

Division of Corporations

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N01000001775**Florida Department of State**

Division of Corporations

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To: Division of Corporations
Fax Number : (850) 922-4001

From: Suzanne McLaughlin
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Account Number : 113615003626
Phone : (407) 650-1000
Fax Number : (407) 650-1065

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FLORIDA NON-PROFIT CORPORATION**APF at LLB Property Owners' Association, Inc.**

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ARTICLES OF INCORPORATION
OF
APF AT LLB
PROPERTY OWNERS' ASSOCIATION, INC.
A NON-PROFIT CORPORATION

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In compliance with the requirements of Florida Statutes, Chapter 617 (2000), the undersigned, all of whom are residents of the State of Florida, and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a Florida corporation not for profit, and do hereby certify:

ARTICLE I

NAME OF CORPORATION

The name of the Corporation is APF AT LLB PROPERTY OWNERS' 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 CNL Center at City Commons, 450 South Orange Avenue, Orlando, Florida 32801-3336.

ARTICLE III

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Association is CNL Center at City Commons, 450 South Orange Avenue, Orlando, Florida 32801-3336, and Linda Scarcelli is hereby appointed the initial registered agent of this Association at that address.

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ARTICLE IVPURPOSE 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 real property described on Exhibit "A" attached hereto and made a part hereof, and all improvements from time to time located or to be constructed thereon, together with such additional lands and the improvements from time to time located or to be constructed thereon, 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 owners and occupants within the above-described property and any additions thereto as may hereto be brought within the jurisdiction of this Association, 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 Covenants, Conditions, Restrictions and Easements for APF at LLB (hereinafter referred to as the "Declaration") (for purposes hereof all capitalized terms, unless otherwise defined herein, shall have the meaning ascribed to such capitalized terms 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, as the same may be amended from time to time;

(b) have and to exercise any and all powers, rights and privileges which a corporation organized under the non-profit corporation laws of the State of Florida may now or hereafter have or exercise;

(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 consistent with the terms of the Declaration;

(d) file suits and/or pursue such legal rights and remedies as are available to the Association; and

(e) levy and collect adequate assessments against the Members of the Association.

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ARTICLE VMEMBERSHIP

Subject to the terms and conditions set forth from time to time in the Declaration and the Bylaws, each and every person, persons or legal entity which is the Owner of all or any portion of any Parcel shall automatically be a Member of the Association; provided however, that any person or entity who holds such an interest merely as security for the performance of any obligation shall not be a Member.

ARTICLE VIINCORPORATOR

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

Thomas F. Diorio

Lowndes, Drosdick, Doster,
Kantor & Reed, P.A.
215 N. Eola Drive
Orlando, Florida 32801

ARTICLE VIIBOARD OF DIRECTORS

The assets, interests, business and affairs of the Association shall be managed by a Board of Directors (the "Board") consisting of three (3) members (each member of the Board may hereafter be referred to as a "Director"). A Director need not be a Member of the Association. The Board shall act in accordance with the votes of a majority of the voting members of the Board. Each voting member of the Board shall be entitled to cast one (1) vote for any matters to be voted upon by the Board members.

The names and addresses of the initial Board of Directors are as follows:

Michael Wood

CNL Center at City Commons
450 South Orange Avenue
Orlando, Florida 32801-3336

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Nancy Carillo

CNL Center at City Commons
450 South Orange Avenue
Orlando, Florida 32801-3336

Douglas Dannen

c/o Metro Corral Partners, Inc.
203 Lookout Place, Suite B
Maitland, Florida 32751

ARTICLE VIII

OFFICERS

The affairs of the Association shall be administered by the Officers as designated in the Bylaws. 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

Michael Wood
CNL Center at City Commons
450 South Orange Avenue
Orlando, Florida 32801-3336

Vice President

Clint Beaty
CNL Center at City Commons
450 South Orange Avenue
Orlando, Florida 32801-3336

Vice President/
Secretary/Treasurer

Nancy Carillo
CNL Center at City Commons
450 South Orange Avenue
Orlando, Florida 32801-3336

ARTICLE IX

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the Members of the Association. 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

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Association was created. In the event that such dedication is refused acceptance, 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. This procedure shall be subject to Court approval on dissolution pursuant to the provisions of Florida Statutes, Section 617.05.

ARTICLE X

DURATION

The Association shall exist perpetually.

ARTICLE XI

AMENDMENTS

Amendment of these Articles must be approved by a vote of two-thirds (2/3) of the voting Members of the Association in person or by proxy at a meeting duly called for such purpose. Provided, however, these Articles may be amended at any time by action of the Board of Directors to clarify ambiguities, and correct scrivener's errors.

ARTICLE XII

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 XIII

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.

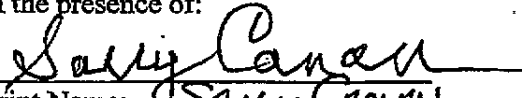
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ARTICLE XIVINDEMNIFICATION

The Association shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was a director, employee, officer or agent of the Association, against expenses (including attorney's fees and appellate attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with the action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interest of the Association; and with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful; except that no indemnification shall be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or willful misfeasance or malfeasance in the performance of his duty to the Association, unless and only to the extent that the court in which the action or suit was brought shall determine, upon application, that despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the court shall deem proper.

IN WITNESS WHEREOF, for the purposes of forming this corporation under the laws of the State of Florida, the undersigned, constituting the incorporator of this Association, has executed these Articles of Incorporation this 1st day of March, 2001.

Signed, sealed and delivered
in the presence of:


Print Name: Sally Canan


Print Name: Wayne L. Kennedy


Thomas F. Diorio

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The undersigned hereby accepts the foregoing designation as the registered agent for said corporation.


Linda Scarcelli

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EXHIBIT "A"

Legal Description

Lot 4, MARRIOTT VILLAGE AT LITTLE LAKE BRYAN, according to the Plat thereof as recorded in Plat Book 45, Pages 107 - 110, Public Records of Orange County, Florida