

EXHIBIT

B

ARTICLES OF INCORPORATION
OFROTONDA HEIGHTS CONSERVATION ASSOCIATION, INC.

The undersigned, for the purpose of organizing a Florida corporation not for profit (herein called the "Association"), do hereby make, subscribe, acknowledge and file these Articles of Incorporation of the Association:

ARTICLE I

Name

The name of the Association shall be: ROTONDA HEIGHTS CONSERVATION ASSOCIATION, INC.

ARTICLE II

Purposes, etc.

The Association is organized for the following purposes to maintain and administer the community properties and facilities and to administer and enforce the covenants and restrictions and to collect and disburse the assessments and charges with respect to certain property (herein called the "Property"), all as described and more fully set forth in that certain Declaration dated June 2, 1970 (which, as the same now exists or may hereafter be amended or altered, is herein called the "Declaration"), as (a) recorded in Official Record Book 336, page 315 et seq., Official Records of Charlotte County, Florida, and (b) entered into by Cape Cave Corporation, a Delaware corporation, (herein called the "Developer"). The Association has been organized pursuant to the Declaration, and the Declaration is hereby incorporated into these Articles of Incorporation by this reference. In the event of any conflict between the provisions of these Articles of Incorporation and the Declaration, the provisions of the Declaration shall control. All of the terms used in these Articles of Incorporation, to the extent defined in the Declaration, shall have the same definitions therein set forth.

ARTICLE III

Members

The Members and the Voting Rights of the Association shall be as set forth in Article III of the Declaration.

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SUPREMACY OF STATE
TALLAHASSEE, FLORIDA

are to serve until they are respectively replaced in accordance with the Declaration, these Articles of Incorporation and the By-Laws shall be as follows:

<u>Name</u>	<u>Office</u>
Marshall Ames	President
Richard A. Reizen	Vice President & Asst. Secretary
Lloyd Herold	Secretary

ARTICLE VIII First Board of Directors

The number, names and addresses of the persons constituting the first Board of Directors (as designated by Developer) who are to serve until they are respectively replaced in accordance with the Declaration, these Articles of Incorporation and the By-Laws, shall be as follows:

<u>Name</u>	<u>Address</u>
Marshall Ames	1440 North Bay Village Causeway Miami, Florida
Richard A. Reizen	1440 North Bay Village Causeway Miami, Florida
Lloyd Herold	321 Northlake Boulevard North Palm Beach, Florida

ARTICLE IX By-Laws

The initial By-Laws of the Association (herein called the "By-Laws") shall be adopted by Developer. The power to alter, amend or repeal the By-Laws, or to adopt new By-Laws, shall be vested in Developer or the Board of Directors in accordance with the Declaration and the initial By-Laws. The By-Laws may contain any provisions for the regulation, management and government of the business, affairs and property of the Association, provided that (a) the By-Laws shall never be inconsistent with the Florida Statutes, other laws, the Declaration or these Articles of Incorporation, and (b) in the event of any conflict between the provisions of the By-Laws and such laws, the Declaration or these Articles of Incorporation, the provisions of such laws, the Declaration or these Articles of Incorporation, as the case may be, shall control.

ARTICLE X
Amendments to Articles of Incorporation

Amendments to these Articles of Incorporation may initially be proposed only by Developer and such right, and the right to adopt such amendments, shall be vested solely in Developer so long as it has all of the voting rights in accordance with Article III of the Declaration. Any such amendments shall be deemed adopted upon (a) approval thereof by Developer, and (b) filing of such amendment with the Secretary of State of Florida, approval thereof by him and all filing fees with respect to such filing having been paid. From and after the time Developer no longer has such voting rights, such amendments may be made only by the approval thereof by the Board of Directors and by the Voting Members by a vote thereof in accordance with paragraphs (a) and (b) of Section 12 of Article VII of the Declaration. Such amendments shall be deemed adopted upon (i) such approval thereof, and (ii) filing of such amendment with the Secretary of State of Florida, approval thereof by him and all filing fees with respect to such filing having been paid. No amendment under this Article shall in any event be inconsistent with the Declaration. The right to amend these Articles of Incorporation in accordance with the provisions of this Article and applicable law is hereby reserved, and all rights conferred by these Articles of Incorporation are granted subject to this reservation.

ARTICLE XI
Powers and Duties

Consistent with the Declaration and applicable laws, the Association shall have all of the powers and duties granted to or imposed upon it by any of the following and any amendment thereof: (a) Chapter 617.021, Florida Statutes, (b) the Declaration, (c) these Articles of Incorporation, (d) the By-laws and (e) other applicable laws; provided that the Association shall not have or issue any shares of stock, nor pay any dividends, nor distribute any part of its income to its Voting Members,

Directors or officers or to Developer. The balance, if any, of all monies received by the Association from its operation after the payment in full of all debts and obligations of the Association of whatever kind and nature shall be applied by the Association against future expenditures or to the reduction of assessments (as set forth in the Declaration); provided that the Association may pay compensation in a reasonable amount to its Voting Members, Directors and officers or to Developer or others for services rendered, may confer benefits upon its Voting Members or Developer or others in conformity with its purposes, and upon dissolution or final liquidation may make distribution to its Voting Members or others as is permitted by the Court having jurisdiction thereof; and no such payment, benefit or distribution shall be deemed to be a dividend or distribution of income.

ARTICLE XII
Interest of Directors in Contracts

Any contract or other transaction between the Association and one or more of its Directors or officers, or between the Association and any person, firm, organization, association, corporation or other legal entity (including, without limitation, Developer) of which one or more of its Directors or officers are stockholders, members, directors, officers or employees, or in which he or they are otherwise interested, shall be valid for all purposes, notwithstanding the presence of such Director or Directors at the meeting of the Board of Directors of the Association which acts upon, or in reference to, such contract or transaction, and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve or ratify such contract or transaction by a vote of a majority of the Directors present, such interested Director or Directors or officer or officers to be counted in determining whether a quorum is present, but

not to be counted in calculating the majority necessary to carry such vote. This provision shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto or under the Declaration.

ARTICLE XIII
Indemnification

The Association shall indemnify any person made a party, or threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, and of whatever nature or description, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity of Director, officer, employee or agent of the Association, or of any other corporation, partnership, joint venture, trust, or other enterprise which he served as such at the request of the Association, against any liabilities, judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding, or any appeal therein, to the maximum extent allowed by the laws of Florida.

ARTICLE XIV
Resident Agent

The Association designates LLOYD HEROLD, P. A., located at 321 Northlake Boulevard, North Palm Beach, Florida, as its agent to accept service of process within this State.

IN WITNESS WHEREOF, the undersigned have made, subscribed and acknowledged these Articles of Incorporation this 17th day of March, 1972.

Lloyd Herold (SEAL)
Patricia Kay Knochenius (SEAL)
Sam W. Cuth (SEAL)

The persons entitled to vote on the affairs of the Association (herein called the "Voting Members") shall be as set forth in the Declaration.

ARTICLE IV Duration

The Association shall have perpetual existence.

ARTICLE V Subscribers

The names and residences of the subscribers to these Articles of Incorporation are as follows:

<u>Name</u>	<u>Residence</u>
Lloyd Herold	4250 Hickory Drive Palm Beach Gardens, Florida
Steven W. Carta	905 - 35th Street West Palm Beach, Florida
Patricia Kay Knowles	1191 Monet Woods Road Lake Park, Florida

ARTICLE VI Management

The affairs of the Association shall be managed by a Board of Directors (herein called the "Board of Directors") composed of not less than three (3) natural persons of legal age. The Directors (subsequent to the first Board of Directors as hereafter specified) shall from time to time, in accordance with and as more specifically provided in the Declaration, these Articles of Incorporation and the By-Laws, be elected (a) initially by Developer, and (b) thereafter at the annual meeting of the Voting Members to serve until the next such annual meeting and until their respective successors shall have been elected and qualified. Neither any member of the first Board of Directors nor any Directors elected by Developer need reside on the Property or have any other special qualifications. Other provisions concerning the Board of Directors shall be as set forth in the Declaration and the By-Laws.


ARTICLE VII First Officers

The names of the first officers of the Association (and their respective offices), as designated by Developer, who

STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared
LLOYD HEROLD, PATRICIA KAY KNOWLES and STEVEN W. CARTA, who
after being by me sworn, acknowledged that they made and sub-
scribed the foregoing Articles of Incorporation of ROTONDA
HEIGHTS CONSERVATION ASSOCIATION, INC., for the uses and pur-
poses therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and
official seal at North Palm Beach, Florida, this 12th day
of March, 1972.



Notary Public
State of Florida at Large

My Commission Expires:

Notary Public, State of Florida at Large
My Commission Expires Feb. 28, 1974
Issued by American Fico & Casualty Co.