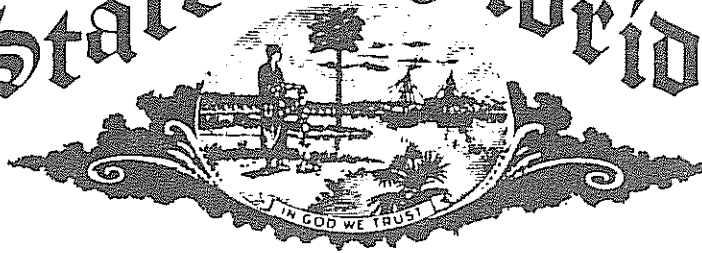


State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of FLAGLER BEACH POLO CLUB HOMEOWNERS ASSOCIATION, INC., a Florida corporation, filed on April 19, 2004, as shown by the records of this office.

The document number of this corporation is N04000003936.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Twenty-first day of April, 2004



CR2EO22 (2-03)

Glenda E. Hood
Glenda E. Hood
Secretary of State

**ARTICLES OF INCORPORATION
OF
FLAGLER BEACH POLO CLUB HOMEOWNERS ASSOCIATION, INC.
A CORPORATION NOT-FOR-PROFIT**

FILED

2004 APR 19 A 9:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation not-for-profit under **Sections 720.301-729.312, Florida Statutes**, files these Articles of Incorporation and certifies as follows:

**ARTICLE I
NAME**

The name of the corporation shall be **FLAGLER BEACH POLO CLUB HOMEOWNERS ASSOCIATION, INC.** For convenience, the corporation shall be referred to in this instrument as the "Association". The principal office of the Association is 2 Jungle Hut Road, Palm Coast, Florida 32137.

**ARTICLE II
PURPOSES**

A. The purpose for which the Association is organized are:

(i) to be and constitute the Homeowners Association to which reference is made in the Declaration of Restrictive Covenants of the Flagler Beach Polo Club Subdivision as amended from time to time, to perform all obligations and duties of the Association, and to exercise all rights and powers of the Association, as specified therein, in the By-Laws and as provided by law; and

(ii) to provide an entity for the furtherance of the interests of the owners of FLAGLER BEACH POLO CLUB SUBDIVISION, a platted subdivision in Flagler County, Florida, and

(iii) to own, manage, and control the common areas of the development known as FLAGLER BEACH POLO CLUB SUBDIVISION, or FLAGLER BEACH POLO CLUB.

(iv) to operate, maintain and manage the surface water or storm water management system(s) in a manner consistent with the St. Johns River Water Management District Permit requirements and applicable District rules, and to assist in the enforcement of the restrictions and covenants contained herein, and as may be recorded in the Public Records of Flagler County, Florida.

(v) to serve all other lawful purposes not inconsistent with these articles or the duly recorded covenants of the subdivision.

B. The Association shall make no distributions of income to its members, directors, or officers. This provision does not prohibit reasonable compensation to be paid to directors, officers, or members for services rendered to the Association.

C. The Association is not and shall never become a Condominium Association nor shall it ever operate such as to require compliance with the Florida Condominium Act.

ARTICLE III **POWERS**

The powers of the Association shall include and be governed by the following provisions:

A. The Association shall have all the common law and statutory powers of a corporation not-for-profit which are not in conflict with **Sections 720.301-720.312, Florida Statutes**, known as the Florida Homeowners Association Law, the terms of these Articles, or By-Laws of this Association.

B. The Association shall have all of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles, the By-Laws, including, without limitations, the following:

(i) to fix and to collect assessments or other charges to be levied against the units;

(ii) to manage, control, operate, maintain, repair, and improve property subjected to the Declaration or any other property for which the Association by rule, regulation or contract has a right or duty to provide such exercises;

(iii) to enforce covenants, conditions, or restrictions affecting any property to the extent the Association may be authorized to do so under any Declaration or By-Laws;

(iv) to engage in activities which will actively foster, promote, and advance the common interest of the Unit Owners;

(v) to buy or otherwise acquire, sell, or otherwise dispose of, mortgage, or otherwise encumber, exchange, lease, hold, use, operate, and otherwise deal in and with real, personal, and mixed property of all kinds and any right of interest therein for any purpose of the Association;

(vi) to borrow money for any purpose as may be limited in the By-Laws;

(vii) to enter into, make, perform or enforce contracts of every kind and

description, and to do all other acts necessary, appropriate, or advisable in carrying out any purpose of the Association, with or in association with any other association, corporation, or other entity or agency, public or private;

(viii) to adopt, alter, and amend or repeal such By-Laws as may be necessary or desirable for the proper management of the affairs of the Association; provided, however, such By-Laws may not be inconsistent with or contrary to any provisions of the Declaration of Restrictive Covenants;

(ix) to provide any and all supplemental municipal services as may be necessary or proper for the operation and maintenance of all common areas, and the common interest of the Unit Owners.

(x) to levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the surface water or storm water management system. Such assessments shall be used for the maintenance and repair of the surface water or storm water management systems including, but not limited to, work within retention areas, drainage structures and drainage easements.

C. The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law; and the powers specified in each of the paragraphs of this ARTICLE III are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provision in ARTICLE III.

ARTICLE IV **MEMBERS**

A. The Association shall be a membership corporation without certificates or shares of stock.

B. The owner of each Lot in FLAGLER BEACH POLO CLUB Subdivision shall be a member of the Association and shall be entitled to vote in accordance with the formula set forth in the By-Laws or Declaration, except there shall be no vote for any lot held by the Association. The manner of exercising voting rights shall be determined by the By-Laws of the Association.

C. Change of membership in the Association shall be established by recording in the public records of the County of Flagler, Florida, by a deed or other instrument establishing record title to a lot and written notice to the Association of such change in title. The owner designated by such instrument thereby becomes a member of the Association, and the membership of the prior owner is terminated.

D. 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 ownership of a lot.

ARTICLE V
TERM

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Association shall exist in perpetuity.

ARTICLE VI
DISSOLUTION

In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water or storm water management system must be transferred to and accepted by an entity which would comply with Section 40C-42.027, F.A.C., and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

ARTICLE VII
DIRECTORS

A. The affairs of the Association shall be conducted, managed, and controlled by a Board of Directors. The initial Board of Directors shall consist of three (3) Directors. The number of Directors may be either increased or diminished from time to time in accordance with the By-Laws, but shall never be less than three and shall always be an odd number. The initial Board of Directors shall be the following:

Rich Smith
411 S. Central Ave.
Flagler Beach, FL 32136

Timothy J. Conner
2 Jungle Hut Road, Ste. 1
Palm Coast, FL 32137

Lisa Smith
411 S. Central Ave.
Flagler Beach, FL 32136

B. The method of election and term of office, removal, and filling of vacancies shall be set forth in the By-Laws. The Board may delegate such operating authority to such companies, individuals, and committees as it, in its discretion, may determine.

ARTICLE VIII OFFICERS

The affairs of the Association shall be administered by the officers designated by the By-Laws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the Association, and they shall serve at the pleasure of the Board of Directors.

ARTICLE IX BY-LAWS

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

ARTICLE X AMENDMENTS

Amendments to the Articles of Incorporation may be proposed and adopted, provided that no amendment may be in conflict with the Declaration of Restrictive Covenants and provided, further, no amendment shall be effective to impair or dilute any rights of members that are governed by such Covenants.

ARTICLE XI INCORPORATION

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

TIMOTHY J. CONNER, ATTORNEY
2 Jungle Hut Road, Ste. 1
Palm Coast, Florida 32137

ARTICLE XII
REGISTERED AGENT OFFICE

The initial registered agent of the corporation is:

TIMOTHY J. CONNER, ATTORNEY
2 Jungle Hut Road, Ste. 1
Palm Coast, Florida 32137

**CERTIFICATE DESIGNATING REGISTERED
AGENT AND STREET ADDRESS FOR
SERVICE AND PROCESS**

FILED

2004 APR 19 A 9:12

Pursuant to **Section 48.091, Florida Statutes**, The Corporation **FLAGLER BEACH POLO CLUB HOMEOWNERS ASSOCIATION, INC.**, hereby designates:

TIMOTHY J. CONNER, ATTORNEY
2 Jungle Hut Road, Ste. 1
Palm Coast, Florida 32137

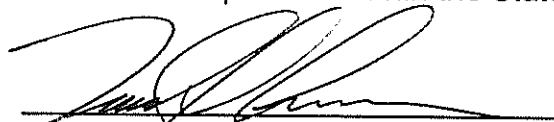
as its registered agent and the street address of its registered office for service of process within the State of Florida.

**FLAGLER BEACH POLO CLUB
HOMEOWNERS ASSOCIATION, INC.**

By: 
TIMOTHY J. CONNER, Incorporator

ACCEPTANCE OF DESIGNATION


I hereby accept the foregoing designation as registered agent of FLAGLER BEACH HOMEOWNERS ASSOCIATION, INC. for service of process within the State of Florida.


TIMOTHY J. CONNER
Registered Agent

**STATE OF FLORIDA)
COUNTY OF FLAGLER)**

The foregoing Articles of Incorporation were acknowledged before me this 16th day of April, 2004, for the purposes expressed in such Articles.


NOTARY PUBLIC

 Regina Gutierrez
My Commission DD028262
Expires May 28, 2005