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March 31, 2000

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Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32301

RE: COURTYARD VILLAS HOMEOWNER'S ASSOCIATION, INC.

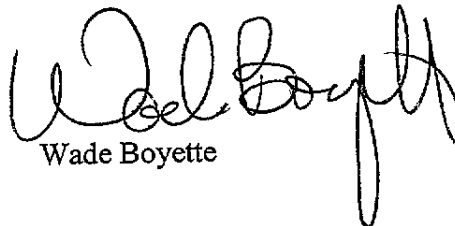
Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-captioned corporation, together with a check in the amount of \$70.00 representing the filing fee and registered agent fee.

If you have any questions regarding this matter, please contact our office.

Very truly yours,

HOVIS & BOYETTE, P.A.


Wade Boyette

KWB/jcg

Enclosures

FILED
00 APR -6 PM 2:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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WCB

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00 APR -6 PM 2:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
COURTYARD VILLAS HOMEOWNER'S ASSOCIATION, INC.**

The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not For Profit Corporation Act, Florida Statutes, Chapter 617, do hereby make and adopt the following Articles of Incorporation:

**Article I
NAME AND ADDRESS**

The name and address of the Corporation is COURTYARD VILLAS HOMEOWNER'S ASSOCIATION, INC., 600 S. Main Avenue, Minneola, FL 34755. The mailing address of the Corporation is P.O. Box 701, Minneola, FL 34755.

**Article II
NOT FOR PROFIT**

The Corporation is a corporation not for profit as defined in Section 617.01, Florida Statutes. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Directors, or Officers, except to the extent permissible under law.

**Article III
COMMENCEMENT OF CORPORATE EXISTENCE
AND DURATION**

The date when corporate existence shall commence is the date of filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The duration (term) of the Corporation is perpetual.

**Article IV
PURPOSES**

The Corporation is organized, and shall be operated exclusively for, the following purposes:

1. To enforce the Declaration of Easements, Covenants, Conditions and Restrictions of Courtyard Villas (the "Declaration"), consisting of homesites in Lake County, Florida, to be the Association referred to in said Declaration, and to assess Owners in accordance with said Declaration, and levy and collect adequate assessments against its management system as well as any other costs provided for in the Declaration.

2. Operate, maintain and manage the surface water or stormwater management system(s) in a manner consistent with the St. Johns River Water Management District permit No. 42-069-1409N-ERP requirements and applicable District rules, and shall assist in the enforcement of the Declaration that relate to the surface water or stormwater management system.

3. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or use, apply, employ, sell, expend, disburse, lease, mortgage, manage, option, donate or for any of the purposes set forth herein.

4. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article V LIMITATION

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, Directors or Officers, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 4 (Purposes) hereof.

Article VI DISSOLUTION

In the event of termination, dissolution or final liquidation of the Corporation, the responsibility for the operation and maintenance of the surface water or stormwater management system must be transferred to and accepted by an entity that would comply with Section 40C-42.027, F.A.C. and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

Article VII MEMBERS

Every person or entity who is a record owner of a fee or undivided fee interest in any lot or unit which is subject to covenants of record to assessments by the Association, including contract sellers, but excluding persons holding title merely as security for performance of an obligation, shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of a lot which is subject to assessment by the Association.

Article VIII
INITIAL REGISTERED OFFICE AND AGENT

The Street address of the initial Registered Office of the Corporation is 600 S. Main Avenue, Clermont, FL 34711, and the name of its initial Registered Agent at that address is Carl Cerilli.

Article IX
INITIAL BOARD OF DIRECTORS

The management of the Corporation shall be vested in the Board of Directors. The number of Directors constituting the initial Board of Directors is three. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three. The Members shall elect the Directors at the annual meeting of Members. The Bylaws may provide for ex officio and honorary Directors, and their rights and privileges. The name and address of each initial Director of the Corporation is as follows:

Name	Address
Carl Cerilli	P.O. Box 701 Minneola, FL 34755
Fred Plummer	P.O. Box 701 Minneola, FL 34755
Anita Sue Cerilli	P.O. Box 701 Minneola, FL 34755

Article X
OFFICERS

The officers of the Corporation shall consist of a President, Vice President, Secretary, Treasurer and such other Officers and Assistant Officers as may be provided in the Bylaws. Each Officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws. The name and address of each initial Officer of the Corporation is as follows:

Title	Name	Address
President:	Carl Cerilli	P.O. Box 701 Minneola, FL 34755
Vice President:	Fred Plummer	P.O. Box 701 Minneola, FL 34755

Secretary: Carl Cerilli P.O. Box 701
Minneola, FL 34755

Treasurer: Carl Cerilli P.O. Box 701
Minneola, FL 34755

Article XI INCORPORATORS

The names and addresses of the Incorporators are as follows:

Name	Address
Carl Cerilli	P.O. Box 701 Minneola, FL 34755
Fred Plummer	P.O. Box 701 Minneola, FL 34755

Article XII BYLAWS

The Bylaws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors.

Article XIII AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Directors and Officers are subject to this reservation.

Article XIV INDEMNIFICATION

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by the General Corporation Act and the Not For Profit Corporation Act.

In Witness Whereof, the undersigned have signed these Articles of Incorporation
on this 30 day of November, 1999.


Carl Cerilli


Fred Plummer

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of
COURTYARD VILLAS HOMEOWNER'S ASSOCIATION, INC.


Carl Cerilli