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MARSHA EWING
CLERK OF MARTIN COUNTY FLORIDA
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THIS INSTRUMENT
PREPARED BY/RETURN TO:
JOEL T. STRAWN, ESQUIRE
Strawn, Monaghan & Cohen, P.A.
54 N.E. Fourth Avenue
Delray Beach, Florida 33483
(561) 278-9400

MEMORANDUM OF RECORDING HOMEOWNERS GOVERNING DOCUMENTS

The undersigned, as attorney for The Preserve at Hammock Creek Homeowners Association, Inc., a Florida nonprofit corporation and Estates at Hammock Creek Homeowners Association, Inc., a Florida nonprofit corporation (“the Corporations”), does hereby file the following governing documents (“Governing Documents”) on behalf of the Corporations, pursuant to the requirements of Florida Statute §720.303.

- 1. The documentation for the Preserve property is as follows:
 - 1.1 The legal description for the Preserve property is as follows:
 - (a) Hammock Creek Plat No. 4, according to the Plat Hammock Creek according to the Plat thereof, as recorded in Plat Book14, Page 76, of the public records of Martin County, Florida.
 - (b) Hammock Creek Plat No. 5, according to the Plat thereof, as recorded in Plat Book14, Page 95, of the public records of Martin County, Florida.
 - 1.2 The Governing Documents for The Preserve at Hammock Creek Homeowners Association, Inc., a Florida nonprofit corporation, that are being recorded pursuant to this Memorandum are as follows:
 - (a) **Exhibit A:** The Articles of Incorporation filed with the Secretary of State, Corporate Division, for the State of Florida on May 7th 1999.
 - (b) **Exhibit B:** A true copy of the Bylaws.

- 2. The documentation for the Estates property is as follows:
 - 2.1 The legal description for the Estates property is as follows:
 - (a) Hammock Creek Plat No. 6, according to the Plat thereof, as recorded in Plat Book 15, Page 1 of the public records of Martin County, Florida.
 - 2.2 The governing documents for Estates at Hammock Creek Homeowners

Association, Inc., a Florida nonprofit corporation, that are being recorded pursuant to this Memorandum are as follows:

- (a) **Exhibit C:** The Articles of Incorporation filed with the Secretary of State, Corporate Division, for the State of Florida on November 12th 1999.
- (b) **Exhibit D:** A true copy of the Bylaws.

IN WITNESS WHEREOF, the undersigned executed this document on the date(s) indicated below.

Signed, sealed and delivered in the presence of:

Margaret Kennedy
Signature

MARGARET KENNEDY
Print Name

Joel T. Strawn
Signature

Date: 4/11/03

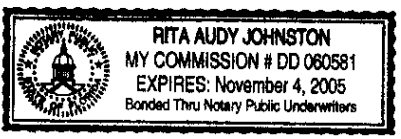
Rita Audy Johnston
Signature

Rita Audy Johnston
Print Name

STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 11th day of April 2003, by Joel T. Strawn, who () is personally known to me OR () who has produced _____ as identification.

Rita Audy Johnston
Notary Public - State of Florida
Print Name: _____



(NOTARIAL SEAL)

MAY. 7.1999 10:08AM STRAWN MONAGHAN COHE

NO.669 P.3
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ARTICLES OF INCORPORATION

OF

THE PRESERVE AT HAMMOCK CREEK HOMEOWNERS ASSOCIATION, INC.,

These are the Articles of Incorporation ("Articles") for a not-for-profit corporation organized under Chapter 617 (Part I), Florida Statutes (the "Act")

ARTICLE I

NAME

The name of the corporation shall be:

THE PRESERVE AT HAMMOCK CREEK HOMEOWNERS ASSOCIATION, INC.

(The "Association")

ARTICLE II

PRINCIPAL OFFICE

The principal office and mailing address of the Association are:

4152 West Blue Heron Boulevard
Suite 128
Riviera Beach, Florida 33404

ARTICLE III

DURATION

The duration of the Association shall be perpetual.

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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Joel T. Strawn, Esq. (Florida Bar #095581)
Strawn, Monaghan & Cohen, P.A.
54 Northeast Fourth Avenue
Delray Beach, FL 33483
(561) 278-6400



MAY. 7.1999 10:09AM STRAWN MONAGHAN COHE

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ARTICLE IV

PURPOSE

The purpose for which the Association is organized is to exercise all powers and discharge all duties and obligations assigned to it by the By-Laws, these Articles and that certain Master Declaration of Covenants and Restrictions ("Master Declaration"), and Supplemental Declarations of Covenants and Restrictions ("Supplemental Declarations"), (collectively the "Declarations") which documents are to be recorded in the Public Records of Martin County, Florida, to assist Palm Tree Golf Corp., Inc. (the "Developer") to establish a general plan and uniform scheme of development of a residential development to be known as "Hammock Creek" (the "Development"). Defined terms used but not defined in these Articles shall have the meanings ascribed to them in the Declarations.

ARTICLE V

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, the Bylaws or the Declarations.

The Association shall also have all of the powers and duties necessary and appropriate for it to carry out its purposes, as expressed in or implied by these Articles, the Bylaws or the Declarations, including, without limitation, the following:

1. To acquire, own and dispose of and convey real and personal property.
2. To operate and maintain the surface water management system of the Development, including, without limitation, all lakes, retention areas, culverts and

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related appurtenances, as permitted by the South Florida Water Management District.

3. To make and amend Bylaws and rules and regulations regulating the use of the Common Property.

4. To make, collect and enforce Assessments against Members to defray the Common Expenses and to levy fines against Owners in accordance with the Declarations.

5. To sue and be sued, and specifically to enforce by legal means the provisions of the Declarations, these Articles, the Bylaws, the Traffic Regulations and the rules and regulations as same may be promulgated or amended from time to time.

6. To contract for services to assist the Association in carrying out its powers and duties by performing such functions as the collection of Assessments and fines, the preparation of records, the enforcement of rules and regulations and the maintenance of the Common Property.

ARTICLE VI

MEMBERSHIP

The Association shall have three (3) classes of membership: (i) the "Class A Membership", which consists of each person or entity who acquires the fee simple record title to any Parcel; (ii) the "Class B Membership" which consists solely of the Developer; and (iii) the "Class C Membership", which consists solely of the Golf Club Owner.

ARTICLE VII

BOARD OF DIRECTORS

The Board of Directors shall consist of three (3) persons. All powers shall be exercised by or under the authority of, and the affairs of the Association managed

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under the direction of the Board of Directors. Notwithstanding the foregoing, however, until such time as the Developer has relinquished control of the Association, as described in Declarations, the Developer shall have the right to appoint all members of the Board of Directors, and no action of the Association shall be effective unless, and until, approved by the Developer.

Until the Developer has relinquished control of the Association, as aforesaid, no director or officer need be an Owner. After the Developer has relinquished control of the Association and so long as the Developer owns any property within the Development, the Developer shall have the right to appoint one (1) member of the Board of Directors, and such director need not be a Member of the Association, provided, however, all other directors and all officers shall be Members of the Association. 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 names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

<u>Name</u>	<u>Address</u>
George T. Elmore	2350 South Congress Avenue Delray Reach, Florida 33445
Conrad W. Schaefer	4152 West Blue Heron Boulevard Suite 128 Riviera Beach, Florida 33404
Gregory J. Fagan	4152 West Blue Heron Boulevard Suite 128 Riviera Beach, Florida 33404

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Pursuant to Section 617.0202(d), Florida Statutes, the method of election of the Board of Directors is set forth in the Bylaws.

ARTICLE VIII

OFFICERS

The officers shall be elected by the Board of Directors at the organizational meeting and each year thereafter at the annual meeting of the Directors, as provided in the Bylaws. Until such time as the Developer has relinquished control of the Association, the Developer shall have the right to approve all of the officers elected. The initial officers shall consist of a President, Vice President, Secretary and Treasurer. The Association may have additional officers as provided in the Bylaws.

ARTICLE IX

INDEMNIFICATION

The Association shall indemnify any person who is or was a director, officer, employee or agent of the Association to the fullest extent permitted by the laws of the State of Florida.

ARTICLE X

AMENDMENTS

These Articles may be amended or rescinded as provided in the Act. However, no such amendment shall be made which would adversely affect the rights of any Institutional Mortgagee without the written consent of such Institutional Mortgagee. Further, until such time as the Developer has relinquished control of the Association, no such amendment shall be effective without the written consent of the Developer. Any attempt to amend or rescind contrary to these prohibitions shall be of no force or effect.

MAY. 7.1999 10:10AM

STRAWN MONAGHAN COHE

NO.669 P.8

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ARTICLE XI**INCORPORATION**

The name and address of the Incorporator of these Articles is: Joel T. Strawn, 54 N. E. Fourth Avenue, Delray Beach, FL 33483.

ARTICLE XII**REGISTERED OFFICE AND AGENT**

The initial registered office of the Association shall be located at 54 N. E. Fourth Avenue, Delray Beach, FL 33483. The initial registered agent at said address shall be Joel T. Strawn.

ARTICLE XIII**MISCELLANEOUS PROVISIONS**

1. The Articles of Incorporation, the Bylaws and the Declaration shall be read and interpreted consistently. However, in the event of any conflict in the terms thereof, the terms of the Declarations shall prevail over the terms of the Articles of Incorporation and the Bylaws, and the terms of the Articles of Incorporation shall prevail over the terms of the Bylaws. The terms of the Bylaws and the Declarations are incorporated herein by this reference.

2. If the Association should be dissolved, the surface water management system which is part of the Common Property shall be conveyed to an appropriate agency of the County. If such agency will not accept the conveyance, the surface water management system must be dedicated to a not-for-profit corporation which is similar to the Association.

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IN WITNESS WHEREOF, these Articles of Incorporation have been executed on behalf of the Association this 6th day of May, 1999.

Joel T. Strawn
Joel T. Strawn, Incorporator

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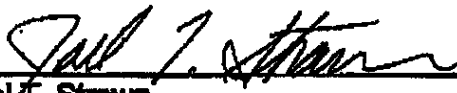
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MAY. 7.1999 10:11AM STRAWN MONAGHAN COHE

NO.669 P.10
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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, named as the Registered Agent in Article XII of these Articles of Incorporation, hereby accepts the appointment as such Registered Agent, agrees to act in this capacity, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under the Florida Business Corporation Act.



Joel T. Strawn
Registered Agent

Dated: May 6, 1999

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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BYLAWS
OF
THE PRESERVE AT HAMMOCK CREEK HOMEOWNERS ASSOCIATION, INC.
(a corporation not-for-profit
under the laws of the State of Florida)



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BYLAWS
OF
THE PRESERVE AT HAMMOCK CREEK HOMEOWNERS ASSOCIATION, INC.

ARTICLE I

Association

The corporation (for convenience, the "Association") has been organized to exercise all powers and discharge all duties and obligations assigned to it by the Articles of Incorporation and that certain Supplemental Declaration of Covenants and Restrictions (the "Supplemental Declaration"), which document is to be recorded in the Public Records of Martin County, Florida, to assist the Developer in the development of a phase of a residential development known as "Hammock Creek" (the "Project") . Defined terms used but not defined in these Bylaws shall have the meanings ascribed to them in the Supplemental Declaration.

ARTICLE II

Offices

SECTION 1. Principal Office. The principal office of the Association shall be established and maintained at 4152 West Blue Heron Boulevard, Suite 128, in the City of Riviera Beach, in the State of Florida.

SECTION 2. Other Offices. The Association may have other offices, either within or without the State of Florida, at such place or places as the Board of Directors may determine from time to time or the business of the Association may require.

ARTICLE III

Seal

The seal of the Association shall bear the name of the Association, the word "Florida", the words "Corporation Not-for-Profit" and the year of incorporation.

ARTICLE IV

Members

SECTION 1. Qualifications for Membership. There are two (2) classes of membership: (i) the "Class A Membership", which consists solely of the Developer; and (ii) the "Class B Membership", which consists of each person or entity who acquires the fee simple record title to any Parcel. The Members shall have the rights set forth in these Bylaws and in the Supplemental Declaration and Articles of Incorporation, which instruments contain additional rights of the Members.

SECTION 2. Place of Meetings. All meetings of the Members shall be held at the office of the Association, or at such other place in Martin County, Florida, and at such time as shall be stated in the notice thereof.

SECTION 3. Annual Meetings. The annual meeting of the Members of the Association shall be held the first Tuesday in November beginning in 2000. If the day fixed for the annual meeting shall be a legal holiday in the State of Florida, such meeting shall be held on the next succeeding business day. The purpose of the annual meeting of Members shall be to elect Directors and to transact such other business as may come before the meeting. If the election of Directors shall not be held on the day designated herein for the annual meeting of the Members, or at any adjournment thereof,

the Board of Directors shall cause such election to be held at a special meeting of the Members as soon thereafter as conveniently may be.

SECTION 4. Special Meetings. Special meetings of the Members may be called by those persons empowered by the laws of the State of Florida and must be called by the Secretary upon receipt of a written request from Members of the Association holding a majority of the voting interests of the Members.

SECTION 5. Notice of Meetings. Written notice of all meetings of Members shall be delivered to the Members within the time(s) prescribed by the laws of the State of Florida. Such notice shall be hand delivered or mailed to each Member at his address as it appears on the books of the Association. Proof of such mailing may be given by the affidavit of the person giving the notice.

SECTION 6. Waiver. Nothing herein shall be construed to prevent Members from waiving notice of meetings or acting by written consent without a meeting.

SECTION 7. Quorum. A quorum for the transaction of business at any meeting of the Members shall consist of a majority of the total votes of all classes of the membership, being present either in person, or by proxy as permitted by the laws of the State of Florida.

SECTION 8. Voting.

a. Each Class B Member shall have one (1) vote for each Parcel he owns. The Class A Member has certain voting rights as set forth elsewhere in or incorporated in these Bylaws, particularly with regard to the election of Directors and officers.

b. When a quorum is present at any meeting, the vote of a majority of the Members' votes present in person or by proxy shall decide any question brought before the meeting, unless the Supplemental Declaration, the Articles of Incorporation, these Bylaws or any

applicable statute provides otherwise. If more than one (1) person, a corporation or any other entity should own a Parcel, they shall file a certificate with the Secretary of the Association naming the person authorized to cast votes for said Parcel. If the certificate is not on file, the Member should not be qualified to vote and the vote of such Member shall not be considered nor shall the presence of such Member at a meeting be considered in determining whether the quorum requirement has been met. If a Parcel should be owned jointly by husband and wife, no certificate need be filed with the Secretary naming the person authorized to cast votes for said Parcel, and either spouse, but not both, may vote in person or by proxy and be considered in determining whether the quorum requirement has been met at any meeting of the Members, unless prior to such meeting, either spouse has notified the Secretary in writing that there is a disagreement as to who shall represent the Parcel at the meeting, in which case the certificate requirement set forth above shall apply.

c. The use of proxies shall be governed by the laws of the State of Florida; provided, however, in the absence of conflicting law, the following shall apply: All proxies, in order to be valid, must be on file with the Secretary of the Association by 3 p.m. on the date prior to the date of any meeting of the Members.

ARTICLE V

Board of Directors

SECTION 1. Powers. The business of the Association shall be managed and its corporate powers shall be exercised by its Board of Directors, except as otherwise provided in the Supplemental Declaration, Articles of Incorporation or by the laws of the State of Florida.

SECTION 2. Election and Term of Office.

a. Directors shall be elected at the annual meeting of Members, except as provided in Sections 3 and 4 of this Article. At each meeting of Members for the election of Directors at which a quorum is present, the persons receiving the greatest number of votes, up to the number of Directors to be elected, shall be the Directors. Each Director shall hold office until the next succeeding annual meeting, or until his successor is elected and qualified, his earlier resignation by written notice to the Secretary of the Association or his removal from office. Prior to each annual meeting, the Board of Directors shall appoint a Nominating Committee consisting of three (3) Members, using such procedures as the Board may establish. The Nominating Committee shall nominate one (1) person for each vacancy to be filled at the annual meeting, and each Member shall be provided with a list of the nominations at least thirty (30) days prior to the annual meeting. Other nominations may be made from the floor. The election shall be by written ballot and by a plurality of the votes cast, each Member voting being entitled to cast his votes for each of as many nominees as there are vacancies to be filled.

b. Notwithstanding provisions to the contrary herein, the Developer has the right to appoint all Directors and to approve the appointment of all officers of the Association until the Developer owns no Parcels in this Phase and has no right to purchase any of the Additional Property and no Approved Builder owns any Parcels in this Phase. The Developer may relinquish this right in writing earlier at any time in its sole discretion.

SECTION 3. Vacancies. Any Director may resign at any time by an instrument in writing delivered to the Association, and the acceptance thereof by the Association shall not be necessary to make such resignation effective. Any vacancy occurring in the Board

of Directors, including any vacancy created by reason of an increase in the number of Directors, shall be filled as provided by the laws of the State of Florida. Notwithstanding the foregoing, the Developer shall have the sole right to fill any vacancy of a Director for whom it has the right of appointment.

SECTION 4. Removal. A Director maybe removed from office by the affirmative vote of a majority of all the Members entitled to vote for the election of Directors, either with or without cause, and the remaining Directors, in the manner provided in these Bylaws, shall fill any vacancy or vacancies created by such a removal.

SECTION 5. Place of Meetings. All meetings of the Board of Directors shall be held at the office of the Association, or at such other place in Martin County, Florida, and at such time as shall be stated in the notice therefor.

SECTION 6. Regular Meetings. The Board of Directors shall hold a regular meeting each year immediately after the annual meeting of the Members at the place where such meeting of the Members was held for the purpose of election of officers and for the consideration of any other business that may be properly brought before the meeting. No notice of any kind to either old or new members of the Board of Directors for such regular meeting shall be necessary. The Board of Directors may establish a schedule of regular meetings.

SECTION 7. Special Meetings. Special meetings of the Board of Directors may be called by those persons empowered by the laws of the State of Florida on two (2) days' written notice to each Director. All notices of special meetings shall state the purpose, time and place of the meeting. Nothing herein shall be construed to prevent Directors from waiving notice of meetings of the Board of Directors.

SECTION 8. Quorum. A majority of all the Directors shall constitute a quorum for the transaction of business. The affirmative vote of the majority of Directors present at a meeting where a quorum is present shall be the act of the Board of Directors. If a quorum shall not be present at any meeting of the Board of Directors, a majority of the Directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present. The joinder of a Director in the action of a meeting by signing and concurring in the minutes of that meeting shall constitute the presence of such Director for the purpose of determining a quorum. The order of business at a meeting of the Directors shall be determined by the Board of Directors.

ARTICLE VI

Procedure

Robert's Rules of order (latest edition) shall govern the conduct of proceedings when not in conflict with the Articles of incorporation and Bylaws of the Association or with the laws of the State of Florida.

ARTICLE VII

Officers

SECTION 1. Designation. The Association shall have a President, a Secretary and a Treasurer. The Association also may have, at the discretion of the Board of Directors, a Chairman of the Board and one or more Vice Presidents (however titled), Assistant Secretaries and Assistant Treasurers, each of whom shall hold office for such period, have such authority and perform such duties as the Board of Directors may determine.

SECTION 2. Election. The officers of the Association, except such officers as may

be elected in accordance with the provisions of Section 3 or Section 5 of this Article, shall be elected at the regular meeting of the Board of Directors held immediately after the annual meeting of the Members, and each shall hold his office until he shall resign or shall be removed or otherwise disqualified to serve, or his successor shall be elected and qualified. officers shall be elected by the affirmative vote of the majority of Directors present at a meeting where a quorum is present.

SECTION 3. Removal and Resignation. Any officer may resign at any time by giving written notice to the Board of Directors, or to the Chairman of the Board, if one shall have been elected, or the President or the Secretary of the Association. The Board of Directors may remove any officer at any time as provided by the laws of the State of Florida. A vacancy in any office shall be filled by the Board of Directors.

SECTION 4. Duties of Officers.

President. The President shall be the chief executive officer of the Association and, subject to the control of the Board of Directors, shall have general supervision, direction and control of the business and affairs of the Association. He shall preside at all meetings of the Members, and in the absence of the Chairman of the Board, shall preside at all meetings of the Board of Directors. He shall execute deeds, bonds, mortgages and other instruments on behalf of the Association, except where required or permitted by law to be signed and executed otherwise and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Association. He shall be ex-officio a member of all the standing committees, if any, shall

have the general powers and duties of management usually vested in the office of the chief executive officer of a corporation, and shall have such other powers and duties as may be prescribed by the Board of Directors or these Bylaws.

Secretary. The Secretary shall be responsible for preparing minutes of the meetings of the Directors and Members and for authenticating records of the Association. The Secretary shall keep, or cause to be kept, a book of minutes at the registered or principal office, or such other place as the Board of Directors may order, of all meetings of Directors and Members, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at Directors' meetings, the number of shares present or represented at Members' meetings and the proceedings thereof. The Secretary shall give, or cause to be given, notice of all the meetings of the Members and of the Board of Directors required by these Bylaws or by law to be given and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors.

Treasurer. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Association, including accounts of its assets, liabilities, receipts and disbursements. The books of account shall be open at all reasonable times to inspection by any Director. The Treasurer shall deposit all moneys and other valuables in the name and to the credit of the Association with such depositories as may be designated by the Board of Directors. He shall disburse the funds of the Association, shall render to the President and any Director, whenever requested, an account of all his transactions as Treasurer and of the financial condition of the Association, and shall have such other powers and perform such

other duties as may be prescribed by the Board of Directors.

ARTICLE VIII

Amendment to Bylaws

These Bylaws may be repealed or modified by the vote of a majority of the Board of Directors present at any regular meeting of the Board, or at a special meeting of the Directors called for that purpose. However, no such amendment may be made which would adversely affect the rights of any Institutional Mortgagee without the written consent of such Institutional Mortgagee. Further, until such time as the Developer has relinquished control of the Association, no such amendment shall be effective without the written consent of the Developer. Notwithstanding the foregoing, Sections 1 and 8a. of Article IV, Section 2b. of Article V and Article X may only be amended upon the affirmative vote of all the voting interests of all the Members.

ARTICLE IX

Indemnification

The Association shall indemnify any person who is or was a Director, officer, employee or agent of the Association to the fullest extent permitted by the laws of the State of Florida.

ARTICLE X

Construction

The Articles of Incorporation, the Bylaws and the Supplemental Declaration shall be read and interpreted consistently. However, in the event of any conflict in the terms thereof, the terms of the Supplemental Declaration shall prevail over the terms of the Articles of Incorporation and the Bylaws, and the terms of the Articles of Incorporation shall prevail

over the terms of the Bylaws. The terms of the Supplemental Declaration and the Articles of Incorporation are incorporated herein by this reference.

ARTICLE XI

Severability

The provisions of these Bylaws shall be separable each from any and all other provisions of these Bylaws, and if any such provision shall be adjudged to be invalid or unenforceable, such invalidity or unenforceability shall not affect any other provision hereof, or the powers granted to this Association by the Articles of Incorporation or Bylaws.

Adopted this _____ day of 1999.

THE PRESERVE AT HAMMOCK CREEK
HOMEOWNERS ASSOCIATION, INC.

By: _____
George T. Elmore, President

Attest: _____
Greg J. Fagan, Secretary

[corporate seal]

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ARTICLES OF INCORPORATION

OF

ESTATES OF HAMMOCK CREEK HOMEOWNERS' ASSOCIATION

These are the Articles of Incorporation ("Articles") for a not-for-profit corporation organized under Chapter 617 (Part I), Florida Statutes (the "Act")

ARTICLE I

NAME

The name of the corporation shall be:

ESTATES OF HAMMOCK CREEK HOMEOWNERS ASSOCIATION, INC.
(The "Association")

ARTICLE II

PRINCIPAL OFFICE

The principal office and mailing address of the Association are:

4152 West Blue Heron Boulevard
Suite 128
Riviera Beach, Florida 33404

ARTICLE III

DURATION

The duration of the Association shall be perpetual.

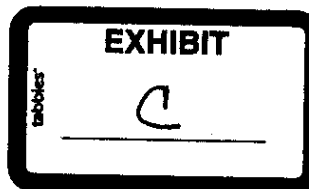
Joel T. Strawn, Esq. (Florida Bar #095581)
Strawn, Monaghan & Cohen, P.A.
54 Northeast Fourth Avenue
Delray Beach, FL 33483
(561) 278-9400

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE IV**PURPOSE**

The purpose for which the Association is organized is to exercise all powers and discharge all duties and obligations assigned to it by the By-Laws, these Articles and that certain Master Declaration of Covenants and Restrictions ("Master Declaration"), and Supplemental Declarations of Covenants and Restrictions ("Supplemental Declarations"), (collectively the "Declarations") which documents are to be recorded in the Public Records of Martin County, Florida, to assist Palm Tree Golf Corp., Inc. (the "Developer") to establish a general plan and uniform scheme of development of a residential development to be known as "Hammock Creek" (the "Development"). Defined terms used but not defined in these Articles shall have the meanings ascribed to them in the Declarations.

ARTICLE V**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, the Bylaws or the Declarations.

The Association shall also have all of the powers and duties necessary and appropriate for it to carry out its purposes, as expressed in or implied by these Articles, the Bylaws or the Declarations, including, without limitation, the following:

1. To acquire, own and dispose of and convey real and personal property.
2. To operate and maintain the surface water management system of the Development, including, without limitation, all lakes, retention areas, culverts and

related appurtenances, as permitted by the South Florida Water Management District.

3. To make and amend Bylaws and rules and regulations regulating the use of the Common Property.

4. To make, collect and enforce Assessments against Members to defray the Common Expenses and to levy fines against Owners in accordance with the Declarations.

5. To sue and be sued, and specifically to enforce by legal means the provisions of the Declarations, these Articles, the Bylaws, the Traffic Regulations and the rules and regulations as same may be promulgated or amended from time to time.

6. To contract for services to assist the Association in carrying out its powers and duties by performing such functions as the collection of Assessments and fines, the preparation of records, the enforcement of rules and regulations and the maintenance of the Common Property.

ARTICLE VI

MEMBERSHIP

The Association shall have three (3) classes of membership: (i) the "Class A Membership", which consists of each person or entity who acquires the fee simple record title to any Parcel; (ii) the "Class B Membership" which consists solely of the Developer; and (iii) the "Class C Membership", which consists solely of the Golf Club Owner.

ARTICLE VII

BOARD OF DIRECTORS

The Board of Directors shall consist of three (3) persons. All powers shall be exercised by or under the authority of, and the affairs of the Association managed

under the direction of the Board of Directors. Notwithstanding the foregoing, however, until such time as the Developer has relinquished control of the Association, as described in Declarations, the Developer shall have the right to appoint all members of the Board of Directors, and no action of the Association shall be effective unless, and until, approved by the Developer.

Until the Developer has relinquished control of the Association, as aforesaid, no director or officer need be an Owner. After the Developer has relinquished control of the Association and so long as the Developer owns any property within the Development, the Developer shall have the right to appoint one (1) member of the Board of Directors, and such director need not be a Member of the Association, provided, however, all other directors and all officers shall be Members of the Association. 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 names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

<u>Name</u>	<u>Address</u>
George T. Elmore	2350 South Congress Avenue Delray Beach, Florida 33445
Conrad W. Schaefer	4152 West Blue Heron Boulevard Suite 128 Riviera Beach, Florida 33404
Gregory J. Fagan	4152 West Blue Heron Boulevard Suite 128 Riviera Beach, Florida 33404

Pursuant to Section 617.0202(d), Florida Statutes, the method of election of the Board of Directors is set forth in the Bylaws.

ARTICLE VIII

OFFICERS

The officers shall be elected by the Board of Directors at the organizational meeting and each year thereafter at the annual meeting of the Directors, as provided in the Bylaws. Until such time as the Developer has relinquished control of the Association, the Developer shall have the right to approve all of the officers elected. The initial officers shall consist of a President, Vice President, Secretary and Treasurer. The Association may have additional officers as provided in the Bylaws.

ARTICLE IX

INDEMNIFICATION

The Association shall indemnify any person who is or was a director, officer, employee or agent of the Association to the fullest extent permitted by the laws of the State of Florida.

ARTICLE X

AMENDMENTS

These Articles may be amended or rescinded as provided in the Act. However, no such amendment shall be made which would adversely affect the rights of any Institutional Mortgagee without the written consent of such Institutional Mortgagee. Further, until such time as the Developer has relinquished control of the Association, no such amendment shall be effective without the written consent of the Developer. Any attempt to amend or rescind contrary to these prohibitions shall be of no force or effect.

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ARTICLE XIINCORPORATION

The name and address of the Incorporator of these Articles is: Joel T. Strawn, 54 N. E. Fourth Avenue, Delray Beach, FL 33483.

ARTICLE XIIREGISTERED OFFICE AND AGENT

The initial registered office of the Association shall be located at: 54 N. E. Fourth Avenue, Delray Beach, FL 33483. The initial registered agent at said address shall be Joel T. Strawn.

ARTICLE XIIIMISCELLANEOUS PROVISIONS

1. The Articles of Incorporation, the Bylaws and the Declaration shall be read and interpreted consistently. However, in the event of any conflict in the terms thereof, the terms of the Declarations shall prevail over the terms of the Articles of Incorporation and the Bylaws, and the terms of the Articles of Incorporation shall prevail over the terms of the Bylaws. The terms of the Bylaws and the Declarations are incorporated herein by this reference.
2. If the Association should be dissolved, the surface water management system which is part of the Common Property shall be conveyed to an appropriate agency of the County. If such agency will not accept the conveyance, the surface water management system must be dedicated to a not-for-profit corporation which is similar to the Association.

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NOV. 12. 1999 10:07AM... STRAWN MONAGHAN COHE

NO. 784 P. 8

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IN WITNESS WHEREOF, these Articles of Incorporation have been executed on behalf of the Association this 10th day of November, 1999.



Joel T. Strawn, Incorporator

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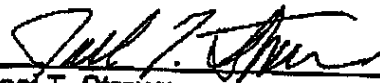
NOV. 12. 1999 10:07AM STRAWN MONAGHAN COHE

NO. 784 P. 9

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, named as the Registered Agent in Article XII of these Articles of Incorporation, hereby accepts the appointment as such Registered Agent, agrees to act in this capacity, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under the Florida Business Corporation Act.



Joel T. Strawn
Registered Agent

Dated: November 10, 1999

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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BYLAWS
OF
ESTATES OF HAMMOCK CREEK HOMEOWNERS' ASSOCIATION, INC.
(a corporation not-for-profit
under the laws of the State of Florida)

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BYLAWS
OF
ESTATES OF HAMMOCK CREEK HOMEOWNERS' ASSOCIATION, INC.

ARTICLE I

Association

The corporation (for convenience, the "Association") has been organized to exercise all powers and discharge all duties and obligations assigned to it by the Articles of Incorporation and that certain Supplemental Declaration of Covenants and Restrictions (the "Supplemental Declaration"), which document is to be recorded in the Public Records of Martin County, Florida, to assist the Developer in the development of a phase of a residential development known as "Hammock Creek" (the "Project") . Defined terms used but not defined in these Bylaws shall have the meanings ascribed to them in the Supplemental Declaration.

ARTICLE II

Offices

SECTION 1. Principal Office. The principal office of the Association shall be established and maintained at 4152 West Blue Heron Boulevard, Suite 128, in the City of Riviera Beach, in the State of Florida.

SECTION 2. Other Offices. The Association may have other offices, either within or without the State of Florida, at such place or places as the Board of Directors may determine from time to time or the business of the Association may require.

ARTICLE III

Seal

The seal of the Association shall bear the name of the Association, the word "Florida", the words "Corporation Not-for-Profit" and the year of incorporation.

ARTICLE IV

Members

SECTION 1. Qualifications for Membership. There are two (2) classes of membership: (i) the "Class A Membership", which consists solely of the Developer; and (ii) the "Class B Membership", which consists of each person or entity who acquires the fee simple record title to any Parcel. The Members shall have the rights set forth in these Bylaws and in the Supplemental Declaration and Articles of Incorporation, which instruments contain additional rights of the Members.

SECTION 2. Place of Meetings. All meetings of the Members shall be held at the office of the Association, or at such other place in Martin County, Florida, and at such time as shall be stated in the notice thereof.

SECTION 3. Annual Meetings. The annual meeting of the Members of the Association shall be held the first Tuesday in November beginning in 2000. If the day fixed for the annual meeting shall be a legal holiday in the State of Florida, such meeting shall be held on the next succeeding business day. The purpose of the annual meeting of Members shall be to elect Directors and to transact such other business as may come before the meeting. If the election of Directors shall not be held on the day designated herein for the annual meeting of the Members, or at any adjournment thereof,

the Board of Directors shall cause such election to be held at a special meeting of the Members as soon thereafter as conveniently may be.

SECTION 4. Special Meetings. Special meetings of the Members may be called by those persons empowered by the laws of the State of Florida and must be called by the Secretary upon receipt of a written request from Members of the Association holding a majority of the voting interests of the Members.

SECTION 5. Notice of Meetings. Written notice of all meetings of Members shall be delivered to the Members within the time(s) prescribed by the laws of the State of Florida. Such notice shall be hand delivered or mailed to each Member at his address as it appears on the books of the Association. Proof of such mailing may be given by the affidavit of the person giving the notice.

SECTION 6. Waiver. Nothing herein shall be construed to prevent Members from waiving notice of meetings or acting by written consent without a meeting.

SECTION 7. Quorum. A quorum for the transaction of business at any meeting of the Members shall consist of a majority of the total votes of all classes of the membership, being present either in person, or by proxy as permitted by the laws of the State of Florida.

SECTION 8. Voting.

a. Each Class B Member shall have one (1) vote for each Parcel he owns. The Class A Member has certain voting rights as set forth elsewhere in or incorporated in these Bylaws, particularly with regard to the election of Directors and officers.

b. When a quorum is present at any meeting, the vote of a majority of the Members' votes present in person or by proxy shall decide any question brought before the meeting, unless the Supplemental Declaration, the Articles of Incorporation, these Bylaws or any

applicable statute provides otherwise. If more than one (1) person, a corporation or any other entity should own a Parcel, they shall file a certificate with the Secretary of the Association naming the person authorized to cast votes for said Parcel. If the certificate is not on file, the Member should not be qualified to vote and the vote of such Member shall not be considered nor shall the presence of such Member at a meeting be considered in determining whether the quorum requirement has been met. If a Parcel should be owned jointly by husband and wife, no certificate need be filed with the Secretary naming the person authorized to cast votes for said Parcel, and either spouse, but not both, may vote in person or by proxy and be considered in determining whether the quorum requirement has been met at any meeting of the Members, unless prior to such meeting, either spouse has notified the Secretary in writing that there is a disagreement as to who shall represent the Parcel at the meeting, in which case the certificate requirement set forth above shall apply.

c. The use of proxies shall be governed by the laws of the State of Florida; provided, however, in the absence of conflicting law, the following shall apply: All proxies, in order to be valid, must be on file with the Secretary of the Association by 3 p.m. on the date prior to the date of any meeting of the Members.

ARTICLE V

Board of Directors

SECTION 1. Powers. The business of the Association shall be managed and its corporate powers shall be exercised by its Board of Directors, except as otherwise provided in the Supplemental Declaration, Articles of Incorporation or by the laws of the State of Florida.

SECTION 2. Election and Term of Office.

a. Directors shall be elected at the annual meeting of Members, except as provided in Sections 3 and 4 of this Article. At each meeting of Members for the election of Directors at which a quorum is present, the persons receiving the greatest number of votes, up to the number of Directors to be elected, shall be the Directors. Each Director shall hold office until the next succeeding annual meeting, or until his successor is elected and qualified, his earlier resignation by written notice to the Secretary of the Association or his removal from office. Prior to each annual meeting, the Board of Directors shall appoint a Nominating Committee consisting of three (3) Members, using such procedures as the Board may establish. The Nominating Committee shall nominate one (1) person for each vacancy to be filled at the annual meeting, and each Member shall be provided with a list of the nominations at least thirty (30) days prior to the annual meeting. Other nominations may be made from the floor. The election shall be by written ballot and by a plurality of the votes cast, each Member voting being entitled to cast his votes for each of as many nominees as there are vacancies to be filled.

b. Notwithstanding provisions to the contrary herein, the Developer has the right to appoint all Directors and to approve the appointment of all officers of the Association until the Developer owns no Parcels in this Phase and has no right to purchase any of the Additional Property and no Approved Builder owns any Parcels in this Phase. The Developer may relinquish this right in writing earlier at any time in its sole discretion.

SECTION 3. Vacancies. Any Director may resign at any time by an instrument in writing delivered to the Association, and the acceptance thereof by the Association shall not be necessary to make such resignation effective. Any vacancy occurring in the Board

of Directors, including any vacancy created by reason of an increase in the number of Directors, shall be filled as provided by the laws of the State of Florida. Notwithstanding the foregoing, the Developer shall have the sole right to fill any vacancy of a Director for whom it has the right of appointment.

SECTION 4. Removal. A Director may be removed from office by the affirmative vote of a majority of all the Members entitled to vote for the election of Directors, either with or without cause, and the remaining Directors, in the manner provided in these Bylaws, shall fill any vacancy or vacancies created by such a removal.

SECTION 5. Place of Meetings. All meetings of the Board of Directors shall be held at the office of the Association, or at such other place in Martin County, Florida, and at such time as shall be stated in the notice therefor.

SECTION 6. Regular Meetings. The Board of Directors shall hold a regular meeting each year immediately after the annual meeting of the Members at the place where such meeting of the Members was held for the purpose of election of officers and for the consideration of any other business that may be properly brought before the meeting. No notice of any kind to either old or new members of the Board of Directors for such regular meeting shall be necessary. The Board of Directors may establish a schedule of regular meetings.

SECTION 7. Special Meetings. Special meetings of the Board of Directors may be called by those persons empowered by the laws of the State of Florida on two (2) days' written notice to each Director. All notices of special meetings shall state the purpose, time and place of the meeting. Nothing herein shall be construed to prevent Directors from waiving notice of meetings of the Board of Directors.

SECTION 8. Quorum. A majority of all the Directors shall constitute a quorum for the transaction of business. The affirmative vote of the majority of Directors present at a meeting where a quorum is present shall be the act of the Board of Directors. If a quorum shall not be present at any meeting of the Board of Directors, a majority of the Directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present. The joinder of a Director in the action of a meeting by signing and concurring in the minutes of that meeting shall constitute the presence of such Director for the purpose of determining a quorum. The order of business at a meeting of the Directors shall be determined by the Board of Directors.

ARTICLE VI

Procedure

Robert's Rules of Order (latest edition) shall govern the conduct of proceedings when not in conflict with the Articles of incorporation and Bylaws of the Association or with the laws of the State of Florida.

ARTICLE VII

Officers

SECTION 1. Designation. The Association shall have a President, a Secretary and a Treasurer. The Association also may have, at the discretion of the Board of Directors, a Chairman of the Board and one or more Vice Presidents (however titled), Assistant Secretaries and Assistant Treasurers, each of whom shall hold office for such period, have such authority and perform such duties as the Board of Directors may determine.

SECTION 2. Election. The officers of the Association, except such officers as may

be elected in accordance with the provisions of Section 3 or Section 5 of this Article, shall be elected at the regular meeting of the Board of Directors held immediately after the annual meeting of the Members, and each shall hold his office until he shall resign or shall be removed or otherwise disqualified to serve, or his successor shall be elected and qualified. officers shall be elected by the affirmative vote of the majority of Directors present at a meeting where a quorum is present.

SECTION 3. Removal and Resignation. Any officer may resign at any time by giving written notice to the Board of Directors, or to the Chairman of the Board, if one shall have been elected, or the President or the Secretary of the Association. The Board of Directors may remove any officer at any time as provided by the laws of the State of Florida. A vacancy in any office shall be filled by the Board of Directors.

SECTION 4. Duties of Officers.

President. The President shall be the chief executive officer of the Association and, subject to the control of the Board of Directors, shall have general supervision, direction and control of the business and affairs of the Association. He shall preside at all meetings of the Members, and in the absence of the Chairman of the Board, shall preside at all meetings of the Board of Directors. He shall execute deeds, bonds, mortgages and other instruments on behalf of the Association, except where required or permitted by law to be signed and executed otherwise and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Association. He shall be ex-officio a member of all the standing committees, if any, shall have the general powers and duties of management usually vested in the office of the chief executive officer of a corporation, and shall have such other powers and duties as may be

prescribed by the Board of Directors or these Bylaws.

Secretary. The Secretary shall be responsible for preparing minutes of the meetings of the Directors and Members and for authenticating records of the Association. The Secretary shall keep, or cause to be kept, a book of minutes at the registered or principal office, or such other place as the Board of Directors may order, of all meetings of Directors and Members, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at Directors' meetings, the number of shares present or represented at Members' meetings and the proceedings thereof. The Secretary shall give, or cause to be given, notice of all the meetings of the Members and of the Board of Directors required by these Bylaws or by law to be given and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors.

Treasurer. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Association, including accounts of its assets, liabilities, receipts and disbursements. The books of account shall be open at all reasonable times to inspection by any Director. The Treasurer shall deposit all moneys and other valuables in the name and to the credit of the Association with such depositories as may be designated by the Board of Directors. He shall disburse the funds of the Association, shall render to the President and any Director, whenever requested, an account of all his transactions as Treasurer and of the financial condition of the Association, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors.

ARTICLE VIII

Amendment to Bylaws

These Bylaws may be repealed or modified by the vote of a majority of the Board of Directors present at any regular meeting of the Board, or at a special meeting of the Directors called for that purpose. However, no such amendment may be made which would adversely affect the rights of any Institutional Mortgagee without the written consent of such Institutional Mortgagee. Further, until such time as the Developer has relinquished control of the Association, no such amendment shall be effective without the written consent of the Developer. Notwithstanding the foregoing, Sections 1 and 8a. of Article IV, Section 2b. of Article V and Article X may only be amended upon the affirmative vote of all the voting interests of all the Members.

ARTICLE IX

Indemnification

The Association shall indemnify any person who is or was a Director, officer, employee or agent of the Association to the fullest extent permitted by the laws of the State of Florida.

ARTICLE X

Construction

The Articles of Incorporation, the Bylaws and the Supplemental Declaration shall be read and interpreted consistently. However, in the event of any conflict in the terms thereof, the terms of the Supplemental Declaration shall prevail over the terms of the Articles of Incorporation and the Bylaws, and the terms of the Articles of Incorporation shall prevail over the terms of the Bylaws. The terms of the Supplemental Declaration and the Articles

of Incorporation are incorporated herein by this reference.

ARTICLE XI

Severability

The provisions of these Bylaws shall be separable each from any and all other provisions of these Bylaws, and if any such provision shall be adjudged to be invalid or unenforceable, such invalidity or unenforceability shall not affect any other provision hereof, or the powers granted to this Association by the Articles of Incorporation or Bylaws.

Adopted this _____ day of _____, 1999.

ESTATES OF HAMMOCK CREEK
HOMEOWNERS' ASSOCIATION, INC.

By: _____
George T. Elmore, President

Attest: _____
Greg J. Fagan, Secretary

[corporate seal]

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