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NAME: MIAMI GARDENS HOMEOWNERS ASSOCIATION, INC.

AUDIT NUMBER.....H98000006958

DOC TYPE.....FLORIDA NON-PROFIT CORPORATION

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April 14, 1998

RUDEN MCCLOSKY SMITH ET AL.

SUBJECT: MIAMI GARDENS HOMEOWNERS ASSOCIATION, INC.
REF: W98000008270

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

ARTICLES OF INCORPORATION
OF MIAMI GARDENS HOMEOWNERS ASSOCIATION, INC.

The undersigned, acting as incorporator of a nonprofit corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation.

ARTICLE I
NAME

The name of the corporation shall be Miami Gardens Homeowners Association, Inc., a Florida corporation not for profit, whose principal address/ mailing address is c/o Martha Dowd, 5530 SW 36 Street, Hollywood, FL 33023.

ARTICLE 11
BOUNDARIES

The community to be represented by the corporation, generally known as Miami Gardens, is bounded on the North by Hallandale Beach Blvd., on the South by County Line Road, on the West by State Road # 7, and on the East by S.W. 56th Ave. and S.W. 54th Ave., and includes the following sub-division: Lynn Park Townhouses.

ARTICLE 111
DURATION

The duration of the corporation shall be perpetual.

ARTICLE IV
PURPOSE

The corporation is organized as a non-profit corporation for the following specific purposes:

1. To provide a forum whereby homeowners, residents and businesses within the community may communicate with each other for the purpose of bettering the local area.
2. To provide advice, support, credit, funds, capital, gifts and other lawful forms of assistance, financial and otherwise, to or for use in projects designed to better the local area.
3. To engage in any and all other activities which will directly or indirectly improve the welfare and economic conditions of Miami Gardens.
4. To solicit, collect and receive money and other assets and to administer funds and contributions received by grant, gift, deed, bequest or devise and to otherwise to acquire money, securities, property rights or services of every kind and description

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and to hold invest, expand contribute, use, sell or otherwise dispose of any money, securities, property, rights or services so acquired for the purposes mentioned above.

All of the foregoing purposes and powers shall be exercised exclusively for purposes in such manner that the corporation shall qualify as an exempt organization under Section 501 (c)(3) of the Internal Revenue Code of 1954; however, the failure of the corporation to qualify as such an exempt organization shall not effect its corporate existence.

ARTICLE V MEMBERSHIP AND VOTING

Any person 18 years of age or older who is a resident or homeowner, or has a business in the community is eligible to become a member of the corporation. The qualification of members of the corporation, the manner of their admission to membership, the manner of the termination of such membership and the manner of voting by members shall be as follows:

- A. Until such time as a resident or business of Miami Gardens has paid dues to the corporation, the membership of the corporation shall be comprised solely of the incorporator of these Articles ("Incorporator"). The Incorporator shall be entitled to cast one (1) vote on all matters requiring a vote of the membership.
- B. Upon the payment to the corporation of dues by residents and businesses of the Miami Gardens neighborhood, membership of the Incorporator in the corporation shall terminate.
- C. Any member who is no longer a resident of or business located in the Miami Gardens neighborhood shall no longer be a member and shall lose all rights and privileges of membership. Such person shall not be entitled to a refund of any dues paid.
- D. There shall be only one (1) membership vote for each household or business. If there is more than one resident with respect to a household, such residents collectively shall be entitled to only one (1) vote.
- E. A quorum for purposes of meetings of members shall consist of persons entitles to cast at least ten percent (10%) of the total number of votes of the members.

ARTICLE VI BOARD OF DIRECTORS

There shall be seven (7) Directors on the initial Board of Directors. The names and addresses of the initial Directors of the corporation are:

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Fort Lauderdale, Florida 33301
(954) 764-6660

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- (1) Martha Dowd
5530 SW 36 Street
Hollywood, FL 33023
- (2) Laverne Jackson
5540 SW 38 Street
Hollywood, FL 33023
- (3) Rebecca Goodyear
35 Thomas Road
Hollywood, FL 33023
- (4) Teri Roberts
5460 SW 38 Ct.
Hollywood, FL 33023
- (5) Jose Ribalto
3865 S.W. 54th Avenue
Hollywood, FL 33023
- (6) Betty Banfield
3435 S.W. 59th Terrace
Hollywood, FL 33023
- (7) Fernando Gutierrez
6 Edmond Road
Hollywood, FL 33023

The number of Directors may be fixed or changed from time to time by amendment of the By-laws of this corporation adopted by the vote of the members of the corporation entitled to vote at a meeting of members of the corporation called pursuant to the Bylaws, but in no event shall the number of Directors be less than three (3). Directors shall be elected annually by a vote of the members of the corporation entitled to vote at a meeting of members of the corporation called pursuant to the Bylaws.

ARTICLE VII OFFICERS

The names of the officers who will serve until their respective successors are elected are as follows:

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(954) 764-4660

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President:	Martha Dowd
Vice President:	Laverne Jackson
Secretary:	Rebecca Goodyear
Treasurer:	Teri Roberts
Sergeant at Arms:	Josef Ribalto
Assistant Secretary:	Betty Banfield
Vice Program Planning:	Fernando Gutierrez

The members of the corporation shall elect the officers of the corporation. Each officer must be a member in good standing.

ARTICLE VIII BYLAWS

The Bylaws of this corporation may be amended as provided in the Bylaws.

ARTICLE IX AMENDMENT OF THESE ARTICLES

The Board of Directors shall have the power to amend these Articles of Incorporation by the affirmative vote of a majority of all of the Directors, provided that any such action is undertaken in accordance with the laws of the State of Florida.

ARTICLE X PROPERTY, ASSETS, PROFITS AND NET INCOME

The corporation is formed solely for charitable and educational purposes. The corporation is not organized, nor shall it be operated for the purpose of generating pecuniary gain or profit and it will not distribute any gains, profits or dividends to the members thereof, or to any individual, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its specific and primary purposes. The property, assets, and surplus of the corporation are irrevocably dedicated to charitable, educational and scientific purposes, and no part of the income of the corporation shall inure to the benefit of any Director, officer, or member in or to the benefit of any individual.

ARTICLE XI DISSOLUTION

Upon winding up and dissolution of the corporation, the assets of the corporation remaining after payment of, or provision for payment of, all debts and liabilities of the corporation, shall be distributed to a non-profit organization and used exclusively to accomplish the general purposes for which this corporation is organized. If the

corporation holds any assets in trust, such assets shall be disposed of in such manner as may be directed by decree of the Circuit Court of Broward County, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

ARTICLE XII PRIVATIZATION

In the event that this corporation shall become a "private foundation" within the meaning of Section 509 of the Internal Revenue Code of 1954, the corporation shall distribute its income for each taxable year at such time and in such manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; shall not engage in any act of self-dealing as defined in Section 494 (d) of the Internal Revenue Code; the corporation shall not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code; shall not make any investment in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code; and shall not make any taxable expenditure as defined in Section 4945 (d) of the Internal Revenue Code.

ARTICLE XIII INDEMNIFICATION

Any person (or their heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or officer of the corporation shall be indemnified by the corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or officer (or such heirs, executors or administrators) may be entitled apart from this Article.

ARTICLE XIV INITIAL REGISTERED AGENT

The name and address of the initial registered agent is:

Martha Dowd
5530 S.W. 36 Street
Hollywood, FL 33023

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Rudon McClosky, Esq., P. O. Box 1900
Fort Lauderdale, Florida 33301
(954) 764-0000

**ARTICLE XV
INCORPORATOR**

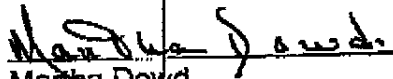
The name and address of the Incorporator for these Articles of Incorporation is:

Martha Dowd
5530 S.W. 36 St.
Hollywood, FL 33023

IN WITNESS WHEREOF, the Incorporator has hereunto affixed her signature, this
1st day of April, 1998.


Martha Dowd

The undersigned, having been named as registered agent to accept service of
process for the above stated corporation at the place designated on this certificate,
hereby accepts the appointment as registered agent and agrees 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.


Martha Dowd

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