

ARTICLES OF INCORPORATION

OF

COUNTRY LAKE HOMEOWNERS ASSOCIATION OF PALM BEACH COUNTY

The undersigned hereby associate to form a corporation not for profit under Chapter 617 of the Florida Statutes.

ARTICLE I

NAME

The name of this corporation shall be COUNTRY LAKE HOMEOWNERS ASSOCIATION OF PALM BEACH COUNTY (hereinafter referred to as the "Association").

ARTICLE II

PURPOSES

The purposes of the Association are to acquire title to and own, and whether owned or not, to operate, maintain and preserve the Common Properties (as such term is defined in the Declaration of Covenants and Restrictions for COUNTRY LAKE HOMEOWNERS which will be recorded among the Public Records of Palm Beach County, Florida (hereinafter, the "Declaration") in the development located in Palm Beach County, Florida known as COUNTRY LAKE. The Association is also formed to maintain the privately owned parts of the COUNTRY LAKE area which are not maintained by their owner.

ARTICLE III

POWERS

The Association shall have all of the powers given to corporations not for profit by the Florida Statutes and all of the powers expressly conferred upon it by the Declaration together with all powers necessary to fulfill both such stated powers and the duties expressly given to it by such Declaration. These powers include, but are not limited to, the power to:

A. Maintain, repair, improve and insure the landscaping, private roadways, parking spaces or Common Properties, recreational facilities, exterior street lighting and other Common Areas which the Association owns or which it has assumed the obligation to maintain.

B. Make and collect assessments from its members.

C. Pay all Association expenses.

EXHIBIT "C"

B3988 P.0902

D. Acquire title to and exercise all rights of ownership in and to any real or personal property.

E. Make, amend and enforce reasonable rules and regulations for the use of the property it owns or maintains.

F. Enforce the terms of the Declaration, these Articles, and the ByLaws of the Association.

ARTICLE IV

MEMBERS

1. Every record owner of a fee interest in any residential parcel (hereinafter, a "Parcel") which is subject to assessment by the Declaration, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to, and may not be separated from, ownership of a Parcel.

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 establishing a record title to a Parcel and shall be evidenced by delivery to the Association of a copy of such instrument. The membership of the prior owner shall be terminated as of the date of delivery 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 residential parcel.

4. There shall be two (2) classes of membership as follows:
(a) Class A. As long as there is a Class B membership, Class A members shall be all Unit Owners other than the Developer. Each Unit whose owners are Class A members shall be entitled to one vote at members' meeting. When the Class B membership terminates, Class A members shall be all Unit Owners.

(b) Class B. The Developer shall be the only Class B member and shall have one vote for every Unit it owns and two votes for every Class A member. Upon the earliest of the following to occur, the Class B membership shall terminate and the Developer shall be a Class A member with regard to Units it owns:

1. Thirty (30) days after Developer terminates the Class B membership by so notifying the Association in writing; or
2. When the last Unit expected to be constructed is conveyed to a purchaser.

ARTICLE V

BOARD OF DIRECTORS

1. The affairs of the Association shall initially be managed by a Board of three (3) Directors, whose names and addresses are:

Carl Palmisciano	10181 West Sample Road Coral Springs, Florida 33165
Carlos Muniz	10181 West Sample Road Coral Springs, Florida 33165
Luis Clark	2514 Hollywood Blvd. Hollywood, Florida 33020

2. New Directors shall be appointed or elected and the number of Directors shall be increased or diminished in accordance with the By-Laws of the Association.

ARTICLE VI

OFFICERS

The officers of the Association shall be a President, Vice-President, Secretary and Treasurer, and such additional officers as the By-Laws specify. The officers shall be elected by the Directors at their annual meeting or at any special meeting called for that purpose.

The first officers who shall serve until the first election are:

Carl Palmisciano, President
Carlos Muniz, Vice President
Luis Clark, Secretary/Treasurer

ARTICLE VII

BY-LAWS

The By-Laws of the Association shall be adopted by the first Board of Directors and may be altered as follows:

1. An amendment may be proposed by any member or any Director prior to a meeting at which it will be considered.

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2. Notice of the subject matter of the proposed amendment shall be included in the notice of the meeting at which the amendment is to be considered.

3. Except as otherwise provided in the By-Laws, the amendment must be approved, either in person or by proxy by at least (i) two-thirds (2/3rds) of the entire membership of the Board of Directors and by sixty (60) percent of each class of the entire membership of the Association; or by at least (ii) eighty (80) percent of each class of the entire membership of the Association, or (iii) by the Class B member as long as the Class B membership exists.

4. No amendment may change the qualifications for membership in the Association.

5. No amendment which will affect the Developer shall be adopted unless the Developer has consented thereto in writing.

6. A copy of the amendment shall be recorded in the Public Records of Palm Beach County, Florida.

ARTICLE VIII

AMENDMENT OF ARTICLES

These Articles may be amended in the same manner provided above for amending the By-Laws except that each amendment must also be filed with the Secretary of State of Florida to be valid.

ARTICLE IX

DISSOLUTION OF THE ASSOCIATION

The term of the Association shall be perpetual unless dissolved the written consent of at least three-fourths (3/4ths) of each class of the members and by two-thirds (2/3rds) of any Institutional Mortgagees (as that term is defined in the Declaration).

Upon dissolution, the Association's assets (including any real property and improvements thereon) remaining after payment to creditors and payment of all costs and expenses relating to such dissolution shall be distributed in the following priority:

1. To the members in such proportions as they agree upon or, failing such agreement, in such proportions as are determined by a court having jurisdiction thereof, or, if the members prefer,

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2. To any municipal or governmental authority which is willing to accept such assets.

ARTICLE X

INITIAL SUBSCRIBERS

The names and residence addresses of the initial subscribers are as follows:

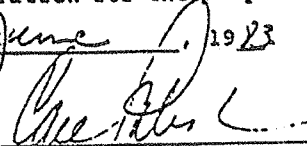
Carl Palmisciano	10181 West Sample Road Coral Springs, Florida 33165
Carlos Muniz	10181 West Sample Road Coral Springs, Florida 33165
Luis Clark	2514 Hollywood Blvd. Hollywood, Florida 33020

ARTICLE XI

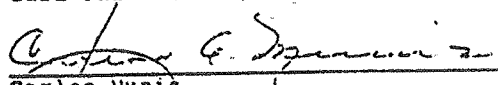
RESIDENT AGENT

The Resident Agent of the Association, for purposes of accepting service of process, shall be STEVEN ENGEL, Esquire, whose address within the State of Florida is: 2514 Hollywood Blvd., Hollywood, Florida 33020.

IN WITNESS WHEREOF, we the undersigned incorporators, have executed these Articles of Incorporation for the purpose of forming the Association this 7th day of June, 1983



Carl Palmisciano,



Carlos Muniz,



Luis Clark

Having been named to accept service of process for the Association at the place herein designated, I hereby accept to act in this capacity and I further agree to comply with the provisions of all statutes relative to the complete and proper performance of duties.



Steven Engel

June 7, 1983

Date

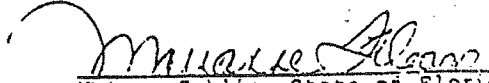
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STATE OF FLORIDA)
COUNTY OF PALM BEACH 1983:

I HEREBY CERTIFY that on this 7th day of June, 1983 before me the undersigned authority personally appeared Carl Palmsiano, Carlos Muniz and Luis Clark, to me known to be the persons described in and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed the same for the purposes therein expressed.

WITNESS my hand and official seal at said County and State the day and year first above written.



Notary Public, State of Florida:

My Commission Expires:

Notary Public, State of Florida
My Commission Expires Nov. 11, 1984
James Lee Haynes, Secretary, Inc.

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