

RESTATED AND CONSOLIDATED
The Declaration of Condominium
The Articles of Condominium
The By-Laws



*Includes all Amendments
thru February, 2001.*

ARTICLES OF INCORPORATION
OF
COUNTRY CLUB TOWER OF CORAL SPRINGS ASSOCIATION, INC.

(Corporation Not For Profit)

In order to form a corporation under and in accordance with the provisions of the laws of the State of Florida for the Formation of Corporations Not for Profit, we, the undersigned, hereby associate ourselves into a corporation for the purpose and with the powers hereinafter mentioned; and to that end we do, by these Articles of Incorporation, set forth:

I

The name of the proposed corporation shall be:

COUNTRY CLUB TOWER OF CORAL SPRINGS ASSOCIATION, INC.

II

The purpose and objects of the corporation shall be to administer the operation and management of COUNTRY CLUB TOWER OF CORAL SPRINGS, a Condominium (sometimes hereinafter referred to as "CONDOMINIUM"), a high rise apartment project to be established in accordance with the Condominium Act of the State of Florida, upon the following described property, situate, lying and being in Broward County, to-wit:

The West 422.00 feet (as measured at right angles) of Tract 28, Section 17, Township 48 South, Range 41 East, FLORIDA FRUIT LANDS COMPANY'S SUBDIVISION NO. 2, as recorded in Plat Book 1, Page 102, of the Public Records of Palm Beach County, Florida. Subject to Sample Road right-of-way as recorded in Official Records Book 3133, on Page 178, of the Public Records of Broward County, Florida. Land situate, lying and being in the City of Coral Springs, Broward County, Florida.

and to undertake the performance of the acts and duties incident to the administration of the operation and management of said COUNTRY CLUB TOWER OF CORAL SPRINGS 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 Condominium which will be recorded in the Public Records of Broward County, Florida, at the time said property, and the improvements now or hereafter situate thereon, are submitted to a Plan of Condominium Ownership; and to own, operate, lease, sell, trade and otherwise deal with such property, whether real or personal, as may be necessary or convenient in the administration of said CONDOMINIUM. The Corporation shall be conducted as a non-profit organization for the benefit of the members.

III

The Corporation shall have the following powers:

1. The Corporation shall have all of the powers and privileges granted to Corporation Not for Profit under the law pursuant to which this Corporation is chartered.

2. The Corporation shall have all the powers reasonably necessary to implement and effectuate the purposes of the Corporation, including but not limited to the following:

(a) To make and establish reasonable rules and regulations governing the use of APARTMENTS and COMMON PROPERTY in COUNTRY CLUB TOWER OF CORAL SPRINGS as said terms may be defined in said Declaration of Condominium to be recorded.

(b) To levy and collect assessments against members of the Corporation to defray the common expenses of the CONDOMINIUM as may be provided in said Declaration of Condominium and in the By-Laws of this Corporation which may be hereafter adopted, including the right to levy and collect assessments for the purpose of acquiring, operating, leasing, managing and otherwise trading and dealing with such property, whether real or personal, including APARTMENTS in COUNTRY CLUB TOWER OF CORAL SPRINGS, which may be necessary or convenient in the operation and management of CONDOMINIUM and in accomplishing the purposes set forth in said Declaration of Condominium.

(c) To maintain, repair, replace, operate and manage COUNTRY CLUB TOWER OF CORAL SPRINGS and the property comprising same, including the right to reconstruct improvements after casualty and to make further improvement of the CONDOMINIUM property.

(d) To contract for the management of CONDOMINIUM and to delegate to such contractor all of the powers and duties of the Association except those which may be required by the Declaration of Condominium to have approval of the Board of Directors of Membership of the Corporation.

(e) To enforce the provisions of said Declaration of Condominium, these Articles of Incorporation, the By-Laws of the Corporation which may be hereafter adopted, and the rules and regulations governing the use of said CONDOMINIUM as same may be hereafter established.

(f) To exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to or imposed upon the Corporation pursuant to the Declaration of Condominium aforementioned.

IV

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

1. The owners of all APARTMENTS in CONDOMINIUM shall be members of the Corporation, and no other persons or entities shall be entitled to membership, except as provided in Item 5 of Article IV.

2. Membership shall be established by the acquisition of fee title to an APARTMENT in CONDOMINIUM, or by acquisition of a fee ownership interest therein, whether by conveyance, devise, judicial decree or otherwise, and the membership of any party shall be automatically terminated upon his being divested of all title to or his entire fee ownership interest in any APARTMENT, except that nothing herein contained shall be construed as terminating the membership of any party who may own an apartment other than the one from which he becomes divested.

3. The interest of a member of the funds and assets of the Corporation cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to his APARTMENT. The funds and assets of the Corporation shall belong solely to the Corporation subject to the limitation that the same be expended, held or used for the benefit of the Membership and for the purposes authorized herein, in the Declaration of Condominium, and in the By-Laws which may be hereafter adopted.

4. On all matters on which the Membership shall be entitled to vote, there shall be only one (1) vote for each APARTMENT in COUNTRY CLUB TOWER OF CORAL SPRINGS, which vote may be exercised or cast by the owner or owners of each APARTMENT in such manner as may be provided in the By-Laws hereafter adopted by the Corporation. Should any member own more than one (1) APARTMENT, such member shall be entitled to exercise or cast as many votes as he owns APARTMENTS, in the manner provided by said By-Laws.

5. Until such time as the property described in Article II hereof, and the improvements which may be hereafter constructed thereon, are submitted to a Plan of Condominium Ownership by the recordation of said Declaration of Condominium, the Membership of the Corporation shall be comprised of the Subscribers to these Articles, each of which Subscribers shall be entitled to cast one (1) vote on all matters on which the Membership shall be entitled to vote.

V

The Corporation shall have perpetual existence.

VI

The principal office of the Corporation shall be located at 10777 West Sample Road, Coral Springs, Florida, but the Corporation may maintain offices and transact business in such other places within or without the State of Florida as may from time to time be designated by the Board of Directors.

VII

The affairs of the Corporation shall be managed by the President of the Corporation, assisted by the Vice-President, Secretary and Treasurer and, if any, the Assistant Secretaries and Assistant Treasurers, subject to the directions of the Board of Directors. The Board of Directors, or the President, with the approval of the Board of Directors, may employ a Managing Agent and/or such other managerial and supervisory personnel or entities to administer or assist in the administration of the operation and management of CONDOMINIUM, and the affairs of the Corporation, and any such person or entity may be so employed without regard to whether such person or entity is a member of the Corporation or a Director or Officer of the Corporation, as the case may be.

VIII

The number of members of the Board of Directors of the Corporation shall not be less than five (5) nor more than nine (9). The number of members of the Board of Directors shall be as provided from time to time by the By-Laws of the Corporation. The members of the Board of Directors shall be elected by the members of the Corporation at the Annual Meeting of the membership as provided by the By-Laws of the Corporation. Directors shall be members of the Corporation, spouses of members, or shall be authorized representatives, officers or employees of a corporate member of the Corporation.

IX

The Board of Directors shall elect a President, Secretary and Treasurer, and as many Vice-Presidents, Assistant Secretaries and Assistant Treasurers as the Board of Directors shall determine. Each officer must be a Director. 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 or Assistant Secretary be held by the same person.

X

The original By-Laws of the Corporation shall be adopted by a majority vote of the members of the Corporation present at a meeting of members at which a majority of the membership is present, and thereafter, such By-Laws may be altered or rescinded only in such manner as said By-Laws may provide.

XI

Every Director and every Officer of the Corporation shall be indemnified by the Corporation 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 Corporation, 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. 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.

XII

An Amendment or Amendments to these Articles of Incorporation may be proposed by the Board of Directors of the Corporation acting upon a vote of the majority of the Directors, or by the members of the Corporation owning at least forty (40) of the APARTMENTS in COUNTRY CLUB TOWER OF CORAL SPRINGS, whether meeting as members or by instrument in writing signed by them. Upon any Amendment or Amendments to these Articles of Incorporation being proposed by said Board of Directors or members, such proposed Amendment or Amendments shall be transmitted to the President of the Corporation or other Officer of the Corporation in the absence of the President, who shall thereupon call a Special Meeting of the members of the Corporation for a date not sooner than twenty (20) days nor later than sixty (60) days from the receipt by him of the proposed Amendment or Amendments, and it shall be the duty of the Secretary to give each member a written or printed notice of such Meeting, stating the time and place of the Meeting and reciting the proposed Amendment or Amendments in reasonably detailed form, which notice shall be mailed or presented personally to each member not less than ten (10) days nor more than thirty (30) days before the date set for such meeting. If mailed, such notice shall be deemed to be properly given when deposited in the United States Mail, addressed to the member at his post office address as it appears on the records of the Corporation, the postage thereon prepaid. Any member may, by written waiver of notice signed by such member, waive such notice, and such waiver when filed in the records of the Corporation, whether before or after the holding of the Meeting, shall be deemed equivalent to the giving of such notice to such member. At such Meeting, the Amendment or Amendments proposed must be approved by an affirmative vote of the members owning not less than 105 APARTMENTS in COUNTRY CLUB TOWER OF CORAL SPRINGS in order for such Amendment or Amendments to become effective. Thereupon, such Amendment or Amendments of these Articles of Incorporation shall be transcribed and certified in such form as may be necessary to register the same in the office of the Secretary of State of Florida, and upon the registration of such Amendment or Amendments with said Secretary of State, a certified copy thereof shall be recorded in the Public Records of Broward County, Florida, within ten (10) days from the date on which the same are so registered. At any meeting held to consider such Amendment or Amendments of these Articles of Incorporation, the written vote of any member of the Corporation shall be recognized, if such member is not in

attendance at such meeting or represented thereat by proxy, provided such written vote is delivered to the Secretary of the Corporation prior to such meeting.

Notwithstanding the foregoing provisions of this Article XII, an amendment to these Articles of Incorporation which shall abridge, amend or alter the right of FLORIDA NATIONAL PROPERTIES, INC., to designate and select members of each Board of Directors of the Corporation, as provided in Article VIII hereof, may be adopted or become effective without the prior written consent of FLORIDA NATIONAL PROPERTIES, INC.

IN WITNESS WHEREOF, the subscribers have hereunto set t heir hands and seals this _____ day of _____, 20____, at Coral Springs, Florida.

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