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A PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

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May 18, 1999

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

400002880984--2
-05/20/99-01050-005
*****78.75 *****78.75

Re: CYPRESS SPRINGS ESTATES HOMEOWNERS ASSOCIATION, INC.

Dear Madam or Sir:

Enclosed are the original and one copy of Articles of Incorporation for the entity named above. Also enclosed is a check in the amount of \$78.75 as filing fee. Please file the Articles and return the certified copy of same to my attention at your earliest convenience.

Thank you in advance for your assistance. If you have any questions, please feel free to call me directly.

Sincerely yours,

Elise Y. Laubach
Elise Y. Laubach
Legal Assistant

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Enclosures

FILED
99 MAY 20 PM 3:13
SECRETARY OF STATE
TALLAHASSEE FLORIDA

B. BROCK MAY 25 1999

**ARTICLES OF INCORPORATION
OF
CYPRESS SPRINGS ESTATES
HOMEOWNERS ASSOCIATION, INC.**

FILED
99 MAY 20 PM 3:13
SECRETARY OF STATE
TALLAHASSEE FLORIDA

By these Articles of Incorporation, the undersigned incorporator forms a corporation not for profit in accordance with Chapter 617, Florida Statutes, and pursuant to the following provisions ("these Articles"):

ARTICLE I
NAME

The name of the corporation shall be CYPRESS SPRINGS ESTATES HOMEOWNERS ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Association."

ARTICLE II
DURATION

The Association shall exist perpetually unless and until dissolved according to law. Corporate existence of the Association shall commence upon the filing of these Articles with the Florida Department of State. If the Association is dissolved for any reason, the assets of the Association shall be dedicated to a public body or conveyed to a non-profit organization or similar entity with similar purposes.

ARTICLE III
DEFINITIONS

The term "Declaration" shall mean the DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR CYPRESS SPRINGS ESTATES recorded in the Public Records of Orange County, Florida, and all amendments or supplements made thereto. All other capitalized words and terms used in these Articles shall have the meaning and definition as provided in the Declaration.

ARTICLE IV
PRINCIPAL OFFICE

The principal office of the Association is located at 3504 Lake Lynda Drive, Suite 170, Orlando, Florida 32817.

ARTICLE V
REGISTERED OFFICE AND AGENT

William T. Carmichael, whose address is 3504 Lake Lynda Drive, Suite 170, Orlando, Florida 32817, is hereby appointed the initial registered agent of the Association and the registered office shall be at said address.

ARTICLE VI
PURPOSE AND POWERS OF THE ASSOCIATION

The Association shall not pay dividends and no part of any income of the Association shall be distributed to its Members, directors or officers. The Association is formed to provide for, among other things, the improvement, maintenance, preservation and architectural control of the Property and to promote the recreation, health, safety and welfare of the Owners. The Association shall have all the powers of a nonprofit corporation organized under the laws of the State of Florida, subject only to such limitations upon the exercise of such powers as are expressly set forth in these Articles, the Bylaws, or the Declaration. The Association shall have the power and duty to do any and all lawful things which may be authorized, assigned, required or permitted to be done by the Declaration, any Supplemental Declaration, these Articles and the Bylaws, and to do and perform any and all acts which may be necessary or proper for, or incidental to, the exercise of any of the duties or powers of the Association for the benefit of the Owners and for the maintenance, administration and improvement of the Property and the Common Property. Unless otherwise specifically prohibited, any and all functions, duties and powers of the Association shall be fully transferable, 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 thereof and the means of revocation.

ARTICLE VII
MEMBERSHIP AND VOTING RIGHTS

Each Owner, including the Developer, shall be a Member of the Association. Any person or entity who holds any interest merely as a security for the performance of any obligation shall not be a Member. The Association membership of each Owner shall be appurtenant to the Lot giving rise to such membership, and shall not be transferred except upon the transfer of title to said Lot and then only to the transferee of title thereto. Any prohibited separate transfer shall be void. Any transfer of title shall operate automatically to transfer the membership in the Association appurtenant thereto to the new Owner thereof. All voting rights and procedures within the Association shall be governed in accordance with the provisions set forth in the Declaration and in the Bylaws.

ARTICLE VIII
DIRECTORS AND OFFICERS

The affairs of this Association shall be managed by a Board of Directors, and the affairs of the Association shall be administered by the Officers. All matters regarding the Directors and the Officers of the Association, including numbers, election, duration, etc., shall be governed in accordance with the provisions set forth in the Declaration and in the Bylaws.

ARTICLE IX
INDEMNIFICATION

9.1 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 his being or having been a director or officer of the Association, or having served at the Association's request as 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 proceeding was brought, except in relation to matters as to which any such director or officer shall be adjudged 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 approves such settlement and reimbursement as being 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 officer may be entitled.

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

9.3 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, or is or was serving at the request of the Association as a director or officer of another 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 X
BYLAWS

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

ARTICLE XI
AMENDMENTS

Amendments to these Articles of Incorporation shall be made in the following manner:

11.1 Resolution. The Board of Directors shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of Members, which may be

either the annual or a special meeting.

11.2 Notice. Within the time and in the manner provided in the Bylaws for the giving of notice of meetings of Members, written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each Member of record entitled to vote thereon. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

11.3 Vote. At such meeting, a vote of the Members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of a two-thirds (2/3) majority of the votes of Members entitled to vote thereon.

11.4 Multiple Amendments. Any number of amendments may be submitted to the Members and voted upon by them at one meeting.

11.5 Limitations. No amendment shall make any changes in the qualifications for membership. No amendment shall be made that is in conflict with the Declaration. HUD/VA shall have a veto power as long as there is a Class B membership over any dissolution of the Association, any amendment of these Articles, any mortgaging of Common Property, any mergers and consolidations affecting this Association, and the annexation of any additional properties.

ARTICLE XII INCORPORATOR

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

<u>Name</u>	<u>Address</u>
William T. Carmichael	3504 Lake Lynda Drive, Suite 170 Orlando, Florida 32817

ARTICLE XIII NONSTOCK CORPORATION

The Association is organized on a nonstock basis and shall not issue shares of stock evidencing membership in the Association; provided, however, that membership in the Association may be evidenced by a certificate of membership which shall contain a statement that the Association is a corporation not for profit.

IN WITNESS WHEREOF, the undersigned Incorporator has caused these Articles to be executed as of the 7TH day of MAY, 1999.

Signed, sealed and delivered in the presence of:

[Handwritten Signature]
[Handwritten Signature]

[Handwritten Signature]
William T. Carmichael, Incorporator

STATE OF FLORIDA

COUNTY OF ORANGE

I HEREBY CERTIFY that on this 7TH day of MAY, 1999, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared William T. Carmichael, the incorporator described in the foregoing Articles of Incorporation. He

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

IMPRINT NOTARY PUBLIC
RUBBER STAMP SEAL BELOW

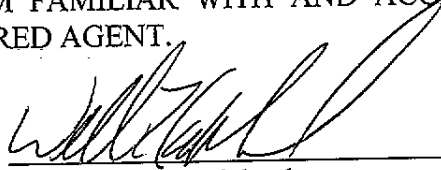


Jeannine J. Herndon
MY COMMISSION # CC594774 EXPIRES
January 11, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

[Handwritten Signature]
Signature of Person Taking Acknowledgment
Notary Public

CYPRESS SPRINGS ESTATES
HOMEOWNERS ASSOCIATION, INC.
ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



William T. Carmichael
Registered Agent

Date: May 7, 1999

FILED
99 MAY 20 PM 3:13
SECRETARY OF STATE
TALLAHASSEE FLORIDA