

ARTICLES OF INCORPORATION

OF

DARWIN PLAZA ASSOCIATION, INC.

(A Florida Corporation Not For Profit)

The undersigned hereby executes these Articles of Incorporation for the purpose of forming a corporation not for profit under Chapter 617 of the Florida Statutes (the "Florida Not For Profit Corporation Act") and certifies as follows:

ARTICLE I
NAME AND ADDRESS

The name of the corporation shall be DARWIN PLAZA ASSOCIATION, INC., hereinafter referred to as the "Association" and its duration shall be perpetual. The mailing address of the Corporation shall be 194 Nassau Street, Princeton, New Jersey 08542.

ARTICLE II
PURPOSE

The purpose for which the Association is organized is to engage as a non-profit organization in protecting the value of the property of the Members of the Association, to exercise all the powers and privileges and to perform all of the duties and obligations of the Association as defined and set forth in that certain Declaration of Restrictions for DARWIN PLAZA (the "Declaration") to be recorded in the office of the Clerk of the Circuit Court in and for St. Lucie County, Florida, including the establishment and enforcement of payment of charges and Assessments contained therein, and to engage in such other lawful activities as may be to the mutual benefit of the Members and their property. All terms used herein which are defined in the Declaration shall have the same meaning herein as therein.

ARTICLE III
POWERS

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

Section 1. Common Law and Statutory Powers. The Association shall have 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.

Section 2. Necessary Powers. The Association shall have all of the powers reasonably necessary to implement its purpose, including, but not limited to, the following:

- A. To operate and manage the Common Areas in accordance with the purpose and intent contained in the Declaration;
- B. To make and collect Assessments against Members to defray the Common Expenses;
- C. To use the proceeds of Assessments in the exercise of its powers and duties;
- D. To maintain, repair, replace and operate the Common Areas and to maintain such other property which the Association is required to maintain pursuant to the Declaration;
- E. To reconstruct Improvements upon the Property after casualty and to further improve the Property;
- F. To make and amend Bylaws for the Association and regulations respecting the use of the Property;
- G. To pay all taxes and other assessments which are liens against the Common Areas;
- H. To enforce by legal means the provisions of the Declaration, these Articles, the Bylaws and the Rules and Regulations for the use of the Property;
- I. To insure and keep insured the buildings and Improvements of the Association and other Improvements within the Property, as provided in the Declaration and Bylaws.

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J. To provide for management and maintenance and to authorize a management agent or other entity to assist the Association in carrying out its powers and duties by performing such functions as the collection of Assessments, preparation of records, enforcement of rules and maintenance of such other property as the Association is required to maintain pursuant to the Declaration. The Association shall, however, retain at all times the powers and duties granted it by common law, Florida Statutes and local ordinances including, but not limited to, the making of Assessments, the promulgation of rules, and the execution of contracts on behalf of the Association.

K. To possess, enjoy and exercise all powers necessary to implement, enforce, and carry into effect the powers above described, including the power to acquire, hold, convey, and deal in real and personal property.

Section 3. Funds and Title to Properties. All funds and title to all properties acquired by the Association and the proceeds thereof shall be held only for the benefit of the Members in accordance with the provisions of the Declaration. No part of the income, if any, of the Association shall be distributed to the Members, directors, or officers of the Association.

Section 4. Limitations. The powers of the Association shall be subject to and be exercised in accordance with the provisions of the Declaration.

ARTICLE IV MEMBERSHIP

Qualification for, and admission to, membership in the Association shall be regulated by the Declaration and the Bylaws of the Association.

ARTICLE V BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors consisting of not less than three (3) directors. Until such time as Declarant relinquishes control of the Association, as described in the Declaration, Developer shall have the right to appoint all members of the Board of Directors and to approve the appointment of all officers of the

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Association and no action of the membership of the Association shall be effective unless, and until, approved by the Developer. Further, until turnover of control by Developer, as aforesaid, no director or officer need be a Member of the Association. After turnover of control of the Association, all officers and directors shall be Members of the Association. The number of directors constituting the Initial Board is three (3) and they shall serve until such time as Developer relinquishes control of the Association or until replaced by Developer. Commencing with the first annual meeting of Members following the date on which Developer relinquishes control of the Association, the directors shall be elected by the Members of the Association at the annual meeting. The Developer shall be entitled at any time, and from time to time, to remove or replace any director originally appointed by the Developer. The Developer may waive or relinquish in whole or in part any of its rights to appoint any one or more of the directors it is entitled to appoint. The following persons shall constitute the initial Board of Directors:

NAME

ADDRESS

Jeffrey H. Sands

194 Nassau Street
Princeton, NJ 08542

Herman M. Jeffer

c/o Jeffer, Hopkinson & Vogel
1600 Route 206 North
Hawthorne, NJ 07506

Garey N. Maletta

194 Nassau Street
Princeton, NJ 08542

ARTICLE VI
OFFICERS

Officers shall be elected by the Board of Directors at the annual meetings of the Directors, as provided in the Bylaws. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary. Until such time as Developer relinquishes control of the Association, as provided in the Declaration, however, Developer shall have the right to approve all of the officers elected. The names and titles of the Officers who shall serve until removed or until the first election are as follows:

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PRESIDENT:	Jeffrey H. Sands
VICE PRESIDENT	Herman N. Jeffer
SECRETARY:	Garey N. Maletta
TREASURER:	Jeffrey H. Sands

ARTICLE VII
INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every Director and Officer of the Association shall be indemnified by the Association as provided in the Declaration.

ARTICLE VIII
SUBSCRIBERS

The name and address of the subscriber to these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
Jeffrey H. Sands	194 Nassau Street Princeton, NJ 08542
Herman M. Jeffer	c/o Jeffer, Hopkinson & Vogel 1600 Route 206 North Hawthorne, NJ 07506
Garey N. Maletta	194 Nassau Street Princeton, NJ 08542

ARTICLE IX
BYLAWS

The Bylaws of the Association may be adopted, amended, altered or rescinded as provided therein; provided, however, that at no time shall the Bylaws conflict with these Articles of Incorporation or the Declaration. Until such time as Developer relinquishes control of the Association, no amendments to the Bylaws shall be effective unless Developer has joined in and consented thereto in writing, in its sole discretion.

**ARTICLE X
AMENDMENTS**

These Articles of Incorporation of the Association may be amended, altered or rescinded as provided in the Florida Not For Profit Corporation Act.

**ARTICLE XI
REGISTERED AGENT AND REGISTERED OFFICE**

The name of the initial registered agent shall be Woodrow J. Smoak and the street address of the registered office of the Association shall be 3299 S 42nd Ave, Palm City, FL 34990.

The Association shall have the right to designate subsequent registered agents without amending these Articles of Incorporation.

IN WITNESS WHEREOF, the subscriber has executed these Articles of Incorporation at Palm City, this 1st day of MARCH, 2000.
Florida

Jeffrey H. Sands
JEFFREY H. SANDS, Incorporator

Herman M. Jeffer
HERMAN M. JEFFER

Garey N. Maietta
GAREY N. MAIETTA

STATE OF NEW JERSEY
COUNTY OF MERCER

Before me, the undersigned officer, personally appeared JEFFREY H. SANDS, ~~HERMAN M. JEFFER~~ and GAREY N. MAIETTA, who being first duly sworn acknowledged to me that [he/she is/they are] the person(s) described in and who executed the foregoing Articles of Incorporation and that [he/she/they] executed the same for the purposes therein expressed.

Witness my hand and seal this 1st day of MARCH, 2000.

(NOTARY SEAL)

Carolyn D. Wilman
Notary Public

STATE OF NEW JERSEY AT LARGE
My Commission Expires:

Carolyn D. Wilman
Notary Public of New Jersey
My Comm. Exp: August 11, 2002

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STATE OF FLORIDA
COUNTY OF Palm Beach

Before me, the undersigned officer, personally appeared HERMAN M. JEFFER, who being first duly sworn acknowledged to me that he is the person described in and who executed the foregoing Articles of Incorporation and that he executed the same for the purposes therein expressed.

Witness my hand and seal this 28th day of Feb., 2000.

Sylvia L. Hester
Notary Public
STATE OF FLORIDA AT LARGE
My Commission Expires:

(NOTARY SEAL)



Sylvia L. Hester
MY COMMISSION # CC08548 EXPIRES
January 28, 2002
BONDED BY THE TROY FAIR INSURANCE, INC.

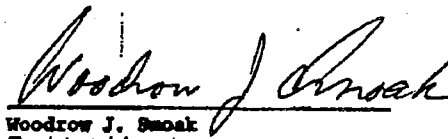
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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for DARWIN PLAZA ASSOCIATION,
INC., at the place designated in the foregoing Articles of Incorporation, I hereby
agree to act in that capacity, and I further agree to comply with the provisions of all statutes
relative to the proper and complete performance of my duties.

Dated this 5th day of May, 2000.


Woodrow J. Smoak
Registered Agent

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