

Exhibit "B"**ARTICLES OF INCORPORATION****OF****WATERS EDGE PHASE II****HOMEOWNERS ASSOCIATION OF VERO BEACH, INC.**

A corporation not for profit

The undersigned, hereby makes, subscribes, acknowledges and files these Articles for the purpose of forming a not-for-profit corporation under the laws of the State of Florida:

ARTICLE I
NAME AND PRINCIPAL OFFICE

The name of the corporation is WATERS EDGE PHASE II HOMEOWNERS ASSOCIATION OF VERO BEACH, INC., which is hereafter referred to as "the Association". The principal office of the corporation is hereby established and maintained at 7965 Lantana Road, Lake Worth, Florida 33467.

ARTICLE II
PURPOSES AND POWERS

The objects and purposes of the Association are those objects and purposes as are authorized by the Declaration of Restrictions and Protective Covenants for Waters Edge Phase II (the "Declaration"). All terms used herein and in the Bylaws shall have the meanings, if any, assigned to them in the Declaration. In addition, the Association and/or Corporation shall 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 Number 40-061-56633-1 requirements and applicable District rules, and shall assist in the enforcement of the Declaration of Covenants and Restrictions which relate to the surface water or storm water management system.

The Association is not organized for profit and no part of the net earnings, if any, shall inure to the benefit of any members or individual person, firm or corporation.

Waters Edge Phase II Homeowners Association, Inc.
Articles of Incorporation / 02/05/02 / Page 1

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The Association by and through its Board of Directors shall have the following powers:

- A. To contract for the management of the Association and to delegate to the party with whom such contract has been entered the powers and duties of the Association except those which require specific approval of the Board of Directors or members.
- B. All of the common law and statutory powers of a corporation not-for-profit which are not in conflict with the terms of these Articles and the Declaration.
- C. All powers necessary to implement the purposes and carry out the duties and obligations of the Association, including any and all powers granted it by the Declaration.
- D. The Association shall 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.

The Association shall not be permitted:

- A. To provide financial support to an ad hoc committee of another association without the approval of 76% of the members hereof.

ARTICLE III **MEMBERS**

Section 1. Membership. Every person or entity who is a record Owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Association (hereinafter referred to as the "Project") shall be a member of the Association, provided that any such person or entity who holds such interest merely as a security for the performance of an obligation shall not be a member.

Section 2. Voting Rights. The Developer shall be entitled to one vote for each Lot in which it respectively holds the interest required for membership by Section 1; provided, however, that notwithstanding anything herein to the contrary, the Developer shall have a total number of votes equal to not less than the number of votes cumulatively held by all other Members, plus one (1), thereby providing Developer with a majority of the votes of the

Waters Edge Phase II Homeowners Association, Inc.
Articles of Incorporation / 02/05/02 / Page 2

ership. The Developer shall have the right to appoint all members to the board of directors of the Association until such time as Developer shall no longer own and hold title to any portion of the real property described in the Declaration, including Lots on any additional property which may have been added to the Project under the provisions thereof by recorded supplemental declarations, set forth in the Declaration, or until May 1, 2010, whichever occurs first hereinafter referred to as "Stated Period". It is the intent of the Developer that the Developer have exclusive and total control of the Association during the Stated Period. During the Stated Period, any action which requires the affirmative vote of the Owners may be taken upon a majority vote of the membership, regardless of contrary provisions of the Declaration which require a greater affirmative vote of the membership such as two-thirds (2/3) or otherwise. Thereafter, Developer shall have the right to appoint one member to the board of directors so long as the Developer owns any of the real property contained within the Project. Further, the Developer shall have the right to disapprove the actions of the Board of Directors and any committee or Association Board as shall be provided in the Bylaws. The Developer may waive its right to elect one or more directors by written notice to the Association, and thereafter such directors shall be elected by the members in the manner provided in the Bylaws.

When the Developer no longer owns any real property within the Project, all the directors shall be elected by the Members in the manner provided in the Bylaws. Within 120 days after the date the Developer no longer holds title to any of the real property or should elect to waive its right to appoint a director, Developer shall call a meeting, as provided in the Bylaws for Special Meetings, to advise the membership of the termination of control of the Association and to provide for the turnover of control of the board of directors to the Owners.

Section 3. Meetings of Members. The Bylaws of the Association shall provide for an annual meeting of members, and may make provision for regular and special meetings of members other than the annual meeting. A quorum for the transaction of business at any meeting of the members shall exist if thirty-three and one-third percent (33 1/3%) of the total number of members in good standing shall be present or represented at the meeting. However, so long as the Developer is entitled to appoint a majority of the directors of the Association, no annual meeting shall be required.

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ARTICLE IV
CORPORATE EXISTENCE

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 V
DIRECTORS

Section 1. Management by Directors. The property, business and affairs of the Association shall be managed by a Board of Directors, which shall consist of not less than three (3) nor more than nine (9) persons, but as many persons as the Board of Directors shall from time to time determine. A majority of the directors in office shall constitute a quorum for the transaction of business. The Bylaws shall provide for meetings of directors, including an annual meeting.

Section 2. Board of Directors. The names and addresses of the Board of Directors of the Association, who shall hold office until the turnover date and until qualified successors are duly elected and have taken office, shall be as follows:

<u>CHRIS HEINE</u>	<u>6823 Vista Parkway N.,</u> <u>West Palm Beach, FL 33411</u>
<u>GARY SMIGIEL</u>	<u>P. O. BOX 540623</u> <u>Lake Worth, FL 33454</u>
<u>STEPHANIE WINSTON</u>	<u>P. O. BOX 540424,</u> <u>LAKE WORTH, FL 33454</u>

Section 3. Election of Members of Board of Directors.
Except for the first Board of Directors and directors appointed by the Developer, directors shall be elected by the members of the Association at the annual meeting of the membership as provided by the Bylaws of the Association, and the Bylaws may provide for the method of voting in the election and for removal from office of directors. All directors shall be members of the Association residing in the Project or shall be authorized representatives, officers, or employees of corporate members of the Association provided that such limitations shall not apply to directors appointed by the Developer.

Waters Edge Phase II Homeowners Association, Inc.
Articles of Incorporation / 02/06/02 / Page 4

Section 4. Duration of Office. Members elected to the Board of Directors shall hold office until they resign or until the next succeeding annual meeting of members, and thereafter until qualified successors are duly elected and have taken office.

Section 5. Vacancies. If a director elected by the general membership shall for any reason cease to be a director, the remaining directors so elected may elect a successor to fill the vacancy for the balance of the unexpired term.

ARTICLE VI
OFFICERS

Section 1. Offices Provided For. The Association shall have a President, a Vice President, a Secretary, and a Treasurer, and such other officers as the Board of Directors may from time to time elect.

Section 2. Election and Appointment of Officers. The officers of the Association, in accordance with any applicable provisions of the Bylaws, shall be elected by the Board of Directors for terms of one year and serve until qualified successors are duly elected and have taken office. The Bylaws may provide for the method of voting in the election, for the removal from office of officers, for filling vacancies, and for the duties of the officers. The President and Vice President shall be directors; other officers may or may not be directors of the Association. If the Office of President shall become vacant for any reason, or if the President shall be unable or unavailable to act, the Vice President shall automatically succeed to the office or perform its duties and exercise its powers. If any office other than that of the President shall become vacant for any reason, the Board of Directors may elect or appoint an individual to fill such vacancy.

Section 3. Officers. The names and addresses of the officers of the Association, who shall hold office until the annual meeting of directors and until successors are duly elected and have taken office, shall be as follows:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President	<u>CHRIS HEINE</u>	<u>6823 Vista Parkway N.</u> <u>West Palm Beach, FL 33411</u>

ACCEPTANCE OF REGISTERED AGENT

I, Gary Smigiel, L. C., being a resident of the State of Florida and having been designated as the Registered Agent in the above and foregoing Articles, hereby acknowledges and accepts the duties of registered agent for the Association as enumerated in Section 617.0501, Florida Statutes.

EXECUTED this 2 day of Feb, 2002.



Print: Name: GARY SMIGIEL, L.C.

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Waters Edge Phase II Homeowners Association, Inc.
Articles of Incorporation / 02/05/02 / Page 9