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EXHIBIT "B"

ARTICLES OF INCORPORATION

OF

HARBOUR POINTE AT RIVER BRIDGE CONDOMINIUM ASSOCIATION, INC.

FILED
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SECRETARY OF STATE

The undersigned hereby establishes the following for the purpose of becoming a nonprofit corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation not for profit.

ARTICLE I

NAME OF CORPORATION

The name of this Corporation (the "Corporation") shall be HARBOUR POINTE AT RIVER BRIDGE CONDOMINIUM ASSOCIATION, INC.

ARTICLE II

PURPOSE

The purpose for which the Corporation is organized is to be the "Association" for the purpose of operating, managing and administering HARBOUR POINTE AT RIVER BRIDGE, A CONDOMINIUM (hereinafter the "Condominium"), for the use and benefit of the owners of the Condominium Units and to acquire, construct, manage, administer, maintain and care for Corporation property. Said Condominium will be constructed in Greenacres City, in Palm Beach County, Florida.

ARTICLE III

POWERS

The Corporation shall have the powers:

1. To operate, manage, and administer a condominium consisting of two or more buildings and other facilities for the use and benefit of the individual owners of the Condominium Units as the agent of said Unit Owners.

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vision, unless the Unit Owner's actions necessitated the Corporation's entry hereunder.

9. The Corporation has the right, without the approval or joinder of any or all Unit Owners, to grant, modify or move exclusive and non-exclusive licenses, easements, permits, leases or privileges to any individual or entity, including non-unit owners, over, under, across, and/or through the Common Elements, in its own name, as deemed necessary by the Board of Directors, provided that said action(s) shall not materially and permanently interfere with the uses for which the Units, the Common or Limited Common Elements or any portion thereof is intended.

ARTICLE IV

CONDOMINIUM PART OF RIVER BRIDGE AND THE HARBOUR POINTE COMMUNITY

1. The Condominium is a part of Harbour Pointe Community (defined below) and, if all Phases of the Condominium are developed as a part of the Condominium, the Unit Owners will constitute all of the residents of the Harbour Pointe Community. Harbour Pointe Community is a part of River Bridge (defined below). It is the express intent of Declarant (defined in the Declaration of Condominium) that this Condominium be an integral part of, and subject to, the general scheme of restrictions and uniform scheme of development effective and enforceable as to River Bridge and the Harbour Pointe Community.

2. River Bridge: In accordance with the terms of that certain Planned Unit Development Agreement, hereinafter referred to as the "PUD Agreement," between RIVER BRIDGE CORPORATION and OLIVE TREE CORPORATION, both Delaware corporations qualified to do business in the State of Florida, hereinafter referred to as the "Developer," and GREENACRES CITY, a municipality created pursuant to Article VIII of the Constitution of the State of Florida, which PUD Agreement is dated February 17, 1984 and recorded in Official Records Book 4186 commencing at Page 1703 of the Public Records of

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the affairs of the owners therein. This Corporation is subject and subordinate to the Community Association, as more particularly described in the Community Association Declaration and the Declaration of Condominium.

ARTICLE V

MEMBERSHIP AND VOTING

The qualification and rights of members, the manner of their admission and voting by members shall be as follows:

1. This Corporation shall be organized without capital stock and the Corporation shall not thereafter have or issue shares of stock. No dividends shall be paid, and no part of the income of the Corporation shall be distributed to its members, directors or officers; provided, however, that the Corporation may pay reasonable compensation for services rendered as elsewhere herein provided, and may make proper distribution of its assets if the Condominium is ever terminated.

2. All owners of Condominium Units in the Condominium shall be members of the Corporation and no other persons or legal entities shall be entitled to membership, subject, however, to the provisions of the Declaration of Condominium of the Condominium.

3. Membership in the Corporation shall be established by one of the following methods:

a. The Declarant shall be a member of this Corporation as long as it owns any Units in the Condominium.

b. Other persons shall become members of this Corporation by the recording in the Public Records of Palm Beach County, Florida, of a deed or other instrument establishing a change of record title to a Condominium Unit whereby such person becomes the owner of the fee simple title to said Condominium Unit. Upon the delivery to the secretary of the Corporation of a copy of such recorded instrument, the new owner designated by said instrument shall become a member of the Corporation and the membership of the prior owner shall terminate. Anything to the contrary herein notwithstanding, a person cannot become a member of the Corporation unless all provisions of the Declaration of Condominium have been complied with by said member.

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employees, agents and attorneys for services rendered to the Corporation.

ARTICLE VIII

OFFICERS

The affairs of the Corporation shall be managed by a President, a Vice President, Secretary, Treasurer, and such Assistant Secretaries, Assistant Treasurers and other officers as may be authorized by the Board of Directors. A person may hold more than one office simultaneously except that the offices of President and Secretary may not be so held. The President and the Vice President shall be elected from among the members of the Board of Directors. The officers of the Corporation shall be elected annually by the Board of Directors at the annual meeting of each new Board and shall hold office until their successors shall be duly elected and qualified, or until they are removed, or until they resign, whichever first occurs. The first officers of the Corporation, who shall serve until such time as they resign, are removed, or their successors are elected or appointed and have qualified, shall be:

PRESIDENT	JOSEPH RUSSO
VICE PRESIDENT	CARL M. SABATELLO
SECRETARY	MICHAEL J. SABATELLO, JR.
TREASURER	MICHAEL J. SABATELLO, JR.

ARTICLE IX

NAMES AND POST OFFICE ADDRESSES OF DIRECTORS

The names and post office addresses of the members of the first Board of Directors, who shall hold office pursuant to the terms and provisions of these Articles of Incorporation and the Bylaws of the Corporation and until they resign, are removed, or their successors are elected or appointed and have qualified, shall be:

1. MICHAEL J. SABATELLO, JR. 4360 Northlake Blvd.
   Suite 109
   Palm Beach Gardens, Fla. 33410

Any Common Surplus shall be held for the use and benefit of the Corporation's members in proportion to the percentage of their ownership in the Common Surplus of the Corporation as provided in the Declaration of Condominium.

Upon termination of the Condominium and dissolution or final liquidation of this Corporation, the distribution to the members of this Corporation of the Common Surplus in proportion to the percentages of their ownership in the Common Surplus shall not constitute or be deemed to be a dividend or distribution of income.

ARTICLE XII

INDEMNIFICATION

1. The Corporation shall indemnify any Director or Officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding as follows. This indemnification shall extend to any action of a judicial, administrative, criminal, or investigative nature (including but not limited to, an action by the Corporation), brought by or against such Director or Officer, based on an act, or acts, alleged to have been committed by such Director or Officer of the Corporation, in his capacity as such or in his capacity as Director, Officer, employee or agent of any other corporation, partnership, association, joint venture, trust, or other enterprise which he served at the request of the Corporation. In any such action, the Director or Officer shall be indemnified against judgments, losses, liabilities, costs, 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, provided such Director or Officer did not act with gross negligence or willful misconduct. The termination of any such action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, in itself, create a presumption that any

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Notice shall also be posted at a conspicuous location on the Condominium Property.

2. In order for such amendment or amendments to become effective, the same must be approved by the affirmative vote of at least two-thirds (2/3) of the Voting Representatives of all Units in the Condominium, and must be recorded with the Clerk of the Circuit Court in and for Palm Beach County, Florida. Such amendment or amendments shall also be filed with the Office of the Secretary of State of Florida for approval, along with the appropriate filing fee.

3. Notwithstanding the foregoing provisions of this Article, no amendment to these Articles may be adopted or become effective without the prior written consent of Declarant (as Declarant is defined in the Declaration of Condominium), if in the sole opinion of Declarant, which shall be binding, such amendment affects the rights of Declarant or affects the Declarant's ability to sell or lease Units in the Condominium.

ARTICLE XIV

DEFINITIONS

Unless otherwise specifically provided, all definitions set forth in the Declaration of Condominium for the Condominium shall apply to these Articles of Incorporation.

ARTICLE XV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 625 North Flagler Drive, Barnett Centre, 9th Floor, West Palm Beach, Florida 33401, and the name of the initial registered agent of this Corporation is DAVID S. PRESSLY.

ARTICLE XVI

INCORPORATOR

The name and post office address of the Incorporator of these Articles of Incorporation is SABATELLO DEVELOPMENT CORPORATION II, INC., 4360 Northlake Blvd., Suite 109, Palm Beach Gardens, Florida, 33410.

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CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to §§48.091 and 617.023, Florida Statutes, the following is submitted in compliance with said Statutes:

THAT, HARBOUR POINT AT RIVER BRIDGE CONDOMINIUM ASSOCIATION, INC., a Florida Corporation Not For Profit, desiring to organize under the laws of the State of Florida, with its initial principal offices at Harbour Pointe Way, Greenacres City, Florida, has named DAVID S. PRESSLY, ESQ., whose address is 625 North Flagler Drive, Barnett Centre, 9th Floor, West Palm Beach, Florida 33401 as its duly authorized Registered Agent to accept service of process for the Condominium Association within the State of Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, I hereby accept the responsibility to act in this capacity, and agree to comply with the provisions of Florida Statutes relative to keeping open said office and further accept the duties and obligations of Section 607.325, Florida Statutes.

DATED this 11th day of April, 1986.

David S. Pressly
DAVID S. PRESSLY, ESQ.

REGISTERED AGENT--FLORIDA

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