



N98000006672

ACCOUNT NO. : 072100000032

REFERENCE : 041919 4390546

AUTHORIZATION :

Patricia Pujute

COST LIMIT : \$ 78.75

ORDER DATE : November 23, 1998

ORDER TIME : 5:48 PM

ORDER NO. : 041919-015

CUSTOMER NO: 4390546

400002695254--5

CUSTOMER: Ms. Ann Roczko
WCI COMMUNITIES, INC.
WCI COMMUNITIES, INC.
Suite 300
24301 Walden Center Drive
Bonita Springs, FL 34134

DOMESTIC FILING

NAME: THE COLONY AT HERON BAY
ASSOCIATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

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DIVISION OF CORPORATIONS
98 NOV 24 AM 10:46

98 NOV 24 AM 10:02
CSC THE UNITED STATES CORPORATION
11/24/98

FILED
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DIVISION OF CORPORATIONS
98 NOV 24 AM 10:46

**ARTICLES OF INCORPORATION
OF
THE COLONY AT HERON BAY ASSOCIATION, INC.
(a Florida corporation not for profit)**

ARTICLE I

NAME AND ADDRESS

The name of this corporation shall be THE COLONY AT HERON BAY ASSOCIATION, INC. (hereinafter referred to as the "NEIGHBORHOOD ASSOCIATION"). The mailing and principal office address of the NEIGHBORHOOD ASSOCIATION shall be 3300 University Drive, Coral Springs, Florida 33065. The NEIGHBORHOOD ASSOCIATION is NOT a condominium association under Chapter 718, Florida Statutes, as amended.

ARTICLE II

DEFINITIONS

A. "Board" or "Board of Directors" shall herein mean and refer to the Board of Directors of the NEIGHBORHOOD ASSOCIATION.

B. All terms which are defined in the DECLARATION OF NEIGHBORHOOD COVENANTS FOR THE COLONY AT HERON BAY, and any amendments thereto (hereinafter referred to as the "NEIGHBORHOOD COVENANTS"), to be recorded in the Public Records of Broward County, Florida, shall be used herein with the same meanings as defined in said NEIGHBORHOOD COVENANTS.

ARTICLE III

PURPOSES

The purposes for which this NEIGHBORHOOD ASSOCIATION is organized are to operate and maintain the NEIGHBORHOOD COMMON AREA; to own the NEIGHBORHOOD COMMON AREA (When and if conveyed to it) or such other property; to promote the use and enjoyment of the NEIGHBORHOOD by the OWNERS, DECLARANT and occupants thereof; and to fulfill its obligations, all in accordance with and pursuant to these Articles of Incorporation, and the NEIGHBORHOOD COVENANTS.

ARTICLE IV

GENERAL POWERS

The general powers that the NEIGHBORHOOD ASSOCIATION shall have are as follows:

A. To have all powers conferred upon a corporation not for profit by the Laws of the State of Florida, except as may be prohibited herein.

B. To do all of the acts required to be performed by it in accordance with these Articles of Incorporation, the NEIGHBORHOOD COVENANTS, or any other instrument recorded in the Public Records of Broward County, Florida.

C. To own, operate, maintain, construct, improve, replace and repair the NEIGHBORHOOD COMMON AREA and common property in the NEIGHBORHOOD, including, but not limited to, real property used for roadway together with privacy gate, recreational, drainage, landscaping, buffer or irrigation purposes, in accordance with these Articles of Incorporation, the NEIGHBORHOOD COVENANTS, or any other instrument recorded in the Public Records of Broward County, Florida.

D. To purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of, real or personal property, except to the extent restricted hereby; to enter into, make, perform or carry out contracts of every kind with any person, firm, corporation, association or other entity; to do any and all of the activities and pursue any and all of the objects and purposes set forth in these Articles of Incorporation and not forbidden by the Laws of the State of Florida.

E. To make, levy and collect assessments and late charges (as described in the By-Laws of this NEIGHBORHOOD ASSOCIATION) against property in the NEIGHBORHOOD to defray the expenses and the cost of effectuating the objects and purposes of the NEIGHBORHOOD ASSOCIATION, and to create reasonable reserves for such expenditures as deemed necessary, and to authorize its Board of Directors, in its discretion, to enter into agreements with banks in Florida or other organizations in Florida for the collection of such assessments.

F. To charge recipients for services rendered by the NEIGHBORHOOD ASSOCIATION when such is deemed appropriate by the Board of Directors.

G. To pay taxes and other charges on or against property owned or accepted by the NEIGHBORHOOD ASSOCIATION.

H. To promulgate and enforce rules, regulations, and agreements to effectuate the purposes for which the NEIGHBORHOOD ASSOCIATION is organized.

I. Notwithstanding anything contained herein to the contrary, the NEIGHBORHOOD ASSOCIATION shall not have the power to, and shall not, engage in or carry on propaganda or otherwise attempt to influence legislation addressing any and all issues including, but not limited to, zoning, environmental, and land use, or participate or intervene, directly or indirectly in any political campaign on behalf of, or in opposition to, any candidate for office, whether public, quasi-public or private, or otherwise engage in or carry on any political action including the publishing or distribution of statements, nor shall MEMBERS perform any such activities in the name of the NEIGHBORHOOD ASSOCIATION.

J. To hold funds solely and exclusively for the benefit of the MEMBERS for purposes set forth in these Articles of Incorporation.

K. To delegate power or powers where such is deemed in the interest of the NEIGHBORHOOD ASSOCIATION.

ARTICLE V

MEMBERS

The MEMBERS of the NEIGHBORHOOD ASSOCIATION shall consist of the record property OWNERS of all of the LOTS in the NEIGHBORHOOD. Membership shall be established effective immediately upon becoming an OWNER; provided, however, that such new MEMBER'S rights shall not become effective until the new MEMBER presents the NEIGHBORHOOD ASSOCIATION with a recorded copy of the deed of conveyance or other monument of title conveying the title to the LOT so conveyed, and such membership shall pass with title to the LOT in question as an appurtenance thereto with no such membership or rights arising therefrom being transferable in any manner except as an appurtenance to such LOT. Each and every MEMBER shall be entitled to the benefits of membership and shall be bound to abide by the provisions of these Articles of Incorporation, the NEIGHBORHOOD COVENANTS and the By-Laws of the NEIGHBORHOOD ASSOCIATION, as amended from time to time.

ARTICLE VI

VOTING AND ASSESSMENTS

A. Subject to the restrictions and limitations hereinafter set forth, a MEMBER shall be entitled to one (1) vote for each LOT owned. When more than one person holds a fee interest in any one (1) LOT, all such persons shall be MEMBERS, and the one (1) vote for such LOT shall be exercised as the OWNERS among themselves determine, but in no event shall more than one (1) vote be cast with respect to any one (1) LOT. Fractional voting is prohibited. There shall be no cumulative voting. The affirmative vote of a majority of the votes of the MEMBERS at any meeting of the MEMBERS duly called at which a quorum is present, shall be binding upon the MEMBERS.

B. The DECLARANT shall have the right to appoint all of the Board of Directors and thereby control the appointment of at least a majority of the Board of Directors until the "Turnover Date" which date shall be when MEMBERS other than the DECLARANT are entitled to elect at least a majority of the members of the Board of Directors and which date shall be the earliest of: (1) three months after ninety percent (90%) of the LOTS in the NEIGHBORHOOD have been conveyed to MEMBERS, or (2) at any time upon a voluntary election of DECLARANT. For the purpose hereof (a) ninety percent (90%) of the LOTS in the NEIGHBORHOOD shall mean forty-seven (47) LOTS and (b) MEMBERS other than DECLARANT shall not include builders, contractors, or others who purchase a LOT for the purpose of constructing improvements thereon for resale.

C. The DECLARANT shall be entitled to elect at least one Member of the Board of Directors of the NEIGHBORHOOD ASSOCIATION as long as the DECLARANT holds the sale in the ordinary course of business at least 5% of the LOTS in the NEIGHBORHOOD (for the purpose hereof five percent (5%) of the LOTS in the NEIGHBORHOOD shall mean three (3) LOTS).

D. Notwithstanding anything contained herein to the contrary, DECLARANT shall have the absolute and unqualified right, at any time, to voluntarily terminate, relinquish or surrender its right to appoint members to the Board of Directors by furnishing written notification of its intention to the Board of Directors of the NEIGHBORHOOD ASSOCIATION; whereupon, the members of the NEIGHBORHOOD ASSOCIATION shall elect members to the Board of Directors to fill the then existing vacancies.

E. The NEIGHBORHOOD ASSOCIATION will obtain funds with which to operate by assessment of its MEMBERS in accordance with the provisions of the NEIGHBORHOOD COVENANTS, as supplemented by the provisions of the Articles of Incorporation and By-Laws of the NEIGHBORHOOD ASSOCIATION relating thereto.

ARTICLE VII

BOARD OF DIRECTORS

A. The affairs of the NEIGHBORHOOD ASSOCIATION shall be managed by a Board of Directors consisting of not less than three (3) and not more than five (5) Directors. The initial members of the Board of Directors shall serve until the first annual meeting of the MEMBERS. So long as the DECLARANT shall have the right to appoint all of the Board of Directors, Directors need not be MEMBERS of the NEIGHBORHOOD ASSOCIATION and need not be residents of the NEIGHBORHOOD; thereafter, Directors shall be MEMBERS of the NEIGHBORHOOD ASSOCIATION (except for those Directors who are appointed by the DECLARANT).

B. The first annual meeting of the MEMBERS shall be held at the call of the DECLARANT. At the first annual meeting of the Directors, an election (or appointment, as the case may be) of the three (3) members of the Board of Directors shall be held. Election shall be by plurality vote. The term of office of the elected Director [or the two (2) elected Directors if there is to be more than three (3) Directors elected] receiving the highest plurality of votes shall be established at two (2) years and the term of the other elected Directors shall be established at one (1) year each. Thereafter, as many Directors shall be elected and appointed, as the case may be, as there are regular terms of office of Directors expiring at such time, and the term of the Directors so elected or appointed at each succeeding annual election shall be for two (2) years expiring at the second annual election following their election, and thereafter until removed from office with or without cause by the affirmative vote of a majority of the MEMBERS which elected or appointed them. In no event may a Board member appointed by the DECLARANT be removed except by action of DECLARANT. Any Director appointed by the DECLARANT shall serve at the pleasure of the DECLARANT, and may be removed from office, and a successor Director appointed at any time by the DECLARANT.

C. The names and addresses of the members of the first Board of Directors, who shall hold office until the first annual meeting of the NEIGHBORHOOD ASSOCIATION, and until their successors are elected or appointed and have qualified, are as follows:

D. Randy Webb
3300 University Drive
Coral Springs, Florida 33065

Mark J. Smietana
3300 University Drive
Coral Springs, Florida 33065

Christopher Richard
3300 University Drive
Coral Springs, Florida 33065

ARTICLE VIII

OFFICERS

The officers of the NEIGHBORHOOD ASSOCIATION shall be a President, a Secretary and a Treasurer, and such other officers as the Board may from time to time deem necessary. Any two (2) or more offices may be held by the same person except that the offices of President and Secretary may not be held by the same person.

ARTICLE IX

CORPORATE EXISTENCE

The NEIGHBORHOOD ASSOCIATION shall have perpetual existence.

ARTICLE X

BY-LAWS

The Board of Directors may, from time to time, adopt, alter or rescind By-Laws not inconsistent with these Articles.

ARTICLE XI

AMENDMENT TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the following manner:

A. The Board of Directors, by majority vote, shall adopt a resolution setting forth the proposed Amendment and direct that it be submitted to vote at a meeting of the MEMBERS.

B. Notice of the subject matter of the proposed amendment shall be included in the notice of any meeting (special or annual) at which such proposed Amendment is to be considered by the MEMBERS. Such notice shall set out in full the proposed amended article, section, subsection or paragraph of a subsection.

C. Such proposed Amendment shall be submitted to and approved by the MEMBERS at such meeting. Any number of Amendments may be submitted to the MEMBERS and voted upon at one (1) meeting. The proposed Amendment shall be adopted upon receiving the affirmative vote of a majority of the votes of the MEMBERS at such meeting at which a quorum is present.

D. An Amendment to these Article of Incorporation may be made by a written statement signed by all MEMBERS eligible to vote in lieu of the above procedure.

E. Notwithstanding anything contained herein to the contrary, Article IV, Section I hereof shall not be amended or modified in any manner except upon receiving the affirmative vote of at least seventy-five (75%) percent of all MEMBERS.

ARTICLE XII
INCORPORATOR

The name and address of the Incorporator of this corporation is WCI Communities Limited Partnership, a Delaware Limited Partnership, of 3300 University Drive, Coral Springs, Florida 33065.

ARTICLE XIII
INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every Director and every Officer of the NEIGHBORHOOD ASSOCIATION and the Directors and Officers as a group shall be indemnified by the NEIGHBORHOOD ASSOCIATION against all expenses and liabilities, including counsel fees (at all trial and appellate levels) reasonably incurred by or imposed upon such person or persons in connection with any claim, proceeding, litigation or settlement in which they may become involved by reason of being or having been a Director or Officer of the NEIGHBORHOOD ASSOCIATION. The foregoing provisions for indemnification shall apply whether or not such person is a Director or Officer at the time such expenses are incurred. Notwithstanding the above, in instances where a Director or Officer admits or is adjudged guilty by a court of competent jurisdiction willful misfeasance or malfeasance in the performance of such person's duties, the indemnification provisions of these Articles shall not apply. Otherwise, the foregoing rights to indemnification shall be in addition to and not exclusive of any and all rights of indemnification to which a Director or Officer may be entitled, whether by statute or common law. No amendment to this Article which reduces or restricts the indemnity created herein may be adopted without the prior consent of each and every Officer and Director (whether current or former) affected by such amendment.

ARTICLE XIV
TRANSACTION IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

A. No contract or transaction between the NEIGHBORHOOD ASSOCIATION and one or more of its Directors or Officers, or between the NEIGHBORHOOD ASSOCIATION and any other corporation, partnership, association, or other organization in which one or more of its Directors or Officers are Directors or Officers or 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 a committee thereof which authorized the contract or transaction, or solely because his or their votes are counted for such purposes. No Director or Officer of the NEIGHBORHOOD ASSOCIATION shall incur liability by reason of the fact that he is or may be interested in 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 XV
DISSOLUTION OF THE NEIGHBORHOOD ASSOCIATION

A. Upon dissolution of the NEIGHBORHOOD ASSOCIATION, all of its assets remaining after provision for creditors and payment of all costs and expenses of such dissolution shall be distributed in the following manner and order:

1. Real property contributed to the NEIGHBORHOOD ASSOCIATION without the receipt of other than nominal consideration by the DECLARANT (or its successors in interest) shall be returned to the DECLARANT (whether or not a MEMBER at the time of such dissolution) unless it refuses to accept the conveyance (in whole or in part);
2. Dedication to applicable municipal or other governmental authority of such property (whether real, personal or mixed) as determined by the Board of Directors of the NEIGHBORHOOD ASSOCIATION to be appropriate for dedication and which the authority is willing to accept; and
3. The remaining assets shall be distributed among the MEMBERS, subject to the limitations set forth below, as tenants in common, each MEMBER'S share of the assets to be determined in accordance with his voting rights.

B. The NEIGHBORHOOD ASSOCIATION may be dissolved upon a resolution to that effect being approved by three-fourths (3/4) of the members of the Board of Directors; three-fourths (3/4) of the MEMBERS; and the filing of Articles of Dissolution with the Department of State as provided for in Section 617.1403, Florida Statutes, as amended.

ARTICLE XVI

GENDER

Wherever the male pronoun is used herein, it shall be understood to be the female pronoun if the context or sex of the party referred to so requires.

ARTICLE XVII

NEIGHBORHOOD COVENANTS

In the event of any conflict between the provisions of these Articles of Incorporation and the provisions of the NEIGHBORHOOD COVENANTS, the provisions of the NEIGHBORHOOD COVENANTS shall prevail.

ARTICLE XVIII

APPLICATION OF FLORIDA CONTROL SHARE ACQUISITION ACT

Section 607.0902, Florida Statutes, as amended, the Florida Control Share Acquisition Act, shall not apply to control share acquisitions of shares (memberships) in the NEIGHBORHOOD ASSOCIATION.

ARTICLE XIX

DESIGNATION OF REGISTERED AGENT

VIVIEN HASTINGS is hereby designated as the NEIGHBORHOOD ASSOCIATION'S Registered Agent for service of process within the State of Florida, at 24301 Walden Center Drive, Bonita Springs, Lee County, Florida 34134.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 3rd day of November, 1998.

Witnesses:

Melanie Scire
Print Name: Melanie Scire

Name: Vivien Hastings

Ann C. Roczko
Print Name: Ann C. Roczko

Address: 24301 Walden Center Drive
Bonita Springs, Florida 34134

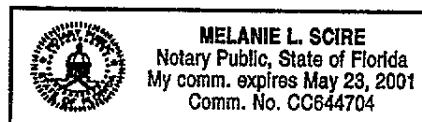
STATE OF FLORIDA)
) ss:
COUNTY OF ~~FLORIDA~~)
 Lee

The foregoing Articles of Incorporation were acknowledged before me this 3rd day of November, 1998 by VIVIEN HASTINGS. She is personally known to me.

Melanie Scire
Notary Public

My Commission Expires:

[Notary Seal]



CONSENT OF REGISTERED AGENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 24 AM 10:46

VIVIEN HASTINGS whose address is 24301 Walden Center Drive, Bonita Springs, Florida 34134 hereby consents to the designation, as Registered Agent in the foregoing Articles of Incorporation, and states that it is familiar with, and accepts, the obligations provided for in Section 617.0501, Florida Statutes, as amended.

Witnesses:

Melanie Scire
Print Name: Melanie Scire

Vivien Hastings
Name: Vivien Hastings

Ann C. Roczek
Print Name: Ann C. Roczek

Address: 24301 Walden Center Drive
Bonita Springs, Florida 34134

STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)
 Lee

The foregoing Consent of Registered Agent was acknowledged before me this 3rd day of November, 1998, by VIVIEN HASTINGS. She is personally known to me.

Melanie Scire
Notary Public

My Commission Expires:

[Notary Seal]

