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**ARTICLES OF INCORPORATION
MELROSE AT VENETIAN/VERONA MASTER
ASSOCIATION, INC.
(A CORPORATION NOT FOR PROFIT)**

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**ARTICLES OF INCORPORATION OF
MELROSE AT VENETIAN/VERONA MASTER 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 MELROSE AT VENETIAN/VERONA MASTER ASSOCIATION, INC. ("Master Association").

2. Principal Office. The principal office of the Master Association is 12230 Forest Hill Blvd., #150, Wellington, Florida 33414.

3. Registered Office - Registered Agent. The street address of the Registered Office of the Master Association is 100 S.E. 2nd Street, Suite 2800, Miami, Florida 33131. The name of the Registered Agent of the Master Association is: KTG&S Registered Agent Corporation

4. Definitions. A declaration entitled Master Declaration of Restrictions and Covenants for Melrose at Venetian/Verona (the "Master Declaration") will be recorded in the Public Records of Palm Beach County, Florida, and shall govern all of the operations of a community to be known as Melrose at Venetian/Verona. All initially capitalized terms not defined herein shall have the meanings set forth in the Master Declaration.

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

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

7. Powers of the Master Association. The Master Association shall, subject to the limitations and reservations set forth in the Master 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 the Master Association set forth in the Master Declaration and By-Laws, as herein provided.

7.2. To enforce, by legal action or otherwise, the provisions of the Master Declaration and By-Laws and of all rules, regulations, covenants, restrictions and agreements governing or binding the Master Association and Melrose at Venetian/Verona.

7.3. To fix, levy, collect and enforce payment, by any lawful means, of all Assessments pursuant to the terms of the Master 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 the Master 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 the Master Association except as limited by the Master 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, Melrose at Venetian/Verona 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 Master 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 the Master Association, Melrose at Venetian/Verona, the Common Areas, Parcels and Homes as provided in the Master Declaration and to effectuate all of the purposes for which the Master Association is organized. Any rule, regulation, covenant, restriction or agreement shall not affect POA unless the prior written consent of POA is received.

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 the Master Association, Melrose at Venetian/Verona and the Common Areas as provided in the Master Declaration and to delegate in such contract all or any part of the powers and duties of the Master Association.

7.12. To contract for services to be provided to, or for the benefit of, the Master Association, Owners, the Common Areas and Melrose at Venetian/Verona as provided in the Master Declaration such as, but not limited to, telecommunication services, maintenance, garbage pick-up, and utility services.

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

8. Voting Rights. Members shall have the voting rights set forth in the By-Laws.

9. Board of Directors. The affairs of the Master Association shall be managed by a Board with six (6) members. The initial number of directors shall be six (6). Board members shall be appointed and/or elected as stated in the By-Laws. The names and addresses of the members of the first Board who shall hold office until their successors are appointed or elected, or until removed, are as follows:

NAME	ADDRESS
<u>Walter C. Collins</u>	<u>312 S.E. 17 Street, Suite 300</u> <u>Ft. Lauderdale, FL 33316</u>
<u>Timothy L. Hernandez</u>	<u>1350 East Newport Center Dr., Ste 200</u> <u>Deerfield Beach, FL 33442</u>
<u>Robert Drews</u>	<u>12230 Forest Hill Blvd., Suite 150</u> <u>Wellington, FL 33414</u>
<u>Kevin Borkenhagen</u>	<u>12230 Forest Hill Blvd., Suite 150</u> <u>Wellington, FL 33414</u>
<u>Ann Hanlon</u>	<u>9366 Talway Circle</u> <u>Boynton Beach, FL 33437</u>
<u>Sherry Bowser</u>	<u>9366 Talway Circle</u> <u>Boynton Beach, FL 33437</u>

10. Dissolution. In the event of the dissolution of the Master 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 Master Association and to manage the Common Areas, in the place and stead of the Master Association, and to make such provisions as may be necessary for the continued management of the affairs of the dissolved Master Association and its properties.

11. Duration. The Master Association shall have perpetual existence. These Articles shall be effective as of the 9th day of December, 1999.

12. Amendments. Amendments shall be approved by one hundred percent (100%) of the Members.

13. Limitations.

13.1. Master 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 Master Declaration.

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

14. Incorporator. The name and address of the Incorporator of this corporation is:

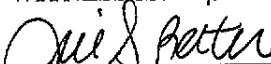
PATRICIA KIMBALL FLETCHER
100 S.E. 2nd Street, Suite 2800
Miami, Florida 33131


15. Indemnification of Officers and Directors. The Master 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 the Master 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 the Master Association and one (1) or more of its Directors or Officers or Developer, or between the Master 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 the Master 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 and voting at a meeting of the Board which authorized the contract or transaction.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the Laws of the State of Florida, the undersigned, being the Incorporator of this Master Association, has executed these Articles of Incorporation as of this 8th day of December, 1999.

WITNESSES:


Print name: Jill S. Aciter


Print name: Patricia Kimball Fletcher PATRICIA KIMBALL FLETCHER, Incorporator

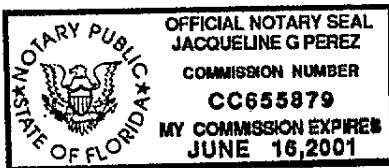
STATE OF FLORIDA)

COUNTY OF MIAMI-DADE)

SS.:

The foregoing instrument was acknowledged before me this 8th day of December, 1999
by PATRICIA KIMBALL FLETCHER who is personally known to me or presented _____ as identification.

My commission expires:



NOTARY PUBLIC, State of Florida

at Large

Print name:

Jacqueline G. Perez

ACCEPTANCE BY REGISTERED AGENT

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

Dated this 8 day of Dec., 1999.

KTG&S Registered Agent
Corporation

By: Michael Kosmaly

, as President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA