

GRAHAM, CLARK, JONES, BUILDER, PRATT & MARKS
ATTORNEYS AT LAW

369 NORTH NEW YORK AVENUE
POST OFFICE DRAWER 1890
WINTER PARK, FLORIDA 32790
TELEPHONE (407) 647-4455
TELECOPIER (407) 740-7063

J. LINDSAY BUILDER, JR.
SCOTT D. CLARK
WILLIAM A. DAVIS, JR.
DOUGLAS K. GARTENLAUB
JESSE E. GRAHAM
JESSE E. GRAHAM, JR.
JESSICA K. HEW
FREDERICK W. JONES
JEFFREY L. KAPLAN
HOWARD S. MARKS
SAMUEL M. NELSON
JAMES R. PRATT
GEOFFREY D. WITHERS

N99000003089
MAY 13, 1999

FILED
MAY 14 PM 3:11
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

VIA FEDERAL EXPRESS

State of Florida
Department of State
Division of Corporations
409 E. Gaines Street
P.O. Box 6327
Tallahassee, FL 32314

Re: Cypress Springs Village S Homeowners Association, Inc.

900002875709--5
-05/14/99-01076-022
*****78.75 *****78.75

Dear Sirs:

Enclosed for filing please find an original and one copy of the Articles of Incorporation for the above referenced not for profit corporation, together with this firm's check in the amount of \$78.75 representing the required fee.

Please return the filed copy to me at the address listed above. If you have any questions regarding this matter, please do not hesitate to contact me.

Very truly yours,

Jesse E. Graham, Jr. / Blb
Jesse E. Graham, Jr.

JEG,Jr.\bkb
Enclosures

ARTICLES OF INCORPORATION
OF
CYPRESS SPRINGS VILLAGE S
HOMEOWNERS ASSOCIATION, INC.
A NOT FOR PROFIT CORPORATION

FILED
99 MAY 14 PM 3:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of Florida Statutes, Chapter 617 (1998), 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 certifies:

ARTICLE I

NAME OF CORPORATION

The name of the Corporation is CYPRESS SPRINGS VILLAGE S HOMEOWNERS ASSOCIATION, INC., a Florida corporation not for profit (hereafter called the "Association").

ARTICLE II

PRINCIPAL OFFICE OF THE ASSOCIATION

The principal office of the Association is located at 250 Park Avenue South, Suite 300, Winter Park, Florida 32789.

ARTICLE III

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Association is 369 North New York Avenue, Third Floor, Winter Park, FL 32789, and Jesse E. Graham, Jr., Esq. is hereby appointed the initial registered agent of this Association at that address.

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 maintenance, preservation and architectural control of the Lots, Residences and Common Area within that certain tract of property described as:

CYPRESS SPRINGS VILLAGE S, according to the plat thereof as recorded in Plat Book ____, Pages ____ through ____, of the Public Records of Orange County, Florida.

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

(a) exercise all of the powers and privileges and to perform all duties and obligations of the Association as set forth in that certain Declaration of Conditions, Covenants, Easements and Restrictions for Cypress Springs Village S, hereinafter called the "Declaration" (for purposes hereof all capitalized terms, unless provided otherwise herein, shall have the same meaning as in the Declaration), applicable to the property and recorded or to be recorded in the office of the Clerk of the Circuit Court, Orange County, Florida, and as the same may be amended from time to time as herein provided, said Declaration being incorporated herein as if set forth at length; and to

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

(c) 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. 12-095-0011M requirements and applicable District rules and to assist in the enforcement of the provisions of the Declaration which relate to 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 shall be a Member of the Association. Notwithstanding anything else to the contrary set forth in this Article V, any such person or entity who holds such interest merely as security for the performance of an obligation shall not be a Member of the Association. Membership in the Association shall be appurtenant to each Lot and may not be separated from ownership of said Lot. The record title holder to each Lot shall automatically become a Member of the Association and shall be assured of all rights and privileges thereof upon presentation of a photostatically or otherwise reproduced copy of said Owner's deed to the Association Secretary for placement in the records of the Association. To the extent that said deed shall pass title to a new Lot Owner from an existing Lot Owner, membership in the Association shall be transferred from the existing Lot Owner to the new Lot Owner. In no event shall any mortgagee or other party holding any type of security interest in a Lot or the Residence constructed thereon be a Member of the Association unless and until any of said parties obtain or receive fee simple title to such Lot.

ARTICLE VI

VOTING RIGHTS

Section 1. Class of Membership. The Association shall have two (2) classes of voting membership:

Class A. Class A Membership shall be all those Members as defined in Article V with the exception of the Developer and the Landowner (as long as the Class B Membership shall exist, and thereafter, the Developer and Landowner shall be Class A Members to the extent they would otherwise qualify). Class A Members shall be entitled to one (1) vote for each Lot in which they hold the interests required for membership by Article V. When more than one person holds such interest or interests in any Lot, all such persons shall be Members, but the vote for such Lot shall be exercised only by that one person who is Entitled To Vote. In no event shall more than one vote be case with respect to any such Lot.

Class B. The Class B Members shall be the Developer and the Landowner. The Class B Members shall be entitled to three (3) votes for each Lot

owned by each such Class B Member. The Class B membership shall cease and terminate upon the earlier of the following: (i) at such time as seventy-five percent (75%) of the Lots are deeded to Owners other than a Builder, with a completed Residence thereon, or (ii) ten (10) years following the date of recording of the Declaration of Conditions, Covenants, Easements and Restrictions for Cypress Springs Village S in the public records of Orange County, Florida, whereupon the Class A Members shall be obligated to elect the Board of Directors and assume control of the Association. Upon termination of the Class B membership as provided for herein, the Class B membership shall convert to Class A membership with voting strength as set forth above for Class A membership.

Section 2. Entitled to Vote. As used herein, the term "Entitled to Vote" means and refers to that Lot Owner who shall cast a vote for a Lot at an Association meeting. If more than one person or legal entity shall own any Lot, the Owners thereof shall determine among themselves who shall be the Member Entitled to Vote. Said determination shall be manifested upon a voting certificate, signed by all Owners of said Lot, and given to the Association Secretary for placement in the Association records. If an Owner owns more than one Lot, such owner shall have a vote or votes for each Lot owned. Notwithstanding anything contained herein to the contrary, all Lot Owners whether Entitled to Vote or not are assured of all other privileges, rights, and obligations of the Association membership and shall be Members of the Association. In no event shall any mortgagee or other party holding any type of security interest in a Lot or the Residence constructed thereon be Entitled to Vote for purposes hereof, unless and until any of said parties obtain or receive fee simple title to such Lot.

ARTICLE VII

INCORPORATOR

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

NAME	ADDRESS
STEVEN A. PARKER	151 Southhall Lane, Suite 200 Maitland, FL 32751

ARTICLE VIII

BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors consisting of no less than three (3) nor more than nine (9) Directors, who need not be members of the Association; provided, however, the Board shall consist of an odd number of Directors. The number of Directors may be changed by amendment of the Bylaws of the Association. The initial Board of Directors shall consist of the following three (3) Directors, who shall serve until the appointment of their successors as provided in the Declaration or the election of their successors as provided in the Bylaws, as the case may be.

Steven A. Parker	151 Southhall Lane, Suite 200 Maitland, FL 32751
Alan Wilson	151 Southhall Lane, Suite 200 Maitland, FL 32751

At the first annual meeting of the Members in which the Class A Members are eligible to elect all the Directors and at each annual meeting thereafter, the Members shall elect such Directors for a term of one (1) year.

ARTICLE IX

OFFICERS

The affairs of the Association shall be administered by the Officers as designated in the Bylaws. So long as Developer has the right to appoint, reappoint, remove and replace a majority of the Directors as provided in the Declaration, the officers shall be the parties selected and appointed from time to time by the Board of Directors. Thereafter, the Officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the Members of the Association, and they shall serve at the pleasure of the Board of Directors. The names and addresses of the Officers, who shall serve until their successors are elected by the Board of Directors, are as follows:

PRESIDENT	STEVEN A. PARKER
VICE-PRESIDENT	STEVE HOGG
SECRETARY/TREASURER	ALAN WILSON

ARTICLE X

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than sixty-six and two-thirds percent (66 2/3%) of each class of Members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which the Association was created or such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes. In the event of termination, dissolution or final liquidation of the Association, 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 South Florida Water Management District prior to such termination, dissolution or liquidation. The dissolution procedures described in this Article X shall be subject to Court approval pursuant to the provisions of The Florida Not For Profit Corporation Act.

ARTICLE XI

DURATION

The Association shall exist perpetually.

ARTICLE XII

AMENDMENTS

Amendment of these Articles requires the Approval of at least sixty-six and two-thirds percent (66 2/3%) of the Lot Owners Entitled to Vote. Prior Federal Housing Administration/Veterans Administration (FHA/VA) approval of any amendment is required so long as there is a Class B Membership.

ARTICLE XIII

BYLAWS

The first Bylaws of the Association shall be adopted by the Board of Directors at the first meeting of Directors, and may be altered, amended or rescinded thereafter in the manner provided in the Bylaws.

ARTICLE XIV

DECLARATION AND BYLAWS

In the event of any conflict between the terms and provisions of the Declaration and the terms and provisions of these Articles, the terms and provisions of the Declaration shall control. In the event of any conflict between the terms and provisions of these Articles and the terms and provisions of the Bylaws, the terms and provisions of these Articles shall control.

ARTICLE XV

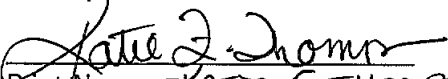
FHA/VA APPROVALS

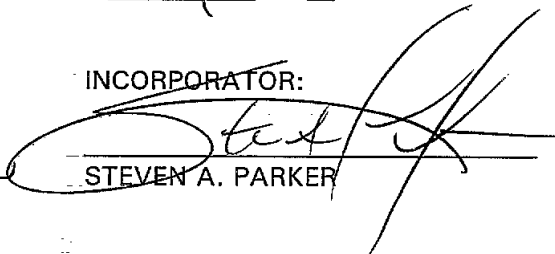
For so long as there is a Class B membership, as that term is defined in the Declaration, the following actions will require the approval of the Federal Housing Administration or the Veterans Administration if any mortgage encumbering a Lot is guaranteed or insured by either such agency: (a) annexation of additional properties; (b) mergers and consolidations; (c) mortgaging or dedication of Common Area and (d) dissolution or amendment of these Articles. Such approval, however, shall not be required where the amendment is made to correct errors, omissions or conflicts or is required by any institutional lender so that such lender will make, insure or guarantee mortgage loans encumbering the Lots, or is required by any governmental authority. Such approval shall be deemed given if either agency fails to deliver written notice of its disapproval of any amendment to Declarant or to the Association within twenty (20) days after a request for such approval is delivered to the agency by certified mail, return receipt requested, or equivalent delivery.

IN WITNESS WHEREOF, for the purposes of forming this corporation under the laws of the State of Florida, the undersigned, being the Incorporator, has executed these Articles of Incorporation this 6th day of May, 1999

Signed, sealed and delivered
in the presence of:

INCORPORATOR:


Print Name: KATE E. THOMPSON


STEVEN A. PARKER


Print Name: JOSE E. FOGLIA

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 6th day of May, 1999 by STEVEN A. PARKER, who is personally known to me or who has produced _____ as identification.

Notary Seal:



Katie F. Thompson

Notary Public

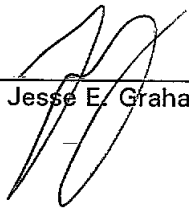
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE NAMING
UPON WHO PROCESS MAY BE SERVED

Pursuant to Florida Statutes §48.091 and §617.0501, the following is submitted, in compliance with said acts:

FIRST, that CYPRESS SPRINGS VILLAGE S HOMEOWNERS' ASSOCIATION, INC., a not-for-profit corporation, desiring to organize under Chapter 617, Florida Statutes, with its principal office, as indicated in the Articles of Incorporation, at 250 Park Avenue South, Suite 300, Winter Park, FL 32789, has designated Jesse E. Graham, Jr., Esq., 369 North New York Avenue, Third Floor, Winter Park, FL 32789 as its Registered Agent to accept service of process within this State.

Having been designated as Registered Agent for the above-stated corporation at the place named in this Certificate, I hereby accept the appointment as Registered Agent, and I hereby state that I am familiar with and accept the obligations of this position in compliance with §617.0501, Florida Statutes, and I hereby agree to keep open the above named office as prescribed by §48.091, Florida Statutes.

DATED: May 10, 1999



Jesse E. Graham, Jr.

F:\USER\BARBARA\Morrison\CypressSpringsAOI.wpd

FILED
99 MAY 14 PM 3:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA