

**ARTICLES OF INCORPORATION
OF
VILLA PALMA AT NORTHLAKE
HOMEOWNERS ASSOCIATION, INC.
(A Corporation Not For Profit)**

In compliance with the requirements of the Laws of the State of Florida, the undersigned hereby associate themselves together for the purpose of forming a corporation not for profit and do hereby certify

ARTICLE I

The name of the corporation is VILLA PALMA AT NORTHLAKE HOMEOWNERS ASSOCIATION, INC., hereinafter called the "Association":

ARTICLE II

The mailing address of the Corporation and the street address of the Registered Office of the Association is 123 N.W. 13th Street, Suite 300, Boca Raton, Florida 33432 and the name of the Registered Agent is Lynne Gaudet.

ARTICLE III

All definitions in the Declaration of Covenants For Villa Palma at Northlake ("Declaration") to which these Articles are attached as Exhibit B and recorded in the Public Records of Palm Beach County, Florida, are incorporated herein by reference and made a part hereof.

ARTICLE IV

PURPOSE OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members whereof, and the specific purposes for which it is formed are to provide for operation, maintenance and preservation of the Units (which term may be used interchangeably with "Parcel") and Common Area, and improvements thereon, within that certain real property (and any additions thereto) described in the Declaration to promote the health, safety and welfare of the members of the Association and to provide other services and facilities for the members, as determined by the Board of Directors.

ARTICLE V

POWERS OF THE ASSOCIATION

The Association shall have all the powers and duties reasonably necessary to operate and maintain the Association, including, but not limited to, the following:

(a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(b) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration or By-Laws of the Association; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(c) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer or otherwise dispose of real or personal property in connection with the affairs of the Association;

(d) Borrow money, and with the assent of two-thirds (2/3rds) of each class of members at a duly called meeting of the Association, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) Dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective without obtaining consent of two-thirds (2/3rds) of the members to such dedication, sale or transfer in writing or by vote at a duly called meeting of the Association, and unless prior written consent of Developer is obtained for so long as Developer owns a Unit;

(f) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3rds) of each class of members at a duly called meeting of the Association, except as otherwise provided in Article II of the Declaration;

(g) To promulgate or enforce rules, regulations, by-laws, covenants, restrictions or agreements to effectuate all of the purposes for which the Association is organized;

(h) To have and to exercise any and all powers, rights and privileges which a non-profit corporation organized under the Laws of the State of Florida may now or hereafter have or exercise;

(i) To contract for management of the Association, and to delegate in such contract all or any part of the powers and duties of the Association and to contract for services to be provided the Owners including but not limited to garbage pick-up and other utilities and master antenna or cable television and/or radio system and the servicing and monitoring of the medical/fire/burglary system in each residence.

PROVISO: Notwithstanding the foregoing, until such time as Class B membership in the Association ceases, as hereinafter set forth, the powers of the Association as set forth in Paragraphs (d), (e) and (f) may be exercised solely by the Board of Directors.

ARTICLE VI

MEMBERSHIP

Every Owner of a Unit/Parcel shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Unit/Parcel.

ARTICLE VII

VOTING RIGHTS

The Association shall have two (2) classes of voting membership:

Class A. Class A members shall be all Parcel Owners, and shall be entitled to one (1) vote for each Parcel owned. When more than one (1) person holds an interest in any Parcel, all such persons shall be members. The vote for such Parcel shall be exercised as they determine, but in no event shall more than one (1) vote be cast with respect to any Parcel.

Class B. The Class B member shall be the Developer and shall be entitled to cast three (3) votes for each vote which may be cast by each of the Class A members. The Class B membership shall cease on the happening of one of the following events, whichever occurs earlier:

(a) three (3) months after 90% of the Parcels in Villa Palma at Northlake that will ultimately be operated by the Association have been conveyed to Parcel Owners; or

(b) such other percentage of the Parcels have been conveyed to members, or such other date or event has occurred, as set forth in the governing documents in order to comply with the requirements of any governmentally chartered entity with regard to the mortgage financing of Parcels; or

(c) Such earlier date as Developer may determine.

ARTICLE VIII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of Directors consisting of not less than three (3) nor more than nine (9) persons who need not be members of the Association. The first Board shall consist of three (3) members. Thereafter the number of Directors may be increased to a maximum of nine (9) by a majority vote of the Board of Directors.

The first election of Directors shall be held when Class B membership ceases as provided in Article VII hereof at a meeting of the members called for that purpose. Unless increased by the Board, three (3) Directors shall be elected at this first election to serve until the next annual members' meeting for a term of one (1) year each. At each annual meeting thereafter a number of Directors equal to that of those whose terms have expired shall be elected for the term of one (1) year.

The Directors named in these Articles shall serve until the first election of Directors, and any vacancies in their number occurring before the first election shall be filled by the Class "B" Member. The Class B Member shall have the right to remove and replace Directors until the first election of Directors. 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:

<u>NAME</u>	<u>ADDRESS</u>
Lynne Gaudet	123 N.W. 13th Street Suite 300 Boca Raton, Florida 33432
Jane Cimaglia	123 N.W. 13th Street Suite 300 Boca Raton, Florida 33432
Ron Yuter	123 N.W. 13th Street Suite 300 Boca Raton, Florida 33432

ARTICLE IX

DISSOLUTION

In the event of the dissolution of the Association, other than incident to a merger or consolidation, any Member may petition the Circuit Court of the Fifteenth Judicial Circuit of the State of Florida for the appointment of a receiver to manage the affairs of the dissolved Association and to manage the Properties, in the place and instead of the Association, and to make such provisions as may be necessary for the continued management of the affairs of the dissolved Association and the Communities.

ARTICLE X

DURATION

The corporation shall exist perpetually.

ARTICLE XI

AMENDMENTS

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

1. Proposal. Amendments to these Articles may be proposed upon a vote of the majority of the entire Board adopting a resolution setting forth the proposed amendment to these Articles, directing that it be submitted to a vote at a special or annual meeting of members; or amendments may be proposed by the members of the Association upon a vote of the majority of the membership entitled to vote at a meeting for which notice of the proposed amendment has been given.

2. Call for Meeting. Upon the adoption of a resolution proposing any amendment or amendments to these Articles by said Board or members, such proposed amendment or amendments shall be transmitted to the President of the Association, or other officer of the Association in absence of the President, who shall thereupon call a special meeting of the membership, unless it is to be considered at an annual meeting. It shall be the duty of the Secretary to give each member written notice stating the purpose of the meeting, place, day and hour of the meeting, and setting forth the proposed amendment or a summary of the changes to be effected thereby. Notice shall be delivered not less than ten (10) or more than sixty (60) days before the date of the meeting, either personally or by first class mail. If the notice is mailed with postage thereon prepaid, at least thirty (30) days before the date of meeting, it may be done by a class of United States mail addressed to the member at his address as it appears on the membership books.

3. Vote Necessary. In order for such amendment or amendments to become effective, the same must be approved at a duly called meeting, by an affirmative vote of a majority of the votes of the entire membership entitled to vote thereon.

4. By Written Statement. If all the directors and all the members eligible to vote sign a written statement manifesting their intention that an amendment to these Articles be adopted, then the amendment shall thereby be adopted as though subsections 1., 2., and 3. above have been satisfied.

5. Filing. The Articles of Amendment containing said approved amendment or amendments shall be executed by the corporation by its President or Vice President and by its Secretary or Assistant Secretary and acknowledged by one of the officers signing such Articles. The Articles of Amendment shall set forth:

- (a) The name of the corporation.
- (b) The amendments so adopted.
- (c) The date of the adoption of the amendment by the members.

Such Articles of Amendment shall be filed, along with the appropriate filing fees, within ten (10) days from said approval with the office of the Secretary of the State of Florida for approval.

ARTICLE XII

INCORPORATOR

The name and address of the incorporator of this Association is TOUSA Homes, Inc., a Florida corporation, dba Eagle Homes/South Florida, whose address is 123 N.W. 13th Street, Suite 300, Boca Raton, FL 33432.

ARTICLE XIII

OFFICERS

The Board of Directors shall elect the President, Secretary, Treasurer, and as many Vice-Presidents, Assistant Secretaries and Assistant Treasurers as the Board of Directors shall from time to time determine.

The names and addresses of the Officers who shall serve until their successors are designated by the Board of Directors are as follows:

President:	Lynne Gaudet	123 N.W. 13th Street Suite 300 Boca Raton, Florida 33432
Vice President:	Jane Cimiglia	123 N.W. 13th Street Suite 300 Boca Raton, Florida 33432
Secretary-Treasurer:	Ron Yuter	123 N.W. 13th Street Suite 300 Boca Raton, Florida 33432

ARTICLE XIV

BY-LAWS

The original By-Laws of the Association shall be adopted by a majority vote of the Directors. Thereafter, the By-Laws of the Association may be amended, altered or rescinded at a regular or special meeting of the members by a vote of a majority of a quorum of members present in person or by proxy.

ARTICLE XV

INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Association shall and does hereby indemnify and hold harmless every Director and every Officer, their heirs, executors and administrators, against all loss, cost and expenses reasonably incurred in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a Director or Officer of the Association, including reasonable counsel fees, except as to matters wherein he shall be finally adjudged in such action, suit or proceeding to be liable for or guilty of gross negligence or willful misconduct. The foregoing rights shall be in addition to, and not exclusive of, all other rights to which such Director or Officer may be entitled.

ARTICLE XVI

TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

No contract or transaction between the Association and one (1) or more of its Directors or Officers, or between the Association and any other corporation, partnership, association, or other organization in which one (1) or more of its officers or directors are Officers or Directors of this Association shall be invalid, void or voidable solely for this reason, or solely because the Officer or Director is present at, or participates in, meetings of the Board or Committee thereof which authorized the contract or transaction, or solely because said Officers' or Directors' votes are counted for such purpose. No Director or Officer of the Association shall incur liability by reason of the fact that said Director or Officer 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.

H03000065748 3

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.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the incorporator of this Association, has executed these Articles of Incorporation this 25th day of February, 2003.

WITNESSES:

[Signature]
Signature
Tech Spongia
Printed Name

[Signature]
Signature
Janet L. Trump
Printed Name

TOUSA Homes, Inc., a Florida corporation,
dba Engle Homes/South Florida

BY:

[Signature]
HARRY ENGELSTEIN, Vice President

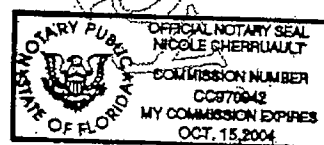
STATE OF FLORIDA
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared HARRY ENGELSTEIN, the Vice President of TOUSA Homes, Inc., a Florida corporation, dba Engle Homes/South Florida, the corporation in whose name the foregoing instrument was executed, and that he acknowledged executing same for said corporation, freely and voluntarily, under authority duly vested in him by said corporation and that he is personally known to me.

WITNESS my hand and official seal in the County and State last aforesaid this 25 day of February, 2003.

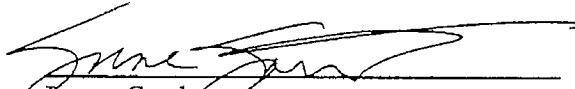
[NOTARIAL SEAL]

Notary Public: [Signature]
Print Name: Nicole Cherrault
Commission No.: 06870942
My commission expires: Oct 15, 2004




H03000065748 3

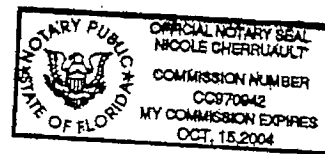
I HEREBY ACCEPT MY DESIGNATION AS REGISTERED AGENT


Lynne Gaudet

Sworn to and subscribed before me this 26 day of February, 2003.

[NOTARIAL SEAL]


Notary Public:
Print Name: Nicole Cherruault
Commission No.: CC970842
My commission expires: OCT 15, 2004



V414008v02\2/24/03\13157.019800