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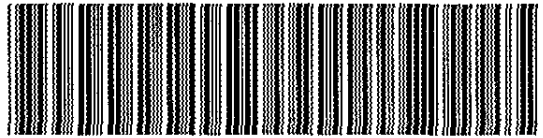
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TALLAHASSEE, FLORIDA

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TRANSMITTAL LETTER

11/20/02
check # 1019

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Placid Lake Townhomes Property Owners Association, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: EDMUND HAMPDEN
Name (Printed or typed)

604 S. Lake Sybelia Drive
Address

Maitland FL 32751
City, State & Zip

407-644-9140
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

FILED

02 NOV 22 AM 10:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

**PLACID LAKE TOWNHOMES
PROPERTY OWNERS ASSOCIATION, INC.**

The undersigned incorporator, a resident of the State of Florida and of full age, hereby makes, subscribes, acknowledges and files with the Department of the State of Florida these Articles of Incorporation for the purpose of forming a corporation not for profit under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation is PLACID LAKE TOWNHOMES PROPERTY OWNERS ASSOCIATION, INC., a Florida corporation not for profit (hereinafter called the "Association" in these Articles).

ARTICLE II

OFFICE AND REGISTERED AGENT

The Association's registered office is: 604 South Lake Sybelia Drive, Maitland, FL 32751. The Association's registered agent is EDMUND P. HAMPDEN, who maintains a business office at: 604 South Lake Sybelia Drive, Maitland, FL 32751. Both this Association's registered office and registered agent may be changed from time to time by the Board of Directors as provided by law.

ARTICLE III

PURPOSE

This Association does not contemplate pecuniary gain or profit to its members and the specific purposes for which it is formed are to provide for the maintenance, preservation and architectural control of all common areas and residential lots within that certain tract of property (hereinafter called the "Property") in Seminole County, Florida, and more particularly described as:

A PORTION OF THE LANDS LYING WITHIN PLACID LAKE TOWNHOMES ACCORDING TO PLAT THEREOF RECORDED OR TO BE RECORDED IN THE PUBLIC RECORDS OF SEMINOLE COUNTY, FLORIDA and more particularly described as (see) EXHIBIT "A"

ARTICLE IV
POWERS

Without limitation this Association is empowered to:

(a) Declaration. Exercise all rights, powers, privileges, and perform all duties, of this Association set forth in that certain Declaration of Covenants, Conditions, Restrictions and Easements for PLACID LAKE TOWNHOMES (hereinafter called the "Declaration") applicable to the Property and recorded or to be recorded in the above-referenced county, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth in full;

(b) Property. In any lawful manner, acquire, own, hold, improve, manage, operate, maintain, repair, replace, operate, convey, sell, lease, transfer, assign, and otherwise dispose of property of any nature whatsoever, real, personal, or mixed, tangible or intangible, in connection with this Association's affairs;

(c) Assessments. Fix, levy, collect, and enforce by any lawful means all charges or assessments established by, or pursuant to, the Declaration; and to use and expend the proceeds of assessments in the exercise of its powers and duties hereunder;

(d) Costs. Pay all costs, expenses, and obligations lawfully incurred in connection with this Association's affairs including, without limitation, all licenses, taxes, or other governmental charges levied or imposed against this Association's property;

(e) Borrowing. Borrow money and, with the approval of two-thirds (2/3) of each class of members, mortgage, pledge, deed in trust, hypothecate, assign, grant security interests in, or otherwise transfer any or all of its property as security for money borrowed, debts incurred, or any of its other obligations;

(f) Dedications. With the approval of three-fourths (3/4) of each class of members, dedicate, sell or transfer all or any part of its property to any public agency, authority, or utility for such purposes, and subject to such conditions, as three-fourths (3/4) of each class of members determine;

(g) Mergers. With the approval of two-thirds (2/3) of each class of members, participate in mergers and consolidations with other non-profit corporations organized for similar purposes;

(h) Rules. From time to time adopt, alter, amend, rescind, and enforce reasonable rules and regulations governing the use of

the Lots and Common Property (as those terms are defined in the Declaration) consistent with the rights and duties established by the Declaration and these Articles;

(i) Levy/Collect Assessments. To levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the surface water or stormwater management systems, including but not limited to, work within retention areas, drainage structures, and drainage easements.

(j) Operate/Maintain Water Management. The Association shall operate, maintain and manage the surface water and stormwater management system, including all lakes, retention areas, culverts, and related appurtenances, in a manner consistent with the ST. JOHNS RIVER WATER MANAGEMENT DISTRICT permit no. 42-117-82196-1 requirements and applicable District rules, and shall assist in the enforcement of the Declaration of Covenants and Restrictions which relate to the surface water or stormwater management system on the Property.

(k) General. Have and exercise all common law rights, powers, and privileges and those that a corporation not for profit may now or hereafter have or exercise under the laws of the State of Florida, together with all other rights, powers, and privileges reasonably to be implied from the existence of any right, power, or privilege so granted, or granted by the Declaration or these Articles, or reasonably necessary to effectuate the exercise of any right, power, or privilege so granted;

(l) Enforcement. To enforce by legal means the obligations of the members of this Association and the provisions of the Declaration;

(m) Litigation. To sue or be sued, provided, however, that this Association's right to sue any third party is limited in the manner described in the Declaration;

(n) Other. Engage in all lawful acts permitted or authorized by Section 617.0302, Fla. Stat.;

(o) The ST. JOHNS RIVER WATER MANAGEMENT DISTRICT [the "District"] has the right to take enforcement measures, including a civil action for injunction and/or penalties against the Association to compel it to correct any outstanding problems with the surface water management system facilities;

(p) Any amendment of the Declaration of protective covenants, deed restrictions or declaration of condominium affecting the surface water management system facilities shall have the prior

written approval of the District;

(q) If the Association ceases to exist, all of the lot owners, parcel owners or unit owners shall be jointly and severally responsible for operation and maintenance of the surface water management system facilities in accordance with the requirements of the Environmental Resource Permit, unless and until an alternate entity assumes responsibility as explained in subsection 2.6.2.2.4.h.; and

(r) For projects which have on-site wetland mitigation as defined in Section 1.4.24 which requires ongoing monitoring and maintenance, the declaration of protective covenants, deed restrictions or declaration of condominium shall include a provision requiring the Association to allocate sufficient funds in its budget for monitoring and maintenance of the wetland mitigation area(s) each year until the District determines that the area(s) is successful in accordance with the Environmental Resource Permit.

ARTICLE V
MEMBERSHIP

Every person who from time to time holds the record fee simple title to, or any undivided fee simple interest in, any Lot that is subject to the provisions of the Declaration is a member of this Association, including contract sellers, but excluding all other persons who hold any interest in any Lot merely as security for the performance of an obligation. An Owner of more than one Lot is entitled to one membership for each Lot owned. Membership is appurtenant to, and may not be separated from, ownership of at least one Lot that is subject to the provisions of the Declaration, and membership may not be transferred other than by transfer of title to such Lot. Each membership is transferred automatically by record conveyance or other transfer of title of a Lot.

ARTICLE VI
VOTING RIGHTS

This Association shall have two classes of voting membership:

Class "A" Members shall be entitled to one (1) vote for each Lot in which they hold the interest required for membership under Article V hereof; provided, however, there shall be only one (1) vote per Lot. In any situation where a person is entitled personally to exercise the vote for his Lot and more than one (1) person holds the interest in such Lot required for membership, the vote for such Lot shall be exercised as those persons determine among themselves and advise the Secretary of this Association in writing prior to any meeting. In the absence of such advice, the

Lot's vote shall be suspended if more than one (1) person seeks to exercise it.

The Class "B" Member shall be the Developer (as defined in the Declaration). The Class "B" Member shall have five (5) votes for each Lot which it owns until the end of the Class "B" Control Period, as hereafter defined.

Thereafter, the Class "B" Member shall have one (1) vote for each Lot which it owns. Other rights of the Class "B" Member, including the right to approve actions taken under the Declaration and this Association's By-Laws, are specified in the Declaration and the By-Laws.

The Class "B" Member shall be entitled to appoint a majority of the members of the Board of Directors of this Association during the Class "B" Control Period, as hereafter defined; provided, however, in the event the Class "B" Member fails to exercise this power within thirty (30) days after a vacancy occurs on the Board for which the Class "B" Member would be entitled to appoint a successor, the Class "B" Member shall be deemed to have waived its right to appoint such a successor. In such case, the voting members representing the Class "A" Members may act to call a special meeting of this Association (in accordance with Article III of the By-Laws) for the purpose of electing a successor to serve the remainder of the unexpired term of the vacating director. Thereafter, the voting members representing the Class "A" Members shall be entitled to elect a successor to the director who filled the vacancy in accordance with the By-Laws in addition to those directors the voting members may be entitled to elect under Article IV of the By-Laws.

The Class "B" Control Period shall commence with the execution of the Declaration by Developer and expire upon the first to occur of the following:

(a) After seventy-five (75%) percent of the Lots in all phases of PLACID LAKE TOWNHOMES that will ultimately be operated by the Association have been conveyed to Owners other than the Developer, any builders, contractors or other parties who purchased a Lot for the purpose of constructing improvements thereon for resale;

(b) Five (5) years after the date the Declaration is recorded in the public records in the county where the Property is situate; or

(c) when, in its discretion, the Class "B" Member so determines.

ARTICLE VII
BOARD OF DIRECTORS

Section 1. This Association's affairs are managed by a Board of Directors initially composed of three Directors. The number of Directors from time to time may be changed by amendment to this Association's By-Laws, but at all times it must be either three (3) members or five (5) members. The initial Directors named below shall serve until this Association's first annual meeting. The term of office for all Directors is one year. Before any such annual meeting occurring after the Class "B" Control Period expires, all vacancies occurring on the Board of Directors, if any, will be filled by majority vote of the remaining Directors, even if less than a quorum. Any Director may succeed himself or herself in office. All Directors will be elected by secret written ballot. Each member may vote for each vacancy; however, cumulative voting is not permitted. Directors need not be Association members.

Section 2. The names and addresses of the persons who will serve as Directors until their successors have been duly elected and qualify, unless they sooner die, resign, or are removed, are:

Name: (1) Edmund Hampden Pres/Director
 (2) Barbara Hampden VP/Director

Address: 604 S. Lake Sybelia Dr.
 Maitland, FL

Name: (3) Maggie Toro, VP/Director
Address: 12001 Science Drive
 Orlando, FL 32826

ARTICLE VIII
INCORPORATOR

The name and residence of the incorporator is:

Name: EDMUND HAMPDEN
Address: 604 S. Lake Sybelia Drive
 Maitland, FL 32751

ARTICLE IX
DISSOLUTION

This Association may be dissolved in the manner from time to time provided by the laws of the State of Florida and with the assent given in writing and signed by not less than two-thirds

(2/3) of each class of members. Upon dissolution of this Association in any manner other than incident to a merger or consolidation, all of this Association's assets must be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. If dedication is refused, such assets must be granted, conveyed, and assigned to any nonprofit corporation, association, trust, or other organization to be devoted to such similar purposes. In no event, however, may any assets inure to the benefit of any member or other private individual.

In the event of termination, dissolution, or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water and stormwater management system must be transferred to and accepted by an entity which would comply with Section 40C-42.027, Fla. Adm. Code, and be approved by the ST. JOHNS RIVER WATER MANAGEMENT DISTRICT prior to such termination, dissolution or liquidation.

ARTICLE X
DURATION

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, FL. The Association shall exist in perpetuity.

ARTICLE XI
BY-LAWS

This Association's By-Laws initially will be adopted by the Board of Directors. Thereafter, the By-Laws may be altered amended, or rescinded with the approval of the Board of Directors, except as to those provisions for amendment to the By-Laws which are provided in the Declaration or any future supplemental declaration in which case those provisions shall control such amendment.

ARTICLE XII
AMENDMENTS

Amendments to these Articles may be proposed and adopted in the manner from time to time provided by the laws of the State of Florida, provided that each such amendment must have the approval of at least two-thirds (2/3rds) of the Lot owners, excluding the Developer. Amendment of this charter or dissolution of this corporation shall require approval of FWA/VA as long as there is a Class B membership.

ARTICLE XIII
INTERPRETATION

Express reference is made to the Declaration where necessary to interpret, construe, and clarify the provisions of these Articles. Without limitation, all terms defined in the Declaration have the same meaning where used in these Articles. By subscribing and filing these Articles, the incorporator intends for its provisions to be consistent with the provisions of the Declaration and to be interpreted, construed, and applied with those of the Declaration to avoid inconsistencies or conflicting results.

ARTICLE XIV
INDEMNIFICATION

The corporation shall indemnify any individual who was or is a party to any proceeding (other than an action by, or in the right of, the corporation), by reason of the fact that such individual is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against liability incurred in connection with such proceedings, including any appeal thereof, to the full extent as authorized by law, said indemnity to include but not be limited to expenses and amounts paid in settlement, expenses of liabilities incurred as a result of such individual serving as a director, officer, employee or agent as hereinabove provided, or as otherwise contemplated and included within applicable law. Indemnification and advancement of expenses as provided herein shall continue as to an individual who has ceased to be a director, officer, employee or agent, and shall enure to the benefit of the heirs, executors and administrators of such an individual, and any amendment or changes to this indemnification provision shall be prospective only and as to individuals who shall serve as a director, officer, employee or agent after the effective date of such amendment, and such amendment shall not otherwise affect the rights of indemnification for any individual who has theretofore served as a director, officer, employee or agent.


IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, I, the undersigned, constituting the incorporator of this Association, have executed these Articles of Incorporation, this ____ day of _____, 2002.

Edmund P. Hampden
EDMUND P. HAMPDEN,
Incorporator

STATE OF FLORIDA
COUNTY OF Orange

I HEREBY CERTIFY, that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, EDMUND P. HAMPDEN, to me personally known or who has produced Valid Florida Drivers License as identification, and known to me to be the individual described in and who executed the foregoing instrument and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal at _____, said County and State, this 12th day of November, 2002.

 Janet L. Gunter
My Commission DD150010
Expires October 23, 2006

Janet L. Gunter
Notary Public
Print Name: JANET L. GUNTER
My Commission Expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA AND NAMING THE
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED

PLACID LAKE TOWNHOMES PROPERTY OWNERS ASSOCIATION, INC., desiring to organize under the laws of the State of Florida, as a corporation not for profit with its principal office, as indicated in its Articles of Incorporation, at: 604 S. Lake Sybelia Drive, Maitland, FL 32751, has named EDMUND P. HAMPDEN whose business office is: 604 S. Lake Sybelia Drive, Maitland, FL 32751, as its registered agent to accept service of process within Florida.

ACCEPTANCE

Having been named to accept service of process for the foregoing 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, including the duties and obligations imposed by Section 617.0503, Fla. Stat., relative to the proper and complete performance of my duties.

Dated: Nov 12 2002

Edmund P. Hampden
EDMUND P. HAMPDEN

02 NOV 22 AM 10:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED