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February 23, 2000

VIA OVERNIGHT DELIVERY

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: The Cedars at Woodridge, Inc.
Our File No. 794-6

100003146541--1
-02/24/00--01076--002
*****78.75 *****78.75

Dear Sir:

Enclosed please find an original and one copy of Articles of Incorporation of The Cedars at Woodridge, Inc. together with our check in the amount of \$78.75 representing the fee for filing the Articles of Incorporation and to obtain a certified copy of the Articles as filed. I am also enclosing a stamped, self-addressed envelope for your convenience in returning the certified copy of the Articles to our office.

If you have any questions, please don't hesitate to give me a call.

Thank you.

Very truly yours,
Nancy O. Honsa
Nancy O. Honsa
Paralegal

FILED
00 FEB 24 AM 10:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosures

[Handwritten initials]

ARTICLES OF INCORPORATION

OF

THE CEDARS AT WOODRIDGE, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract hereby forms a corporation not for profit under the "Florida Not For Profit Corporation Act", Chapter 617, Florida Statutes.

ARTICLE I
NAME

The name of this corporation is:

The Cedars At Woodridge, Inc.

For convenience, the corporation is sometimes referred to in this instrument as the "Association".

FILED
00 FEB 24 AM 10:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II
PURPOSES

This corporation is organized to provide for the improvement, maintenance, and preservation of the property the ("Subdivision") affected by the Declaration of Covenants and Restrictions for The Cedars At Woodridge, to be recorded in Lake County, Florida, and as amended from time to time (the "Declaration") and to provide the health, safety and welfare of the members of the Association.

ARTICLE III
MEMBERSHIP AND VOTING RIGHTS

Section 1. Membership. Every person or entity, who is a record owner of a fee or undivided fee interest in any property or Lot (as defined below) in the affected by the Declaration, shall be a member of the Association. Notwithstanding anything else to the contrary herein, 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.

Section 2. Voting Rights. The Association shall have two (2) classes of voting membership.

Class A. Class A Members shall be all those Owners (as defined in Article 1 of the Declaration) with the exception of Maesbury Homes, Inc., a Florida corporation (the

"Developer", as such term is defined in the Declaration) as long as the Class B Membership shall exist, and thereafter, the Developer shall be a Class A Member to the extent it would otherwise qualify. Except as provided below, Class A Members shall be entitled to one (1) vote for each Lot (as that term is defined in the Declaration) in which they hold the interests required for membership under Section 1 below. When more than one person holds such interest or interests in any Lot, all such persons shall be Members, and the vote for such Lot shall be exercised as they, among themselves, determine, but, in no event shall more than one vote be cast with respect to any such Lot, except as to the Class B member as provided for below.

Class B. The Class B Member shall be the Developer. The Class B Member shall be entitled to one (1) vote, plus an additional four (4) votes, for each Lot owned by the Developer. The Developer shall be entitled to cast its votes on each occasion at which the Class A Members shall be entitled to vote. The Class B Membership shall cease and terminate six (6) months after ninety percent (90%) of the Lots within The Properties (as defined in Article 1 of the Declaration) have been sold and conveyed by the Developer (or its affiliates) to Members (but no including builders, contractors or others who purchase a Lot for the purpose of constructing improvements thereon for resale), or sooner at the election of the Developer (whereupon the Class A Members shall be obligated to elect the Board of Directors and assume control of the Association).

ARTICLE IV **TERM OF EXISTENCE**

This association shall commence existence on the date of filing with the Secretary of State and shall exist perpetually.

ARTICLE V **INCORPORATOR**

The name and address of the subscriber is:

Paul Oxley
3038 Michigan Avenue
Kissimmee, Florida 34744

ARTICLE VI **OFFICERS**

The affairs of the association shall be managed by a President, a Secretary, a Treasurer, and such other officers as may be provided for in the Bylaws of the corporation. An officer may hold one or more offices. The officers shall be elected by the Board of Directors annually in accordance with the provisions of the Bylaws; and they shall serve at the pleasure of the Board of Directors.

ARTICLE VII
INITIAL OFFICERS

The names of the officers who are to serve until the first election hereunder are:

President	Paul Oxley
Treasurer	Robert R. Marks
Secretary	Lindsey M. Oxley

ARTICLE VIII
DIRECTORS

The Board of Directors of the Association shall consist of not less than one (1) person nor more than nine (9) persons, the exact number to be determined in accordance with the provisions of the Bylaws, be elected by the members annually in accordance with the provisions of the Bylaws and shall include at least one director from each Neighborhood Association as defined in the Declaration.

ARTICLE IX
INITIAL DIRECTORS

The names and addresses of the persons who are to serve as the initial directors until the first election hereunder is:

<u>Name</u>	<u>Address</u>
Paul Oxley	3038 Michigan Avenue, Kissimmee, Florida 34744
Lindsey M. Oxley	3038 Michigan Avenue, Kissimmee, Florida 34744
Robert R. Marks	3109 Fairfield Drive, Kissimmee, Florida 34743

ARTICLE X
BYLAWS

The Bylaws of the Association shall be made, altered, or rescinded by affirmative vote of a majority of the Directors of the Corporation.

ARTICLE XI
INDEMNIFICATION

Section 1. Neither the members, nor officers of the Association shall be personally liable for any obligation of the Association of any nature whatsoever; nor shall any of the property of any member or officer of the Association be subject to the payment of the obligations of the Association to any extent whatsoever.

Section 2. Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him/her in connection with any proceeding whether civil, criminal, administrative, or investigative, or any settlement of any proceeding, or any appeal from such proceeding to which he/she may be a party or in which he/she may become involved by reason of his/her being or having been a director or officer of the Association, or having served at the Association's request as a director or officer of any other corporation, whether or not he/she is a director or officer at the time such expenses are incurred, regardless of by whom the proceeding was brought, except in relation to matters as to which any such director or officer shall be adjudged liable for gross negligence or willful misconduct, provided that in the event of a settlement, the indemnification shall apply only when the Board of Directors of the Association approve such settlement and reimbursement as being for the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

Section 3. Expenses incurred in defending a suit or proceeding whether civil, criminal, administrative or investigative may be paid by the Association in advance of the final disposition of such action, suit or proceeding if authorized by all of the non-interested directors upon receipt of an undertaking by or on behalf of the director or officer to repay such amount if it shall ultimately be determined that he/she is not to be indemnified by the Association as authorized by these Articles of Incorporation.

Section 4. The Association shall have the power to purchase at its expense and maintain insurance on behalf of any person who is or was a director or officer of the Association, against any liability asserted against him/her and incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not the Association would have the power to indemnify him/her against such liability under the provisions of these Articles.

ARTICLE XII
AMENDMENTS

These Articles of Incorporation may be amended by the affirmative vote of a majority of the members of the Association, after no less than fifteen (15) days prior written notice to all members.

ARTICLE XIII
MISCELLANEOUS

Section 1. The Association shall have no capital stock.

Section 2. This Association shall have all powers to carry out its purposes and activities incidental to its purposes in furtherance, and not in limitation of, the powers conferred by law and by the "Florida Not For Profit Corporation Act", Chapter 617, Florida Statutes, or as the same may be amended.

Section 3. Notwithstanding any other provision of these Articles, the Association shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

Section 4. Unless specifically prohibited, any and all functions, duties and powers of the Association shall be fully transferrable in whole, or in part, to any developer, management agent, governmental unit, public body, or similar entity. Any instrument effecting such a transfer shall specify the duration thereof and the means of revocation.

ARTICLE XIV
DISSOLUTION

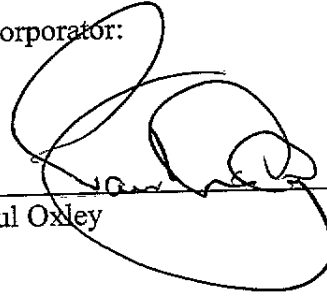
Upon the dissolution of this Association the Board of Directors shall, after paying or making provision for the payment or all of the liabilities of the Association, pursuant to the procedure of provisions of Florida Statutes §617.05, dispose of all of the assets of the association exclusively for the purposes of the Association in such manner as the Board of Directors shall determine. Any of the assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XV
INITIAL PRINCIPAL OFFICE: INITIAL REGISTERED OFFICE AND AGENT

The street address and mailing address of the initial principal office of the Corporation is 3038 Michigan Avenue, Kissimmee, Florida 34744. The initial registered office of the Corporation shall be 3038 Michigan Avenue, Kissimmee, Florida 34744, and the registered agent of the Corporation at that office shall be Paul Oxley.

31st IN WITNESS WHEREOF, the Incorporator has executed these Articles of Incorporation the day of January, 2000.

Incorporator:

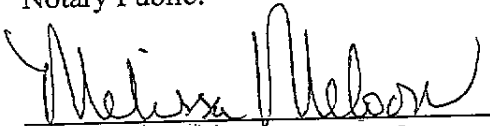


Paul Oxley

STATE OF FLORIDA
COUNTY OF OSCEOLA

The foregoing instrument was acknowledged before me this 31st day of January, 2000, by Paul Oxley, who is [] personally known to me or [] who has produced _____ as identification and who did take an oath.
N/A

Notary Public:



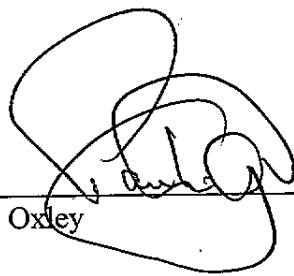
(Signature of Notary Public)
Print Name: Melissa Meloon
State of Florida at Large (Seal)
My Commission Expires



CONSENT OF REGISTERED AGENT

Paul Oxley, the undersigned, hereby accepts appointment and hereby consents to serve as registered agent of The Cedars At Woodridge, Inc., a Florida corporation not for profit, and agrees to maintain the registered office and accept process according to law.

Dated this 31st day of January, 2000.



Paul Oxley

FILED
00 FEB 24 AM 10:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA