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PAGE ONE

FILING OF RESTATED ARTICLES OF INCORPORATION AND RESTATED BY-LAWS OF HAMMOCKS COMMUNITY ASSOCIATION, INCORPORATED a Florida not-for-profit corporation

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WHEREAS, the Hammocks Community Association, Inc. was organized under the not-for-profit corporation laws of the state of Florida for the purpose of maintaining and administering the Common Properties and improvements in The Hammocks, administering and enforcing the covenants and restrictions, and collecting and disbursing the assessments and charges created by the Declaration of Covenants, Restrictions, Easements, Charges and Liens, recorded on December 19, 1979 in Official Records Book 10606 at Page 249 of the public records of Dade County, Florida, as thereafter amended, modified, and supplemented by various documents recorded in the public records of Dade County, Florida, which were ultimately consolidated into the Amended and Restated Declaration of Covenants, Restrictions, Easements, Charges and Liens for the Hammocks, recorded on November 18, 1988 in Official Records Book 13899 at Page 311 of the public records of Dade County, Florida and

WHEREAS, Hammocks Community Association, Incorporated has recently adopted Restated Articles of Incorporation and Restated By-Laws,

NOW, therefore, the Hammocks Community Association, Incorporated hereby files the following documents:

EXHIBIT B

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PAGE TWO

- 1. A certified copy of the Restated Articles of Incorporation, filed on July 31, 1991 for the Hammocks Community Association, Incorporated with the Florida Department of State.
- 2. The original Restated By-Laws of Hammocks Community Association, Incorporated certified by the Association on July 24, 1991.

HAMMOCKS COMMUNITY ASSOCIATION, INCORPORATED

BY Theodore R. Bayer
THEODORE R. BAYER, Its Attorney

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

BEFORE ME the undersigned authority personally appeared, Theodore R. Bayer, who after being duly sworn did depose and state he is the attorney for the Hammocks Community Association, Incorporated, a Florida not-for-profit corporation and that he has executed the foregoing document for the uses and purposes therein expressed.

SWORN to and SUBSCRIBED before me

THIS 15 day of August 1991
Terrill A. Orebaugh
TERRILL A. OREBAUGH

Notary Public, State of Florida at Large
My Commission Expires: NOTARY PUBLIC STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES FEB. 20 1993
FOR THE TERRILL OREBAUGH & ASSOCIATES

THIS INSTRUMENT PREPARED BY:

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State of Florida



Department of State

I certify that the attached is a true and correct copy of Restated Articles of Incorporation, filed on July 31, 1991, for HAMMOCKS COMMUNITY ASSOCIATION INCORPORATED, a Florida corporation, as shown by the records of this office.

The document number of this corporation is 749878.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
5th day of August, 1991.



CR2EO22 (2-91)

A handwritten signature in cursive script that reads "Jim Smith".

Jim Smith
Secretary of State

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RESTATED ARTICLES OF INCORPORATION OF
HAMMOCKS COMMUNITY ASSOCIATION, INCORPORATED
a Florida not-for-profit corporation

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SLOAN BARRETT STATE
TALLAHASSEE, FLORIDA

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RESTATED ARTICLES OF INCORPORATION OF
HAMMOCKS COMMUNITY ASSOCIATION, INC.
a Florida not for profit corporation

ARTICLE I

Name

The name of the corporation shall be Hammocks Community Association, Incorporated, which is hereinafter referred to as the "Association".

The original articles of incorporation was filed in the office of the Secretary of State on November 21, 1979.

ARTICLE II

Purposes and Powers

The objectives and purposes of the Association are those objectives and purposes as are authorized by the Declaration of Covenants, Restrictions, Easements, Charges and Liens, recorded in the Public Records of Dade County, Florida with respect to the Hammocks, and any Supplemental Declaration filed in accordance therewith (collectively the "Declaration"). Terms used herein shall have the meanings ascribed to them in the Declaration, unless the context would prohibit.

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

The Association shall have the power to contract for the management of the Association and to delegate to the party with whom such contract has been entered into the powers and duties of the Association, except those which require specific approval of the Board of Directors or Members. In exercising this power, the Association may contract with affiliates of the Developer hereinafter identified.

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 above identified. The Association shall also have all the powers necessary to implement the purposes of the Association and to provide for the general health and welfare of its membership.

ARTICLE III

Members and Voting Rights

Section 1. Membership. Every person or entity who is a record Owner of a fee interest in any Lot which is or is at any time made subject to the Declaration shall be a Member of the Association, provided that any such person or entity who holds such interest merely as security for the performance of an obligation shall not be a Member.

Section 2. Classes of Membership. The Association shall have five (5) classes of voting Members:

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(a) Class A. Class A shall consist of all Owners of Residential Lots subject to the Declaration and any Supplemental Declaration, except Class B Owners, Class E Owners and the Developer.

(b) Class B. Class B shall consist of all Builders.

(c) Class C. Class C shall be restricted to the Developer.

(d) Class D. Class D shall consist of all Owners of Business Lots subject to the Declaration and any Supplemental Declaration, except Class B Owners and the Developer.

(e) Class E. Class E shall consist of all Owners of Residential Rental Apartment Buildings.

Section 3. Changes in Class Membership. Except as otherwise provided in the Declaration or increased or reduced by Supplemental Declarations, the Developer shall be entitled initially to 8,300 Class C membership interests in the Association and to two (2) votes for each such membership interest. Class C membership interests shall be reduced or converted into other membership interests pursuant to the following provisions.

(a) Reduction of Class C Interests. The Developer shall have the right at any time to voluntarily reduce the number of Class C membership interests owned by Developer by notifying the Association of such reduction. In any event, upon completion of the Development to the extent that all membership interests have been converted to Class A, Class D and Class E membership interests and Developer no longer holds any property which may, at Developer's option, become subject to the Declaration, all Class C interests shall be automatically terminated.

(b) Conversion of Class C Membership Interests. Upon the conveyance by the Developer of any portion of the Properties for residential, commercial or industrial purposes, Developer's Class C membership interests applicable to such portion shall be converted to Class A, Class B, Class D, or Class E membership interests, whichever is consistent with the provisions of this Article.

(c) Conversion of Class B Membership Interests.

(i) Except for Residential Rental Apartment Buildings, upon the transfer of title of any Lot which is held for resale by a Builder, or upon occupancy of any home owned by a Builder, the Class B membership interest appurtenant to such Lot shall automatically be converted to a Class A, Class C or Class D membership interest, whichever is consistent with the provisions of this Article.

(ii) Upon issuance of a Certificate of Occupancy for a Residential Rental Apartment Building, the Class B membership interest appurtenant to such Lot shall automatically be converted to a Class E membership interest.

(d) Conversion of Class E Membership Interests. Upon the recording of a Declaration of Condominium converting a Residential Rental Apartment Building to a condominium, the Class E Membership shall be converted to Class A Membership interests for each unit in said condominium.

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Section 4. Voting Rights.

(a) The Class C Members shall be entitled to two (2) votes for each membership interest in the Association.

(b) Class A Members shall be entitled to one (1) vote for each Lot owned. To the extent that a Lot contains (or under than existing zoning, may contain) more than one Home, the Owner of such Lot shall be entitled to so many votes, as is equal to the number of Homes which are constructed or can be constructed on such Lot.

(c) Class D Members and Class E members shall be entitled to .175 votes for each one-twentieth (1/20th) of an acre owned by such members. No votes shall be assigned to any fraction of an acre less than one-twentieth (1/20th) of an acre, except that in the case of a business condominium the Class D member shall be the association of the condominium and the number of votes assigned to the association shall be .175 votes for each one-twentieth (1/20th) of an acre of land contained in the condominium.

(d) Class B Members shall have voting rights for each Lot on the same basis as the Class to which the Lot will eventually be converted from the Builder status (other than Class C).

Section 5. Multiple Ownership. Where more than one person or entity shall at any time be the Owner of a Lot subject to a membership interest, the vote attributed to such Lot shall be exercised as such Owners mutually determine. No Member shall split or divide its votes on any motion, resolution, ballot or otherwise. In the event that such Owners are unable to agree among themselves as to how their vote or votes shall be cast, they shall lose their right to vote on the matter in question. If any one of such Owners cast a vote, it will thereafter be conclusively presumed for all purposes that such Owner was acting with the authority and consent of all other Owners of the same Lot. In the event more than one vote is cast for a particular Lot, none of said votes shall be counted but rather, all such votes shall be deemed void.

Section 6. Meetings of Members. The By-Laws 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 five (5%) percent of the total number of votes entitled to be cast by Members in good standing shall be present or represented at the meeting, except as otherwise provided by Statute, by the Declaration, these Articles of Incorporation or the By-Laws of the Association.

ARTICLE IV

Corporate Existence

The Association shall have perpetual existence.

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ARTICLE V

Board of 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) 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 By-Laws shall provide for meetings of directors, including an annual meeting.

Section 2. Original Board of Directors. The names and addresses of the first Board of Directors of the Association, who shall hold office until the first annual meeting of members in November, 1980 and thereafter until qualified successors are duly elected and have taken office, shall be as follows:

<u>Name</u>	<u>Address</u>
Michael McAfee	9200 South Dadeland Boulevard Penthouse Two Miami, Florida 33156
Joseph Mazioka	9200 South Dadeland Boulevard Penthouse Two Miami, Florida 33156
Ronald Martin	9200 South Dadeland Boulevard Penthouse Two Miami, Florida 33156

Section 3. Election of Members of Board of Directors. Except for the first Board of Directors, directors shall be elected by the Members of the Association at the annual meeting of the membership, or at an annual election, as provided in the By-Laws of the Association, and the By-Laws may provide for the method of voting in the election and for removal from office of directors. All directors (other than the initial directors) shall be Members of the Association residing in The Hammocks development, or shall be authorized representatives, officers or employees of the Developer, Builders, or corporate Members of the Association. The election of directors shall be by Class in accordance with the By-Laws.

Section 4. Duration of Office. Persons elected to the Board of Directors shall hold office until the next succeeding annual election and thereafter until qualified successors are duly elected and have taken office.

Section 5. Vacancies. Vacancies on the Board of Directors shall be filled as provided in the By-Laws.

Section 6. Compensation. Directors and officers, as such, shall receive no compensation for their services.

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Section 1. Officers. 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. One person may not hold more than one office.

Section 2. Election and Appointment of Officers. The officers of the Association, in accordance with any applicable provision of the By-Laws, shall be elected by the Board of Directors for terms of one year and thereafter until qualified successors are duly elected and have taken office. The By-Laws 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, Vice President, Secretary and Treasurer 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, any 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 an individual to fill such vacancy.

Section 3. First Officers. The names and addresses of the first officers of the Association, who shall hold office until the annual meeting of directors in November, 1980 and thereafter until successors are duly elected and have taken office, shall be as follows:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President	Michael McAfee	9200 South Dadeland Boulevard Penthouse Two Miami, Florida 33156
Vice President	Joseph Mazieka	9200 South Dadeland Boulevard Penthouse Two Miami, Florida 33156
Secretary, Treasurer	Ronald Martin	9200 South Dadeland Boulevard Penthouse Two Miami, Florida 33156

ARTICLE VIIBy-Laws

The Board of Directors shall adopt By-Laws consistent with these Articles of Incorporation. Such By-Laws may be altered, amended or repealed by the membership in the manner set forth in the By-Laws.

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ARTICLE VIII

Amendments

Section 1. Manner of Amendment. Amendments to these Articles of Incorporation shall be proposed and approved by the Board of Directors and thereafter submitted to a meeting of the membership of the Association for adoption or rejection, provided that no amendment may be made which would affect the rights of the Class C Member without the approval of such Member. An affirmative vote of one-third (1/3) of the total authorized votes of the Association shall be required for adoption by the membership of an amendment to these Articles of Incorporation.

Section 2. Conflict. In case of any conflict between these Articles of Incorporation and the By-Laws, these Articles shall control; and in case of any conflict between these Articles of Incorporation and the Declaration, the Declaration shall control.

ARTICLE IX

Subscribers

The names and address of the subscribers to these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Michael McAfee	9200 South Dadeland Boulevard Penthouse Two Miami, Florida 33156
Joseph Mazieka	9200 South Dadeland Boulevard Penthouse Two Miami, Florida 33156
Ronald Martin	9200 South Dadeland Boulevard Penthouse Two Miami, Florida 33156

ARTICLE X

Indemnification

Section 10.1. Indemnity. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was a director, employee, officer or agent of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to

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the best interests of the Association, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or misfeasance or malfeasance in the performance of his duty to the Association unless and only to the extent that the court in which such action or suit was brought shall determine upon application that despite the adjudication of liability, but in view of all of the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Association and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Section 10.2. Expenses. To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 10.1 above or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees, appellate attorneys' fees and court costs) reasonably incurred by him in connection therewith.

Section 10.3. Approval. Any indemnification under Section 10.1 above (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper under the circumstances because he has met the applicable standard of conduct set forth in Section 10.1 above. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such quorum is not obtainable, or, even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or by a majority of the Members.

Section 10.4. Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Association as authorized in this Article.

Section 10.5 Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of members or otherwise, both as to action in his official capacity while holding such office or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

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Section 10.6. Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

ARTICLE XI

Initial Registered Office Address and Name of Registered Agent


The initial registered office of this corporation shall be 9200 South Dadeland Boulevard, Penthouse Two, Miami, Florida 33156, with the privilege of having its office and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Joseph Mazieka.

These Restated Articles of Incorporation were duly adopted by the Board of Directors of the Hammocks Community Association, Inc. at its meeting on the 16 day of JULY, 1991. They only restate and integrate and do not further amend the Articles of Incorporation of said Association.

WE HEREBY CERTIFY that the foregoing Restated Articles of Incorporation of the Hammocks Community Association, Inc. is a true and correct statement of the Articles of Incorporation of said Association, as amended, as of this 24 day of July, 1991.

HAMMOCKS COMMUNITY ASSOCIATION, INC.


CHARLES PALANT, President


ROBIN FETHERLIN, Secretary

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STATE OF FLORIDA }
COUNTY OF DADE }

BEFORE ME, the undersigned authority, personally appeared, Charles Palant, as President, and Robin Fetherlin, as Secretary of Hammocks Community Association, Inc., who are to me well known to be the persons who subscribed the foregoing Restated Articles of Incorporation of Hammocks Community Association, Inc., and they did freely and voluntarily acknowledge before me that they subscribed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, Dade County, Florida this 24 day of July, 1991.

Karen DuBois

NOTARY PUBLIC, STATE OF FLORIDA AT LARGE
My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXPIRES 07/31/2000
POWERED BY THE OFFICE OF THE CLERK

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RESTATED BY-LAWS OF
HAMMOCKS COMMUNITY ASSOCIATION, INCORPORATED

a Florida not-for-profit corporation

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