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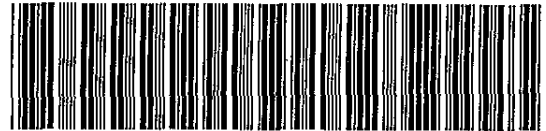
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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

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***BOARD CERTIFIED (CIVIL TRIAL LAW)
***NBTA CERTIFIED CIVIL TRIAL ADVOCATE

March 18, 2005

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

VIA FEDERAL EXPRESS

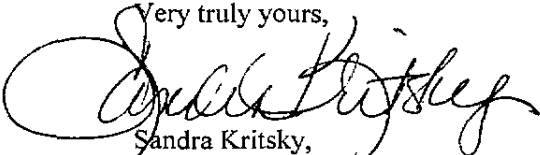
**Re: Bear Lake Homeowners Association, Inc.
Our File No.: 5667-540**

**Kensington Manor Homeowners Association, Inc.
Our File No.: 5667-542**

Dear Sir or Madam:

Enclosed for filing are the Amended and Restated Articles of Incorporation for each of the above-referenced entities. Also enclosed are our firm checks each made payable to the Florida Department of State in the amount of \$43.75 to cover the filing fee and certified copy.

Please return a file-stamped copy of each. If you have any questions regarding this matter, please do not hesitate to contact me. Thank you.

Very truly yours,

Sandra Kritsky,
Legal Assistant to Jesse E. Graham, Sr.

Enclosures

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
KENSINGTON MANOR HOMEOWNERS ASSOCIATION, INC.,
a Florida corporation not for profit**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. In compliance with the requirements of Florida Statute Section 617.0202, the undersigned who is a resident of the State of Florida, and who is of full age, for the purpose of forming a Florida corporation not for profit hereby submits these Amended and Restated Articles of Incorporation to be filed with the Department of State.

2. The name of the corporation is **KENSINGTON MANOR HOMEOWNERS ASSOCIATION, INC.**, and the Corporation's Articles of Incorporation were originally filed on November 23, 2003.

3. Pursuant to Florida Statute Section 617.1002, these Amended and Restated Articles of Incorporation were duly approved and adopted by a sufficient number of members of the Board of Directors through and action by written consent without a meeting and did not require member approval because there are currently no members.

4. These Amended and Restated Articles of Incorporation shall supersede any previously filed Articles of Incorporation and any amendments thereto and shall be as follows:

ARTICLE I - NAME OF CORPORATION

The name of the corporation is **KENSINGTON MANOR HOMEOWNERS ASSOCIATION, INC.**, a corporation not for profit under the provisions of Chapter 617 of the Florida Statutes (hereinafter referred to as the "Association").

ARTICLE II - PRINCIPAL OFFICE OF THE ASSOCIATION

The initial principal office of the Association is located at 151 Southhall Lane, Suite 200, Maitland, Florida 32751, or other location designated by the Board of Directors.

ARTICLE III - REGISTERED AGENT AND REGISTERED OFFICE

JESSE E. GRAHAM, SR., ESQ. with an office at 369 North New York Avenue, Third Floor, Winter Park, Florida 32789, is hereby appointed the initial Registered Agent of this Association.

**ARTICLE IV
PURPOSE AND POWERS OF THE ASSOCIATION**

This Association does not contemplate pecuniary gain or profit to the members thereof, and the

specific purposes for which it is formed are to provide for the maintenance, preservation and architectural control of the Lots, Streets and Common Area within that Property described as:

KENSINGTON MANOR, according to the plat thereof recorded or to be recorded in the Public Records of Orange County, Florida,

together with such Additional Property located in Orange County, Florida, which may be brought within the jurisdiction of the Association from time to time, as provided in the "Declaration" referred to herein below, and to promote the health, safety and welfare of the residents within the above described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

A. Exercise of all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions for Kensington Manor Homeowners Association, Inc., hereinafter called the "Declaration," applicable to the Property and recorded or to be recorded in the Public Records of Orange County, Florida, as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length (all capitalized terms, unless otherwise provided herein, shall have the same meaning as defined in the Declaration) and pursuant to Chapter 720, Florida Statutes;

B. Fix, levy, collect, and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

C. 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 Association;

D. Borrow money, and with the assent of two-thirds (2/3) of the Lot Owners (excluding the Declarant), mortgage or pledge, any or all of its real or personal property as security for money borrowed or debts incurred;

E. Dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the Members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of the Lot Owners (excluding the Declarant), agreeing to such dedication, sale or transfer, provided, however, the Association shall have the right to grant permits, easements or licenses to a public agency or utility company for utilities, roads, other purposes reasonably necessary or useful for the proper maintenance or operation of the property, which grants shall not be deemed a dedication, sale or transfer requiring the consent of Members;

F. Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation, or annexation shall comply with the requirements of the Declaration;

G. Have and to exercise any and all powers, rights and privileges which a corporation organized under Florida Not For Profit Corporation Act by law may now or hereafter have or exercise;

H. Operate, maintain and manage the Surface Water or Stormwater Management System in a manner consistent with the St. Johns River Water Management District Permit No. 40-095-85074-1 requirements and applicable District rules, and shall assist in the enforcement of the restrictions and covenants contained herein. The Association shall levy and collect adequate assessments against Members of the Association for the maintenance, operation and repair of the Surface Water or Stormwater Management Systems including but not limited to work within retention areas, drainage structures and drainage easements;

I. Operate, maintain and manage the Common Area. The Association shall levy and collect adequate assessments against Members of the Association for the maintenance of the Common Area;

J. With respect to the surface water management system, the Association shall have the following duties:

(1) Each property owner shall be responsible for his pro rata share of the maintenance, operation and repair of the Surface Water or Stormwater Management System. A Surface Water or Stormwater Management System means a system which is designed and constructed or implemented to control discharges which are necessitated by rainfall events, incorporating methods to collect, convey, store, absorb, inhibit, treat, use or reuse water to prevent or reduce flooding, over-drainage, environmental degradation, and water pollution or otherwise affect the quantity and quality of discharges from the system, as permitted pursuant to Chapters 40C-4, 40C-40, or 40C-42, F.A.C.

(2) Maintenance of the Surface Water or Stormwater Management System(s) shall mean the exercise of practices which allow the systems to provide drainage, water storage, conveyance or other surface water or stormwater management capabilities as permitted by the St. Johns River Water Management District. Each Lot Owner or other property owner shall be responsible for such maintenance and operation. Any repair or reconstruction of the Surface Water or Stormwater Management System shall be as permitted, or if modified, then only as approved by the St. Johns River Water Management District.

(3) Any amendment to the Declaration or Plan which alters the Surface Water or Stormwater Management System, beyond maintenance in its original condition, including the water management portions of the Common Areas, must have the prior approval of the St. Johns River Water Management District.

(4) The St. Johns River Water Management District shall have the right to enforce, by a proceeding at law or in equity, the provisions contained in these Articles which relate to the maintenance, operation, and repair of the Surface Water or Stormwater Management System.

ARTICLE V - MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a Member of the Association. The foregoing is not intended to include persons who or entities that hold an interest merely as security for the performance of any obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

ARTICLE VI - VOTING RIGHTS

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

A. Class A. Class A Members shall be all Owners, with the exception of the Declarant, and shall be entitled to one (1) vote for each Lot owned. When more than one (1) person holds an interest in any Lot, all such persons shall be Members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one (1) vote be cast with respect to any Lot. When reference is made herein or in the Association By-Laws to a majority or a specific percentage or fraction of Members to establish a quorum or to carry a vote, such references shall be deemed to mean and refer to such majority, percentage or fraction entitled to vote on the basis of one (1) vote per Lot.

B. Class B. The Class B Member shall be the Declarant and shall be entitled to three (3) votes for each Lot owned. 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:

- (1) when seventy-five percent (75%) of the Lots are deeded to Class A Members and have certificates of occupancy issued thereon;
- (2) three (3) months after ninety percent (90%) of the maximum number of residential Lots allowed for the Property have been conveyed to Class A Members;
- (3) ten (10) years after the date of the recording of the Declaration in the Public Records of Orange County, Florida; and
- (4) upon voluntary conversion to Class A Membership by the Declarant.

Notwithstanding the cessation of Class B Membership in accordance with the above, if Additional Property is made subject to this Declaration, Class B Membership shall be reinstated for all Lots owned by Declarant so long as seventy-five percent (75%) of the then total number of Lots has not been deeded to Class A Members.

ARTICLE VII - BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of not more than seven (7) directors, who need not be Members of the Association. The initial number of Directors shall be three (3) and may be

changed by amendment of the By-Laws of the Association. The names and address of the persons who are to act in the capacity of *Directors* until the selection of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
Nichol Bolander	151 Southhall Lane, Suite 200, Maitland, FL 32751
Marek Bakun	151 Southhall Lane, Suite 200, Maitland, FL 32751
Jerry Conway	151 Southhall Lane, Suite 200, Maitland, FL 32751

At the first annual meeting, the Members shall elect one (1) Director for a term of one (1) year, one Director for a term of two (2) years and one (1) Director for a term of three (3) years; and at each annual meeting thereafter the Members shall elect one (1) Director for a term of three (3) years. In the event the number of *Directors* is more than three (3), additional *Directors* shall be elected for a term of three (3) years.

The Declarant is entitled to elect or appoint at least one (1) Director as long as Declarant holds for sale in the ordinary course of business at least five percent (5%) of the Lots.

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
McElroy Place, LLC, a Florida limited liability company	604 S. Lake Sybelia Drive Maitland, Florida 32751

ARTICLE IX - OFFICERS

The affairs of the Association shall be administered by the Officers designated in the By-Laws of the Association as shall be elected by the Board of Directors at its first meeting following the first annual meeting of the general Membership and they shall serve at the pleasure of the Board of Directors. Pending the election of the permanent Officers of this Association by the Board of Directors, the following named persons shall be the temporary Officers of the Association until their successors have been duly elected:

<u>TITLE</u>	<u>NAME</u>
President	Nichol Bolander
Vice President	Marek Bakun
Secretary/Treasurer	Jerry Conway

ARTICLE X - BY-LAWS

By-Laws of the Association will be hereinafter adopted at the first meeting of the Board of Directors.

Such By-Laws may be amended or repealed, in whole or in part, at a regular or special meeting of the Members, by a vote of a majority of a quorum of Member present in person or by proxy

ARTICLE XI - DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two thirds (2/3) of each class of Members. In the event of a permanent dissolution of the Association, other than incident to a merger or consolidation with another association, (i) all assets of the Association shall be conveyed to a nonprofit organization with similar purposes and acceptable to St. Johns River Water Management District and the City of Ocoee, Florida, or (ii) all Association assets may be dedicated to Orange County, Florida or any applicable municipal or other governmental authority. In the event of termination, dissolution or final liquidation of the Association, the successor non-profit organization or governmental entity shall, pursuant to the Declaration, provide for the continued maintenance and upkeep of the Common Area, including, without limitation, the Surface Water or Stormwater Management System, it being specifically understood that the responsibility for the operation and maintenance of the Surface Water or Stormwater Management System must be transferred to and accepted by an entity which 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. The dissolution procedures described in this Article XI are also subject to court approval pursuant to the provisions of The Florida Not For Profit Corporation Act.

ARTICLE XII - DURATION

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

ARTICLE XIII - AMENDMENTS

Amendment of these Articles of Incorporation may be made at a meeting duly called at which a quorum is present and shall require the approval of at least a two-thirds (2/3) vote which the Members present or represented by proxy are entitled to cast.

ARTICLE XIV - CONFLICT

In the event that any provision of these Articles of Incorporation conflicts with any provision of Declaration, the provision of Declaration in conflict therewith shall control. If any provision of these Articles of Incorporation conflicts with any provision of the By-Laws, the provisions of these Articles of Incorporation shall control.

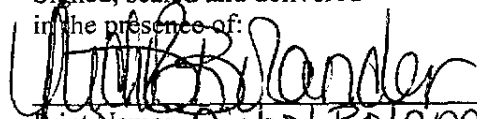
ARTICLE XV - INDEMNIFICATION

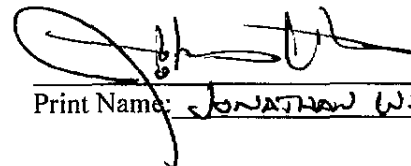
The Directors and Officers of the Association shall be indemnified by the Association to the fullest

extent now or hereafter permitted by law and shall not be personally liable for any act, debt, liability or other obligation of the Association. Similarly, Members are not personally liable for any act, debt, liability or obligation of the Association. A Member may become liable to the Association for assessments, fees, etc. as provided in the Declaration or as otherwise provided by law.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, being the Incorporator, has executed these Articles of Incorporation, this 23 day of February, 2005.

Signed, sealed and delivered
in the presence of:

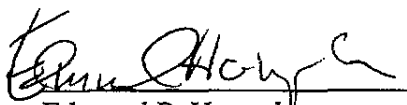

Print Name: Nicholas Bolander


Print Name: JONATHAN WHITE

INCORPORATOR:

McELROY PLACE, LLC, a Florida limited liability company

By: TALLMAN CORPORATION, a Florida corporation, as Member/Manager

By: 
Edmund P. Hampden
As its: President

Address: 604 S. Lake Sybelia Drive
Maitland, Florida 32751

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 23 day of February, 2005, by Edmund P. Hampden, as President of TALLMAN CORPORATION, a Florida corporation, on behalf of the corporation, who

is personally known to me or
 has produced _____ as identification.



Nichol Bolander
NOTARY PUBLIC
Print Name: Nichol Bolander
My Commission Expires: _____

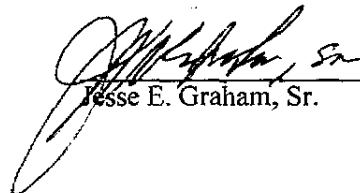
**CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In pursuance of Sections 48.091 and 617.0501, Florida Statutes, the following is submitted, in compliance with said act:

FIRST, that KENSINGTON MANOR HOMESOWNERS ASSOCIATION, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Amended and Restated Articles of Incorporation, at 151 Southhall Lane, Suite 200, Maitland, Florida 32751 has named Jesse E. Graham, Sr., located at 369 North New York Avenue, Third Floor, Winter Park, County of Orange, State of Florida, as its agent to accept service of process within this State.

Having been named to accept service of process for the above-stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Dated: March 8, 2005



Jesse E. Graham, Sr.