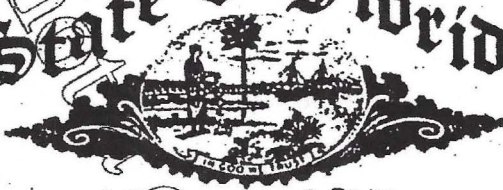


This

State of Florida



Department of State

I certify that the attached is a true and correct copy of the Articles of Incorporation of LUCERNE LAKES GOLF COLONY COMMUNITY ASSOCIATION, INC., a corporation not for profit organized under the Laws of the State of Florida, filed on July 12, 1982, as shown by the records of this office.

The charter number for this corporation is 764185.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
21st day of July, 1982.



George Firestone
Secretary of State

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ARTICLES OF INCORPORATION

OF

LUCERNE LAKES GOLF COLONY COMMUNITY ASSOCIATION, INC.

A Florida corporation not for profit

FILED
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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby associate themselves for the purpose of forming a corporation not for profit under the laws of the State of Florida pursuant to Chapter 617, Florida Statutes, and hereby adopt these Articles of Incorporation and certify as follows:

ARTICLE I

NAME

The name of this Corporation shall be: LUCERNE LAKES GOLF COLONY COMMUNITY ASSOCIATION, INC. For convenience, the Corporation shall herein be referred to as "Association."

ARTICLE II

DEFINITIONS

Terms used herein shall have the meanings ascribed to them in the Declaration referred to below, unless the context indicates otherwise.

ARTICLE III

PURPOSES

1. The Association is organized for the following purposes:

(a) To make available to all members certain Community Properties, and to provide for maintenance of same and to provide for such other services as may be required by any governmental agency having jurisdiction of the areas located within the Project Area known generally as LUCERNE LAKES GOLF COLONY PROJECT ("Project"), as more particularly described in the Declaration

Exhibit "D" to Declaration of
Covenants, Restrictions and Easements

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(as hereinafter defined) being developed in Palm Beach County, Florida and to bring about civil betterments and social improvements by providing for the preservation of the architecture and appearance of the Project.

(b) To exercise the powers and privileges and perform the duties and obligations of the "Association" declared or reserved in that certain Declaration of Covenants, Restrictions and Easements dated _____, 1982, all as amended from time to time ("Declaration") and recorded or to be recorded in the Public Records of Palm Beach County, Florida.

(c) To enforce through appropriate legal means the covenants, restrictions, reservations and servitudes, impressed upon the lands within the Project.

(d) To accept a conveyance of all or any portion of Community Properties as may at the election of the Declarant be conveyed and granted by the Declarant.

(e) To promote the common good, health, safety and general welfare of all of the residents within the Project.

(f) To enforce applicable provisions of the Declaration, and the By-Laws and Rules and Regulations of the Association; to fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to contract for and pay all expenses in connection with the maintenance, gardening, utilities, materials, supplies and services relating to the Community Properties; to employ personnel reasonably necessary for administration and control of the Community Properties and for architectural control of all of the Project; to hire professionals, including without limitation, lawyers and accountants where appropriate and to pay all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes and special assessments which are or would become a lien on any portion of the Community Properties.

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The foregoing statement of purposes shall be construed as a statement both of purposes and of some of the powers; and purposes and powers in each clause shall not be limited or restricted by reference or inference from the terms or provisions of any other clause, but shall be broadly construed as independent purposes and powers.

ARTICLE IV

POWERS

The powers of the Association shall include, without limitation (in addition to powers set forth in Article III hereof), and be governed by the following provisions:

1. The Association shall have all of the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of these Articles.

2. The Association shall have all of the powers and duties expressly conferred upon it as set forth in the Declaration and all of the powers and duties reasonably necessary to fulfill the obligations and perform the services as set forth in the Declaration.

3. All funds and title to all properties acquired by the Association and the proceeds thereof shall be held in trust for the members in accordance with the provisions of these Articles of Incorporation and the By-Laws of the Association ("By-Laws").

4. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the By-Laws.

The foregoing powers shall, except where otherwise expressed, be in no way limited or restricted by reference to, or inference from the terms of any other clause of this or any other article of these Articles of Incorporation, and shall be construed as purposes as well as powers, and shall include those powers set forth in Article III hereof, notwithstanding the

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expressed enumerations of purposes and additional powers elsewhere in these Articles.

ARTICLE V

MEMBERS

1. The members of the Association shall consist of the record owners of Units and the Declarant as provided in the Declaration.

2. Change of membership in the Association shall be established by the recording in the Public Records of Palm Beach County, Florida, of a deed or other instrument conveying title to a Unit and shall be evidenced by delivery to the Association of a copy of such recorded instrument. The membership of the prior Owner shall be terminated upon such evidence being delivered to the Association and shall be effective as of the date of execution of such deed or other instrument.

3. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except upon transfer of his Unit.

ARTICLE VI

EXISTENCE

The Association shall have perpetual existence.

ARTICLE VII

DIRECTORS

1. The affairs of the Association will be managed by a Board of Directors consisting of the number of directors as shall be determined by the By-Laws, but said number shall not be less than three (3) directors nor more than nine (9) directors, and in the absence of such determination shall consist of five (5) directors.

2. Directors of the Association shall be elected at the annual meeting of the Members in the manner determined by the

By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

3. Notwithstanding any other provisions contained in the By-Laws, so long as there shall be a Class B Member (as provided in the Declaration and By-Laws), said Member shall have exclusive power to select the Directors, which Directors shall exercise all the powers of the Association.

The Class B Member shall have the right to terminate its control of the Association at any time. The Directors herein named shall serve until termination of the Class B Membership, resignation of the Class B Member, or removal and replacement of such Director(s) by the Class B Member. Any vacancies remaining unfilled for a period of one month after notice to the Class B Member shall be selected by the remaining Directors.

The names and addresses of the Members of the First Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

<u>Names</u>	<u>Addresses</u>
Carl Palmisciano	2514 Hollywood Boulevard Hollywood, Florida 33020
Steven I. Engel	2514 Hollywood Boulevard Hollywood, Florida 33020
Luis Clark	2514 Hollywood Boulevard Hollywood, Florida 33020

ARTICLE VIII

OFFICERS

The Association shall have a President, Vice President, a Secretary and a Treasurer together with such other Officers as the Board of Directors may from time to time elect. Officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the Members of the Association, which Officers shall serve at the pleasure of the Board of Directors. The names and addresses of the Officers who shall serve until their successors are designated by the Board of Directors are as follows:

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Names
Carl Palmisciano
Steven I. Engel
Luis Clark

Office
President
Vice President
Secretary/Treasurer

ARTICLE IX

INDEMNIFICATION

Every Director and every Officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees (at trial and all appellate levels) reasonably incurred by or imposed upon him in connection with any proceedings to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or Officer of the Association or any settlement thereof, whether or not he is a Director or Officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided, that in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled.

The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

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ARTICLE X

BY-LAWS

The By-Laws of the Association shall be initially made, and adopted by the first Board of Directors, and may be altered, amended or rescinded in the manner provided by the By-Laws.

ARTICLE XI

AMENDMENTS

Amendments to these Articles of Incorporation may be proposed by the Board of Directors or a majority of the voting members, and shall be adopted in the same manner as is provided for the amendment of the By-Laws, as set forth in Article IX above.

Notwithstanding any of the foregoing provisions of this Article X to the contrary, no amendment which shall abridge, amend or alter the rights of the Declarant may be adopted or become effective without the prior written consent of the Declarant.

ARTICLE XII

SUBSCRIBERS

The names and addresses of the Subscribers of these Articles of Incorporation are as follows:

<u>Names</u>	<u>Addresses</u>
Carl Palmisciano	2514 Hollywood Boulevard Hollywood, Florida 33020
Steven I. Engel	2514 Hollywood Boulevard Hollywood, Florida 33020
Luis Clark	2514 Hollywood Boulevard Hollywood, Florida 33020

ARTICLE XIII

TITLES

The titles to the Articles contained herein are for convenience purposes only and shall not be considered in the interpretation or the meaning of the provisions of these Articles of Incorporation.

IN WITNESS WHEREOF, the Subscribers have hereto affixed their signatures this 28th day of June, 1982.

Laura B. Brown
James B. Brown

Carl Palmisciano (SEAL)
Steven I. Engel (SEAL)
Luis Clark (SEAL)

STATE OF FLORIDA)
COUNTY OF Howard)

BEFORE ME, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Carl Palmisciano, Steven I. Engel and Luis Clark, to me known to be the persons described as Subscribers in and who executed the foregoing Articles of Incorporation and they acknowledge before me that they executed and subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 28th day of June, 1982.

My Commission Expires:

Laura B. Brown
Notary Public, State of Florida

NOTARY PUBLIC STATE OF FLORIDA AT LARGE
MAY 28 1982 TO MAY 28 1984
COMMISSION EXPIRES MAY 28 1984

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FILED

CERTIFICATE DESIGNATING PLACE OF BUSINESS

JUL 12 11 00 AM '82

OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, that LUCERNE LAKES GOLF COLONY COMMUNITY ASSOCIATION, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at City of Hollywood, County of Broward, State of Florida, has named Steven I. Engel as its agent to accept service of process within the State of Florida.

Car [Signature]

Subscriber

DATED June 28, 1982

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.

By *[Signature]*

Steven I. Engel
Resident Agent
Registered Office-2514 Hollywood
Boulevard, Hollywood, Fla. 33020
DATED June 28, 1982

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