

ARTICLES OF INCORPORATION
OF
ROYAL TRAILS PROPERTY OWNERS ASSOCIATION, INC
(a Corporation not for Profit)

In compliance with the requirements and provisions of Chapter 617 of the Florida Statutes, the undersigned do hereby make, subscribe and acknowledge the following Articles of incorporation:

ARTICLE I

The name of the Corporation is:
ROYAL TRAILS PROPERTY OWNERS ASSOCIATION, INC

ARTICLE II

The Corporation shall be a Corporation not for profit and is formed under the provisions of Chapter 617 of the Florida Statutes.

The purposes for the Corporation is organized are:

a. To promote the health, safety and welfare of its Class A Members, all being residents or future residents of that area known and described as Unit No. 1 of Royal Trails, a development of Royal Palm Beach Colony, Inc. located in Lake County, Florida, as recorded in Plat Book 19, Pages 1-59, of the Public Records of Lake County, Florida. All of Unit No. 1 of Royal Trails is hereinafter referred to as "The Properties."

b. To carry out all functions activities, rights, obligations and powers enumerated in various and several Declaration of Restrictions, ("Restrictions") made and to be made by Royal Palm Beach Colony, Inc. or its successors, or assigns, restricting lots, tracts, and parcels of land shown on the plat of Unit No. 1 of Royal Trails, as said Restrictions are recorded or intended to be recorded in the Official Records of Lake County, Florida.

c. To own, acquire, build, operate and maintain recreational facilities including buildings, structures and personal properties incident thereto, hereinafter referred to as "the common property and facilities."

d. To provide or, if the same are provided by municipal or governmental agencies, to supplement any and all municipal services, including but not limited to street lighting, fire and police protection, and garbage and trash collection.

e. To fix assessments or charges to be levied against The Properties.

f. To enforce any and all covenants, restrictions and agreements applicable to The Properties.

g. To do every thing that a natural person could or might do which is necessary or incidental to the carrying out of all of the various purposes, objects and powers set forth herein and in the said Restrictions.

h. To exercise any or all of the powers enumerated in Chapter 617.021, Florida Statutes, not inconsistent herewith, and to have and use all the powers of Corporations not for profit, not prohibited by any provision of law.

ARTICLE III

Section 1. Membership. The Developer and every person or entity who is a record owner of a fee interest in any Lot or Living Unit in Unit No. 1 of Royal Trails, Lake County, Florida, which is a subject by covenants of record to assessment by the Association, and every person who is a buyer of a lot or living unit in Unit No. 1 of Royal Trails from Royal Palm Beach Colony, Inc. under an executory Agreement for Deed, 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. Membership in the Association shall be divided into Class A Membership and Class B Membership.

CLASS A: Every owner of fee simple title to a lot, tract, parcel or Living Unit in Unit No. 1 of Royal Trails from Royal Palm Beach Colony, Inc., under an executory Agreement for Deed therefore, shall automatically be and become a Class A Member of this Corporation; which membership shall cease and terminate upon the sale, transfer or other disposition of the member's lot or Living Unit.

CLASS B: Royal Palm Beach Colony, Inc., shall be the only Class B Member of this Corporation until such time as Royal Palm Beach Colony, Inc., or its successors or assigns, shall have conveyed 80% of the total number of lots covered by the Restrictions, excepting a conveyance in connection with a merger, consolidation, liquidation or other similar plan or a conveyance to the successors or assigns of Royal Palm Beach Colony, Inc., At the time when 80% of the lots have been so conveyed, the Class B Member shall effect an amendment to the By-laws of this Corporation and take such other steps to effect the conversion of the Class A Membership into voting members of this Corporation. At such time as the Class A Members become voting members of the Corporation, the members shall be entitled to one vote for each lot, tract, parcel or living unit owned, and the Class B Members shall be entitled to a total of one vote for each lot, tract, parcel or living unit owned, and the Class B members shall be entitled to a total of one vote and to the appointment from time to time at its pleasure and option of one member of the Board of Directors of the Corporation. In the event a lot, tract, parcel or Living Unit is owned by more than one owner, the owners shall not be entitled to more than one vote with respect to any such property.

For the purpose of determining voting rights under this Article, when Living Units are counted, the Lot or Lots upon which such Living Units are situated shall not also be counted.

ARTICLE IV

The term for which the Corporation is to exist is perpetual.

ARTICLE V

The affairs of the Corporation are to be managed by the following officers: President, three Vice Presidents, Secretary and Treasurer; and such additional officers as may be provided by the By-Laws of the Corporation. All officers shall serve a

term of one year and shall be elected at the Annual Meeting of the Board of Directors, by a majority vote.

ARTICLE VI

The names for the persons who are to serve as officers of the Corporation until the first meeting of the Board of Directors are:

President	Herbert L Kaplan	8101 Biscayne Blvd.,Miami, Fla.
Vice President	Martin Samuels	8101 Biscayne Blvd.,Miami, Fla.
Vice President	Bernard A. Rittmanic	8101 Biscayne Blvd.,Miami, Fla.
Vice President	A. Bernard Vespucci	8101 Biscayne Blvd.,Miami, Fla.
Secretary-Treasure	Martin Katz	8101 Biscayne Blvd.,Miami, Fla.

ARTICLE VII

The Corporation shall be governed by a Board of Directors consisting of at least three (3) persons and as many as (5) persons, and the names and address of the persons who are to serve as directors until the election of their successors, or until they may resign, are as follows:

Herbert L Kaplan	8101 Biscayne Blvd.,Miami, Fla.
Martin Samuels	8101 Biscayne Blvd.,Miami, Fla.
Martin Katz	8101 Biscayne Blvd.,Miami, Fla.

ARTICLE VIII

The Board of Directors of the Corporation may, by adoption and amendment of the By-Laws, establish, fix and collect, or provide the procedure for establishing, fixing and collecting, monthly and special assessments against every Owner of a lot, tract, parcel or Living Unit, for the purpose of promoting the recreation, health, safety, and welfare of the residents in The Properties and in particular for the construction, re-construction, improvement and maintenance of properties, services, and facilities devoted to this purpose and related to the use and enjoyment of Common Properties and of the homes situated upon The Properties, including but not limited to, the payment of taxes and insurance thereon and repair, replacement and additions thereto, and for the cost of labor equipment material; management, and supervision thereof. Said monthly and special assessments together with such Interest thereon as determined by the Board of Directors and any costs of collection, shall be a continuing lien upon the property against which each such assessment is made and shall also be the personal obligation of the person who was the owner of such Property at the time when the assessment fell due. The Board of Directors may, by adoption and amendment of the By-Laws, after consideration of current maintenance costs and future needs of the Association, fix or provide the procedure for fixing, the monthly assessment at such lesser or greater amount than the amount declared in the initial By- Laws, as may be appropriate-

ARTICLE IX

The initial By-Laws of the Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded by a majority vote of the Board of Directors.

ARTICLE X

The voting members of the Corporation may amend these Articles of Incorporation, by a two-thirds (2/3rds) vote thereof.

ARTICLE XI

The principal office of the Corporation may be designated from time to time by the Board of Directors. The initial location of the office of incorporation shall be at 8101 Biscayne Boulevard, Miami, Florida 33138.

ARTICLE XII

Each and every of the subscribers hereto shall be Resident Agents of the Corporation and any one of them may accept service of process within this state upon the Corporation.

ARTICLE XIII

This Corporation shall never have or issue shares of stock and no part of the income of the Corporation shall be distributable or distributed to any of its members, directors or officers except in the event of termination of the Corporation, at which time all of the assets shall be distributed equally among all of the Class A Members.

ARTICLE XIV

The names and addresses of the subscriber are:

Herbert L Kaplan	8101 Biscayne Blvd.,Miami, Fla
Martin Samuels	8101 Biscayne Blvd.,Miami, Fla
Martin Katz	8101 Biscayne Blvd.,Miami, Fla