

State of Florida



Department of State

I certify that the attached is a true and correct copy of the Articles of Incorporation of DISCOVERY POINTE HOMEOWNER'S ASSOCIATION, INC., a corporation organized under the Laws of the State of Florida, filed on May 30, 1986, as shown by the records of this office.

The document number of this corporation is N15186.

EXHIBIT "B"

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
5th day of June, 1986.



CR2E022 (10-85)

George Firestone
Secretary of State

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FILED

1995 MAY 30 PM 4:05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

DISCOVERY POINTE HOMEOWNER'S ASSOCIATION, INC.

a Florida Corporation not for profit

THE UNDERSIGNED hereby associate themselves together 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 DISCOVERY POINTE HOMEOWNER'S ASSOCIATION, INC., and the registered office of this corporation shall be 800 West Cypress Creek Road, Suite 210, Ft. Lauderdale, Florida 33309 or such other place as the Board of Directors may designate. For convenience this corporation shall be referred to as the "Association".

ARTICLE II

PURPOSES:

1. The purpose for which the Association is organized is to manage, operate and maintain the project known as DISCOVERY POINTE, hereinafter referred to as the "Project". Except as otherwise provided herein, the terms used in these Articles of Incorporations shall be defined in accordance with the Declaration of Restrictions..
2. This Association is organized for the purpose of providing a convenient means of administering the Project by the owners thereof.
3. The Association shall have no capital stock and shall make no distribution of income or profit to its members; Directors or Officers.

ARTICLE III

POWERS:

1. The Association shall have all of the common law and statutory powers of a corporation not for profit.
2. The Association shall have all of the powers reasonably necessary to implement the purpose of the Association, including but not limited to the following:
 - A. To adopt a budget or budgets and to make and collect assessments against members to defray the costs of the Association.
 - B. To use the proceeds of assessments in the exercise of its powers and duties.
 - C. To maintain, manage, repair, replace and operate all the Project Property, including but not limited to obtaining and maintaining adequate insurance to protect the Association and the Project Property.
 - D. To reconstruct improvements after casualty and construct further improvements to all the Project Property.

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E. To make and amend rules and regulations governing the operation and use of all Project Property.

F. To enforce by legal means the provisions of the Declaration of Restrictions, these Articles, the By-Laws of the Association and the Rules and Regulations for the use of all the Project Property.

G. To contract for the management of the Project and to delegate to such contractor all powers and duties of the Association except such as are specifically required by any of the Associations Documents to have approval of the Board of Directors or the members of the Association.

H. Notwithstanding anything herein to the contrary, the Association shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c) (7), of the Internal Revenue Code and its regulations as the same may now exist or as they may be hereinafter amended from time to time.

3. All funds and the titles to all property acquired by the Association and the proceeds thereof shall be held only for the benefit of the members in accordance with the provisions of the Declaration of Restrictions, these Articles of Incorporation and the By-Laws of the Association.

ARTICLE IV

MEMBERS:

The qualifications of members, the manner of their admission, and voting by members shall be as follows:

1. All Owners of Units in the Project shall be members of this Association, and no other persons or entities shall be entitled to membership. Each Unit shall be entitled to one vote.
2. Changes in membership in the Association shall be established by the recording in the Public Records of Broward County, Florida, of a deed or other instrument establishing a change of record title to a Unit in the Project and the delivery to the Association of a copy of such recorded instrument, the new Owner designated by such instrument thereby becoming a member of the Association. The membership of the prior Owner 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 Unit.

ARTICLE V

DIRECTORS:

1. The affairs of the Association will be managed by a Board of not less than three (3) nor more than nine (9) Directors as shall be determined by the By-Laws, and in the absence of such determination shall consist of three (3) Directors.
2. Directors of the Association shall be appointed or elected at the Annual Meeting of the members in the manner determined by the By-Laws.

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3. Until the first election of Directors, the following Persons shall serve in that capacity:

ROBERT C. ZAHN

ROGER C. ZAHN

GEORGE W. FREUND

ARTICLE VI

OFFICERS:

The affairs of the Association shall be administered by a President, a Vice President, and a Secretary/Treasurer, all of whom shall be Directors, and as many Assistant Vice-Presidents, Assistant Secretaries and Assistant Treasurers as the Board of Directors shall from time to time determine, who need not be Directors. Such Officer's shall be elected by the Board of Directors at its first meeting following the Annual Meeting of the members of the Association, which officers shall serve without compensation at the pleasure of the Board of Directors. The same person may hold two offices, the duties of which are not incompatible provided, however, that the office of President and Vice-President shall not be held by the same person, nor shall the office of President and Secretary/Treasurer or Assistant Secretary/Treasurer be held by the same person. The names and addresses of the Officers who shall serve until their successors are designated by the Board of Directors are as follows:

PRESIDENT	ROBERT C. ZAHN	150 E. Sample Road, Suite 220, Pompano Beach, FL 33064
VICE-PRESIDENT	ROGER C. ZAHN	150 E. Sample Road, Suite 220, Pompano Beach, FL 33064
SECRETARY/TREASURER	GEORGE W. FREUND	150 E. Sample Road, Suite 220, Pompano Beach, FL 33064

ARTICLE VII

INDEMNIFICATION:

Every Director and every Officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorneys' 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 or any settlement thereof, 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 the event of a settlement the indemnification herein shall apply only when the Board of Directors has approved such settlement and reimbursement as being for the best interest of the Association. The foregoing indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled. The use of any gender shall include all genders where appropriate.

ARTICLE VIII

BY-LAWS:

The By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended, or rescinded by not less than a majority of all of the Directors or by not less than a majority of all of the members of the Association and not less than a majority of all of the Directors, in the manner provided by the By-Laws.

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ARTICLE IX

AMENDMENTS:

Amendments to the 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 considered.
2. Until the first election of all of the members of the Board of Directors by members other than the Developer, proposal of an amendment and approval thereof shall require only the affirmative action of a majority of all of the Directors and no meeting of the members of the Association nor any approval thereof need be had.
3. In addition to the procedure set forth above, a resolution approving a proposed amendment may be proposed by either the Board of Directors or by the members of the Association, and after being proposed and approved by one of such bodies, requires the approval of the other body. Except as otherwise provided herein, such approvals must be by not less than a majority of all the Directors and by not less than a majority of all of the members of the Association. Directors and the members not present at the meeting considering the amendment may express their approval in writing within ten (10) days after such meeting.
4. An amendment shall be effective when filed with the Secretary of State of the State of Florida and recorded in the Public Records of Broward County, Florida.

ARTICLE X

TERM:

The term of the Association shall be the life of the Project unless the Association is terminated sooner.

ARTICLE XI

SUBSCRIBERS:

The names and residences of the subscribers to these Articles of Incorporation who shall also constitute the first Board of Directors to hold office until successors are elected and have qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>
ROBERT C. ZAHN	150 E. Sample Road, Suite 220, Pompano Beach, Florida 33064
ROGER C. ZAHN	150 E. Sample Road, Suite 220, Pompano Beach, Florida 33064
GEORGE W. FREUND	150 E. Sample Road, Suite 220, Pompano Beach, Florida 33064

ARTICLE XII

REGISTERED AGENT:

The Corporation hereby appoints DOUGLAS A. WILLIAMS, as its Registered Agent to accept service of process within this State.

ARTICLE XIII

BILL OF RIGHTS:


The Association has, by this document, been granted an extensive variety of powers to be exercised by the Association, its Board of Directors, and/or its Corporate Officers. The use, misuse, and/or improper, unwise, unjust, or discriminatory use of such powers have

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choked the courts with unnecessary and needless litigation, caused Homeowner's Association members unnecessary and needless expense, and have contributed to the decline in property values of housing units governed by Homeowner's Associations. Accordingly, anything to the contrary notwithstanding, no act, rule, expense, or activity may be undertaken by the Association in any manner or form concerning or pertaining to the following without first obtaining the written consent of 80% of all members of the Association. This Article may not be amended without approval of a least 80% of all Directors and at least 80% of all members:

1. Every member has the right to sell, lease, mortgage or convey any interest in his unit, for any period of time, to any individual or entity of his choosing. The Association shall have no right to first refusal, no right of approval or disapproval, no right to require any application, no rights to require any application fee, and no right to in any manner or form to hinder, delay or interfere with any unit owners right to freely alienate his unit by sale, lease, or mortgage.
2. Other than in pursuance of maintenance or special assessment collection, the Association shall have no right to levy any fine or penalty, against any member.
3. The Association may make no rule interfering, amending, or altering the rule concerning pets described in paragraph 9. I. of the Declaration of Restrictions for Discovery Pointe.
4. The Association may make no rule or regulation the result of which would be discriminatory because of age. All human beings, regardless of age shall have the right to occupy units. The intent of this paragraph is not to unreasonably interfere with reasonable health and safety rules such as prohibitions of use of the swimming pool by children without adult supervision.
5. The Association may undertake no litigation, the cost and expense of which may reasonably be expected to exceed \$1,000.00, whether to be reimbursed or not.

IN WITNESS WHEREOF, the subscribers have hereto affixed their signatures this 20th day of May, 1986.



 ROBERT C. ZAHN




 ROGER C. ZAHN



 GEORGE W. FREUND


I hereby accept appointment as Registered Agent.



 DOUGLAS A. WILLIAMS

STATE OF FLORIDA
 COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 20th day of May, 1986, by ROBERT C. ZAHN, ROGER C. ZAHN and GEORGE W. FREUND.



 NOTARY PUBLIC

My Commission Expires:

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 MAY 20 PM 4:05
 CLERK OF COUNTY
 BROWARD COUNTY
 FLORIDA

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