

ARTICLES OF INCORPORATION
OF
TOWNHOMES II OF FAIRFIELD, INC.

THE UNDERSIGNED, for the purpose of forming a corporation not for profit under and pursuant to Chapter 617, Florida Statutes, certifies that:

ARTICLE I
NAME

The name of this corporation is TOWNHOMES II OF FAIRFIELD, INC. The corporation is sometimes referred to herein as the "Association".

ARTICLE II
DEFINITIONS

All terms defined in the Declaration of Covenants and Restrictions for Townhomes II of Fairfield recorded in the public records of Palm Beach County, Florida (the "Covenants"), shall have the same meanings when used herein.

ARTICLE III
PRINCIPAL OFFICE AND AGENT

The principal place of business and initial registered office of the Association is 3000 Independent Square, Jacksonville, Florida. The registered agent of the Association is Lynda R. Aycock.

ARTICLE IV
OBJECTS, PURPOSES AND POWERS

Section 4.1. This Association is a corporation not for profit. No part of its net earnings shall inure to the benefit of any private shareholder or member.

Section 4.2. The objects and purposes for which this Association is organized are as follows:

4.2.1. To establish, maintain, operate and provide all community services of every kind and nature required or desired by the members including without limitation those services and functions described in the Declaration.

4.2.2. To provide for the enforcement of the Covenants.

4.2.3. To engage in such other activities as may be to the mutual benefit of the members and the owners of portions of the Subdivision.

4.2.4. To own, operate and manage properties conveyed to it in accordance with the Covenants.

4.2.5. To do such other things as may be necessary and proper to carry out and accomplish the above objects and purposes.

Section 4.3. In furtherance of the aforesaid objects, purposes and powers, the Association shall have all of the powers of a Corporation Not for Profit organized and existing under the laws of the State of Florida, which powers shall include, but are not limited to, the power:

4.3.1. To make, levy and collect Assessments from its members and to expend the proceeds of such Assessments for the benefit of its members.

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4.3.2. To bring and defend suits on behalf of the Association.

4.3.3. To make and enforce reasonable rules and regulations governing the use of the property owned by the Corporation.

4.3.4. To maintain, repair, replace, operate, and insure those portions of the property that the Association has the duty or right to maintain, repair, replace, operate, and insure under these Articles and the By-Laws of the corporation.

4.3.5. To contract for the management of its property and to delegate to such contractors all powers and duties of the Corporation.

4.3.6. To employ personnel to perform the services authorized by these Articles and by the By-Laws of the Association.

4.3.7. To purchase insurance upon its property for the protection of the Association and its members.

4.3.8. To reconstruct improvements constructed on its property after casualty or other loss.

4.3.9. To make additional improvements to its property.

4.3.10. To acquire and enter into agreements whereby it acquires leaseholds, memberships or other possessory or use interests in lands or facilities including but not limited to marinas, lakes and other recreational facilities, whether or not contiguous.

ARTICLE V MEMBERS

Section 5.1. The members of this Association shall consist of all owners of record title to lots in the Subdivision. The first Board of Directors named in these Articles of Incorporation and other Directors selected by the Class B member, regardless of such ownership of real property in the Subdivision, shall also be members of the Corporation until termination of the Class B membership as provided in Section 5.3 hereof.

Section 5.2. Membership in this Association cannot be transferred in any manner except as may be provided in the By-Laws.

Section 5.3. The Association shall have two (2) classes of membership: Class A and Class B.

The Class A members shall be all persons owning one (1) or more Lots.

The Class B member shall be the Developer.

The Class B membership shall terminate at such time as (a) the then Class B member so designates in writing delivered to the Corporation, or (b) four (4) months after seventy-five percent of the Lots are owned by persons other than Developer, whichever shall first occur.

Each Lot shall be entitled to one (1) vote. When more than one (1) person holds an ownership interest in any Lot, the vote for such Lot shall be exercised as the owners of all such interests determine among themselves, but in no event shall more than one (1) vote be cast with respect to each Lot.

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In the event of a disagreement among such persons and an attempt by two (2) or more of them to cast the vote of such lot, such vote shall not be recognized and the lot shall not be counted for any purpose until such dispute is resolved.

Until the time at which the Class B membership terminates, as provided herein, the Class B member shall be vested with the sole voting rights in the Association on all matters, except such matters as to which the Declaration, these Articles of Incorporation, or the By-Laws of the Association specifically require a vote of the Class A members.

ARTICLE VI TERM

This Corporation shall exist perpetually.

ARTICLE VII BOARD OF DIRECTORS

The business and affairs of the Association shall be managed by a Board of Directors consisting of not less than three (3) Directors nor more than nine (9) Directors. The first Board of Directors shall consist of three (3) members. The Board of Directors shall be elected by the members of the Corporation entitled to vote. The names and addresses of the first Board of Directors who shall hold office until their successors are elected and have qualified, are as follows:

- (1) Dee Baluh
Suite 217, 2295 Corporate Blvd. N.W.
Boca Raton, Fl. 33431
- (2) Susan O'Rourke
Suite 237, 2295 Corporate Blvd. N.W.
Boca Raton, Fl. 33431
- (3) Linda Blackburn
Suite 237, 2295 Corporate Blvd. N.W.
Boca Raton, Fl. 33431

The Directors of the Association shall be elected at the time and in the manner provided for in the By-Laws.

ARTICLE VIII OFFICERS

The officers of the Association shall consist of a President, one (1) or more Vice Presidents, a Secretary, and a Treasurer. The officers in the Association shall be elected by the Board of Directors of the Association in accordance with the provisions of the By-Laws of the Association. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary. The initial officers are:

- (1) Dee Baluh, President
- (2) Susan O'Rourke, Vice President
- (3) Linda Blackburn, Secretary and Treasurer

ARTICLE IX INDEMNIFICATION

Section 9.1. Third Party Actions. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, or appeal therefrom, whether civil, criminal, administrative, investigative or otherwise (other than any action by or in the right of the Association) by reason of the fact that

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he or his testator or intestate is or was a director, officer or employee of the Association, or at the express or implied request of the Association is or was serving as a director, trustee, officer or employee of another Association or a partnership, joint venture, trust or other enterprise (including without limitation any affiliated association, partnership, joint venture, trust or other enterprise), against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.

Section 9.2. Derivative Actions. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Association, or appeal therefrom, to procure a judgment in its favor by reason of the fact that he or his testator or intestate is or was a director, officer or employee of the Association, or at the express or implied request of the Association is or was serving as a director, trustee, officer or employee of another association or a partnership, joint venture, trust or other enterprise (including without limitation any affiliated association, partnership, joint venture, trust or other enterprise), against expenses (including attorneys' fees and amounts paid in settlement) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Association; provided, however, that no person shall be entitled to indemnification under this Section 9.2 with respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or willful misconduct in the performance of his duty to the Association.

Section 9.3. Successful Defense. To the extent that a director, officer or employee has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 9.1 or 9.2 of this Article IX, or in defense of any claim, issue or matter therein, such determination shall constitute conclusive evidence of such person's right to be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith, and the president or a vice president of the Association shall direct the reimbursement of all such expenses to such person.

Section 9.4. Determination of Propriety of Indemnification. No person seeking indemnification under Section 9.1 or 9.2 of this Article IX shall be indemnified unless pursuant to a determination by a court or unless the board of directors or the shareholders in good faith by a majority vote of a quorum of directors or shareholders, as the case may be, who were not parties to such action, suit or proceeding determine that the standards set forth in such sections have been met in the circumstances. The Association may provide for additional indemnification and rights to any person (including without limitation those persons referred to in Section 9.1 and 9.2 of this Article IX), in each case except as otherwise ordered by a court or prohibited by law.

ARTICLE X DISPOSITION OF ASSETS UPON DISSOLUTION

No member, director or officer of the Association or other private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Association. Unless agreed to the contrary by seventy-five

percent (75%) of each and every class of membership and all entities holding mortgages on Lots served by Common Property, upon dissolution of the Association, the assets of the Association shall be granted, conveyed and assigned to an appropriate public body, agency or agencies, utility or utilities or any one (1) or more of them or to any one (1) or more nonprofit associations, trusts or other organizations to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association. No disposition of the Association's assets shall divert or diminish any right or title of any member vested in him under recorded covenants and restrictions applicable to such assets unless made in accordance with the provisions of such Covenants. This Article may be amended upon vote of 75% of the members entitled to vote and all entities holding mortgages on Lots.

ARTICLE XI AMENDMENT OF ARTICLES

These Articles may be amended by an affirmative vote of two-thirds (2/3) of the members of the Association entitled to vote.

ARTICLE XII BY-LAWS

The Association shall adopt By-Laws governing the conduct of the affairs of the Association. The By-Laws shall be altered, amended, or rescinded as provided in the By-Laws.

ARTICLE XIII SUBSCRIBERS

The name and residence of the subscriber to these Articles of Incorporation is as follows:

Lynda R. Aycock
4841 San Clerc Road
Jacksonville, Florida 32217

IN WITNESS WHEREOF, the subscribing incorporator has hereunto set her hand and seal and caused these Articles of Incorporation to be executed this 8th day of March, 1988.

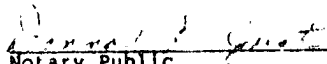


STATE OF FLORIDA

COUNTY OF DUVAL

Before me, the undersigned Notary Public, in and for said County and State, personally appeared Lynda R. Aycock, who is known to me and who, after being first duly sworn, deposed under oath and said that the foregoing Articles of Incorporation were prepared under her direction and that she had knowledge of the facts stated therein, that said facts are true, and that she executed the same freely and voluntarily and for the purposes stated therein.

Given under my hand and official seal this 6th day of March, 1988.
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Notary Public

My Commission Expires: 1-24-90

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated non-profit corporation, at the place designated in Article III of these Articles of Incorporation, the undersigned hereby agrees to act in this capacity and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of his duties.

DATED this 8th day of March, 1988.


Lynda R. Aycock
Registered Agent

ARTICLES OF INCORPORATION
OF
TOWNHOMES II OF FAIRFIELD, INC.

THE UNDERSIGNED, for the purpose of forming a corporation not for profit under and pursuant to Chapter 617, Florida Statutes, certifies that:

ARTICLE I
NAME

The name of this corporation is TOWNHOMES II OF FAIRFIELD, INC. The corporation is sometimes referred to herein as the "Association".

ARTICLE II
DEFINITIONS

All terms defined in the Declaration of Covenants and Restrictions for Townhomes II of Fairfield recorded in the public records of Palm Beach County, Florida (the "Covenants"), shall have the same meanings when used herein.

ARTICLE III
PRINCIPAL OFFICE AND AGENT

The principal place of business and initial registered office of the Association is 3000 Independent Square, Jacksonville, Florida. The registered agent of the Association is Lynda R. Aycock.

ARTICLE IV
OBJECTS, PURPOSES AND POWERS

Section 4.1. This Association is a corporation not for profit. No part of its net earnings shall inure to the benefit of any private shareholder or member.

Section 4.2. The objects and purposes for which this Association is organized are as follows:

4.2.1. To establish, maintain, operate and provide all community services of every kind and nature required or desired by the members including without limitation those services and functions described in the Declaration.

4.2.2. To provide for the enforcement of the Covenants.

4.2.3. To engage in such other activities as may be to the mutual benefit of the members and the owners of portions of the Subdivision.

4.2.4. To own, operate and manage properties conveyed to it in accordance with the Covenants.

4.2.5. To do such other things as may be necessary and proper to carry out and accomplish the above objects and purposes.

Section 4.3. In furtherance of the aforesaid objects, purposes and powers, the Association shall have all of the powers of a Corporation Not for Profit organized and existing under the laws of the State of Florida, which powers shall include, but are not limited to, the power:

4.3.1. To make, levy and collect Assessments from its members and to expend the proceeds of such Assessments for the benefit of its members.

4.3.2. To bring and defend suits on behalf of the Association.

4.3.3. To make and enforce reasonable rules and regulations governing the use of the property owned by the Corporation.

4.3.4. To maintain, repair, replace, operate, and insure those portions of the property that the Association has the duty or right to maintain, repair, replace, operate, and insure under these Articles and the By-Laws of the corporation.

4.3.5. To contract for the management of its property and to delegate to such contractors all powers and duties of the Corporation.

4.3.6. To employ personnel to perform the services authorized by these Articles and by the By-Laws of the Association.

4.3.7. To purchase insurance upon its property for the protection of the Association and its members.

4.3.8. To reconstruct improvements constructed on its property after casualty or other loss.

4.3.9. To make additional improvements to its property.

4.3.10. To acquire and enter into agreements whereby it acquires leaseholds, memberships or other possessory or use interests in lands or facilities including but not limited to marinas, lakes and other recreational facilities, whether or not contiguous.

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Section 5.1. The members of this Association shall consist of all owners of record title to Lots in the Subdivision. The first Board of Directors named in these Articles of Incorporation and other Directors selected by the Class B member, regardless of such ownership of real property in the Subdivision, shall also be members of the Corporation until termination of the Class B membership as provided in Section 5.3 hereof.

Section 5.2. Membership in this Association cannot be transferred in any manner except as may be provided in the By-Laws.

Section 5.3. The Association shall have two (2) classes of membership: Class A and Class B.

The Class A members shall be all persons owning one (1) or more Lots.

The Class B member shall be the Developer.

The Class B membership shall terminate at such time as (a) the then Class B member so designates in writing delivered to the Corporation, or (b) four (4) months after seventy-five percent of the Lots are owned by persons other than Developer, whichever shall first occur.

Each Lot shall be entitled to one (1) vote. When more than one (1) person holds an ownership interest in any Lot, the vote for such Lot shall be exercised as the owners of all such interests determine among themselves, but in no event shall more than one (1) vote be cast with respect to each Lot.

In the event of a disagreement among such persons and an attempt by two (2) or more of them to cast the vote of such Lot, such vote shall not be recognized and the Lot shall not be counted for any purpose until such dispute is resolved.

Until the time at which the Class B membership terminates, as provided herein, the Class B member shall be vested with the sole voting rights in the Association on all matters, except such matters as to which the Declaration, these Articles of Incorporation, or the By-Laws of the Association specifically require a vote of the Class A members.

ARTICLE VI TERM

This Corporation shall exist perpetually.

ARTICLE VII BOARD OF DIRECTORS

The business and affairs of the Association shall be managed by a Board of Directors consisting of not less than three (3) Directors nor more than nine (9) Directors. The first Board of Directors shall consist of three (3) members. The Board of Directors shall be elected by the members of the Corporation entitled to vote. The names and addresses of the first Board of Directors who shall hold office until their successors are elected and have qualified, are as follows:

- (1) Dee Baluh
Suite 237, 2295 Corporate Blvd. N.W.
Boca Raton, Fl. 33431
- (2) Susan O'Rourke
Suite 237, 2295 Corporate Blvd. N.W.
Boca Raton, Fl. 33431
- (3) Linda Blackburn
Suite 237, 2295 Corporate Blvd. N.W.
Boca Raton, Fl. 33431

The Directors of the Association shall be elected at the time and in the manner provided for in the By-Laws.

ARTICLE VIII OFFICERS

The officers of the Association shall consist of a President, one (1) or more Vice Presidents, a Secretary, and a Treasurer. The officers in the Association shall be elected by the Board of Directors of the Association in accordance with the provisions of the By-Laws of the Association. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary. The initial officers are:

- (1) Dee Baluh, President
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- (3) Linda Blackburn, Secretary and Treasurer

ARTICLE IX INDEMNIFICATION

Section 9.1. Third Party Actions. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, or appeal therefrom, whether civil, criminal, administrative, investigative or otherwise (other than any action by or in the right of the Association) by reason of the fact that

he or his testator or intestate is or was a director, officer or employee of the Association, or at the express or implied request of the Association is or was serving as a director, trustee, officer or employee of another Association or a partnership, joint venture, trust or other enterprise (including without limitation any affiliated association, partnership, joint venture, trust or other enterprise), against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.

Section 9.2. Derivative Actions. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Association, or appeal therefrom, to procure a judgment in its favor by reason of the fact that he or his testator or intestate is or was a director, officer or employee of the Association, or at the express or implied request of the Association is or was serving as a director, trustee, officer or employee of another association or a partnership, joint venture, trust or other enterprise (including without limitation any affiliated association, partnership, joint venture, trust or other enterprise), against expenses (including attorneys' fees and amounts paid in settlement) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Association; provided, however, that no person shall be entitled to indemnification under this Section 9.2 with respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or willful misconduct in the performance of his duty to the Association.

Section 9.1. Successful Defense. To the extent that a director, officer or employee has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 9.1 or 9.2 of this Article IX, or in defense of any claim, issue or matter therein, such determination shall constitute conclusive evidence of such person's right to be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith, and the president or a vice president of the Association shall direct the reimbursement of all such expenses to such person.

Section 9.4. Determination of Propriety of Indemnification. No person seeking indemnification under Section 9.1 or 9.2 of this Article IX shall be indemnified unless pursuant to a determination by a court or unless the board of directors or the shareholders in good faith by a majority vote of a quorum of directors or shareholders, as the case may be, who were not parties to such action, suit or proceeding determine that the standards set forth in such sections have been met in the circumstances. The Association may provide for additional indemnification and rights to any person (including without limitation those persons referred to in Section 9.1 and 9.2 of this Article IX), in each case except as otherwise ordered by a court or prohibited by law.

ARTICLE X DISPOSITION OF ASSETS UPON DISSOLUTION

No member, director or officer of the Association or other private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Association. Unless agreed to the contrary by seventy-five

percent (75%) of each and every class of membership and all entities holding mortgages on Lots served by Common Property, upon dissolution of the Association, the assets of the Association shall be granted, conveyed and assigned to an appropriate public body, agency or agencies, utility or utilities or any one (1) or more of them or to any one (1) or more nonprofit associations, trusts or other organizations to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association. No disposition of the Association's assets shall divest or diminish any right or title of any member vested in him under recorded covenants and restrictions applicable to such assets unless made in accordance with the provisions of such Covenants. This Article may be amended upon vote of 75% of the members entitled to vote and all entities holding mortgages on Lots.

ARTICLE XI
AMENDMENT OF ARTICLES

These Articles may be amended by an affirmative vote of two-thirds (2/3) of the members of the Association entitled to vote.

ARTICLE XII
BY-LAWS

The Association shall adopt By-Laws governing the conduct of the affairs of the Association. The By-Laws shall be altered, amended, or rescinded as provided in the By-Laws.

ARTICLE XIII
SUBSCRIBERS

The name and residence of the subscriber to these Articles of Incorporation is as follows:

Lynda R. Aycock
4841 San Clero Road
Jacksonville, Florida 32217

IN WITNESS WHEREOF, the subscribing Incorporator has hereunto set her hand and seal and caused these Articles of Incorporation to be executed this 8th day of March, 1988.

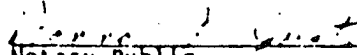


STATE OF FLORIDA

COUNTY OF DUVAL

Before me, the undersigned Notary Public, in and for said County and State, personally appeared Lynda R. Aycock, who is known to me and who, after being first duly sworn, deposed under oath and said that the foregoing Articles of Incorporation were prepared under her direction and that she had knowledge of the facts stated therein, that said facts are true, and that she executed the same freely and voluntarily and for the purposes stated therein.

Given under my hand and official seal this 10th day of March, 1988.




Notary Public

My Commission Expires: 1-24-90

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated non-profit corporation, at the place designated in Article III of these Articles of Incorporation, the undersigned hereby agrees to act in this capacity and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of his duties.

DATED this 8th day of March, 1988.


Lynda R. Aycock
Registered Agent