

EXHIBIT B

TO

DECLARATION OF PROTECTIVE COVENANTS AND RESTRICTIONS

FOR

VINTAGE ESTATES

ARTICLES OF INCORPORATION

OF

VINTAGE ESTATES
HOMEOWNER'S ASSOCIATION, INC.

LAW OFFICES OF COHEN, BERKE, BERNSTEIN, BRODIE & KONDELL, P.A.

ONE DATRAN CENTER, PENTHOUSE ONE, 9100 SOUTH DADELAND BOULEVARD, MIAMI, FLORIDA 33156 • TEL. (305) 665-6655

ARTICLES OF INCORPORATION
OF
VINTAGE ESTATES
HOMEOWNER'S ASSOCIATION, INC.

The undersigned hereby associate themselves for the purpose of forming a corporation not-for-profit under Chapter 617, Florida Statutes, and certify as follows:

ARTICLE I

NAME

The name of the corporation shall be Vintage Estates Homeowner's Association, Inc., which corporation shall hereinafter be referred to as the "Association".

ARTICLE II

PURPOSE

The purpose and object of the Association shall be to administer the operation and management of all common areas and/or recreational areas within Vintage Estates, located in Palm Beach County, Florida, pursuant to the plat thereof to be recorded in the Public Records of Palm Beach County, Florida; and to undertake the performance of the acts and duties, incident to the administration of the operation and management of said common areas and other properties located within Vintage Estates (hereinafter the "development"), in accordance with the terms, provisions, conditions and authorizations contained in these Articles of Incorporation, and which may be contained in the formal Declaration of Protective Covenants and Restrictions for Vintage Estates which shall be recorded in the Public Records of Palm Beach County, Florida; and to take and hold fee simple title to said common areas and to operate, lease, mortgage, sell, trade and otherwise deal with such property, whether real or personal, as may be necessary or convenient in the administration and maintenance of the above-referenced property; and further, to foster a residential community throughout the Development.

ARTICLE III

POWERS

The Association shall have the following powers:

1. The Association shall have all of the common law and statutory powers of a corporation not-for-profit under the laws of Florida which are not in conflict with the terms of these Articles and the formal Declaration of Protective Covenants and Restrictions for Vintage Estates as aforementioned and all of the powers and duties reasonably necessary to implement and effectuate the purposes of the Association, as hereinabove set forth, including, but not limited to, the following:

(a) To make, establish and enforce reasonable rules and regulations governing the development and the use of the common areas as delineated upon the Plat of Vintage Estates and as such terms are further defined by the formal Declaration of Protective Covenants and Restrictions for Vintage Estates and as hereinabove referred to.

(b) To make and collect assessments against members of the Association to defray the costs, expenses and losses of the Association.

(c) To use the proceeds of assessments in the exercise of its powers and duties.

leased or acquired by the members, and as set forth in the formal Declaration of Protective Covenants and Restrictions for Vintage Estates.

(e) To purchase insurance upon the common areas and insurance for the protection of the Association and its members.

(f) To reconstruct the improvements upon the common areas after casualty and construct further improvements upon and within these properties, and as set forth in the formal Declaration of Protective Covenants and Restrictions for Vintage Estates.

(g) To make reasonable rules and regulations respecting the maintenance and use of any properties located within the development including, but not limited to, the Dwelling Units therein located.

(h) To undertake the maintenance and repair of the individual residential yard areas.

(i) To do anything necessary or proper in law or equity or otherwise to enforce the provisions of the formal Declaration of Protective Covenants and Restrictions for Vintage Estates, these Articles of Incorporation and the By-Laws of the Association and the Rules and Regulations for the use and maintenance of the properties within the Development and the Declaration of Maintenance Covenants for Arvida Country Club.

(j) To contract for the management of the common areas and other properties for which the Association is responsible, and to delegate all management powers and duties to a qualified person, firm or corporation.

(k) To employ personnel necessary to perform the obligations, services and duties required of the Association and for the proper operations of the properties for which the Association is responsible.

(l) To acquire and/or sell and to enter into any agreements whereby it acquires and/or sells any interest in real or personal property, whether by fee or otherwise, whether or not contiguous to the land located within Vintage Estates provided that all of the transactions contemplated herein are to be for the use, benefit and enjoyment of the members of the Association. This shall include, but not be limited to, acquisition and/or lease of real property and/or personal property as and for recreational and community facilities.

(m) To make and collect assessments against members to defray the cost of taxes, maintenance, repair, operation of real and personal property acquired pursuant to subparagraph (l) above and to satisfy the obligations for the acquisition of same whether by way of payments under the term of promissory notes and mortgages encumbering same or by way of other obligations.

(n) To enter into contracts and agreements for the purpose of effectuating the Declaration of Protective Covenants and Restrictions for Vintage Estates, these Articles of Incorporation and the By-Laws of the Association and the Rules and Regulations.

2. All funds and the 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 the Declaration of Protective Covenants and Restrictions for Vintage Estates, these Articles of Incorporation and the By-Laws of the Association.

3. The Association shall make no distribution of income to its members, directors or officers.

4. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration of Protective Covenants and Restrictions for Vintage Estates and the By-Laws of the Association.

ARTICLE IV

MEMBERS

1. The members of the Association shall consist of all of the record owners of each Lot in Vintage Estates according to the Plat thereof, as recorded in the Public Records of Palm Beach County, Florida.

2. Transfer 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 Lot and the delivery to the Association of a certified copy of such instrument; the owner or owners designated by such instrument thereby becoming a member or members of the Association. The membership in the Association of the prior owner or owners shall be thereby terminated.

3. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to his or her Lot.

4. The members of the Association, singly or collectively, shall be entitled to only one (1) vote for each Lot owned by them; provided, however, in the event a Dwelling Unit is constructed on more than one (1) Lot the owner thereof shall be entitled to only one (1) vote per Dwelling Unit. The exact manner of exercising voting rights when there are two (2) or more owners of one (1) Lot, shall be determined by the By-Laws of the Association.

ARTICLE V

DIRECTORS

1. The affairs of the Association will be managed by a Board consisting of the number of directors as shall be determined by the By-Laws of the Association, but shall not be less than three (3) in number. In the absence of a determination as to the number of members, the Board of Directors shall consist of three (3) directors.

2. The 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. The first election of directors by the membership of the Association shall not be held until after all of the Lots in the development have been sold and closed by the Developer, or until the Developer shall voluntarily call an election, whichever event shall first occur.

4. The directors herein named shall serve until the first election of directors by Association members, and any vacancies in the number occurring before the first election shall be filled by the remaining directors. Notwithstanding the foregoing, until the first election of directors, the Developer may remove any director and designate a substitute therefor.

5. 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:

ARTICLE VIOFFICERS

The affairs of the Association shall initially be administered by the officers named in these Articles of Incorporation and any vacancy shall be filled by appointment of the first Board of Directors. After the Developer has relinquished control of the Association, the officers shall be elected by the Board of Directors at its first meeting following the first meeting of the members of the Association at which the Board of Directors is elected. The officers shall serve for an annual term 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 elected by the membership of the Association are as follows:

<u>NAME AND ADDRESS</u>	<u>OFFICE(S)</u>
Eugene N. Suttin 1948 Woodlake Terrace Deerfield Beach, FL 33442	President, Vice-President and Secretary

ARTICLE VIIINDEMNIFICATION

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 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 of the Association, 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 that event of a settlement, indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being in 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.

ARTICLE VIIIBY-LAWS

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

ARTICLE IXAMENDMENTS

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

1. 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.

2. A resolution approving a proposed amendment may be proposed by either the Board of Directors or by any one (1) or more members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, provided such approval is delivered to the Secretary of the Association at or prior to the meeting; and

(a) Such approval must be by not less than seventy-five percent (75%) of the entire membership of the Board of Directors and by not less than seventy-five percent (75%) of the votes of the entire membership of the Association; or

(b) By not less than eighty percent (80%) of the entire membership of the Association.

3. No amendment shall make any changes in the qualifications for membership or in voting rights of members, or any change in Paragraphs 2 and/or 3 of Article IV hereof without approval in writing by all members.

4. A copy of each amendment to the Articles of Incorporation as approved shall be accepted and certified by the Secretary of State and recorded in the Public Records of Palm Beach County, Florida.

5. Notwithstanding the provisions of this Article IX, the Developer reserves the right to alter and amend these Articles of Incorporation, as it deems necessary and/or appropriate for the protection and enhancement of the development, and the Developer shall not require or need the joinder of any member prior to such time as the Developer conveys the last Lot of the development or elects to terminate its control over the Association, whichever shall first occur.

6. Notwithstanding the foregoing provisions of this Article IX, until the Developer shall have relinquished control of the Association as hereinabove provided, no amendment of these Articles shall be adopted or become effective without the prior written consent of the Developer, its successors or assigns.

ARTICLE X

TERM

The Association shall have perpetual existence.

ARTICLE XI

DEVELOPER

Wherever referred to herein, the term "Developer" shall mean Vintage Properties II, Ltd., a Florida limited partnership, its successors and assigns.

ARTICLE XII

INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is as follows:

The initial Registered Agent of the Association shall be Datran Corporate Agents, Inc., whose address is 9100 South Dadeland Boulevard, Penthouse I, Miami, Florida 33156.

ARTICLE XIV

INITIAL PRINCIPAL OFFICE

The initial principal office of the Association shall be located at 2500 N.W. 59th Street, Boca Raton, Florida 33496.

IN WITNESS WHEREOF, the incorporator has hereto affixed its signature on this 20th day of May, 1991.

WITNESSES:

[Signature]
[Signature]

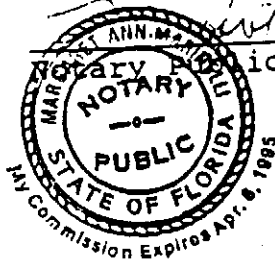
[Signature]
KAREN P. KONDELL

STATE OF FLORIDA)
)
COUNTY OF DADE)

Before me, the undersigned officer, duly authorized to administer oaths and take acknowledgments in the State of Florida, on this day personally appeared KAREN P. KONDELL, the sole incorporator of the Articles of Incorporation of the foregoing Association, who, after being duly sworn by me, upon her oath, stated that she has executed the foregoing Articles of Incorporation for the purposes therein expressed.

IN WITNESS my hand and official seal in the County and State last aforesaid, on this 20th day of May, 1991.


My Commission Expires:



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Having been named as registered agent for VINTAGE ESTATES HOMEOWNER'S ASSOCIATION, INC., in the foregoing Articles of Incorporation I, on behalf of Datran Corporate Agents, Inc., a Florida corporation, hereby agree to accept service of process for said corporation and to comply with all statutes relative to the complete and proper performance of the duties of a registered agent. I am familiar with and accept the obligations of F.S. 607.505.

DATRAN CORPORATE AGENTS, INC.

By: 
RICHARD N. BERNSTEIN, Secretary

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