

ARTICLES OF INCORPORATION
OF
CEDAR CAY HOMEOWNERS' ASSOCIATION, INC.

The undersigned incorporator, desiring to form a corporation not-for-profit under Chapter 617, Florida Statutes, as amended, hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation shall be CEDAR CAY HOMEOWNERS' ASSOCIATION, INC., which is hereafter referred to as the "Association".

ARTICLE II

DEFINITIONS

Each term used herein which is defined in the Declaration of Restrictions and Protective Covenants for CEDAR CAY recorded or to be recorded in the Public Records of Palm Beach County, Florida (the "Declaration") shall have the same meaning or definition when used herein as the meaning or definition ascribed thereto in the Declaration.

ARTICLE III

PURPOSES AND POWERS

The objects and purposes of the Association are those objects and purposes as are authorized by the Declaration of Restrictions and Protective Covenants for CEDAR CAY to be recorded in the Public Records of Palm Beach County, Florida, and to enforce the covenants and restrictions created by the Declaration.

The Association is not organized for profit and no part of the net earnings, if any, shall inure to the benefit of any members or individual person, firm or corporation.

The Association shall have the power:

- A. To contract for the management of the Association and to delegate to the party with whom such contract has been entered the powers and duties of the Association except those which require specific approval of the Board of Directors or members.
- B. 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 and the Declaration. The Association shall also have all of the powers necessary to implement the purposes of the Association. Provided, however, the Association shall not have the power to provide financial support to an ad hoc committee of another association without the approval of seventy-five percent (75%) of the Membership and, for as long as the Developer holds title to any portion

of the Properties, the express written consent of the Developer.

ARTICLE IV

MEMBERS

Section 1. Membership. Every person or entity who is a record owner of a fee or undivided fee interest in any Lot shall be a member of the Association, provided that any such person or entity who holds such interest merely as a security for the performance of an obligation shall not be a member.

Section 2. Voting Rights. The Association shall have two classes of voting membership:

Class A. Class A members shall be all those owners as defined in Section 1 with the exception of the Developer as defined in the Declaration, hereinafter referred to as "the Developer." Class A members shall be entitled to one vote for each Lot in which they hold the interests required for membership by Section 1. When more than one person holds such interest or interests in any Lot, all such persons shall be members, but the vote for such Lot shall be exercised only by that one person designated in writing by all such members. In no event shall more than one vote be cast with respect to any such Lot.

Class B. The Class B member shall be the Developer. The Class B member shall be entitled to one vote for each Lot in which it holds the interest required for membership in Section 1, provided, however, that notwithstanding any provision to the contrary, the Developer shall have the right to elect the entire Board of Directors of the Association until such time as Developer no longer holds the title to any portion of the properties subject to the Declaration or to any additional property which may have been brought under the provisions thereof by recorded supplemental declarations.

Section 3. Meetings of Members. The Bylaws of the Association shall provide for an annual meeting of members, and may make provision for regular and special meetings of members other than the annual meeting. A quorum for the transaction of business at any meeting of the members shall exist if thirty percent of the total number of members in good standing shall be present or represented at the meeting.

ARTICLE V

CORPORATE EXISTENCE

The corporation shall have perpetual existence.

ARTICLE VI

DIRECTORS

Section 1. Management by Directors. The property, business and affairs of the Association shall be managed by a Board of

Directors, which shall consist of not less than three nor more than nine persons, but as many persons as the Board of Directors shall from time to time determine. A majority of the directors in office shall constitute a quorum for the transaction of business. The Bylaws shall provide for meetings of directors, including an annual meeting.

Section 2. Initial Board of Directors. The names and addresses of the first Board of Directors of the Association, who shall hold office until the first annual meeting of members and until qualified successors are duly elected and have taken office, shall be as follows:

Joseph B. Fraser, III

Trammell Crow Company
933 Clint Moore Road
Boca Raton, Florida 33431

Rita Lampkin

Trammell Crow Company
933 Clint Moore Road
Boca Raton, Florida 33431

Andrew L. Chaikovsky

Trammell Crow Company
933 Clint Moore Road
Boca Raton, Florida 33431

Section 3. Election of Members of Board of Directors. Except for the first Board of Directors, directors shall be elected by the members of the Association at the annual meeting of the membership as provided by the Bylaws of the Association, and the Bylaws may provide for the method of voting in the election and for removal from office of directors. All directors shall be members of the Association residing in CEDAR CAY or shall be authorized representatives, officers, or employees of corporate members of the Association provided that such limitations shall not apply to Directors appointed by the Developer.

Section 4. Duration of Office. Members elected to the Board of Directors shall hold office until they resign or until the next succeeding annual meeting of members, and thereafter until qualified successors are duly elected and have taken office.

Section 5. Vacancies. If a director elected by the general membership shall for any reason cease to be a director, the remaining directors so elected may elect a successor to fill the vacancy for the balance of the unexpired term.

ARTICLE VII

OFFICERS

Section 1. Officers Provided For. The Association shall have a President, a Vice President, a Secretary, and a Treasurer, and such other officers as the Board of Directors may from time to time elect.

Section 2. Election and Appointment of Officers. The officers of the Association, in accordance with any applicable provisions of the Bylaws, shall be elected by the Board of Directors for terms of one year and until qualified successors are duly elected and have taken office. The Bylaws may provide for the method of voting in the election, for the removal from office of officers, for filling vacancies, and for the duties of the officers. The President and Vice President shall be directors; other officers may or may not be directors of the Association. If the office of President shall become vacant for any reason, or if the President shall be unable or unavailable to act, the Vice President shall automatically succeed to the office or perform its duties and exercise its powers. If any office other than that of the President shall become vacant for any reason, the Board of Directors may elect or appoint an individual to fill such vacancy.

Section 3. First Officers. The names and addresses of the first officers of the Association, who shall hold office until the annual meeting of directors and until successors are duly elected and have taken office, shall be as follows:

| <u>Office</u> | <u>Name</u> | <u>Address</u> |
|---------------|-----------------------|--|
| President | Joseph B. Fraser, III | Trammell Crow Company 933 Clint Moore Road Boca Raton, Florida 33431 |
| Treasurer | Rita Lampkin | Trammell Crow Company 933 Clint Moore Road Boca Raton, Florida 33431 |
| Secretary | Andrew L. Chaikovsky | Trammell Crow Company 933 Clint Moore Road Boca Raton, Florida 33431 |

ARTICLE VIII

BYLAWS

The Board of Directors shall adopt Bylaws consistent with these Articles of Incorporation. Such Bylaws may be altered, amended or repealed by the membership in the manner set forth in the Bylaws.

ARTICLE IX

AMENDMENTS

Amendments to these Articles of Incorporation shall require the affirmative vote of a majority of the Board of Directors and the affirmative vote of two-thirds of the Members of the Association; provided, however, that (a) no amendment shall make any change in the qualifications for membership nor the voting rights of the Members without the written approval or affirmative vote of all Members of the Association, (b) that these Articles shall not be amended in any manner without the prior written consent of the Developer to such amendment for so long as the Developer is the Owner of any Lot, and (c) that these Articles shall not be amended in any manner which conflicts with the terms, covenants and provisions contained in the Declaration.

ARTICLE X

INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon such person in connection with any proceeding or any settlement thereof to which such person may be a party or may become involved by reason of being or having been a director or officer of the Association, whether or not 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 duty; provided that in the event of a settlement, the indemnification provided for herein shall apply only if and when the Board of Directors approves such settlement and reimbursement as being in the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of any and all right of indemnification to which such director or officer may be entitled under statute or common law.

ARTICLE XI

TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

No contract or transaction between the Association and one or more of its directors or officers, or between the Association and any other corporation, partnership, association, or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be invalid, void or voidable solely for such reason, or solely because the director or officer is present at or participates in the meeting of the Board or committee thereof which authorized the contract or transaction, or solely because his or their votes are counted for such purpose. No director or officer of the Association shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction.

Interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

ARTICLE IX

REGISTERED AGENT

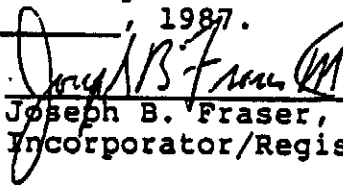
The name and address of the initial registered agent of the Corporation is Joseph B. Fraser, III, 933 Clint Moore Road, Boca Raton, Florida 33431.

ARTICLE X

INCORPORATOR

Joseph B. Fraser, III, whose address is 933 Clint Moore Road, Boca Raton, Florida 33431, is the Incorporator to these Articles of Incorporation.

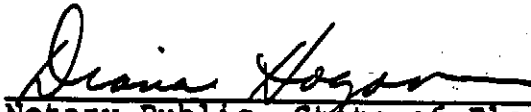
IN WITNESS WHEREOF, the said Incorporator has hereunto set his hand this 26th day of January, 1987.



Joseph B. Fraser, III
Incorporator/Registered Agent

STATE OF FLORIDA)
 : ss
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 26th day of January, 1987, by Joseph B. Fraser, III.



Notary Public, State of Florida
Commission Expires:

Notary Public, State of Florida
My Commission Expires Feb. 3, 1990
RENEW THIS YEAR TO AVOID PENALTY