

State of Florida



Department of State

I certify that the attached is a true and correct copy of the Articles of Incorporation of OLD TRAIL HOMEOWNERS ASSOCIATION, INC., a corporation organized under the Laws of the State of Florida, filed on June 12, 1986, as shown by the records of this office.

The document number of this corporation is N15344.

Given under my hand and the Great Seal of the State of Florida, at Tallahassee, the Capital, this the 13th day of June, 1986.



CR26022 (10-85)

George Firestone
Secretary of State

703 PAGE 1658

ARTICLES OF INCORPORATION
OF
OLD TRAIL HOMEOWNERS ASSOCIATION, INC.
(A Corporation Not For Profit)

ARTICLE I
Name

The name of the corporation shall be OLD TRAIL HOMEOWNERS ASSOCIATION, INC. (hereinafter the "Corporation").

ARTICLE II
Purposes

The Corporation does not contemplate pecuniary gain or profit to its members and is deemed a corporation not for profit. The Corporation will make no distributions of income to its members or Directors, unless it is dissolved pursuant to Florida law.

A certain Declaration of Covenants and Restrictions, known as the Old Trail Declaration of Covenants and Restrictions, either now has, or will be, imposed upon certain lands located in Martin County, Florida, and the terms defined therein are incorporated herein by reference and made a part hereof. Said Declaration of Covenants and Restrictions, among other things, establishes and designates that said lands shall be known as "OLD TRAIL". This Corporation is organized for the general purpose of functioning as the property owners association of OLD TRAIL and serving as the instrumentality of the property owners of OLD TRAIL for the purposes of controlling and regulating the activities within and the development and maintenance of OLD TRAIL. The specific purposes for which this Corporation is formed include, but are not limited to, the following:

A. to provide for the regulation, maintenance, and preservation of the development of OLD TRAIL.

B. to provide for the regulation, maintenance and control of the entranceway, roads, landscaping and other common facilities and properties within OLD TRAIL.

C. to acquire, hold, convey, and otherwise deal with real and/or personal property in its capacity as a property owners association.

D. to exercise all powers and discharge all responsibilities granted to it as a corporation under the laws of the State of Florida, its By-Laws, these Articles of Incorporation, and the Old Trail Declaration of Covenants and Restrictions.

E. to pay in a timely, prompt and complete fashion any and all assessments which might be due and owing to the RCPOA by virtue of the application of the Ranch Colony Restrictions to any portion of the OLD TRAIL property.

F. to otherwise engage in any lawful activities for the benefit, use, convenience, and enjoyment of its members as it may deem proper.

Terms used herein but undefined herein shall have the same definitions as used in the Old Trail Declaration of Covenants and Restrictions.

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ARTICLE III
Principal Place of Business

The principal place of business of the Corporation shall be at 17290 Jonathan Drive, Jupiter, Florida or at such other place within the state as the Board of Directors shall by appropriate action hereafter from time to time determine.

ARTICLE IV
Powers

The powers of the Corporation shall include and be governed by the following provisions:

A. The Corporation shall have all the powers of a corporation, not for profit, provided by law and not in conflict with the terms of these Articles of Incorporation, the By-Laws of the Corporation and, in addition, all powers set forth in the Old Trail Declaration of Covenants and Restrictions. It shall further have all of the powers and duties reasonably necessary to operate pursuant to its purposes, as they may be amended from time to time, including, but not limited to, the following:

1. To fix, levy, collect, and enforce assessments (whether they be general, special, or individual), to defray the costs, expenses and losses of its operation and to ensure compliance with its rules and regulations.
2. To acquire liens against all Lots and the Golf Course Property or any portions thereof for assessments.
3. To subordinate, in its sole discretion, any liens acquired by the Corporation.
4. To use the proceeds of assessments in the exercise of its powers and duties, including, but not limited to, paying assessments which it might owe, as more fully described in the Old Trail Declaration of Covenants and Restrictions.
5. To acquire personal and real property (by purchase or otherwise), and to hold, maintain, repair, operate, lease, sell or otherwise dispose of any properties it may acquire.
6. To construct and maintain improvements on its property and to reconstruct improvements after casualty.
7. To borrow money and to mortgage, pledge, or otherwise hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.
8. To purchase insurance for its properties and insurance for the protection of the Corporation, its Officers, Directors, and its members.
9. To make and amend reasonable regulations, and to grant exceptions thereto, respecting the construction of improvements, and maintenance and use of the Lots and the Corporation Property.
10. To enforce any regulations, restrictions or limitations imposed by deed, plat, site plan, the Old Trail Declaration of Covenants and Restrictions or otherwise on the land within OLD TRAIL.

11. To enforce by legal means the provisions of these Articles, the By-Laws of the Corporation, the Old Trail Declaration of Covenants and Restrictions, and all rules and regulations for the construction, maintenance and use of the Lots and the Corporation Property.

12. To manage, operate and maintain any of its Corporation properties, and to maintain privately owned properties as provided in the Old Trail Declaration of Covenants and Restrictions, to contract for the management, operation and maintenance of any such properties and to thereby delegate powers and duties of the Corporation.

13. To employ personnel to perform the services required to carry out the purposes of this Corporation.

14. To participate in mergers or consolidations with other non-profit corporations organized for similar purposes to annex additional properties to the property subject to the jurisdiction of this Corporation.

B. All funds, except such portions thereof as are expended for the expense of the Corporation, and title to all property belonging to the Corporation, shall be held in trust for the members' respective interests in accordance with the provisions of these Articles of Incorporation and the By-Laws of the Corporation.

ARTICLE V Members

A. Members of the Corporation shall be the record owner(s) of title of any Lot or any portion thereof, in the development known as OLD TRAIL, and the record owner of title of the Golf Course Property.

B. Grantees under contracts for deed or conditional conveyances are not members, but shall become members if and when they become record owners of the interests described above.

C. Change of membership shall be established by recording in the Public Records of Martin County, Florida, a deed or other instrument establishing record fee title to a Lot or portion thereof or the Golf Course Property and by the delivery to the Corporation of a certified copy of such instrument. The owner designated by such instrument or certificate thus becomes a member of the Corporation and the membership of the prior owner shall be terminated. In the event that a certified copy of said instrument or such certificate is not delivered to the Corporation, said owner shall become a member, but shall not be entitled to voting privileges. The foregoing shall not, however, limit this Corporation's powers or privileges.

D. The interest of a member in the funds and assets of the Corporation shall not be assigned, hypothecated or transferred in any manner except as an appurtenance to his real property.

E. Membership shall be compulsory and shall continue until such time as the member transfers or conveys of record his interest upon which his membership is based or until said interest is transferred or conveyed by operation of law, at which time the membership shall automatically be conferred upon the transferee. Membership shall be appurtenant to, run with, and shall not be separated from the interests upon which membership is based.

F. If ownership of a Lot or the Golf Course Property is vested in more than one person or legal entity, then all of the persons or entities so owning the interest shall be members. However, the number of votes cast by such members shall be determined by the provisions of Article VI below.

G. Notwithstanding the provisions hereof, no person or entity who holds an interest upon which membership is based only as security for performance of an obligation shall become a member of the Corporation.

ARTICLE VI Voting

A. The owner of each Lot shall be entitled to one (1) vote. If a Lot Owner owns more than one (1) Lot, he shall be entitled to one (1) vote for each Lot owned. The vote of a Lot shall not be divisible.

1. When more than one person owns an interest in a Lot, all such persons shall be members and the vote for such Lot shall be cast by the person designated in writing by the multiple owners of same as the voting member. Such written designation shall be signed by all the multiple owners and addressed to and received by the Secretary of the Corporation prior to any meeting of the members. In the absence of such written designation, the Lot's vote shall be suspended.

2. In the case where a Lot is owned by a husband and wife, they may, but shall not be required to, designate a voting member as provided in paragraph (1) above. If they do not designate a voting member: (a) if both are present at a meeting and are unable to concur in a decision upon any subject requiring a vote, they shall lose their right to vote on that subject at that meeting; (b) where only one is present at a meeting, the person present may cast the Lot's vote at his or her discretion and without establishing the concurrence of the absent spouse.

3. If a Lot is owned by a corporation, limited partnership, or similar legal entity, any officer or employee thereof may be designated by such entity as the voting member, as provided in paragraph (1) above. In the absence of such written designation, the Lot's vote shall be suspended.

4. In no event shall more than one (1) vote be cast with respect to any Lot.

B. The Golf Course Owner shall be entitled to one (1) vote. The vote for the Golf Course Property shall be cast by the voting member, to be determined as provided in paragraphs 1, 2 or 3 above. In no event shall more than one (1) vote be cast with respect to the Golf Course Property.

C. Voting rights are incident to membership, and any transfer of interest which transfers membership in this Corporation shall automatically transfer the voting rights.

ARTICLE VII Directors

A. The affairs of the Corporation shall be managed by a Board of Directors consisting of the number of Directors determined by the By-Laws of the Corporation, but said Board shall consist of not less than three (3) Directors.

B. Directors of the Corporation shall be elected at the annual meeting of the members in the manner determined by the By-Laws of the Corporation.

C. The powers and duties of the Directors shall be designated in the By-Laws of the Corporation.

D. The first election of the Directors by members shall not be held until turnover of Declarant's control, as provided in Article VII, Section F of the Old Trail Declaration of Covenants and Restrictions, or until the Declarant, in its sole discretion, shall consent thereto. Until such time, the Declarant shall have the right to appoint all members of the Board of Directors. This right may be relinquished, in whole or in part, by the consent of the Declarant in its sole discretion. Directors named in the Articles shall serve until the first election of Directors by the members, and any vacancies in their number occurring before the first election shall be filled by the declarant. Prior to the first election of the Board of Directors by the members, Directors need not be members of the Corporation. Subsequent thereto, however, Directors must be members of the Corporation. In the case where a member of the Corporation is a corporation, then any officer of such corporation is eligible to serve as a Director of the Corporation.

E. The names and addresses of the members of the first Board of Directors who will hold office until their successors are elected and have qualified, or until removed, are as follows:

Richard W. Plowman
17290 Jonathan Drive
Jupiter, Florida 33458

Robert W. Kiskaddon
17290 Jonathan Drive
Jupiter, Florida 33458

William A. Forman
17290 Jonathan Drive
Jupiter, Florida 33458

ARTICLE VIII Officers

The affairs of the Corporation shall be administered by a President, Vice President, Secretary and a Treasurer. The duties and authority of said Officers shall be designated in the By-Laws of the Corporation. Said Officers shall be elected by the Board of Directors at its first meeting following the first annual meeting of the members of the Corporation and 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 are as follows:

President:	Richard W. Plowman 17290 Jonathan Drive Jupiter, Florida 33458
Vice President:	Robert W. Kiskaddon 17290 Jonathan Drive Jupiter, Florida 33458
Secretary/Treasurer:	William A. Forman 17290 Jonathan Drive Jupiter, Florida 33458

ARTICLE IX
Removal of Directors or Officers

Any Director or Officer may be removed with or without cause and for any reason prior to the expiration of his term in the following manner:

A. Any Director or Officer may be removed with or without cause and for any reason, upon a petition in writing by ten percent (10%) of the members of the Corporation and approved, at a meeting of the members called at least in part for that purpose, by a two-thirds (2/3) vote of the members voting at such meeting. The petition shall set forth a time and place for the meeting, and notice shall be given to all members at least ten (10) days prior to such meeting in the manner provided in the By-Laws for giving notice of special meetings. At any such meeting, the Director or Officer shall be given the opportunity to be heard; or

B. Any Officer may be removed with or without cause, and for any reason by a majority vote of the Board of Directors at any meeting called at least in part for that purpose; or

C. During the period of time in which the Declarant has or retains the right of appointment of members of the Board of Directors, any member of the Board of Directors may be removed with or without cause by the Declarant at its discretion.

ARTICLE X
Indemnification

Every Director and Officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including legal fees and costs reasonably incurred by or imposed upon him in connection with any proceeding 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, whether or not he is a Director or Officer at the time such expenses are incurred, except when 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, indemnification shall apply only in the event that the Board of Directors approves such settlement and reimbursement as being in the best interests of the Corporation.

ARTICLE XI
By-Laws

The By-Laws of the Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded by the Board of Directors prior to the first meeting of the members. Subsequent to the first meeting of the members, the By-Laws may be altered, amended or rescinded at any duly called meeting of the members, provided:

(1) Notice of the meeting shall contain a statement of the proposed amendment.

(2) The amendment shall be approved by the majority vote of the members voting at such meeting.

(3) No alteration of, amendment to, or rescission of a By-Law shall adversely affect the Golf Course Owner or the Golf Course Property.

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ARTICLE XII
Amendments

Amendments to these Articles of Incorporation may be proposed and adopted in the following manner:

A. A resolution for the adoption of a proposed amendment may be proposed either by fifty percent (50%) of the Board of Directors or by ten percent (10%) of the members of the Corporation. Directors and members not present in person or by proxy at the meeting considering a resolution for adoption of a proposed amendment may cast their votes for such proposal in writing, provided such votes are delivered to the Secretary of the Corporation at or prior to the meeting.

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

C. Proposed amendments may be passed at the meeting at which they are to be considered as follows:

1. By approval of not less than fifty-one percent (51%) of the Board of Directors and by not less than fifty-one percent (51%) of the votes of the members voting at the meeting; or

2. By approval of not less than two-thirds (2/3) of the votes of the members voting at the meeting; or

3. Prior to the first election of Directors by the members, by approval of not less than fifty-one percent (51%) of the Directors without approval of the members.

D. However, no amendment shall make any changes in the qualifications for membership nor the voting rights of members without approval of the Golf Course Owner and two-thirds (2/3) of the remaining members, except in the case of an amendment passed prior to the first election of Directors by members.

E. A copy of each amendment shall be certified by the Secretary of State, State of Florida, and shall be recorded in the Public Records of Martin County, Florida.

ARTICLE XIII
Prohibition Against Issuance of Stock
and Distribution of Income

This Corporation shall never have nor issue any share of stock, nor shall this Corporation distribute any part of the income of this Corporation, if any, to its members, Directors or Officers. Nothing herein, however, shall be construed to prohibit the payment by the Corporation of compensation in a reasonable amount to the members, Directors or Officers for services rendered, nor shall anything herein be construed to prohibit the Corporation from making any payments or distributions to members of benefits, monies or properties permitted by statute.

ARTICLE XIV
Contractual Powers

In the absence of fraud, no contract or other transaction between this Corporation and any other person, firm, association, corporation or partnership shall be affected or

invalidated by the fact that any Director or Officer of this Corporation is pecuniarily or otherwise interested in, or is a director, officer or member of any such other firm, association, corporation or partnership, or is a party to or is pecuniarily or otherwise interested in such contract or other transaction, or in any way connected with any person, firm, association, corporation or partnership, pecuniarily or otherwise interested therein. Any Director may vote and be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation for the purpose of authorizing such contract or transaction with like force and effect as if he were not so interested, or were not a director, member or officer of such other firm, association, corporation or partnership.

ARTICLE XV
Term

The term of this Corporation shall be perpetual.

ARTICLE XVI
Subscribers



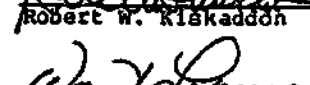
The names and addresses of the subscribers of these Articles of Incorporation are as follows:

Richard W. Plowman
17290 Jonathan Drive
Jupiter, Florida 33458

Robert W. Kiskaddon
17290 Jonathan Drive
Jupiter, Florida 33458

William A. Forman
17290 Jonathan Drive
Jupiter, Florida 33458

WITNESS the hands and seals of the incorporators of these Articles of Incorporation this 3rd day of June, 1986.

 (SEAL)
Richard W. Plowman
 (SEAL)
Robert W. Kiskaddon
 (SEAL)
William A. Forman

STATE OF FLORIDA
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared RICHARD W. FLOWMAN and that he acknowledged executing the foregoing Articles of Incorporation and that the seal affixed is the true Corporate Seal of said Corporation.

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SEC. 703 PAGE 1666

WITNESS my hand and official seal in the County and State last aforesaid this 3rd day of June, 1986.

Frederica Fisher
Notary Public
State of Florida

My commission expires:

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP SEPT 20, 1988
BONDED THRU GENERAL INS. UND.

STATE OF FLORIDA
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared ROBERT W. KISKADDON and that he acknowledged executing the foregoing Articles of Incorporation and that the seal affixed is the true Corporate Seal of said Corporation.

WITNESS my hand and official seal in the County and State last aforesaid this 3rd day of June, 1986.

Frederica Fisher
Notary Public
State of Florida

My commission expires:

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP SEPT 20, 1988
BONDED THRU GENERAL INS. UND.

STATE OF FLORIDA
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared WILLIAM A. FORMAN and that he acknowledged executing the foregoing Articles of Incorporation and that the seal affixed is the true Corporate Seal of said Corporation.

WITNESS my hand and official seal in the County and State last aforesaid this 2nd day of June, 1986.

Frederica Fisher
Notary Public
State of Florida

My commission expires:

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP SEPT 20, 1988
BONDED THRU GENERAL INS. UND.

WAH2B
11/20/85

'OP'
ESUW 703 PMS 1667

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THE 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:

OLD TRAIL HOMEOWNERS ASSOCIATION, INC., a corporation not for profit, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the County of Palm Beach, State of Florida, has named Paul C. Wolfe, located at P. O. Drawer E, 505 South Flagler Drive, West Palm Beach, State of Florida, as its agent to accept service of process within the state.

ACKNOWLEDGMENT:

Having been named to accept service of process of the above named corporation at the place designated in this Certificate, I hereby accept to act in its capacity and agree to comply with the provision of said Act relative to keeping open said office.


Paul C. Wolfe

WAH2B
10/17/85

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State of Florida



Department of State

I certify that the attached is a true and correct copy of the Articles of Incorporation of RANCH COLONY PROPERTY OWNERS' ASSOCIATION, INC., a corporation not for profit organized under the Laws of the State of Florida, filed on October 30, 1979, as shown by the records of this office.

The charter number for this corporation is 749569.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
31st day of October, 1979.



CER 101 Rev. 5-79

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A handwritten signature in black ink, appearing to read "George Firestone".

George Firestone
Secretary of State

ARTICLES OF INCORPORATION
OF
RANCH COLONY PROPERTY OWNERS' ASSOCIATION, INC.
(A Corporation Not For Profit)

The undersigned subscribers to these Articles of Incorporation being desirous of forming a corporation for charitable and philanthropic purposes under the provisions of Chapter 617 of the Florida Statutes do agree to the following:

ARTICLE I

Name

The name of this corporation is: RANCH COLONY PROPERTY OWNERS' ASSOCIATION, INC.

ARTICLE II

Purposes

The general nature of the objects and purposes of this corporation shall be:

(a) To maintain, operate and administer the common areas, easements, private streets, drives, trails, park areas and community facilities on certain property (the "Property") located in Martin County, Florida, and more particularly described in an instrument entitled "Ranch Colony Permitted Uses and Restrictions and Deed of Dedication," dated December 6, 1978, and recorded among the records of Martin County in O. R. Book 458, at Page 872, et seq., (such Declaration, as the same may be amended from time to time, being hereinafter referred to as the "Declaration"); to enforce the covenants, restrictions, easements, charges and liens provided in the Declaration to be enforced by the Association; to assess, collect, and disburse the charges set forth in the Declaration; and to exercise all powers and privileges and to perform all duties and obligations of the Association under the Declaration and as may

★ Return to Foy G. Fleming
Fleming, O'Bryan & Fleming
American National Bank Bldg.
P. O. Drawer 7028
TAMT Lauderdale, Florida 33338

O. R.
BOOK 495 PAGE 2545

be implemented in the By-Laws of this Association.

(b) To acquire (by gift, purchase or otherwise), to own, hold, improve, build upon, operate, maintain, sell, lease, transfer, mortgage, encumber, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association.

(c) To do any and all lawful things and acts that the Association, from time to time, in its discretion, may deem to be for the benefit of the Property and the owners and inhabitants thereof or advisable, proper, or convenient for the promotion of the peace, health, comfort, safety, or general welfare of the owners and inhabitants thereof, subject to the Declaration.

(d) No part of the net earnings of the corporation shall inure to the benefit of any member, director or officer of the corporation or private individual (except for reasonable compensation paid for services rendered to or for the corporation affecting one or more of its purposes) and no member, officer or director of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

(e) Notwithstanding any other provision of this certificate, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(6) of the Internal Revenue Code and its regulations as they now exist or may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such code and regulations as they now exist or as they may hereafter be amended.

(f) Upon the dissolution of the corporation or winding up of its affairs, the assets of the corporation shall be distributed

SALVATION ARMY
exclusively to the 1315 West Broward Boulevard, Fort Lauderdale, Fla
a Georgia corporation not for profit for use in its general member-
ship activities.

ARTICLE III

Provisions relating to the members of the Association are:

(a) There shall be one class of membership. All owners of parcels of land in Ranch Colony (including Ranch Colony, Inc.) shall be entitled to membership in the Association. All owners, whether individual or joint, shall be entitled to attend all membership meetings, but only one person may vote on behalf of the ownership whether it be joint or corporate.

(b) The voting of the membership shall be weighted in accordance with the number of acres (including fractions thereof) owned. Each member shall be entitled to as many votes at membership meetings as the number of acres that it owns.

(c) Joint Owners. When more than one person or entity holds an interest or interests in a parcel of land, all such persons shall be members, and the vote for such parcel shall be exercised as they among themselves determine by a majority vote which is made known in writing to the Secretary of the Association. In the event that such a determination cannot be made, then the vote for such parcel shall not be counted for any purpose except for the determination of the existence of a quorum. Under no circumstances shall more than one(1) vote be cast with respect to the ownership of any parcel.

(d) The Board of Directors of the Association may suspend any person from enjoying the rights of membership in the Association during any period of time when such person is in default of any of his, her or its obligations under the Declaration or appropriate rules and regulations of the By-Laws, all as more fully provided in the By-Laws of this Association.

(e) The members of the Association shall have the right to vote for the election and removal of directors and upon such other matters with respect to which a vote of members is required under the Declaration.

ARTICLE IV

Term of Existence

The existence of this Florida not-for-profit corporation shall be perpetual.

ARTICLE V

Subscribers

The names and addresses of the subscribers to these Articles are:

Gilbert P. Edwards
2300 Intracoastal Drive
Fort Lauderdale, Florida

Russ Bielenburg
3753 S. E. Old St. Lucie Blvd.
Stuart, Florida 33494

Foy B. Fleming
1415 E. Sunrise Blvd.
Fort Lauderdale, Florida 33338

ARTICLE VI

Officers

The officers of the corporation shall be a President, one or more Vice Presidents, a Secretary, a Treasurer and such other officers as may be provided in the By-Laws. The officers shall be elected at each annual meeting of the Board of Directors or as provided in the By-Laws.

The names of the persons who are to serve as the initial officers of the corporation are:

GILBERT P. EDWARDS	-	President & Treasurer
FOY B. FLEMING	-	Vice President
RUSS BIELENBURG	-	Secretary

ARTICLE VII

Board of Directors

1. The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall have three directors initially. The number of directors may be increased from time to time by the By-Laws but shall never be less than three.

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2. Each member of the Board of Directors shall be a member of the corporation except that none of the initial directors need be a member of the corporation.

3. Members of the Board of Directors shall be elected by the members of the Association and hold office in accordance with the By-Laws.

4. The names and addresses of the persons who are to serve as directors for the ensuing year or until the first annual meeting of the corporation are:

Gilbert P. Edwards
2300 Intracoastal Drive
Fort Lauderdale, Florida

Russ Bielenburg
3753 S. E. Old St. Lucie Blvd.
Stuart, Florida 33494

Foy B. Fleming
1415 E. Sunrise Blvd.
Fort Lauderdale, Florida

ARTICLE VIII

By-Laws

1. The Board of Directors of this corporation shall adopt By-Laws for the conduct of the business and the carrying out of the purposes of this corporation by majority vote at a duly constituted meeting therefor.

2. Upon proper notice, the By-Laws may be amended, altered or rescinded by a majority vote of the members of the Board of Directors at any regular meeting or any special, duly constituted meeting called for that purpose.

ARTICLE IX

Indemnification

Every director and every officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceedings or any settlement of 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 corporation, whether or not he is a director or officer at the time such expenses are incurred; provided that in

the event any director or officer is adjudged of willful misfeasance or malfeasance in the performance of his duties, indemnification shall not apply. The foregoing right of indemnification shall be in addition to and non-exclusive of all other rights to which such director or officer may be entitled.

ARTICLE X

Amendments

1. These Articles of Incorporation may be amended at a special meeting of the membership called for that purpose by a majority vote of those present.
2. Amendments may also be made at a regular meeting of the membership upon notice given, as provided by the By-Laws of intention to submit such amendments.

ARTICLE XI

Location

The location of this corporation shall be:
2300 Intracoastal Drive
Fort Lauderdale, Florida

IN WITNESS WHEREOF, the undersigned have made and subscribed these Articles of Incorporation at Fort Lauderdale, Broward County, Florida, for the uses and purposes aforesaid this 25 day of October, 1979.

Gilbert P. Edwards (SEAL)
GILBERT P. EDWARDS

Russ Bielenburg (SEAL)
RUSS BIELENBURG

Foy W. Fleming (SEAL)
FOY W. FLEMING

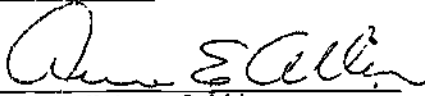
STATE OF FLORIDA
COUNTY OF BROWARD

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County aforesaid to take

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acknowledgments, personally appeared GILBERT P. EDWARDS, R. L. BIELENBERG
and FOY B. FLEMING, to me known and known to me to
be the persons described as subscribers in and who executed the
foregoing Articles of Incorporation, and they acknowledged before
me that they subscribed to the said Articles of Incorporation.

WITNESS my hand and official seal in the State and County
aforesaid this 25 day of October, 1979.



Notary Public

My Commission Expires:

9-18-83

CERTIFICATE DESIGNATING REGISTERED OFFICE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING REGISTERED 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 RANCH COLONY PROPERTY OWNERS' ASSOCIATION, INC
(A corporation not for Profit)
desiring to organize under the laws of the State of Florida

with its registered office, as indicated in the Articles of Incorporation at City of Fort Lauderdale, County of Broward, State of Florida

has named GILBERT P. EDWARDS located at 2300 Intracoastal Drive, Fort Lauderdale, Florida
(street address and number of building--Post Office Box address not acceptable)

City of Fort Lauderdale, County of Broward, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above-stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By Gilbert P. Edwards
Registered Agent Gilbert P. Edwards

FILED
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