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Charter Number Only

6/25/96

Oppenheim & Pilchsky
Requestor's Name
1740 Western Road #300
Address
Ft Lauderdale, FL 33326
City State ZIP Phone

384-6114

VALIDATION ONLY

FILED
96 JUN 26 PM 2:13
TALLAHASSEE, FLORIDA

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CORPORATION(S) NAME

Bonaventure Master Association, Inc.



Empire Toll Free: 1-800-432-3028

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| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
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F. O'HESSER JUN 20 1996

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ARTICLES OF INCORPORATION
OF
BONAVENTURE MASTER ASSOCIATION, INC.
a Florida Corporation Not-For-Profit

FILED
96 JUN 25 PM 2:18
TALLAHASSEE, FLORIDA

The undersigned, being the directors and subscribers of the BONAVENTURE MASTER ASSOCIATION, INC., a Florida corporation not-for-profit, hereby submit these ARTICLES of Incorporation in accordance with Florida Statutes Chapter 617.

ARTICLE I - NAME

The name of the corporation is BONAVENTURE MASTER ASSOCIATION, INC., a Florida corporation not-for-profit, hereinafter referred to as the "CORPORATION."

ARTICLE II - PURPOSE

The purposes for which the CORPORATION is organized are as follows:

1. To operate as a corporation not-for-profit pursuant to Chapter 617 of the Florida Statutes.
2. To financially support the projects and operations of MAKE BONAVENTURE BEAUTIFUL, INC., a Florida corporation not-for-profit, ("MBB").

ARTICLE III - DEFINITIONS

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

ARTICLE IV - POWERS AND DUTIES

The CORPORATION shall have the following powers and duties:

1. All of the common law and statutory powers of a corporation not-for-profit under the laws of the State of Florida.
2. To administer, enforce, carry out and perform all of the acts, functions, rights and duties provided in, or contemplated by the BYLAWS, and to take any action reasonably necessary or

appropriate to operate pursuant to the BYLAWS, limited to the following:

- a. Performing its DUTIES;
 - b. To make and collect assessments against MEMBER ASSOCIATIONS of the CORPORATION in an amount initially of \$1.00 per month per dwelling unit not to increase by more than ten percent (10%) per year, provided, however, that at least 75% of the total votes of the MEMBER ASSOCIATIONS approve of said increase (herein the "DUES") to defray the costs, expenses and losses incurred or to be incurred by MBB, and to use the proceeds thereof in the exercise of the CORPORATION'S powers and duties.
3. To purchase insurance in connection with he DUTIES, where applicable, and insurance for the protection of the CORPORATION, its directors, officers and MEMBER ASSOCIATIONS, and such other parties as the CORPORATION may determine.
 4. To enforce by legal means the provisions of these ARTICLES, the BY-LAWS, and the Rules and Regulations of the CORPORATION.
 5. To employ personnel necessary to perform the obligations, services and duties required of or to be performed by the CORPORATION and for the proper performance of the DUTIES and/or to contract with others, for the performance of such obligations, services and/or duties.

ARTICLE V - MEMBERS

1. The eligible Member Association of the CORPORATION shall consist of all condominium and homeowner associations located within the Bonaventure Community.
2. The share of each MEMBER ASSOCIATION in the funds and assets of the CORPORATION, the DUTIES and the COMMON SURPLUS, and any MEMBER ASSOCIATION in this CORPORATION, cannot be assigned, hypothecated or transferred in any manner, except to the CORPORATION.
3. On all matters there shall be one vote per MEMBER ASSOCIATION, whether a Condominium Association or a Homeowners' Association. Said vote shall be cast by the Board of Directors of said MEMBER ASSOCIATION and certified by the Secretary of said MEMBER ASSOCIATION.
4. Upon payment of one (1) year's dues in advance, a MEMBER ASSOCIATION may withdraw from the CORPORATION.

ARTICLE VI - INCORPORATORS

The name and address of the incorporator (subscriber) is: Roy D. Oppenheim, Esquire, Oppenheim & Pilelsky, P.A. 1290 Weston Road, Suite 300, Fort Lauderdale, Florida 33326.

ARTICLE VII

INITIAL REGISTERED OFFICE ADDRESS AND NAME OF REGISTERED AGENT

The address of the initial registered office of the CORPORATION is 1290 Weston Road, Suite 300, Fort Lauderdale, FL 33326. The initial registered agent of the CORPORATION at that address is Legal Information Services, Inc. The initial address of the principal office is 1290 Weston Road, Suite 300, Fort Lauderdale, FL 33326.

ARTICLE VIII - DIRECTORS

1. The property, business and affairs of the CORPORATION shall be managed by a BOARD which shall consist of seven (7) directors. Directors shall be appointed in the manner provided in the BYLAWS.

2. All of the duties and powers of the CORPORATION existing under these ARTICLES and the BYLAWS shall be exercised exclusively by the BOARD, its agents, contractors or employees, subject to approval by the MEMBER ASSOCIATIONS only when specifically required.

3. Directors may be removed and vacancies on the BOARD shall be filled in the manner provided by the BYLAWS.

4. The names and addresses of the initial directors, who shall hold office until their successors are appointed or elected, are as follows:

Jerry Pozen
William Uscher
Tracey Reichanadter

ARTICLE IX - OFFICERS

The officers of the CORPORATION shall be a president, vice-president, secretary, treasurer and such other officers as the BOARD may from time to time by resolution create. The officers shall serve at the pleasure of the BOARD, and the BYLAWS may

provide for the removal from office of officers, for filling vacancies, and for the duties of the officers. The names of the officers who shall serve until their successors are designated by the BOARD are as follows:

PRESIDENT

JERRY POZEN

VICE PRESIDENT

WILLIAM USCHER

SECRETARY/TREASURER

TRACEY REICHANADTER

ARTICLE X - INDEMNIFICATION

1. The CORPORATION shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the CORPORATION) by reason of the fact that he is or was a director, employee, officer or agent of the CORPORATION, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with the action, suit or proceedings if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interest of the CORPORATION; and with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful; except, that no indemnification shall be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or willful misfeasance or malfeasance in the performance of his duty to the CORPORATION unless and only to the extent that the court in which the action or suit was brought shall determine, upon application, that despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, in and of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interest of the CORPORATION; and with respect to any criminal action or proceeding, that he had no reasonable cause to believe that his conduct was unlawful.

2. To the extent that a director, officer, employee or agent of the CORPORATION has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Paragraph 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.

3. Any indemnification under Paragraph 1 above (unless ordered by a court) shall be made by the CORPORATION only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper under the circumstances because he has met the applicable standard of conduct set forth in Paragraph 1 above. Such determination shall be made (a) by the BOARD by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such quorum is not obtainable or, even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in written opinion, or (c) by approval of the MEMBER ASSOCIATIONS.

4. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the CORPORATION in advance of the final disposition of such action, suit or proceeding as authorized by the BOARD in the specific case upon receipt of an undertaking by or on behalf of the directors, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the CORPORATION as authorized herein.

5. 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 MEMBER ASSOCIATIONS 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.

6. The CORPORATION shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the CORPORATION, or is or was serving at the request of the CORPORATION as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, as arising out of his status as such, whether or not the CORPORATION would have the power to indemnify him against such liability under the provisions of this Article.

ARTICLE XI - BYLAWS

The first BYLAWS shall be adopted by the BOARD and may be altered, amended or rescinded in the manner provided by the BYLAWS.

ARTICLE XII - AMENDMENTS


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

1. A resolution for the adoption of a proposed amendment shall be adopted by the vote of not less than two-thirds (2/3rds) of the total votes of the Member Associations, as adopted by the Board.

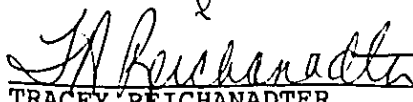
2. No amendment shall make any changes in the qualifications for membership nor in the voting rights or property rights of MEMBER ASSOCIATIONS without approval by all of the MEMBER ASSOCIATIONS. No amendment shall be made that is in conflict with the Florida Statutes.

3. 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 maintained in the CORPORATION records.

WHEREFORE, the undersigned, being the subscribers, MEMBER ASSOCIATIONS and directors of the Association have executed these ARTICLES on this 21 day of June, 1996.


JERRY POZEN


WILLIAM USCHER


TRACEY REICHANADTER

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
96 JUN 26 PM 2
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 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.

First-That BONAVENTURE MASTER ASSOCIATION, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation has named Legal Information Services, Inc., located as 1290 Weston Road, Suite 300, Fort Lauderdale, FL 33326, as its agent to accept service of process within this state.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AS 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.

LEGAL INFORMATION SERVICES, INC.

BY: [Signature]
ROY OPPENHEIM, Vice President