply only when the Board of Directors approves such settlement, and reimbursement, as being for the best interest of the Association. The foregoing right of indemnification shall be addition to and not exclusive of all other rights to which such Director or officer may be entitled.

Section 2. To the extent that a Director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 above, or in defense of any claim, issue

or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.

Section 3. The indemnification provided herein shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the laws of the State of Florida, any Bylaw, agreement, vote of members or otherwise; and as to action taken in an official capacity while holding office, shall continue as to a person who has ceased to be a Director, officer, employee, or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE XII
PRINCIPAL OFFICE, MAILING ADDRESS, INITIAL REGISTERED OFFICE,
AGENT AND ADDRESS

The principal office of the Association shall be at Suite 605, 1040 Bayview Drive, Fort Lauderdale, Florida 33304, or at such other place, within or without the State of Florida as may be subsequently designated by the Board of Directors. The mailing address shall be the same as that of the principal office. The initial registered office is at the following address and the initial registered agent therein is:

F. Andrews Taintor, Esquire
Saunders, Curtis, Ginestra & Gore, P.A.
1750 East Sunrise Boulevard, Third Floor
Fort Lauderdale, Florida 33304-3097

20 IN WITNESS WHEREOF, I have hereunto set my hand and seal this day of June, 1995.

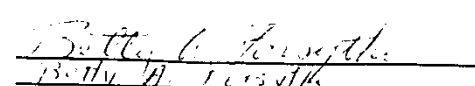

F. Andrews Taintor

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 20th day of June, 1995, by F. Andrews Taintor. He is personally known to me or has produced _____ as identification, and did not take an oath.



(SEAL)


Betty A. Forsythe
Notary Public, State of Florida
Commission No.: _____
My commission expires: _____

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHO PROCESS MAY BE SERVED


IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

POMPANO EXCELSIOR CONDOMINIUM ASSOCIATION, INC., desiring to
organize or qualify under the laws of the State of Florida, with
its principal place of business at the City of Pompano Beach, State
of Florida, has named F. ANDREWS TAINTOR whose address is 1750 East
Sunrise Boulevard, Third Floor, Fort Lauderdale, Florida, 33304-
3097, as its agent to accept service of process within Florida.

By: 
F. Andrews Taintor, Incorporator

Date: June 20th, 1995

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.


F. Andrews Taintor
Registered Agent

Date: June 20th, 1995

FILED
95 JUL -5 PM 3:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA