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TALLAHASSEE, FL 32301-2607
904-222-9171
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800-342-8086



PROMOTE HALL
LEGAL & FINANCIAL SERVICES

N960000005933

ACCOUNT NO. : 072100000032

REFERENCE : 161294 11381A

8 AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : November 20, 1996

ORDER TIME : 9:34 AM

ORDER NO. : 161294-005

CUSTOMER NO: 11381A

CUSTOMER: Alys Nagler Daniels, Esq
GARY DYTRYCH & RYAN

Suite 402
701 U.S. Highway 1
North Palm Beach, FL 33408

900002010059--1
-11/20/96--01082--024
*****70.00 *****70.00

DOMESTIC FILING

NAME: ABACOA PROPERTY OWNERS'
ASSEMBLY, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS:

FILED
96 NOV 20 PM 4:01
TALLAHASSEE, FLORIDA

RECEIVED
96 NOV 20 AM 11:28
DIVISION OF CORPORATION

Dmc
11/20/96

FILED

96 NOV 20 PM 4:07

TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ABACOA PROPERTY OWNERS' ASSEMBLY, INC.
(a Florida not for profit corporation)

In order to form a corporation not for profit, for the purposes and with the powers set forth herein, under and in accordance with the provisions of Chapter 617 of the Florida Statutes, the undersigned, by these Articles of Incorporation (the "Articles", hereby certify as follows:

ARTICLE I
DEFINITIONS

1

1.1 All terms which are defined in the Abacoa Declaration of Covenants, Conditions and Restrictions ("Declaration") shall be used herein with the same meanings as defined in said Declaration.

1.2 "Assembly" as used herein shall mean the Florida corporation not for profit formed by these Articles, and its successors and assigns.

ARTICLE II
NAME OF ASSEMBLY

2

2.1 The name of the Assembly is Abacoa Property Owners' Assembly, Inc.

ARTICLE III
POWERS AND PURPOSES

3

3.1 The purposes for which the Assembly are organized are as follows:

3.1.1 To provide for or assure maintenance, preservation and architectural control of the Lots, Living Units, Commercial Units and Community Property within the Submitted Properties described in the Declaration recorded or to be recorded in the Public Records of Palm Beach County, Florida, including such additions thereto as may be hereafter brought within the jurisdiction of the Assembly, and to promote the health, safety and welfare of the Titleholders within the Submitted Properties and any additions thereto as may be hereafter brought within the

jurisdiction of the Assembly.

3.1.2 To engage in any activity or business permitted under Florida Law for not for profit corporations issued pursuant thereto as they now exist or as they may hereafter be amended.

3.2 For the aforesaid purposes, the Assembly shall have the power and authority to:

3.2.1 Exercise all of the powers and privileges and perform all of the duties and obligations of the Assembly as set forth in the Declaration, applicable to the Properties, 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 and made a part hereof;

3.2.2 Fix, levy, collect and enforce payment by any lawful means, of all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith, including all office expenses, licenses, taxes or governmental charges levied or imposed against the Submitted Properties and all other expenses incident to the conduct of the business of the Assembly;

3.2.3 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;

3.2.4 Borrow money and mortgage, pledge, deed in trust, or hypothecate any or all of the Submitted Properties in accordance with the Governing Documents as security for money borrowed or debts incurred;

3.2.5 Dedicate, sell or transfer all or any part of the Community Property to any public agency, authority, or utility for such purposes.

3.2.6 Participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional property and Community Property, provided that any such merger, consolidation or annexation shall be accomplished in accordance with the Governing Documents.

3.2.7 Employ personnel and retain independent contractors and professionals; to enter into service contracts to provide for the maintenance, operation and management of property; and to enter into any other agreements consistent with the purposes of the Assembly, including, but not limited to, agreements for professional management and to delegate to such professional management certain powers and duties of the Assembly.

3.2.8 Make, establish and enforce reasonable rules and regulations governing the use of the Submitted Properties or any portions thereof, including without limitation the Community Property. Such rules and regulations shall not prevent or restrict any uses permitted under the Development Order or the MXD Ordinance.

3.2.9 Contract with NPBCID and other governmental agencies.

3.2.10 Do all and everything necessary and appropriate for the accomplishment of the purposes enumerated in this Certificate or any amendment thereof, necessary or incidental to the attainment of the objectives of the Assembly.

3.3 The foregoing shall be construed as objects and powers in furtherance not in limitation of the general powers conferred from time to time by laws of the State of Florida; and it is hereby expressly provided that the enumeration of specific powers shall not be held to limit or restrict in any manner the powers of the Assembly, and that the Assembly shall and may do all and everything necessary, suitable or proper for the accomplishment of any of the purposes or objects herein enumerated, either alone or in association with other corporations, firms or individuals to the same extent and as fully as individuals might or could do as principals, agents, contractors or otherwise.

ARTICLE IV PRINCIPAL OFFICE

4

4.1 The address of the principal office of this Assembly is Jupiter Professional Bldg., 675 W. Indiantown Road, #203 Jupiter, FL 33458.

ARTICLE V BOARD OF DIRECTORS AND OFFICERS

5

5.1 The affairs of this Assembly shall be managed by a Board of Directors initially consisting of SEVEN (7) Directors. The procedure for selecting the Board of Directors and the Officers and the number of and tenure, qualifications, powers and duties of the Board of Directors and officers of this Assembly shall be as set forth in the Bylaws, as said Bylaws are amended from time to time.

ARTICLE VI INCORPORATOR

6

6.1 The name and post office address of the Incorporator signing these Articles of Incorporation is as follows:

Name:
Barry J. Walker

Address:
Jupiter Professional Bldg.
675 W. Indiantown Road, #203
Jupiter, FL 33458

**ARTICLE VII
AMENDMENTS**

7
7.1 This Assembly reserves the right to amend, alter, change or repeal any provisions contained in the Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon Members hereof are granted subject to this reservation. Unless otherwise provided by law or herein, amendment of these Articles shall require the assent of Titleholders representing a majority of the Titleholder votes properly cast in person or by proxy at a duly called meeting in which a quorum of Titleholders is present in person or by proxy. Notwithstanding anything to the contrary herein, during the period Developer's Rights and Obligations are in force, Developer may amend these Articles with no assent of any other Titleholder being required.

**ARTICLE VIII
REGISTERED AGENT**

8
8.1 The name of the initial registered agent and the address of the initial registered office of the Assembly is as follows:

Barry J. Walker Jupiter Professional Bldg.
675 W. Indiantown Road, #203
Jupiter, FL 33458

**ARTICLE IX
MEMBERS**

9
9.1 The Assembly shall be a membership corporation not for profit without certificates or shares of stock. All Titleholders shall be Members of this Assembly.

**ARTICLE X
VOTING RIGHTS**

10
10.1 All properly registered Titleholders may vote on any issue which requires voting by Titleholders. A Titleholder to be properly registered must have registered with the Assembly in

accordance with the Bylaws, as amended from time to time.

ARTICLE XI DISSOLUTION

11

11.1 The Assembly may be dissolved with the assent given in writing and signed by Titleholder representing not less than two-thirds (2/3) of all Titleholder votes entitled to be cast and by Titleholders representing not less than two-thirds (2/3) of all Titleholder votes entitled to be cast. Written notice of a proposal to dissolve, setting forth the reasons therefor and the disposition to be made of the assets (which shall be consonant with this ARTICLE), shall be mailed to every Titleholder not less than ten (10) days or more than fifty (50) days in advance of any action to be taken. Upon dissolution of the Assembly, other than incident to a merger or consolidation, the assets of the Assembly shall be dedicated to any appropriate public agency to be used for purposes similar to those for which this Assembly was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any not for profit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE XII DURATION

12

12.1 This Assembly shall exist perpetually, unless dissolved pursuant to ARTICLE XI.


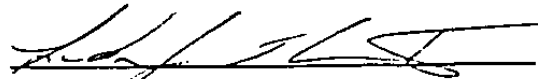
ARTICLE XIII LIABILITY

13

13.1 The liability of persons serving the Assembly by virtue of holding either an elected or an appointed position shall be limited as provided in the Bylaws of the Assembly.

IN WITNESS WHEREOF, the undersigned, being the Incorporator herein, has made and subscribed these Articles of Incorporation this 19th day of November, 1996, and the undersigned registered agent hereby states that he is familiar with and accepts the duties and responsibilities as registered agent for this Assembly.


Signed, sealed and delivered
in the presence of:


Barry J. Walker, Incorporator

STATE OF FLORIDA
COUNTY OF Palm Beach

BEFORE ME, the undersigned officer duly authorized to take acknowledgments, this day, personally appeared Barry J. Walker, to me personally known or who provided _____ as identification and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purposes herein expressed.

WITNESS my hand and official seal in the State and County aforesaid this 18th day of November, 1996.

Susan K. Vickers
Notary Public
My Commission Expires: _____
Commission No.: _____

SUSAN K VICKERS
My Commission CC32271
Expires Oct. 11, 1997
Bonded by ANG
800-852-5878

ACCEPTANCE OF REGISTERED/RESIDENT AGENT

Having been designated to accept service of process for the above stated corporation, at the place set forth hereinabove, I hereby accept such designation and agree to act in such capacity and hereby state that I am familiar with and accept the duties and responsibilities as registered agent for this Assembly and agree to comply with the provisions of Section 607.0505 of the Florida Statutes.

Barry J. Walker
Barry J. Walker, Registered Agent

Dated: Nov. 18, 1996


STATE OF FLORIDA
COUNTY OF Palm Beach

BEFORE ME, the undersigned officer duly authorized to take acknowledgments, this day, personally appeared Barry J. Walker, to me personally known or who provided _____ as identification and who executed the foregoing document, and acknowledged before me that he executed the same for the purposes herein expressed.

WITNESS my hand and official seal in the State and County aforesaid this 18th day of NOVEMBER, 1996.

Susan K. Vickers
Notary Public
My Commission Expires: _____
Commission No.: _____

alys\abacoa\articles.inc
11/18/96


SUSAN K VICKERS
My Commission CC322711
Expires Oct. 11, 1997
Bonded by ANG
800-852-5878



THE UNITED STATES
CORPORATION
COMPANY

N96000005933

ACCOUNT NO. : 072100000032

REFERENCE : 332529 11381A

AUTHORIZATION :

COST LIMIT : \$ PPD

FILED
97 APR 16 PM 2:59
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ORDER DATE : April 16, 1997

ORDER TIME : 9:45 AM

ORDER NO. : 332529-005

CUSTOMER NO: 11381A

CUSTOMER: Alys Nagler Daniels, Esq
Gary Dytrych & Ryan
Suite 402
701 U.S. Highway 1
North Palm Beach, FL 33408

900002144859--2
-04/16/97--01029--017
*****35.00 *****35.00

Amend

DOMESTIC AMENDMENT FILING

NAME: ABACOA PROPERTY OWNERS'
ASSEMBLY, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

**00789, 00564, 00672*

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY 4/18/97
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kim-Glemons

EXAMINER'S INITIALS:

W. A. V. 1/2/97

RECEIVED
97 APR 16 AM 11:44
DIVISION OF CORPORATE AFFAIRS
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 16, 1997

RESUBMIT

Please give original
submission date ~~as~~ file date.

CSC Networks
1201 Hays
Tallahassee, FL 32301

SUBJECT: ABACOA PROPERTY OWNERS' ASSEMBLY, INC.
Ref. Number: N96000005933

We have received your document for ABACOA PROPERTY OWNERS' ASSEMBLY, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

If you have any questions concerning the filing of your document, please call (904) 487-6907.

Annette Hogan
Corporate Specialist

Letter Number: 497A00019350

RECEIVED
97 APR 18 AM 9:55
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32314

ARTICLES OF AMENDMENT
OF
ABACOA PROPERTY OWNERS' ASSEMBLY, INC.
(By Written Consent of Developer)

Pursuant to Section 617 of the Florida Statutes and Article VII AMENDMENTS of the Articles of Incorporation of Abacoa Property Owners' Assembly, Inc., Abacoa Property Owners' Assembly, Inc., adopts these Articles of Amendment to its Articles of Incorporation:

FIRST: The Articles of Incorporation of Abacoa Property Owners' Assembly, Inc., are amended by deleting Article V, BOARD OF DIRECTORS AND OFFICERS thereof in its entirety and adding in its place and stead the following:

ARTICLE V
BOARD OF DIRECTORS AND OFFICERS

5.1 The affairs of this Assembly shall be managed by a Board of Directors initially consisting of SIX (6) Directors. The procedure for selecting the Board of Directors and the Officers and the number of and tenure, qualifications, powers and duties of the Board of Directors and officers of this Assembly shall be as set forth in the Bylaws, as said Bylaws are amended from time to time.

SECOND: The amendment to the Articles of Incorporation of the corporation set forth above were adopted on the 10th day of April, 1997 by Developer.

THIRD: The foregoing amendments were adopted by the unanimous consent, of the Developer, the sole member of the assembly. The Developer's vote was sufficient for approval. There are no other members entitled to vote on the amendment.

Signed effective as of the 10 day of April, 1997.

Developer:

Abacoa Development Company, a Delaware corporation

BY: [Signature]

BY: [Signature] EVP

STATE OF FLORIDA
COUNTY OF Palm Beach

BEFORE ME, the undersigned officer duly authorized to take acknowledgments, this 10th day of April, 1997 personally appeared Barry J. Walker, as Exec V.P. and George de Guandela, as Exec VP of Abacoa Development Company, to me personally known or who provided as identification and who executed the foregoing, and they acknowledged before me that he executed the same for the purposes herein expressed.

WITNESS my hand and official seal in the State and County aforesaid this 10th day of April, 1997.

[Signature]
Notary Public

My Commission Expires:

Commission No.:

and\abacoa\amend.art 3/30/97



ALYS NAGLER DANIELS
COMMISSION # CC 446851
EXPIRES FEB 21, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.