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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

November 7, 2001

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MAITLAND, FLORIDA 32751

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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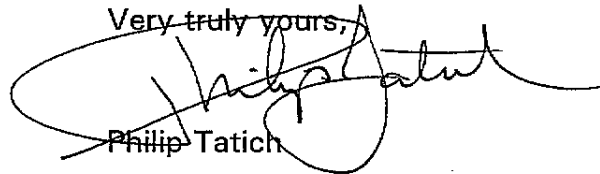
Re: TUSCANY RIDGE HOMEOWNERS ASSOCIATION, INC.

Dear Sir or Madam:

Enclosed are two (2) counterparts of the *Articles of Incorporation* of the referenced corporation, together with a check in the amount of \$78.75 cover the following fees:

Filing Fees	\$ 35.00
Certified Copy	8.75
Registered Agent Designation	<u>35.00</u>
Total	\$ <u>78.75</u>

The certified copy of the *Articles of Incorporation* should be returned to the undersigned.

Very truly yours,

Philip Tatich

PT:at
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
TUSCANY RIDGE HOMEOWNERS ASSOCIATION, INC.**

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby declares that these Articles of Incorporation are being executed, for the purpose of forming a corporation not for profit under and by virtue of the laws of the State of Florida, and specifically under and by virtue of the provisions of Chapter 617, Florida Statutes.

ARTICLE I

The name of the corporation shall be ***TUSCANY RIDGE HOMEOWNERS ASSOCIATION, INC.***, and its principal place of business shall be located at 2933 West State Road 434, Suite 131, Longwood, Florida 32779.

ARTICLE II

This corporation shall have all of the powers conferred upon general corporations not for profit pursuant to the laws of the State of Florida and, without limiting the generality of the foregoing, this corporation is formed to provide for the maintenance, preservation and architectural control of the residential lots and common areas within that certain tract to be known as ***TUSCANY RIDGE*** and to promote the health, safety and welfare of the residents within the aforesaid property and any additions thereto as may hereafter be brought within the jurisdiction of this corporation and for the foregoing purposes shall have the power to:

- (1) Exercise all of the powers and privileges, and perform all of the duties and obligations delegated in any ***Declaration of Covenants, Conditions and Restrictions*** (hereinafter sometimes referred to as the "Declaration") that may be hereafter recorded in the Public

Records of Orange County, Florida, wherein this corporation may be designated as the Association, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as fully, and to the same extent, as if its terms and provisions were contained herein;

- (2) Operate, maintain and manage the Surface Water Management System constituting a part of *TUSCANY RIDGE* in a manner consistent with the rules and requirements of the St. Johns River Water Management District and levy and collect adequate assessments for the costs of maintenance and operation of the Surface Water Management System;
- (3) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration and pay all expenses in connection therewith, including office and other expenses incident to the conduct of the business of this corporation, including all licenses, taxes or governmental charges levied or imposed against property of the corporation;
- (4) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the corporation;
- (5) Borrow money, and with the assent of two-thirds (2/3) of each class of members, mortgage, pledge or hypothecate any or all of the real property of the corporation as security for money borrowed or debts incurred;
- (6) Participate in mergers and consolidations with other corporations not for profit organized for the same purposes provided that any such merger or consolidation shall have the assent of two-thirds (2/3) of each class of members.

ARTICLE III

Every person or entity who is a record owner of a fee or undivided fee interest in any lot or parcel which is subject to the Declaration shall be a member of this corporation. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to, and may not be separated from, ownership of any lot or parcel which is subject to the Declaration.

ARTICLE IV

This corporation shall have perpetual existence which shall commence with the filing of these Articles of Incorporation with the Florida Department of State.

ARTICLE V

The name and street address of the initial registered agent and registered office of this corporation shall be PHILIP TATICH, 341 North Maitland Avenue, Suite 340, Maitland, Florida 32751.

ARTICLE VI

The business of this corporation shall be managed, and its corporate powers exercised, by a Board consisting of three (3) or more Directors, the precise number to be fixed from time to time as provided in the By-Laws of the corporation. The members of the Board of Directors shall be elected in the manner set forth in said By-Laws.

ARTICLE VII

The name and street address of the members of the first Board of Directors, who, subject to the provisions of the Articles of Incorporation, the By-Laws of the corporation, and Chapter 617, Florida Statutes, shall hold office during the first year of the corporation's existence, or until their successors are elected and have been qualified, are as follows:

Joseph Kantor
2933 West State Road 434
Suite 131
Longwood, Florida 32779

Eric DeVuyst
2933 West State Road 434
Suite 131
Longwood, Florida 32779

Philip Tatich
341 North Maitland Avenue
Suite 340
Maitland, Florida 32751

ARTICLE VIII

The name and street address of the Subscriber to these Articles of Incorporation is PHILIP TATICH, 341 North Maitland Avenue, Suite 340, Maitland, Florida 32751.

ARTICLE IX

The corporation shall have two (2) classes of voting membership:

Class A - Class A members shall be all Owners (with the exception of TUSCANY RIDGE, LLC, a Florida limited liability company, its successors or assigns) with each such member being entitled to one vote for each lot owned. When more than one person holds an interest in any lot, all such persons shall be members. 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 lot.

Class B - The Class B member shall be TUSCANY RIDGE, LLC, a Florida limited liability company, its successors or assigns, which shall be entitled to five (5) votes for each lot owned by Declarant which has platted or approved for platting pursuant to the applicable ordinances and regulations of Orange County. The Class B membership shall cease and be converted to Class A membership on the happening of any of the following events, whichever occurs earlier, (i) the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership, or (ii) January 1, 2010.

ARTICLE X

This corporation may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of the corporation, other than incident to a merger or consolidation, the assets of the corporation shall be dedicated to an appropriate public agency to be used for purposes

similar to those for which this corporation was created. In the event acceptance of such dedication is refused, such assets shall be granted, conveyed and assigned to any corporation not for profit, association, trust or other organization to be devoted to such similar purposes. Furthermore, upon such dissolution or final liquidation of the corporation, the responsibility for the operation and maintenance of the Surface Water Management System must be transferred to, and accepted by, an entity which would comply with Section 40C-42.027, *Florida Administrative Code*, and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

ARTICLE XI

The amendment of these Articles shall require the affirmative vote of seventy-five percent (75%) of all classes of members.

ARTICLE XII


So long as there is a Class B membership, the following actions will require the prior approval of the Department of Housing and Urban Development/Veterans Administration if application for mortgage insurance or mortgage guarantees have been made and not withdrawn, to-wit: (i) annexation of additional Properties, (ii) mergers and consolidations, (iii) mortgaging of Common Areas, (iv) dissolution of this corporation, and (v) amendment of these Articles of Incorporation.

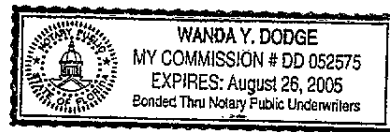
IN WITNESS WHEREOF, the undersigned Subscriber to these Articles of Incorporation have hereunto set his hand and seal on this the 7th day of November, 2001.


Philip Tatich

**STATE OF FLORIDA
COUNTY OF ORANGE**

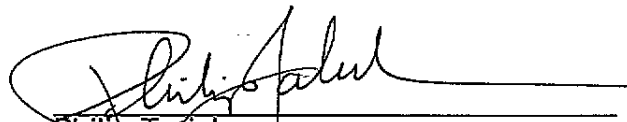
The foregoing *Articles of Incorporation* were duly acknowledged before me this 7th day of November, 2001, by **PHILIP TATICH** who is personally known to me.


NOTARY PUBLIC, State of Florida



ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, having been designated as Registered Agent in the Articles of Incorporation of **TUSCANY RIDGE HOMEOWNERS ASSOCIATION, INC.**, a proposed Florida corporation, does hereby accept such designation and agrees to comply with the requirements incident thereto.


Philip Tatich
341 North Maitland Avenue, Suite 340
Maitland, Florida 32751