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CENTEX HOMES

SOUTHEAST REGION

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April 5, 1999

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

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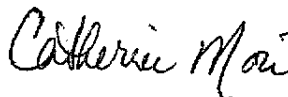
Re: Wekiva Club Homeowners' Association, Inc.

Dear Sir/Madam:

Enclosed please find the Articles of Incorporation of the Wekiva Club Homeowners' Association, Inc., for filing with your office. I have enclosed a check for \$87.50, and an additional copy of the articles for certification. Please return a certified copy and a certificate of corporate status to me. I have enclosed a return-addressed Federal Express label for your convenience.

Thank you for your assistance.

Very truly yours,



Catherine Mori, CLA
Paralegal

/cm
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

**WEKIVA CLUB HOMEOWNERS ASSOCIATION, INC.
A Florida Corporation, Not-For-Profit**

The undersigned incorporator for the purpose of forming a corporation not-for-profit pursuant to the laws of the State of Florida, Florida Statutes, Chapter 617, hereby adopts the following Articles of Incorporation:

ARTICLE 1

NAME

The name of the corporation is Wekiva Club Homeowners Association, Inc. hereinafter called the "**Association**".

ARTICLE 2

TYPE OF CORPORATION

The Association is a non-profit corporation and has no capital stock.

ARTICLE 3

DURATION

The period of duration is perpetual.

ARTICLE 4

PURPOSES AND POWERS

This Association does not contemplate pecuniary gain or profit to its members, and the purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residence lots and Common Area within that certain real property described in the Declaration of Covenants, Conditions and Restrictions for

Wekiva Club, Orange County, Florida, recorded in the Public Records of Orange County, Florida (hereinafter called the "**Declaration**"), and such additional properties as may be added thereto from time to time by annexation or otherwise as provided in the Declaration and in these Articles; and to promote the health, safety and welfare of the residents within such properties, and for these purposes the Association shall have the following powers:

(a) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(b) To fix, levy and collect (enforcing payment by any lawful means) all charges and 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 for example, but not by way of limitation, all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(c) To purchase, receive, lease 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) To borrow money, and with the assent of two-thirds (2/3) of each class of members, to mortgage or pledge any or all of its real or personal property as security for money borrowed or debts incurred;

(e) To engage the services of agents, independent contractors or employees to manage, operate or perform all or any part of the affairs and business of the Association; and

(f) To do and perform any and all lawful things and acts which in its discretion are necessary or desirable in carrying out any or all of the purposes for which the Association is formed, and pay the costs and/or expenses in connection therewith.

Further, the Association shall have and exercise any and all powers, rights and privileges which a corporation not-for-profit organized under Chapter 617 of the Florida Statutes may now or hereafter have or exercise.

ARTICLE 5

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 or entities who hold an interest merely as security for the performance of an obligation. No owner shall have more than one membership. Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to assessment by the Association. Ownership of such lot shall be the sole qualification of membership.

ARTICLE 6

VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. Class A members shall be all those Owners as defined in Article 5 with the exception of the Declarant. Class A members shall be entitled to one vote for each lot in which they hold the interest required for membership by Article 5. When more than one person holds such interest in any lot, all such persons shall be members. The vote for such lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any lot.

Class B. The Class B members shall be the Declarant (as defined in the Declaration), 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 either of the following events, whichever occurs earlier:

- (a) Ninety (90) days after the conveyance that makes the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or
- (b) Ten (10) years after the conveyance of the first lot to a Class A member;

provided however, that the Class B membership shall be reinstated at any time before the expiration of ten (10) years from the date of conveyance of the first Lot if additional Lots owned by a Class B member are annexed into the Association in sufficient numbers to restore a ratio of at least one Class B Lot to each three Class A Lots in the overall area subject to the Association.

ARTICLE 7

AGENT AND OFFICES

385 Douglas Avenue, Suite 1000, Altamonte Springs, Florida, 32714, and Centex Real Estate Corporation at such address constitute the initial registered office and agent, respectively, of the Association. The principal office of the Association is located at 385 Douglas Avenue, Suite 1000, Altamonte Springs, Florida, 32714.

ARTICLE 8

BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board composed of an odd number of directors being no less than three (3) but no more than seven (7) directors, who need not be members of the Association. The number of directors may be changed by amendment of the Bylaws of the Association. The names and addresses of the persons who are to serve until the election of their successors are:

Greg LePera	385 Douglas Avenue, Suite 1000 Altamonte Springs, Florida, 32714
Mike Kane	385 Douglas Avenue, Suite 1000 Altamonte Springs, Florida, 32714
Dan Kaiser	385 Douglas Avenue, Suite 1000 Altamonte Springs, Florida, 32714

At the first annual meeting the members shall elect one (1) director for a term of one (1) year, one (1) director for a term of two (2) years, and one (1) director for a term of three (3) years, and any additional directors shall be elected for terms of one (1) year each. The number of directors to be elected at the first annual meeting of the members shall be determined by the initial directors identified above prior to such meeting. At each annual meeting thereafter the members shall elect the director(s) for a term of three (3) years to fill each expiring term.

ARTICLE 9

MERGERS AND CONSOLIDATIONS

To the extent permitted by law, the Association may participate in mergers and consolidations with other not-for-profit corporations organized for the same purposes, provided that any such merger or consolidation shall have the assent of two-thirds (2/3) of the voting membership; all subject, however, to the provisions relating to annexation as set forth in said Declaration.

ARTICLE 10

AUTHORITY TO MORTGAGE

After same has been conveyed to the Association, any mortgage by the Association of the Common Area defined in said Declaration shall have the assent of two-thirds (2/3) of each class of membership.

ARTICLE 11

AUTHORITY TO DEDICATE

The Association shall have power to dedicate, sell or transfer all or any part of the Common Area (after same has been conveyed to it) 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 may be effective unless an instrument has been signed by members entitled to cast two-thirds (2/3) of the votes of each class of membership agreeing to such dedication, sale or transfer.

ARTICLE 12

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than 2/3 of each class of membership. Upon dissolution of the Association, the assets both real and personal of the Association, shall be dedicated to an appropriate public agency to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any not-for-profit corporation, association, trust or other organization to be devoted to purposes and uses that would most nearly reflect the purposes and uses to which they

were required to be devoted by the Association. This procedure shall be subject to court approval on dissolution pursuant to F.S. 617.05.

In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the drainage 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.

ARTICLE 13

MEETINGS FOR ACTIONS GOVERNED BY ARTICLES 9 THROUGH 12

In order to take actions under Articles 9 through 12, there must be a duly held meeting. Written notice, setting forth the purpose of the meeting shall be given to all members not less than thirty (30) days nor more than sixty (60) days in advance of the meeting. The presence of members or of proxies entitled to cast at least thirty percent (30%) of the votes of each class of membership shall constitute a quorum. If the required quorum is not forthcoming at any meeting, another meeting may be called, subject to the notice requirement set forth above. No such subsequent meeting shall be held more than sixty (60) days following the preceding meeting.

ARTICLE 14

OFFICERS

The Officers of the Association shall be a president, vice president, secretary, treasurer and such other officers as the Board may from time to time by resolution create. The officers shall serve at the pleasure of the Board. The Bylaws may provide for the removal from office of officers, for filling vacancies, and for the duties of the officers. The name of the officers who shall serve until their successors are designated by the Board as follows:

President	Greg LePera
Vice President	Mike Kane
Secretary/Treasurer	Dan Kaiser

ARTICLE 15

BYLAWS

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

ARTICLE 16

AMENDMENTS

Amendments of these Articles shall require the assent of seventy-five percent (75%) of the total votes of each Class of membership.

ARTICLE 17

FHA/VA APPROVAL

As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Department of Veterans Affairs:

Annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution and amendment of these Articles. The procedure for obtaining FHA and VA approval shall be as set forth in the Declaration.

ARTICLE 18

The name and street address of the incorporator is:

Centex Homes
385 Douglas Avenue, Suite 1000
Altamonte Springs, Florida, 32714

Wherefore, the incorporator, and the initial registered agent have executed these Articles this 31 day of March, 1999.


WITNESSES



**CENTEX HOMES, a Nevada general
partnership**

By: Centex Real Estate Corporation, a Nevada
corporation its managing general partner

Robyn A. Broneck

By: 
Greg LePera, Division President

THE STATE OF FLORIDA

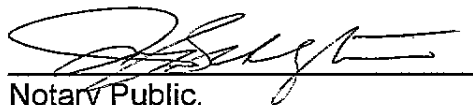
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COUNTY OF ORANGE

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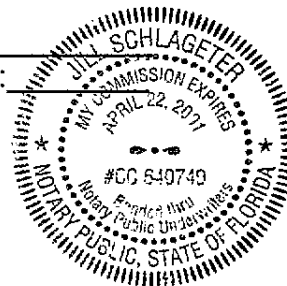
The foregoing instrument was acknowledged before me this 31 day of March, 1999 by Greg LePera, Division President of Centex Real Estate Corporation, a Nevada corporation, as managing general partner of Centex Homes, a Nevada general partnership, who is personally known to me or who has produced _____ as identification and who did/did not take an oath.



Notary Public,
State of Florida

Notary printed name: _____

My commission expires: _____



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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

The **WEKIVA CLUB HOMEOWNERS ASSOCIATION, INC.**, desiring to organize under the laws of the State of Florida, with its principal offices at 385 Douglas Avenue, Suite 1000, Altamonte Springs, Florida, 32714, has named **CENTEX REAL ESTATE CORPORATION**, whose office is located at 385 Douglas Avenue, Suite 1000, Altamonte Springs, Florida, 32714, as its agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, **CENTEX REAL ESTATE CORPORATION** hereby accepts to act in this capacity, and agrees to comply with the provisions of said Act relative to keeping open said office.

CENTEX REAL ESTATE CORPORATION

By: 
Greg LePera, Division President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA