

EXHIBIT A

FILED

ARTICLES OF INCORPORATION

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TALLAHASSEE, FLORIDACYPRESS CREEK HOMEOWNERS ASSOCIATION, INC.I. NAME.

The name of this corporation shall be Cypress Creek HOMEOWNERS ASSOCIATION, INC. (The "Association").

II. PURPOSES.

The general nature, objects and purposes of the Association are as follows:

A. To promote the health, safety and social welfare of the owners of the property within the residential area subject to the Declaration of Covenants and Restrictions for Cypress Creek (the "Declaration") to be executed by Arvida Corporation and to be recorded in the Public Records of St. Johns County, Florida. The property, subject to the Declaration consists of that certain real property situated in St. Johns County, Florida, described below together with any additional property made subject to the Declaration in accordance with Article III thereof (the "Property").

Players Club Unit Two, according to plat thereof recorded in Map Book 15, pages 63 through 66 of the Public Records of St. Johns County, Florida.

"Developer", "Owner", "Lot", "Unit" and "Common Areas" and any other defined terms used herein, and elsewhere in the Articles, are used with the definitions given those terms in the Declaration.

B. To own and maintain, insure, repair and replace the general and/or Common Areas, roadways, parks, sidewalks and/or access paths, street and other Common Areas, lakes, structures, landscaping and other improvements in and/or benefiting the Property for which the obligation to maintain and repair has been delegated to and accepted by the Association.

C. To control the specifications, architecture, design, appearance, elevation and location of, landscaping around all buildings and improvements of any type, including walls, fences, swimming pools, antennas, sewers, drains, disposal systems, or other structures constructed, placed or permitted to remain in North Gate, as well as the alteration, and/or changes thereto.

D. To provide for private security, fire protection and such other services and the capital improvements and equipment related thereto within the Property for which the Association has accepted or may accept the responsibility.

E. To operate without profit for the benefit of its members.

F. To perform all of the functions contemplated for the Association, and undertaken by the Board of Directors of the Association (the "Board"), in the Declaration hereinabove described.

III. GENERAL POWERS.

The general powers that the Association shall have are

as follows:

A. To hold funds solely and exclusively for the benefit of the Association members for the purposes set forth in these Articles of Incorporation.

B. To promulgate and enforce rules, regulations, bylaws, covenants, restrictions and agreements to effectuate the purposes for which the Association is organized.

C. To delegate power or powers or appoint agents where such is deemed in the interest of the Association.

D. To purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of interest in, real or personal property, except to the extent restricted hereby; to enter into, make, perform or carry out contracts of every kind with any person, firm, corporation, association or other entity; to do any and all acts necessary or expedient for carrying on any and all of the activities and pursuing any and all of the objects and purposes set forth in these Articles of Incorporation and not forbidden by the laws of the State of Florida.

E. To fix assessments to be levied against the property and the costs of effectuating the objects and purposes of the Association, to create reasonable reserves for such expenditures, and to authorize the Board, in its discretion, to enter into agreements with mortgage companies and other organizations for the collection of such assessments.

F. To charge recipients for services rendered by the Association and the user of Association property when such is deemed appropriate by the Board.

G. To pay taxes and other charges, if any, on or against property owned or accepted by the Association.

H. In general, to have all powers conferred upon a non-profit corporation by the laws of the State of Florida, except as prohibited herein.

IV. MEMBERS.

A. The members shall consist of the Owners of property within the Property and all such Owners shall be members of the Association. There shall be two (2) classes of members, as follows:

1. Class A Member. Class A Members shall be all Owners other than the Class B Members. Owners shall automatically become Class A Members upon purchase of property within the Property.

2. Class B. Member. The Class B Member shall be Arvida Corporation, a Delaware corporation, or its designee, successor or assignee as Developer of the Property.

V. VOTING AND ASSESSMENTS.

A. Subject to the restrictions and limitations hereinafter set forth, each Class A Member shall be entitled to one (1) vote for each Lot in which he holds the interest required for membership. When one or more person holds such interest or interests in any Unit, all such persons shall be members, and the vote for such Unit shall be exercised as they among themselves determine, but in no event shall more than one vote

be cast with respect to any Lot owned by one or more Class A Members.

B. The Class B Member shall be entitled to three (3) votes for each Lot in which he holds the interest required for membership. The Class B Member shall have the right to appoint a majority of the Board so long as it owns at lease one (1) Lot within the Property.

*Home owners*

C. Except as otherwise provided by these Articles, the Declaration, or the Bylaws of Cypress Creek Association, Inc. (the "Bylaws"), the affirmative vote of a majority of the votes which are entitled to be cast by the Owners of Lots represented at any meeting of the members duly called and at which a quorum is present, shall be binding upon the members.

D. The Association will obtain funds with which to operate by assessment of its members in accordance with the provisions of the Declaration, as supplemented by the provisions of the Articles and Bylaws of the Association relating thereto.

VI. BOARD OF DIRECTORS.

A. The affairs of the Association shall be managed by a Board consisting of five (5) Directors. So long as the Developer shall have the right to appoint a majority of the Board, Directors need not be members of the Association and need not be residents of the State of Florida; thereafter, all Directors shall be members of the Association. There shall be two (2) Directors appointed by the Class A Members so long as the Class B Member has the right to elect a majority of the Board of Directors. Elections shall be by plurality vote. At the first annual election to the Board of Directors the term of office of the elected Director receiving the highest plurality of votes shall be established at two (2) years. In addition, the Class B Member shall appoint three (3) Directors to serve for a term of two (2) years. Thereafter, as many Directors shall be elected and appointed, as the case may be, as there are regular terms of office of Directors expiring at such time; and the term of the Director so elected or appointed at each annual election shall be for two (2) years expiring at the second election following their election, and thereafter until their successors are duly elected and qualified, or until removed from office with or without cause by the affirmative vote of a majority of the members which elected or appointed them. Any Director appointed by the Class B Member shall serve at the pleasure of the Class B Member, and may be removed from office, and a successor Director may be appointed, at any time by a Class B Member.

B. The names and addresses of the members of the first Board of Directors who shall hold office until the first annual meeting of the members and until their successors are elected or appointed and have qualified, are as follows:

- Peter S. Rummell                    21 Fishermans Cove Road  
    Ponte Vedra Beach, Florida 32082
- James E. Davidson, Jr.            83 Fishermans Cove Road  
    Ponte Vedra Beach, Florida 32082
- Michael H. Hannon                107 Altamar Drive  
    Ponte Vedra Beach, Florida 32082
- William Minus                      106 West Abalone Lane  
    Ponte Vedra Beach, Florida 32082

Daniel A. Almers  
101-3 Vista Lagoon Court  
Ponte Vedra Beach, Florida 32082

VII. OFFICERS.

A. The Officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board may from time to time by resolution create. Any two (2) or more offices, except the offices of President and Secretary, may be held by the same person. Officers shall be elected for one (1) year terms in accordance with the procedures set forth in the Bylaws. The names of the officers who are to manage the affairs of the Association until the annual meeting of the Board of Directors to be held in the year 1983 and until their successors are duly elected and qualified are:

President	Daniel A. Almers
Treasurer and Secretary	Eduardo E. Gil
Vice President	Peter S. Rummell

VIII. CORPORATE EXISTENCE.

The Association shall have perpetual existence.

IX. BYLAWS.

The Board of Directors shall adopt Bylaws consistent with these Articles.

X. AMENDMENTS TO ARTICLES OF INCORPORATION AND BYLAWS.

These Articles and the Bylaws may be altered, amended or repealed by vote of a majority of the Board of Directors. So long as the Developer owns any Lot(s) within the Property, no amendment shall be effective without the prior written consent of Arvida Corporation or its successors or assigns, as Developer. No amendment affecting the use, sale or lease of the Common Areas, as defined in the Declaration, shall be adopted or effective without the prior approval of the Developer. Any amendments shall be effective upon passage by the Board and approval by the Developer. No amendments to the Articles or Bylaws need be recorded in the public records.

XI. SUBSCRIBERS.

The names and addresses of the subscribers are as follows:

Peter S. Rummell 21 Fishermans Cove Road Ponte Vedra Beach, Florida 32082	Daniel A. Almers 101-3 Vista Lagoon Court Ponte Vedra Beach, Florida 32082
Michael Hannon 107 Altamar Drive Ponte Vedra Beach, Florida 32082	

XII. INDEMNIFICATION OF OFFICERS AND DIRECTORS.

A. The Association hereby indemnifies any Director or

officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

1. Whether civil, criminal, administrative, or investigative, other than one by or in the right of the Association to procure a judgment in its favor, brought to impose a liability or penalty on such person for any act alleged to have been committed by such person in his capacity as Director or officer of the Association, or in his capacity as Director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against judgments, 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, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association, and in criminal actions or proceedings, without reasonable grounds for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such Director or officer did not act in good faith in the reasonable belief that such action was in the best interest of the Association or that he had reasonable grounds for belief that such action was unlawful.

2. By or in the right of the Association to procure a judgment in its favor by reason of his being or having been a Director or officer of the Association, or by reason of his being or having been a Director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein if such person acted in good faith in the reasonable belief that such action was in the best interest of the Association. Such person shall not be entitled to indemnification in relation to matters to which such person has been adjudged to have been guilty of gross negligence or misconduct in the performance of his duty to the Association or unless, and only to the extent that, the court, administrative agency, or investigative body before which such action, suit or proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

B. The Board of Directors shall determine whether amounts for which a Director or officer seek indemnification were properly incurred and whether such Director or officer acted in good faith in a manner he reasonably believed to be in the best interests of the Association, and whether, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding.

C. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Association to indemnify under applicable law.

XIII. TRANSACTION IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED.

A. No contract or transaction between the Association and

one or more of its Directors or officers, or between the Association and any other corporation, partnership, association, or other organization in which one or more of its Directors or officers are Directors or officers, or in which they have a financial interest, shall be invalid, void or voidable solely for this reason, or solely because the Director or officer is present at or participates in the meeting of the Board or committee thereof which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose. No Director or officer of the Association shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction.

B. Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

XIV. DISSOLUTION OF THE ASSOCIATION.

A. The Association may be dissolved upon a resolution to that effect being recommended by three-fourths (3/4) of the members of the Board of Directors, and, if such decree be necessary at the time of dissolution, after receipt of an appropriate decree as set forth in Florida Statutes Section 617.05 or statute of similar import, and approved by two-thirds (2/3) of the votes of each Class of the Association's membership.

B. Upon dissolution of the Association, all of its assets remaining after provisions for creditors and payment of all costs and expenses of such dissolution shall be distributed in the following manner:

1. Real property contributed to the Association without the receipt of other than nominal consideration by the Class B Member (or its predecessor in interest) shall be returned to the Class B Member (whether or not a Class B Member at the time of such dissolution), unless it refuses to accept the conveyance (in whole or in part).
2. The Common Areas, as defined in the Declaration, shall be dedicated to the County of St. Johns, or its successor, unless the County refuses to accept such dedication.
3. Remaining assets shall be distributed among the members as tenants in common, with each member's share of the assets to be determined in accordance with its voting rights.

IN WITNESS WHEREOF, the subscribers have hereto set their hands and seals this 3d day of August, 1983.

Signed, sealed and delivered in the presence of:

Therese P. Amuth  
John K. Spactor  
Therese P. Amuth  
John K. Spactor

Peter S. Rummell  
 Peter S. Rummell

Daniel A. Almers  
 Daniel A. Almers

Laura S. McD. Humphre  
Patricia L. Butler

Michael H. Hannon  
Michael H. Hannon

STATE OF FLORIDA )  
                          )ss  
COUNTY OF ST. JOHNS )

The foregoing instrument was acknowledged before me  
this 3d day of August, 1983, by Peter S. Rummell, a  
Subscriber of CYPRESS CREEK HOMEOWNERS ASSOCIATION, INC.

Sheryl D. Smith  
Notary Public, State of Florida  
at Large.

My Commission Expires: 8/4/85

(NOTARIAL SEAL)

STATE OF FLORIDA )  
                          )ss  
COUNTY OF ST. JOHNS )

The foregoing instrument was acknowledged before me  
this 3d day of August, 1983, by Daniel A. Almers, a  
Subscriber of CYPRESS CREEK HOMEOWNERS ASSOCIATION, INC.

Sheryl D. Smith  
Notary Public, State of Florida  
at Large.

My Commission Expires: 8/4/85

(NOTARIAL SEAL)

STATE OF FLORIDA )  
                          )ss  
COUNTY OF ST. JOHNS )

The foregoing instrument was acknowledged before me  
this 3d day of August, 1983, by Michael H. Hannon, a  
Subscriber of CYPRESS CREEK HOMEOWNERS ASSOCIATION, INC.

John G. Metcalf  
Notary Public, State of Florida  
at Large.

My Commission Expires: 1/10/86

(NOTARIAL SEAL)

FILED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

HOMEOWNERS

CYPRESS CREEK HOMEOWNERS ASSOCIATION, INC., DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF PONTE VEDRA BEACH, STATE OF FLORIDA, HAS NAMED DANIEL A. ALMERS, LOCATED AT THE ADMINISTRATION BUILDING, 10033 SAWGRASS DRIVE, PONTE VEDRA BEACH, FLORIDA 32082, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

CYPRESS CREEK HOMEOWNERS ASSOCIATION, INC.

By: *Daniel A. Almers*

Dated: 8/3/83

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

*Daniel A. Almers*  
DANIEL A. ALMERS

Dated: 8/3/83

State of Florida



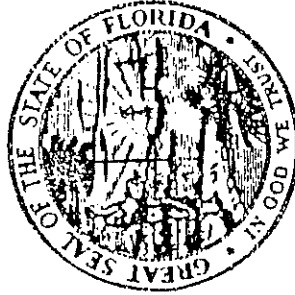
Department of State

REC 600 PAGE 692

I certify that the attached is a true and correct copy of the Articles  
of Incorporation of CYPRESS CREEK HOMEOWNERS ASSOCIATION, INC.

a corporation organized under the Laws of the State of Florida,  
filed on August 15, 1983.

The charter number for this corporation is 769830.



Given under my hand and the  
Great Seal of the State of Florida,  
at Tallahassee, the Capital, this the  
15th day of August, 1983

George Firestone  
Secretary of State