

EXHIBIT "B"

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
INDIGO LAKES MASTER
PROPERTY OWNERS ASSOCIATION, INC.
A NOT FOR PROFIT CORPORATION

In compliance with the requirements of Florida Statutes, Chapter 617 (1993), the undersigned, who is a resident of the State of Florida, and who is of full age, for the purpose of forming a Florida corporation not for profit, hereby certifies:

ARTICLE I

NAME OF CORPORATION

The name of the Corporation is INDIGO LAKES MASTER PROPERTY OWNERS ASSOCIATION, INC., a Florida corporation not for profit (hereafter called the "Association").

ARTICLE II

PRINCIPAL OFFICE OF THE ASSOCIATION

The principal office of the Association is located at 87 17th Avenue South, Lake Worth, Florida 33460.

ARTICLE III

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Association is 87 17th Avenue South, Lake Worth, Florida 33460 and GARY SMIGIEL is hereby appointed the initial registered agent of this Association at that address.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for certain maintenance and preservation of certain common areas and to promote the health, safety and welfare of the residents and owners within the property governed by the Association, and any additions thereto as may hereto be brought within the jurisdiction of this Association and for this purpose to:

(a) exercise all of the powers and privileges and to perform all duties and obligations of the Association as set forth in that certain Master Declaration of Covenants and Restrictions for the Wiles/Butler P.U.D., hereinafter called the "Declaration" (for purposes hereof all capitalized terms, unless provided otherwise herein, shall have the same meaning as in the Declaration), applicable to the property and recorded or to be recorded in the office of the Clerk of the Circuit Court, Broward County, Florida, and as the same may be amended from time to time as herein provided, said Declaration being incorporated herein as if set forth at length; and to

(b) have and to exercise any and all powers, rights and privileges which a corporation organized under the Florida Not For Profit Corporation Act by law may now or hereafter have or exercise; and to

(c) operate, maintain and manage the Surface Water or Stormwater Management System in a manner consistent with the South Florida Water Management District requirements and applicable District rules and to assist in the enforcement of the provisions of the Declaration which relate to the Surface Water or Stormwater Management System.

ARTICLE V

MEMBERSHIP

Every person or entity who is a record Owner of Tracts "D", "E", "F", and "G" and each sub-association responsible for the common areas and maintenance of Tracts "A", "B", and "C" (or in lieu of an existing sub-association, the owner[s] of each such Tract)

the shall be a Member of the Association. Notwithstanding anything else to the contrary set forth in this Article V, any such person or entity who holds such interest merely as security for the performance of an obligation shall not be a Member of the Association.

ARTICLE VI

VOTING RIGHTS

Section 1. Class of Membership. The Association shall have two (2) classes of voting membership:

Class A. Class A Membership shall be comprised of each of the Owners of Tracts "D", "E", "F" and "G". Class A Members shall each be entitled to one (1) vote for each Tract owned. When more than one person or entity owns any one of said Tracts, all such persons shall be Members, but the vote for such Tract shall be exercised only by that one person or entity who is Entitled To Vote. In no event shall more than one vote be cast with respect to any such owned Tract.

Class B. The Class B Member shall be the owner(s) of Tracts "A", "B" and "C" or the sub-association created for each such Tract. Each Class B Member shall be entitled to two (2) votes for each Tract owned by the Class B Member. In other words, the owner (or sub-association) of Tract "A" shall be entitled to two (2) votes, the owner (or sub-association) of Tract "B" shall be entitled to two (2) votes and the owner (or sub-association) of Tract "C" shall be entitled to two (2) votes.

Section 2. Entitled to Vote. As used herein, the term "Entitled to Vote" means and refers to that Owner of a Tract who shall cast a vote for a Tract at an Association meeting. If more than one person or legal entity shall own any Tract, the Owners thereof shall determine among themselves who shall be the Member Entitled to Vote. Said determination shall be manifested upon a voting certificate, signed by all Owners of said Tract, and given to the Association Secretary for placement in the Association records. If an Owner owns more than one Tract, such owner shall have a vote or votes for each owned Tract.

ARTICLE VII

INCORPORATOR

The name and address of the Incorporator of these Articles of Incorporation is as follows:

NAME

ADDRESS

Gary Smlgiel

87 17th Avenue South, Lake Worth, Florida 33460

ARTICLE VIII

BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors consisting of three (3) Directors who need not be members of the Association; provided, however, the Board shall consist of an odd number of Directors. The number of Directors may be changed by amendment of the Bylaws of the Association. The initial Board of Directors shall consist of the following three (3) Directors, who shall serve until the appointment of their successors as provided in the Declaration or the election of their successors as provided in the Bylaws, as the case may be.

Eduardo Camet	Morrison Homes, 5400 N.W. 190th Street Miami, FL 33055
Gary Smigiel	87 17th Avenue South Lake Worth, Florida 33460
Jeff Dworkin	Morrison Homes, 5400 N.W. 190th Street Miami, FL 33055

At the first annual meeting of the Members and at each annual meeting thereafter, the Members shall elect such Directors for a term of one (1) year.

ARTICLE IX

OFFICERS

The affairs of the Association shall be administered by the Officers as designated in the Bylaws. Thereafter, the Officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the Members of the Association, and they shall serve at the pleasure of the Board of Directors. The names and addresses of the Officers, who shall serve until their successors are elected by the Board of Directors, are as follows:

PRESIDENT	Eduardo Camet
VICE-PRESIDENT	Gary Smigiel
SECRETARY/TREASURER	Jeff Dworkin

ARTICLE X

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than sixty-six and two-thirds percent (66 2/3%) of each class of Members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which the Association was created or such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes. In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the Curfiss Water or Stormwater Management System must be transferred to and accepted by an entity which would comply with Section 40C-42.027, F.A.C., and be approved by the South Florida Water Management District prior to such termination, dissolution or liquidation. The dissolution procedures described in this Article X shall be subject to Court approval pursuant to the provisions of The Florida Not For Profit Corporation Act.

ARTICLE XI

DURATION

The Association shall exist perpetually.

ARTICLE XII

AMENDMENTS

Amendment of these Articles requires the approval of at least sixty percent (60%) of the votes to which the Members are entitled to vote. ~~80%~~

ARTICLE XIII

BYLAWS

The first Bylaws of the Association shall be adopted by the Board of Directors at the first meeting of Directors, and may be altered, amended or rescinded thereafter in the manner provided in the Bylaws.

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ARTICLE XIV

DECLARATION AND BYLAWS

In the event of any conflict between the terms and provisions of the Declaration and the terms and provisions of these Articles, the terms and provisions of the Declaration shall control. In the event of any conflict between the terms and provisions of these Articles and the terms and provisions of the Bylaws, the terms and provisions of these Articles shall control.

IN WITNESS WHEREOF, for the purposes of forming this corporation under the laws of the State of Florida, the undersigned, being the Incorporator, has executed these Articles of Incorporation this 20th day of February, 1996.

Signed, sealed and delivered
in the presence of:

[Signature]
Signature of Witness

INCORPORATOR:
[Signature]
GARY SMIGIEL

Henry B. Handler
Printed Name

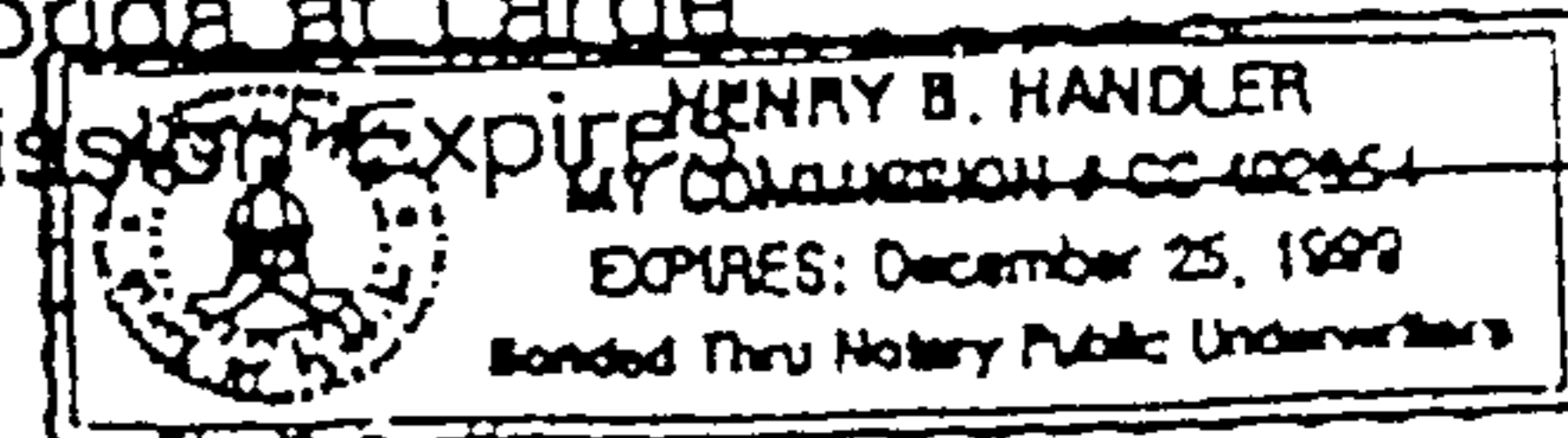
[Signature]
Signature of Witness

Shirley A. Stevens
Printed Name

STATE OF FLORIDA :
: SS
COUNTY OF PALM BEACH :

The foregoing ARTICLES OF INCORPORATION were acknowledged before me this ___ day of February, 1996, by GARY SMIGIEL who is (a) personally known to me or (b) ___ who has produced ___ as identification.

[Signature]
NOTARY PUBLIC
Print Name: Henry B. Handler
State of Florida at Large
My Commission Expires



BK 24553160301

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE NAMING
UPON WHO PROCESS MAY BE SERVED

Pursuant to Florida Statutes Section 48.091 and Section 617.0501, the following is submitted, in compliance with said acts:

FIRST, that INDIGO LAKES MASTER PROPERTY OWNERS ASSOCIATION, INC., a not-for-profit corporation, desiring to organize under Chapter 617, Florida Statutes, with its principal office, as indicated in the Articles of Incorporation, at 87 17th Avenue South, Lake Worth, Florida 33460, has designated GARY SMIGIEL as its Registered Agent to accept service of process within this State.

Having been designated as Registered Agent for the above-stated corporation at the place named in this Certificate, I hereby accept the appointment as Registered Agent, and I hereby state that I am familiar with and accept the obligations of this position in compliance with §617.0501, Florida Statutes, and I hereby agree to keep open the above named office as prescribed by §48.091, Florida Statutes.

DATED: February 20th, 1996


GARY SMIGIEL

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Section H. "Owner", means and refers to the record owner, whether one or more persons or entitles, of the fee simple title to any Tract situated upon the Property.

Section I. "Person" means and refers to any individual or legal entity.

Section J. "Plat" means and refers to that Plats of Wiles/Butler P.U.D. which have been or will be recorded in the Public Records of Broward County, Florida and such additional plats of real property recorded in the Public Records of Broward County, Florida which may hereafter be brought within the jurisdiction of the Association.

Section K. "Property" means and refers to the same term as defined in the Declaration.

Section L. "Sub-Association" means and refers to the not-for-profit homeowners association responsible for the common areas of any one of Tracts "A", "B" or "C".

Section M. "Tract" means and refers to one of Tracts "A", "B", "C", "D", "E", "F" and "G" as shown on the Plat.

II CORPORATE OFFICE

Section A. Name and Location. The name of the corporation is the Indigo Lakes Master Property Owners Association, Inc. The principal office of the corporation shall be located at 87 17th Avenue South, Lake Worth, Florida 33460, and may be changed by the Board of Directors at any time, and meetings of Members and directors may be held at such places within the State of Florida, County of Broward, as may be designated by the Board of Directors.

III MEETING OF MEMBERS

Section A. Annual Meetings. The first annual meeting of the Members shall be held one (1) year after the date the Articles of Incorporation of the Association are filed with the Secretary of State, State of Florida, at the hour of 7:30 p.m. If the day for the annual meeting of the Members is a Saturday, Sunday or legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday.

Section B. Special Meetings. Special meetings of the Members may be called at any time by the president or the Board of Directors.

EXHIBIT "C"

BYLAWS
OF
INDIGO LAKES MASTER PROPERTY OWNERS ASSOCIATION, INC.

These ByLaws constitute the code of rules adopted by the INDIGO LAKES MASTER PROPERTY OWNERS ASSOCIATION, INC., a Florida corporation not for profit, for the regulation and management of its affairs.

I
DEFINITIONS

As used in these Bylaws, the following terms shall be construed to mean:

Section A. "Association" means and refers to the corporate entity organized by the Articles of Incorporation of this corporation and known as the Indigo Lakes Master Property Owners Association, Inc.

Section B. "Class A Membership" means and refers to the same term as defined in the Article of Incorporation.

Section C. "Class B Membership" means and refers to the same term as defined in the Articles of Incorporation.

Section D. "Declaration" means and refers to the Declaration of Covenants and Restrictions for Wiles/Butler P.U.D. which was or will be recorded among the Public Records of Broward County, Florida.

Section E. "Developer" means and refers to the same term as defined in the Declaration.

Section F. "Entitled to Vote" means and refers to that Owner (or Sub-Association) who shall cast a vote for a Tract at an Association meeting. If more than one person or legal entity shall own any Tract, the Owners thereof shall determine among themselves who shall be the Member Entitled to Vote. Said determination shall be manifested upon a voting certificate, signed by all Owners of said Lot, and given to the Association Secretary for placement in the Association records. Notwithstanding anything contained herein to the contrary, all Owners (or Sub-Associations) whether Entitled to Vote or not are assured of all other privileges, rights, and obligations of Association membership and shall be Members of the Association.

Section G. "Member" means and refers to all those Owners who are Members of the Association as provided in the Articles of Incorporation of the Association.

Section C. Notice of Meetings. Written notice of each meeting of the Members shall be given by the Secretary, by mailing a copy of such notice, postage prepaid, at least ten (10) days, but not more than ninety (90) days, before such meeting to each Member, to the Member's address last appearing on the books of the Association, or supplied by such Member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section D. Quorum. The presence, physically or by proxy, at the meeting of Sixty (60%) percent of the voting interests of the Members Entitled to Vote shall constitute a quorum for any action, except as otherwise provided (1) in the Articles of Incorporation or (2) in the Declaration. If, however, such quorum shall not be present or represented at any meeting, the Members Entitled to Vote shall have the power to adjourn the meeting from time to time, without notice, other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section E. Proxies. At all meetings of the Members, each Member may vote in person or by proxy. All proxies must be in writing and filed with the Secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of his Lot.

IV

BOARD OF DIRECTORS; SELECTION; TERM OF OFFICE

Section A. Number. This Association will be managed by the three (3) initial persons serving on the Board of Directors. The number of directors may be changed by amendment to these By-Laws; provided, however, that the number of directors shall not be decreased to less than three (3). The affairs of this Association shall be managed by a Board of Directors, who need not be Members of the Association.

Section B. Removal. Any director may be removed from the Board, with or without cause, by a majority vote of no less than Sixty (60%) percent of the Members of the Association, accomplished by written notice of such removal delivered to the Secretary of the Association. In the event of death, resignation, incapacity, or removal of a director, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

Section C. Compensation. No director shall receive compensation for any service that he may render to the Association. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section D. Action Taken Without a Meeting. The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the directors. Any action so approved shall have

the same effect as though taken at a meeting of the directors.

V

NOMINATION AND ELECTION OF DIRECTORS

Section A. Nomination. At the annual meeting, any Member may nominate a Person to serve on the Board of Directors.

Section B. Election. Election to the Board of Directors shall be by secret written ballot. At such election the Members or their proxies may cast, with respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The Persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

VI

MEETING OF DIRECTORS

Section A. Regular Meetings. The annual meeting of the Board of Directors shall be held without notice immediately following the annual meeting of the Members at the same place as may be fixed for the annual meeting of the Members.

Section B. Special Meetings. Special meetings of the Board of Directors shall be held when called by the president of the Association, or by any two (2) directors, after not less than five (5) days' written notice to each director at his address as shown upon the records of the Association.

Section C. Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

VII

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section A. Powers. The Board of Directors shall have the power to:

1. assess a Tract Owner or responsible Sub-Association for those items provided in the Declaration;
2. suspend the voting rights of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association or take such other action or actions against any member as may be provided in the Declaration for any violation of any of the terms thereof, the Articles of Incorporation or these Bylaws;

3. exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provision of the Bylaws, the Articles of Incorporation, or the Declaration;
4. declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive meetings of the Board of Directors;
5. place a lien on a Tract for nonpayment of an assessment, as provided in the Declaration; and
6. employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

Section B. Duties. It shall be the duty of the Board of Directors to:

1. cause to be kept a complete record of all its acts and corporate affairs and to present statements thereof to the Members at: (a) the annual meeting of the Members, or (b) any special meeting of the Members;
2. supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;
3. as more fully provided in the Declaration, to:
 - a. fix the amount of any assessment against each Tract as provided in the Declaration
 - b. send written notice of each assessment to every Owner of a Tract or responsible Sub-Association at least thirty (30) days in advance of the payment due date; and
 - c. foreclose the lien against any Tract for which assessments are not paid or to bring an action at law against the owner personally obligated to pay the same.
4. issue, or to cause an appropriate officer to issue, upon demand by any Persons, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;
5. procure and maintain adequate liability and hazard insurance on any property owned by the Association and to procure and obtain director and officer liability insurance for all directors and officers; and

6. cause all offices or employees having fiscal responsibilities to be bonded, as it may deem appropriate.

VIII

OFFICERS AND THEIR DUTIES

Section A. Enumeration of Officers. The officers of this Association shall be a president and vice-president, who shall at all times be directors of the Association, a secretary, and a treasurer.

Section B. Election of Officers. The election of officers shall take place at the meeting of the Board of Directors immediately following each annual meeting of the Members.

Section C. Term. The officers of this Association shall be elected annually by the Board, and each officer shall hold office for one (1) year, unless he shall sooner resign, be removed, or otherwise be disqualified to serve.

Section D. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time by giving written notice to the Board, the president or the secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section E. Vacancies. A vacancy in any office may be filled by the Board of Directors. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaced.

Section F. Multiple Offices. No officer shall simultaneously hold more than one (1) of any of the other offices. Any Person may hold any two offices simultaneously, except President and any other office.

Section G. Duties. The duties of the officers are as follows:

President

The president shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all legal documents; and co-sign all checks and promissory notes.

Vice-President

The vice-president shall act in the place and stead of the president in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.

Secretary

The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of the meetings of the Board and of the Members; keep appropriate current records showing the Members of the Association, together with their addresses; and shall perform such other duties as required by the Board.

Treasurer

The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall co-sign all checks and promissory notes of the Association; keep proper books of account; and shall prepare an annual budget, including a statement of income and expenditures to be presented to the membership at its regular annual meeting.

IX

COMMITTEES

In addition, the Board of Directors shall appoint such committees as it deems appropriate in carrying out its purpose and that of the Association.

X

BOOKS AND RECORDS

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any Member. The Declaration, the Articles of Incorporation and the Bylaws of the Association shall be available for inspection by any Member at the principal office of the Association, where copies may be purchased at reasonable cost.

XI
CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words: "INDIGO LAKES MASTER PROPERTY OWNERS ASSOCIATION, INC.", the words "Florida" and "Not For Profit Corporation", and the year of incorporation.

XII
MISCELLANEOUS

Section A. Fiscal Year. The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

XIII
AMENDMENTS AND ADMINISTRATIVE PROVISIONS

Section A. Amendment of the Bylaws. These Bylaws may be amended (1) by majority action of Board of Directors at a regular or special meeting thereof or by an action taken without a meeting and (2) by a vote of no less than sixty (60%) percent of the Members who are present physically or by proxy at a regular or special meeting of the Members.

Section B. Conflicts. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

Section C. Construction in Accordance with Law. These Bylaws will be construed in accordance with the laws of the State of Florida.

Section D. Headings. The headings used for each Article and Section in these Bylaws are used for administrative purposes only and do not constitute substantive matter to be considered in construing the terms of these Bylaws.

Section E. Number and Gender. Wherever the context shall so require, all words in any gender will be deemed to include all genders. All words in the singular will include the plural, and all words in the plural will include the singular.

Section F. Severability. In case any one or more of the provisions contained in these Bylaws shall, for any reason, be held to be invalid, illegal, or unenforceable in any respect, such invalidity, illegality, or unenforceability shall not affect any other provision thereof, and these Bylaws shall be construed, as if such invalid, illegal, or unenforceable provision had never been contained herein.

IN WITNESS WHEREOF, we being all of the directors of the Indigo Lakes Master Property Owners Association, Inc., have hereto set our hands this ____ day of February, 1996.

EDUARDO CAMET Director

GARY SMIGIEL Director

JEFF DWORKIN Director

CERTIFICATION

I, the undersigned, do hereby certify:

That I am the duly elected and acting Secretary of the Indigo Lakes Master Property Owners Association, Inc., a Florida corporation not for profit, and

That the foregoing Bylaws constitute the original Bylaws of said Association, as duly adopted at a meeting of the Board of Directors thereof, held on the ____ day of February, 1996.

IN WITNESS WHEREOF, I have hereunto subscribed my name this ____ day of February, 1996.

Secretary
Indigo Lakes Master Property
Owners Association, Inc., a Florida
corporation not for profit

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EXHIBIT "D"

Percentage Share of Association Assessments Subject to Provisions
of Master Declaration of Covenants and Restrictions

<u>TRACTS</u>	<u>PERCENTAGE SHARE</u>
A	19.81 %
B	27.24 %
C	19.00 %
D	19.35 %
E	1.70 %
F	1.79 %
G	11.11 %

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Revised February 28, 1996
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