

A LOCAL OFFICE
To Know Your Better
A NATIONAL NETWORK
To Get Your Best

1201 HAYS STREET
TALLAHASSEE, FL 32304-2007
904-224-1111
1-800-343-8086

800-343-8086

N96000005035



ACCOUNT NO. : 072100000032
REFERENCE : 103052 4319562
AUTHORIZATION : *Patricia Pizjts*
COST LIMIT : \$ 122.50

ORDER DATE : September 30, 1996
ORDER TIME : 10:40 AM
ORDER NO. : 103052

CUSTOMER NO: 4319562 200001958762

CUSTOMER: Ms. Janet English
LENNAR CORPORATION

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

FILED
96 SEP 30 PM 2:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: LENNAR AT FOREST LAKES
TOWNHOMES ASSOCIATION, INC.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS:

KR
9.30.96

RECEIVED
96 SEP 30 AM 11:27
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
OF
LENNAR AT FOREST LAKES TOWNHOMES ASSOCIATION, INC.

FILED
95 SEP 30 PM 2:09
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 LENNAR AT FOREST LAKES TOWNHOMES 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 located at 760 N.W. 107 Avenue, Miami, Florida 33172.

ARTICLE III

REGISTERED AGENT

MORRIS J. WATSKY, whose address is 700 N.W. 107th 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 maintenance and preservation of the Common Open Space, and as further set forth in the Declaration (which Declaration is referred to hereinafter), within that certain Project known as Forest Lakes Townhomes; 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 hereinafter and above called the "Declaration", applicable to the property and recorded or to be recorded in the office of the Clerk of the Circuit Court of Dade 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 of, 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 the 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 Private Drives and Common Open Space to any Public Agency or authority or utility for such purposes and subject to such conditions as may be provided in the Declaration;

(f) participate in mergers and consolidation with other non-profit corporations organized for the same purposes or annex additional residential property and common area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of the members;

(g) have and to exercise any and all powers, rights and privileges which a corporation organized under Chapter 617, Florida Statutes, by law may now or hereafter have and exercise.

ARTICLE V

MEMBERSHIP

Each Lot which is subject 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, except that no person or entity holding an interest or title to a Lot as security for performance of an obligation shall acquire the membership appurtenant to such Lot by virtue of such interest or title. In no event may any membership be severed from the Lot 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 of Homes with the exception of the Developer and shall be entitled to one vote for each Home owned. When more than one (1) person holds an interest in any Home, all such persons shall be members. The vote for such Home shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Home.

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 or Home 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:

- (i) When the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or
- (ii) Six (6) years from the date of filing of the Declaration; or

- (iii) 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) 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 be an odd number.

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

<u>NAME</u>	<u>ADDRESS</u>
Torey Eisenman	760 N. W. 107 Avenue Miami, Florida 33172
Robert Hutson	760 N.W. 107 Avenue Miami, Florida 33172
Denise Geary	760 N.W. 107 Avenue Miami, Florida 33172

At the first annual meeting and at each succeeding meeting until such time as the Class B membership lapses, the members shall elect three (3) directors, each for a term of one (1) year.

At the first annual meeting after the Class B membership ceases to exist, 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 a fifth (5th) 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 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, Treasurer, and such other 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
VICE PRESIDENT
SECRETARY
TREASURER

Torey Eisenman
Robert Hutson
Denise Geary
Denise Geary

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:

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.

B. 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 attorneys' fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association. Such person shall not be entitled to indemnification in relation to matters to which such person has been adjudged to have been guilty of gross negligence or misconduct in the performance of his duty to the Association, unless and only to the extent that, the court, administrative agency, or investigative body before which such action, suit or proceeding is held shall determine upon application that despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

C. The Board of Directors shall determine whether amounts for which a Director or officer seeks indemnification were properly incurred and whether such Director or officer acted in good faith and in a manner he reasonably believed to be in the best interests of the Association, and whether, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding.

D. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Association to indemnify under applicable law.

ARTICLE X

TRANSACTION IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

A. No contract or transaction between the Association and one or more of its Directors or officers, or between the Association and any other corporation, partnership, association or other organization in which one or more of its Directors or officers are Directors or officers, have a financial interest, shall be invalid, void or voidable solely for this reason, or solely because the Director or officer is present at or participates in the meeting of the Board or 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 XI

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 XII

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 a majority of the total number of votes of the membership, except that the Board of Directors may amend these Article of Incorporation without the assent of the membership to

correct any ambiguities, scrivener's errors or conflicts appearing within these Articles of Incorporation.

Notwithstanding the above, the Developer may amend any provision of this Declaration without the approval or joinder of the Owners or the Association, if required to do so to comply with the Rules and Regulations of the Federal National Mortgage Association, the Federal Housing Administration, the Veterans Administration or any other similar governmental institutional agency which desires to hold, insure or guaranty a mortgage on all or any part of the Project.

ARTICLE XIII

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by the holders of not less than two-thirds (2/3) of the total number of the members. Upon dissolution of the Association, other than incident to a merger or consolidation, the 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 Article is subject to the procedures and requirements of Florida Statute 617.05.

ARTICLE XIV

DURATION

The corporation shall exist perpetually.

ARTICLE XV

FHA AND VA APPROVAL

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

ARTICLE XVI
INCORPORATOR

The names and addresses of the incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Morris J. Watsky	700 N. W. 107th Avenue Miami, Florida 33172

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, I, the undersigned, constitution the incorporator of this Association, have executed these Articles of Incorporation this 27th day of September, 1996.



Morris J. Watsky, Incorporator

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 instrument 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 27th day of September, 1996.



Notary Public, State of Florida
My Commission Expires

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

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

THAT LENNAR AT FOREST LAKES TOWNHOMES ASSOCIATION, INC., desiring to organize under the laws of the State of Florida, with its principal offices at 730 N.W. 107 Avenue, Miami, County of Dade, State of Florida, has named MORRIS J. WATSKY, whose office is located at 700 N.W. 107 Avenue, Miami, Florida 33172, 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

FILED
96 SEP 30 PM 2:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N96000005035

SHAPO, FREEDMAN & FLETCHER, P.A.

FIRST UNION FINANCIAL CENTER

SUITE 4750

200 SOUTH BISCAYNE BOULEVARD

MIAMI, FLORIDA 33131

TELEPHONE (305) 355-4440

TELEFAX
(305) 355-0521

March 31, 1997

VIA FEDERAL EXPRESS

Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

500002130385--8
-04/01/97--01086--001
*****87.50 *****87.50

Re: Articles of Amendment to Articles of
Incorporation of Lennar at Forest Lakes
Townhomes Association, Inc.

Dear Sir or Madam:

Enclosed for filing is the Articles of Amendment along with
our check payable to the order of the Secretary of State representing
tax \$87.50 filing and certified copy fees.

Please provide us with a certified copy of the filed
Articles of Amendment.

If you have any questions or comments, please do not
hesitate to contact us. Thank you for your cooperation.

Sincerely yours,

Maribel G. Pila
Certified Legal Assistant

/mgp
Enclosures

cc: Patricia Kimball Fletcher, Esq.

Amended & Restated art.

7054.027 033197 (16154)
F:\WPDATA\WA\LTR\02237.1

V8 APR 4 1997

97 APR -1 PM 12:01
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of
LENNAR AT FOREST LAKES TOWNHOMES ASSOCIATION, INC.
(A CORPORATION NOT FOR PROFIT)

FILED
97 APR -1 PM 12:01
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of Section 617.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment adopted:

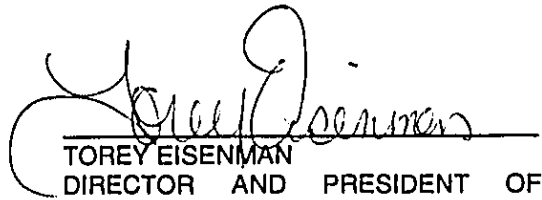
The Articles of Incorporation of Lennar at Forest Lakes Townhomes Association, Inc. filed with the Florida Secretary of State on September 30, 1996, are hereby replaced entirely by the Amended and Restated Articles of Incorporation of Lennar at Forest Lakes Townhomes Association, Inc. attached hereto and made a part hereof.

SECOND: The date of adoption of the amendment was 3/28, 1997.

THIRD: There are no members entitled to vote on the amendment. The Amended and Restated Articles of Incorporation were adopted by the board of directors.

Dated: March 28, 1997.

The undersigned being a member of the Board of Directors of Lennar at Forest Lakes Townhomes Association, Inc., and the President thereof.


TOREY EISENMAN
DIRECTOR AND PRESIDENT OF
LENNAR AT FOREST LAKES
TOWNHOMES ASSOCIATION, INC.

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
LENNAR AT FOREST LAKES
TOWNHOMES ASSOCIATION, INC.
A CORPORATION NOT FOR PROFIT)**

INDEX

1.	<u>Name of Corporation</u>	1
2.	<u>Principal Office</u>	1
3.	<u>Registered Office - Registered Agent</u>	1
4.	<u>Definitions</u>	1
5.	<u>Purpose of Association</u>	1
6.	<u>Not for Profit</u>	1
7.	<u>Powers of Association</u>	1
8.	<u>Voting Rights</u>	2
9.	<u>Board of Directors</u>	2
10.	<u>Dissolution</u>	2
11.	<u>Duration</u>	3
12.	<u>Amendments</u>	3
	12.1. <u>General Restrictions on Amendments</u>	3
	12.2. <u>Amendments Prior to the Community Completion Date.</u>	3
	12.3. <u>Amendments From and After the Community Completion Date</u>	3
13.	<u>Limitations</u>	3
	13.1. <u>Declaration is Paramount.</u>	3
	13.2. <u>Rights of Developer</u>	3
	13.3. <u>By-Laws</u>	3
14.	<u>Officers</u>	3
15.	<u>Indemnification of Officers and Directors</u>	4
16.	<u>Transactions in Which Directors or Officers are Interested</u>	4

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
LENNAR AT FOREST LAKES
TOWNHOMES ASSOCIATION, INC.
(A CORPORATION NOT FOR PROFIT)

In compliance with the requirements on the Laws of the State of Florida, and for the purpose of forming a corporation not for profit, the undersigned does hereby acknowledge:

1. Name of Corporation. The name of the corporation is LENNAR AT FOREST LAKES TOWNHOMES ASSOCIATION, INC. ("Association").

2. Principal Office. The principal office of Association is 760 N.W. 107th Avenue, Suite 201, Miami, Florida 33172.

3. Registered Office - Registered Agent. The street address of the Registered Office of Association is 700 N. W. 107 Avenue, Miami, Florida 33172. The name of the Registered Agent of Association is:

MORRIS J. WATSKY, ESQ.

4. Definitions. A declaration entitled Declaration of Restrictions and Covenants for Forest Lakes Townhomes Community (the "Declaration") will be recorded in the Public Records of Dade County, Florida, and shall govern all of the operations of a community to be known as Forest Lakes Townhomes. All initially capitalized terms not defined herein shall have the meanings set forth in the Declaration.

5. Purpose of Association. Association is formed to: (a) provide for ownership, operation, maintenance and preservation of the Common Areas, and improvements thereon; (b) perform the duties delegated to it in the Declaration; (c) administer the interests of Association and the Owners; (d) promote the health, safety and welfare of the Owners.

6. Not for Profit. Association is a not for profit Florida corporation and does not contemplate pecuniary gain to, or profit for, its members.

7. Powers of Association. Association shall, subject to the limitations and reservations set forth in the Declaration, have all the powers, privileges and duties reasonably necessary to discharge its obligations, including, but not limited to, the following:

7.1. To perform all the duties and obligations of Association set forth in the Declaration and By-Laws, as herein provided.

7.2. To enforce, by legal action or otherwise, the provisions of the Declaration and By-Laws and of all rules, regulations, covenants, restrictions and agreements governing or binding Association and Lennar at Forest Lakes Townhomes Association, Inc.

7.3. To fix, levy, collect and enforce payment, by any lawful means, of all Assessments pursuant to the terms of the Declaration, these Articles and By-Laws.

7.4. To pay all Operating Costs, including, but not limited to, all licenses, taxes or governmental charges levied or imposed against the property of Association.

7.5. To acquire (by gift, purchase or otherwise), annex, own, hold, improve, build upon, operate, maintain, convey, grant rights and easements, sell, dedicate, lease, transfer or otherwise dispose of real or personal property (including the Common Areas) in connection with the functions of Association except as limited by the Declaration.

7.6. To borrow money, and to mortgage, pledge or hypothecate any or all of its real or personal property as security for money or debts incurred.

7.7. To dedicate, grant, license, lease, concession, create easements upon, sell or transfer all or any part of, Forest Lakes Townhomes Community to any public agency, entity, authority, utility or other person or entity for such purposes and subject to such conditions as it determines and as provided in the Declaration.

7.8. To participate in mergers and consolidations with other non-profit corporations organized for the same purposes.

7.9. To adopt, publish, promulgate or enforce rules, regulations, covenants, restrictions or agreements governing Association, Forest Lakes Townhomes, Common Areas and Homes as provided in the Declaration and to effectuate all of the purposes for which Association is organized.

7.10. To have and to exercise any and all powers, rights and privileges which a not-for-profit corporation organized under the Laws of the State of Florida may now, or hereafter, have or exercise.

7.11. To employ personnel and retain independent contractors to contract for management of Association, Forest Lakes Townhomes community and the Common Areas as provided in the Declaration and to delegate in such contract all or any part of the powers and duties of Association.

7.12. To contract for services to be provided to, or for the benefit of, Association, Owners, the Common Areas and Forest Lakes Townhomes community as provided in the Declaration such as, but not limited to, maintenance, Telecommunication Services, garbage pick-up, and utility services.

7.13. To establish committees and delegate certain of its functions to those committees.

8. Voting Rights. Owners and Developer shall have the voting rights set forth in the By-Laws.

9. Board of Directors. The affairs of Association shall be managed by a Board of odd number with not less than three (3) nor more than five (5) members. The initial number of directors shall be three (3). Board members shall be appointed and/or elected as stated in the By-Laws. The election of Directors shall be held at the annual meeting. Directors shall be elected for a term expiring on the date of the next annual meeting. The names and addresses of the members of the current Board who shall hold office until their successors are appointed or elected, or until removed, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
ROBERT T. HUTSON	760 N.W. 107th Avenue Suite 201 Miami, Florida 33172
DENISE GEARY	760 N.W. 107th Avenue Suite 201 Miami, Florida 33172
TOREY EISENMAN	760 N.W. 107th Avenue Suite 201 Miami, Florida 33172

10. Dissolution. In the event of the dissolution of Association other than incident to a merger or consolidation, any member may petition the Circuit Court having jurisdiction of the

Judicial Circuit of the State of Florida for the appointment of a receiver to manage its affairs of the dissolved Association and to manage the Common Areas, in the place and stead of Association, and to make such provisions as may be necessary for the continued management of the affairs of the dissolved Association and its properties.

11. Duration. Association shall have perpetual existence.

12. Amendments.

12.1. General Restrictions on Amendments. Notwithstanding any other provision herein to the contrary, no amendment to these Articles shall affect the rights of Developer unless such amendment receives the prior written consent of Developer, which may be withheld for any reason whatsoever. If the prior written approval of any governmental entity or agency having jurisdiction is required by applicable law or governmental regulation for any amendment to these Articles, then the prior written consent of such entity or agency must also be obtained. No amendment shall be effective until it is recorded in the Public Records.

12.2. Amendments Prior to the Community Completion Date. Prior to the Community Completion Date, Developer shall have the right to amend these Articles as it deems appropriate, without the joinder or consent of any person or entity whatsoever. Developer's right to amend under this Section is to be construed as broadly as possible. In the event that Association shall desire to amend these Articles prior to the Community Completion Date, Association must first obtain Developer's prior written consent to any proposed amendment. Thereafter, an amendment identical to that approved by Developer may be adopted by Association pursuant to the requirements for amendments from and after the Community Completion Date. Thereafter, Developer shall join in such identical amendment so that its consent to the same will be reflected in the Public Records.

12.3. Amendments From and After the Community Completion Date. After the Community Completion Date, but subject to the general restrictions on amendments set forth above, these Articles may be amended with the approval of (i) two-thirds (66 2/3%) of the Board.

13. Limitations.

13.1. Declaration is Paramount. No amendment may be made to these Articles which shall in any manner reduce, amend, affect or modify the terms, conditions, provisions, rights and obligations set forth in the Declaration.

13.2. Rights of Developer. There shall be no amendment to these Articles which shall abridge, reduce, amend, effect or modify the rights of Developer.

13.3. By-Laws. These Articles shall not be amended in a manner that conflicts with the By-Laws.

14. Officers.

The Board shall elect a President, Secretary, Treasurer, and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board shall from time to time determine. The names and addresses of the Officers who shall serve until their successors are elected by the Board are as follows:

President:	TOREY EISENMAN
Vice President:	ROBERT T. HUTSON
Secretary:	DENISE GEARY
Treasurer:	DENISE GEARY

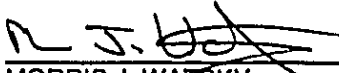
15. Indemnification of Officers and Directors. Association shall and does hereby indemnify and hold harmless every Director and every Officer, their heirs, executors and administrators, against all loss, cost and expenses reasonably incurred in connection with any action, suit or proceeding to which such Director or Officer may be made a party by reason of being or having been a Director or Officer of Association, including reasonable counsel fees and paraprofessional fees at all levels of proceeding. This indemnification shall not apply to matters wherein the Director or Officer shall be finally adjudged in such action, suit or proceeding to be liable for or guilty of gross negligence or willful misconduct. The foregoing rights shall be in addition to, and not exclusive of, all other rights to which such Director or Officers may be entitled.

16. Transactions in Which Directors or Officers are Interested. No contract or transaction between Association and one (1) or more of its Directors or Officers or Developer, or between Association and any other corporation, partnership, association, or other organization in which one (1) or more of its Officers or Directors are officers, directors or employees or otherwise interested shall be invalid, void or voidable solely for this reason, or solely because the Officer or Director is present at, or participates in, meetings of the Board thereof which authorized the contract or transaction, or solely because said Officers' or Directors' votes are counted for such purpose. No Director or Officer of Association shall incur liability by reason of the fact that such Director or Officer may be interested in any such contract or transaction. Interested Directors shall disclose the general nature of their interest and may be counted in determining the presence of a quorum at a meeting of the Board which authorized the contract or transaction.

ACCEPTANCE BY REGISTERED AGENT

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

Dated this 27 day of March, 1997.


MORRIS J. WATSKY