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November 13, 2000

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State of Florida
Secretary of State
Division of Corporations
New Corporate Filings
P.O. Box 6327
Tallahassee, Florida 32314

RE: Incorporation of Apopka-Vineland Road Landscape Maintenance Committee, Inc.

Dear Sir or Madam:

Enclosed for filing please find the original Articles of Incorporation for **"APOPKA-VINELAND ROAD LANDSCAPE MAINTENANCE COMMITTEE, INC."** together with the designation and acceptance of registered agent. Also enclosed is my check in the amount of $78.50 to cover the filing fees for same plus the cost of a Certificate of Status. Kindly forward the certificate directly to the corporate address as shown in the Articles.

If you have any questions, please contact the undersigned at the number shown above.

Thank you for your attention to this matter.

FILED
00 NOV 15 PM 2:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Sincerely,

Paul L. Wean

PAUL L. WEAN,

For the Firm

PLW/slw

Apopka-Vineland Road Landscape Maintenance Committee, Inc.
1955 South Apopka-Vineland Road
Orlando, FL 32835

11-16
00

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF
APOPKA-VINELAND ROAD LANDSCAPE MAINTENANCE COMMITTEE, INC.

The undersigned by these Articles associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, and certify as follows:

ARTICLE 1
NAME AND DEFINITIONS

The name of the corporation shall be **APOPKA-VINELAND ROAD LANDSCAPE MAINTENANCE COMMITTEE, INC.** For convenience the corporation shall be referred to in this instrument as the Corporation, these Articles of Incorporation as Articles, and the Bylaws of the Corporation as Bylaws.

ARTICLE 2
PURPOSE

The purpose for which the Corporation is organized is to provide a private entity for the provision of maintenance of landscaping and related services upon the right-of-way of that portion of Apopka-Vineland Road, consisting of 3.13 miles, more or less, that is the subject to a certain Municipal Service Taxing Unit/Benefit Unit (MSTU/BU) resolution, numbered Resolution 99-M-20, adopted on August 24, 1999 entitled, "Resolution of the Orange County Board of County Commissioners regarding Creating a Municipal Service Taxing Unit/Benefit Unit for Landscape Improvements and Maintenance for a portion of Apopka-Vineland Road Area" adopted by the Board of County Commissions of Orange County, Florida (the Resolution).

ARTICLE 3
POWERS

The Corporation shall have all of the common-law and statutory powers of a corporation not for profit under the Laws of Florida that are not in conflict with the terms of these Articles, including the power to borrow money, and shall perform the duties reasonably necessary to provide services necessary or convenient to maintenance of said right-of-way landscaping, including those powers and duties set forth in these Articles and the Bylaws. The Corporation shall make no distribution of income to its members, directors or officers.

ARTICLE 4
MEMBERS

4.1 Membership. The original members of the Corporation shall consist of all of the following corporations not-for-profit and such additional members as may be added from time to time in accordance with the Bylaws of the Corporation, and the successors and assigns of such members. Members shall be limited to the owners of real property that is served by the MSTU/BU, provided that where owners of real property that is served by the MSTU/BU are also members of a voluntary or mandatory community association, the community association shall be the member, and provided further that all members shall be approved in advance by the Board of Directors of the Corporation:

BALMORAL HOMEOWNERS ASSOCIATION, INC.
COURTLEIGH PARK HOMEOWNERS' ASSOCIATION, INC.
HARBOR ISLE SUBDIVISION HOMEOWNER'S ASSOCIATION, INC.
LAKE DOWN CREST ASSOCIATION, INC.
LAKE ROSE RIDGE HOMEOWNERS ASSOCIATION, INC.
LAKE STEER POINTE HOMEOWNERS ASSOCIATION, INC.
PALM COVE ESTATES HOMEOWNERS ASSOCIATION, INC.
VALENCIA HILLS-UNIT III HOMEOWNERS' ASSOCIATION, INC.
VICTORIA PLACE OWNERS ASSOCIATION, INC.
VINELAND OAKS HOMEOWNERS ASSOCIATION, INC.
WESTMINSTER LANDING HOMEOWNERS ASSOCIATION, INC.
WESTOVER RESERVE HOMEOWNERS' ASSOCIATION, INC.

4.2 Voting. Each member of the Corporation shall be entitled to one (1) vote which shall be cast by the voting members. The manner of exercising voting rights shall be determined by the Bylaws of the Corporation.

ARTICLE 5
DIRECTORS

5.1 Number and qualification. The affairs of the Corporation shall be managed by a board consisting of the number of directors determined by the Bylaws, but not less than three (3) directors, and in the absence of that determination shall consist of three (3) directors. Directors need not be members of the Corporation, but shall be appointees of the individual members.

5.2 Duties and powers. All of the duties and powers of the Corporation existing under these Articles and the Bylaws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by Orange County, Florida, a political subdivision of the State of Florida, when required by contract or by the Resolution as it exists on the date hereof.

5.3 Election; removal. Directors of the Corporation shall be elected at the annual meeting of the members in the manner determined by the Bylaws and shall serve until their successors are elected and qualified. Directors may be removed and vacancies on the board of directors shall be filled in the manner provided by the Bylaws.

5.4 First Directors. The name 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:

Charles Waugh	921 Palm Cove Drive Orlando, Florida 32835
Ray Lorenz	8130 Vineland Oaks Boulevard Orlando, Florida 32835
Jerry Jones	263 Dempsey Way Orlando, Florida 32835

ARTICLE 6
OFFICERS

The officers of the Corporation, their qualifications and duties shall be as described in the bylaws. The names and addresses of the officers who shall serve until their successors are designated by the board of directors are as follows:

President	Andy Niskanen	1955 South Apopka-Vineland Road Orlando, Florida 32835
Vice President	Charles Waugh	921 Palm Cove Drive Orlando, Florida 32835
Treasurer	Jerry Jones	263 Dempsey Way Orlando, Florida 32835
Secretary	Ray Lorenz	8130 Vineland Oaks Boulevard Orlando, Florida 32835

ARTICLE 7
INDEMNIFICATION

Every director and officer of the Corporation, and every member of the Corporation serving the Corporation at its request, shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such person in connection with any proceeding or any settlement of any proceeding to which such person may be a party or in which such person may become involved by reason of that person being or having been a director or officer of the Corporation or by reason of that person serving or having served the Corporation at its request, whether or not that person is a director or officer or is serving at the time the expenses are incurred; provided that in the event of a settlement before entry of judgment, and also when the person concerned is adjudged guilty of willful misfeasance or malfeasance in the performance of that person's duties, the indemnification shall apply only when the board of directors approves the settlement and reimbursement as being for the best interests of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which that person may be entitled. The Corporation shall have the right, as a common expense, to purchase the necessary insurance in order to provide coverage for the indemnification set forth above. No Director or Officer shall be disqualified by virtue of such Director or Officer having an interest in the subject of any matter brought before the Corporation, so long as such interest shall be disclosed to the Corporation.

ARTICLE 8
BYLAWS

The Bylaws of the Corporation shall be adopted by the board of directors and may be altered, amended or rescinded by the directors and members in the manner provided by the Bylaws.

ARTICLE 9
AMENDMENTS

Amendments to these Articles of Incorporation shall be proposed and adopted in the following manner.

9.1 Notice. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered.

9.2 Adoption. A resolution for the adoption of a proposed amendment may be proposed either by the board of directors or by the members of the Corporation. Directors and members not present in person or by proxy at any meeting considering the amendment may express their approval in writing, providing the approval is delivered to the secretary at or prior to the meeting. The approvals must be by not less than a majority of the voting members of the Corporation. The forgoing shall not be construed to prevent such amendments to be considered and approved by a written consent without a meeting, if conducted according to applicable law.

9.3 Filing. A copy of each amendment shall be filed with, accepted and certified by the Secretary of the State of Florida.

ARTICLE 10
TERM

The term of the Corporation shall be perpetual.

ARTICLE 11
OFFICE

The Corporation shall initially have an office at 1955 South Apopka-Vineland Road, Orlando, Florida 32835.

ARTICLE 12
SUBSCRIBERS

The names and addresses of the Subscribers to these Articles of Incorporation is as follows:

Andy Niskanen	1955 South Apopka-Vineland Road Orlando, Florida 32835
Jerry Jones	263 Dempsey Way Orlando, Florida 32835
Ray Lorenz	8[illegible]30 Vineland Oaks Boulevard Orlando, Florida 32835

ARTICLE 13
EFFECTIVE DATE

This Corporation shall be effective from the date of filing with the Secretary of State.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 2ND day of NOVEMBER, 2000.

Andy Niskanen
Andy Niskanen, Subscriber

Jerry Jones
Jerry Jones, Subscriber

Ray Lorenz
Ray Lorenz, Subscriber

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT DESIGNATING ITS REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

The name of the corporation is: **APOPKA-VINELAND ROAD LANDSCAPE MAINTENANCE COMMITTEE, INC.** The name and address of the registered agent and office is:

Paul L. Wean, Esquire
WEAN & MALCHOW, P.A.
1305 East Robinson Street
Orlando, Florida 32801

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of may duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED: 11/6, 2000

APOPKA-VINELAND ROAD LANDSCAPE MAINTENANCE COMMITTEE, INC.

By: Paul L. Wean
registered Agent

The State of Florida)
County of Orange)

I certify that on this date before me, an officer duly authorized in the state and county named above to take acknowledgments, personally appeared Paul L. Wean, known to me to be the person described herein or having produced a Florida driver's license as identification that he is the person described herein and who executed the foregoing instrument, and he acknowledged before me that he executed the same.

Executed and sealed by me at Orlando Florida on this 7th day of Nov, 2000.

Helena Malchow, Notary Public

Helena Malchow (Printed)

My commission expires:
[Seal]

Helena Gutierrez-Malchow
My Commission CC728983
Expires April 26, 2002

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