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FAX AUDIT NO. H98000002013 4

FLORIDA DIVISION OF CORPORATIONS

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(561) 447-0701

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NAME: THE RESERVE AT WEDGEFIELD HOMEOWNERS' ASSOCI

AUDIT NUMBER.....H98000002013

DOC TYPE.....FLORIDA NON-PROFIT CORPORATION

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Lloyd Granet, Esq.
P.O. Box 4589, Boca Raton, FL 33427
Ph. 561-447-0700 - Fax 561-447-0701
Florida Bar No. 525431
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EXHIBIT "B"
ARTICLES OF INCORPORATION
OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE RESERVE AT WEDGEFIELD HOMEOWNERS' ASSOCIATION, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation not for profit under the "Florida Not For Profit Corporation Act", Chapter 617, Florida Statutes.

ARTICLE I

NAME

The name of this corporation is:

THE RESERVE AT WEDGEFIELD HOMEOWNERS' ASSOCIATION, INC.

For convenience, the corporation is sometimes referred to in this instrument as the "Association".

ARTICLE II

PURPOSES

This corporation is organized to provide for the improvement, maintenance, and preservation of the property affected by the Declaration of Covenants and Restriction for The Reserve at Wedgefield, to be recorded in the Public Record of Orange County, Florida and as amended from time to time (the "Declaration") and to provide the health, safety and welfare of the members of the Association.

ARTICLE III

MEMBERSHIP AND VOTING RIGHTS

Section 1. Membership. Every person or entity who is a record owner of a fee or undivided fee interest in any property or Lot affected by the Declaration shall be a member of the Association. Notwithstanding anything else to the contrary herein, any such person or entity who holds such interest as security for the performances of an obligation shall not be a member of the Association.

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Section 2. Voting Rights. The Association shall have two (2) classes of voting membership:

Class A. Class A Members shall be all those Owners as defined in Section 1 with the exception of (the "Developer", as defined in the Declaration) as long as the Class B Membership shall exist, and thereafter, the Developer shall be a Class A Member to the extent it would otherwise qualify. Except as provided below, Class A members shall be entitled to one (1) vote for each Lot (as that term is defined in the Declaration) in which they hold the interest required for membership by Section 1. When more than one person holds such interests or interest in any Lot, all such persons shall be Members, and the vote for such Lot shall be exercised as they among themselves determined, but, in no event shall more than one vote be cast with respect to any such Lot, except as to Class B.

Class B. The Class B Members shall be the Developer. The Class B Member shall be entitled to one (1) vote, plus five (5) votes for each Lot owned by the Developer. Developer shall be entitled to cast such vote any time Class A Members shall be entitled to vote. The Class B membership shall cease and terminate three (3) months after ninety percent (90%) if the Lots in all phases within The Properties have been sold and conveyed by the Developer (or its affiliates) to Members (but not including builders, contractors, or others who purchase a Lot for the purpose of constructing improvements thereon for resale), or sooner at the election of the Development (whereupon the Class A members shall be obligated to elect the Board of Directors and assume control of the Association).

ARTICLE IV

TERMS OF EXISTENCE

This corporation shall commence existence on the date of filing with the Secretary of State and shall exist perpetually.

ARTICLE V

INCORPORATOR

The names and address of the subscriber is:

NAME

ADDRESS

Lewis M. Oliver III, Esq.

20751 S.R. 520
Orlando, Fl 32833

Lloyd Granet, Esq.
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ARTICLE VI

OFFICERS

The affairs of the corporation shall be managed by the President, one or more Vice Presidents, a Secretary, a Treasurer, and such other officers as may be provided for in the bylaws. An officer may hold one or more offices. The Officers shall be elected by the Board of Directors annually in accordance with the provisions of the bylaws; and they should serve at the pleasure of the Board of Directors.

ARTICLE VII

INITIAL OFFICERS

The names of the officers who are to serve until the first election hereunder are:

President	Gerald F. Blake
Vice President	Gerald B. Braley
Treasurer	Jeffrey G. Braley
Secretary	Janet B. Bowers

ARTICLE VIII

DIRECTORS

The Board of Directors of the Corporation shall consist of not less than three (3) persons nor more than nine (9) persons, the exact number to be determined in accordance with the provisions of the bylaws, be elected by the members annually in accordance with the provisions of the bylaws and shall include at least one director from each Neighborhood Association as defined in the Declaration.

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ARTICLE IX

INITIAL DIRECTORS

The names and address of the person who are to serve as initial directors until the first election hereunder are:

<u>NAME</u>	<u>ADDRESS</u>
Gerald F. Blake	664 S. Military Tr. Deerfield Beach 33442
Janet B. Bowers	20751 S.R. 520 Orlando, FL 32833
Jeffrey G. Braley	20751 S.R. 520 Orlando, FL 32833

ARTICLE X

BYLAWS

The bylaws of the corporation shall be made, altered, or rescinded by affirmative vote of a majority of the Directors of the corporation.

ARTICLE XI

INDEMNIFICATION

Section 1. Neither the members, nor officers of the corporation shall be personally liable for any obligations of the corporation of any nature whatsoever; nor shall any of the property of any member or officer of the corporation be subject to the payment of the obligation of the corporation to any extent whatsoever.

Section 2. Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding whether civil, criminal, administrative or investigative, or any settlement of any proceeding, or any appeal from such proceeding to which he may be a party or in which he may become involved by reason of this being or having been a director or officer of any other corporation, whether or not he is a director or officer at the time such expenses are incurred, regardless of by whom the

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proceeding was brought, except in relation to matters as to which any such director or officer shall be adjusted liable for gross negligence or willful misconduct, provided that in the event of a settlement, the indemnification shall apply only when the Board of Directors of the Association approve such settlement and reimbursement as being for the best for the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or office may be entitled.

Section 3. Expenses incurred in defending a suit or proceeding whether civil, criminal, administrative may paid by the Association in advance of the final disposition of such action, suit or proceeding if authorized by all of the non-interest directors upon receipt of undertaking by or on behalf of the director or officer to repay such amount it shall ultimately be determined that he is not to be indemnified by the Association as authorized by these Articles of Incorporation.

Section 4. The Association shall have the power to purchase at its expense and maintain insurance on behalf of any person who is or was a director or officer of the Association, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of these Articles.

ARTICLE XII

AMENDMENTS

These Articles of Incorporation may be amended by the affirmative vote of a majority of the members of the corporation, after no less than fifteen (15) days prior written notice to all members.

ARTICLE XIII

MISCELLANEOUS

Section 1. The corporation shall have no capital stock.

Section 2. This corporation shall have the powers to carry out its purpose and activities incidental to its purposes in furtherance, and not in limitation of, the powers conferred by law and by the "Florida Not For Profit Corporation Act", Chapter 617, Florida Statutes, or as the same may be amended.

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Section 3. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

Section 4. Unless specifically prohibited, any and all functions, duties and power of the Association shall be fully transferred in whole or in part, to any developer, management agent, governmental unit, public body, or similar entity. Any instrument effecting such a transfer shall specify the duration the duration thereof and the means of revocation.

ARTICLE XIV

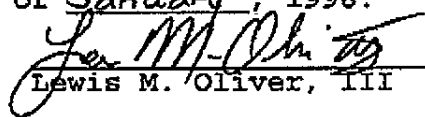
DISSOLUTION

Upon the dissolution of this corporation the Board of Directors shall, after paying or making provision for the payment or all the liabilities of the corporation, pursuant to the procedure of provisions of Florida Statutes *617.05, dispose of all of the assets of the corporation exclusively for the purpose of the corporation in such manner as the Board of Directors shall determine. Any of the assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the corporation is the located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated for such purposes.

**ARTICLE XV - Initial Principal Office:
Initial Registered Office and Agent**

The street address and mailing address of the initial principal office of the corporation is 20751 S.R. 520, Orlando, Fl 32833. The initial registered office of the corporation shall be, 20751 S.R. 520, Orlando, Fl 32833 and the registered agent of the corporation at that office shall be Lewis M. Oliver III.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation the 30th day of January, 1998.


Lewis M. Oliver, III

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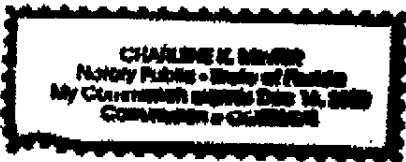
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STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledge before me this 30th day of January, 1998, by Lewis M. Oliver III who is personally know to me.

Charles K Minter
NOTARY SIGNATURE



CHARLES K MINTER
NOTARY NAME PRINTED
Notary Public
My Commission Expires: 12/16/2000

CONSENT OF REGISTERED AGENT

Lewis M. Oliver, III, the undersigned, hereby accepts appointment and hereby consents to serve as registered agent of The Reserve at Wedgfield Homeowners Association, Inc. a Florida corporation not for profit and agrees to maintain the registered office and accept process according to law.

DATED this 30th day of January, 1998.

Lewis M. Oliver III
Lewis M. Oliver III

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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