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FLORIDA NON-PROFIT CORPORATION

forest trails homeowners association, inc.

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ARTICLES OF INCORPORATION

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TALLAHASSEE, FLORIDA

(9)

OF

FOREST TRAILS HOMEOWNERS ASSOCIATION, INC.

The undersigned incorporators, desiring to form a not-for- profit corporation under the provisions of Chapter 617 of the laws of the State of Florida, do hereby adopt the Articles of Incorporation:

ARTICLE I
Name and Principal Address

The name of this corporation shall be **FOREST TRAILS HOMEOWNERS ASSOCIATION, INC.** (sometimes hereinafter referred to as "Association" and "Corporation"), and its principal address shall be 1155 S. Semoran Blvd., Suite 118, Winter Park, Florida 32792. The Corporation may maintain offices and transact business in such other places within or without the State of Florida as may be from time to time designated by the Board of Directors.

ARTICLE II
Term and Commencement

This Corporation shall have perpetual existence unless dissolved according to law. Corporate existence shall commence with the filing of these Articles with the Secretary of State.

ARTICLE III
Purposes

The purposes for which this Corporation is organized are:

1. To promote health, safety, and social welfare of the Owners of Property within that area referred to as FOREST TRAILS in the Declaration of Covenants, Conditions and Restrictions for FOREST TRAILS to be recorded in the Public Records of Orange County, Florida (the "Declaration").
2. To own and maintain, repair and replace the general and Common Areas in and benefiting FOREST TRAILS for which the obligation to maintain and repair has been delegated and accepted.
3. To control the specifications, architecture, design, appearance, conditions of structures constructed, placed or permitted to remain in FOREST TRAILS, as well as the alteration, improvement, addition and change thereto.
4. To make and establish reasonable rules and regulations governing the use of the Lots and Common Areas in accordance with the terms as may be defined in the Declaration. The Surface Water Management Permit issued by St. Johns River Water Management District and all of its conditions shall be attached as an exhibit to the rules and regulations of the Association.
5. To levy and collect assessments against members of the Corporation to defray the common expenses of the maintenance and operation of the Common Areas as

may be provided in the Declaration and in the Bylaws of this Corporation which may be hereafter adopted, including the right to levy and collect assessments for the purposes of acquiring, operating, leasing, managing, and otherwise trading and dealing with such property, whether real or personal, which may be necessary or convenient in the operation and maintenance of the Common Areas and in accomplishing the purposes set forth in the Declaration.

6. To enforce the provisions of the Declaration and these Articles, the Bylaws of the Corporation, which may be hereafter adopted, and the rules and regulations governing the use of the Common Areas as the same may be hereafter established.

7. To now or hereafter acquire and enter into leases and agreements of every nature, whereby the Corporation acquires leaseholds, memberships and other possessory or use interests in land or facilities, including recreational facilities, whether or not contiguous to lands in this Subdivision, to provide enjoyment, recreation, or other use to benefit to the owners of the property within this Subdivision, all as may be deemed by the Board of Directors to be in the best interests of the Corporation.

8. To exercise, undertake and accomplish all of the rights, duties, and obligations, which may be granted to or imposed upon the Corporation pursuant to the Declaration.

9. To operate, maintain, and manage the surface water or storm water management system in a manner consistent with the St. Johns River Water Management District Permit No. 40-095-90157-1 requirements and applicable District rules, and to assist in the enforcement of the restrictions and covenants contained therein.

10. To levy and collect adequate assessments against members of the Association for the costs of operation, maintenance and repair of the surface water of storm water management systems, including but not limited to, work within retention areas, drainage structures and drainage easements.

11. To acquire (by gift, purchase or otherwise) own, hold, improve, building 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.

12. To borrow money, and with the assent of the representatives of two-thirds (2/3rds) of each class of Members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.

13. To dedicate, sell or transfer all of or any part of the Common Area 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, sale or transfer shall be effective unless an instrument has been signed by the representatives of two-thirds (2/3rds) of each class of Members, agreeing to such dedication, sale or transfer. However, there shall be no requirement of participation by or agreement of the Members in the event the dedication, sale or transfer is incidental to a replatting of any portion of the Common Property.

14. To participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area.

15. To sue and be sued in a court of law.

16. To have and exercise any and all powers, rights, and privileges which a corporation as organized under the Non-Profit Corporation Laws of the State of Florida by law may now or hereafter have or exercise.

17. To provide or provide for private security, storm water retention/detention, the responsibility for which has been or may be accepted by the Association, and the capital improvements and equipment related thereto, in FOREST TRAILS.

18. To provide, purchase, acquire, replace, improve, maintain, and repair such real property, buildings, structures, street lights, and other structures, landscaping, paving and equipment, both real and personal, related to the health, safety, and social welfare of the members of the Association, as the Board of Directors in tits discretion determines necessary, appropriate, and convenient, including the authority to convey Association property to any appropriate governmental entity for the purpose of establishing municipal service taxing districts.

19. To operate without profit for the sole exclusive benefit of its members.

20. To perform all of the functions contemplated by the Association, and undertaken by the Board of Directors of the Association, in the Declarations of Covenants, Conditions, and Restrictions for FOREST TRAILS, hereinabove described, as same may be amended from time to time.

21. To engage the services of attorneys, accountants, management and other professionals as required ensuring proper operation of the community known as FOREST TRAILS.

22. None of the purposes shall be for pecuniary profit, including the performance of any of the purposes.

23. To have and exercise all powers conferred on a corporation organized under the Florida Not For Profit Corporation Act as currently in effect and as it may be amended, including without limitation all powers necessary or convenient to effect any or all purposes for which the corporation is organized.

ARTICLES IV

Members

The qualifications for members and the manner of their admission and expulsion shall be as regulated by the bylaws.

ARTICLE V
Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and which bylaws may be altered or rescinded by the Board of Directors as said Bylaws may provide.

ARTICLE VI
Indemnification

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorney fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and gents in their capacity as such except for willful misconduct or gross negligence.

ARTICLE VII
Amendment

This Corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the members in subject to this reservation.

ARTICLE VIII
Headings and Captions

The headings or captions of these various articles of incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

ARTICLE IX
Board of Directors

The affairs of the Corporation shall be managed by the Board of Directors. The number

of members of the first Board of Directors of the Corporation shall be three (3). The number of members of succeeding boards of directors shall be three (3) except as changed from time to time by the Bylaws of the Corporation. The members of the Board of Directors shall be elected as provided by the Bylaws of the Corporation, which provide for election of directors at the annual meeting to be held in accordance with the Bylaws. The first annual meeting shall be held at a time called by the Board. The Board of Directors shall be members of the Corporation or shall be authorized representatives, officers or employees or a corporate member of this Corporation.

Any vacancies in the Board of Directors occurring before the first election will be filled by the remaining directors.

The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

Director:	Steven Hiss
Director:	Dennis Perez
Director:	Louis Santiago

ARTICLE X

Registered Office and Registered Agent

The initial registered office of this Corporation shall be located at 2015 W. S. R. 434, Longwood, FL 32779 and the initial registered agent of the Corporation shall be Reinhard G. Stephan, Esq. The Corporation may change its registered agent or the location of its registered agent, or both, from time to time without amendment of these Articles. The registered agent for the Corporation shall maintain copies of all permits issued by the St. Johns River Water Management District for the benefit of the Corporation, so long as such copies are provided to the registered agent by the Corporation.

ARTICLES XI

Officers

The Board of Directors shall elect a President, Vice-President, and Secretary/Treasurer. The President, Vice-President and Secretary/Treasurer shall be elected from among the membership of the Board of Directors. The same person may hold two (2) offices, the duties of which are not incompatible; provided, however, that the office of the President and Vice-President shall not be held by the same person, nor shall the office of President and Secretary/Treasurer be held by the same person.

The affairs of the Corporation shall be administered by the officers designated in the

Bylaws of this Corporation. Said officers will be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and with the approval of the Board of Directors, may employ a managing agent and/or such other managerial and supervisory personnel or entities to administer or assist in the administration of the operation and management of the Common Areas of the Corporation, and any such person or entity may be so employed without regard to whether such person or entity is a member of the Corporation or a Director of the Corporation. No officer shall act or perform any act which is not prescribed by these Articles and the Bylaws, as amended from time to time, and not in keeping with the policies promulgated by the Board of Directors, the officers or professional managers.

The names and addresses of the officers who will serve until their successors are designated as follows:

Office	Name	Address
President:	Steven Hiss	1155 S. Semoran Blvd., Suite 118
		Winter Park, FL 32792
Vice President:	Dennis Perez	1155 S. Semoran Blvd., Suite 118
		Winter Park, FL 32792
Secretary/Treasurer:	Louis Santiago	1155 S. Semoran Blvd., Suite 118
		Winter Park, FL 32792

ARTICLE XII

FHA/VA Approval

As long as there is a Class B membership, the following actions will require the prior approval of the Department of Housing and Urban Development, Federal Housing Administration or Veteran's Administration (as applicable); annexation of additional properties, mergers, and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution and amendment of these Articles.

ARTICLE XIII

Dissolution

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for one or more of the purposes of the corporation to the federal government or to a state or local government, for a public purpose. Any 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 then located, exclusively for such purposes or to such organization or organizations, as said Court shall bet ermine, which are organized and operated exclusively for one or more of the purposes of the

corporation.

Upon dissolution, the responsibility for the operation and maintenance of the surface water or storm water management systems must be transferred to and accepted by an entity which would comply with Rule 40C-42.027, Florida Administrative Code, and be approved by the St. John's River Water Management District prior to such dissolution.

ARTICLE XIV

Incorporator

The name and address of the incorporator of the corporation is as follows:

REINHARD G. STEPHAN, ATTORNEY AT LAW, 2015 W. S.R. 434, Longwood, FL 32779

IN WITNESS WHEREOF, I, the undersigned incorporator, have executed these Articles of Incorporation this 11 day of May, 2004.

REINHARD G. STEPHAN
ATTORNEY AT LAW

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CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 617.0503, Florida Statutes, the following is submitted:

FOREST TRAILS SUBDIVISION HOMEOWNERS ASSOCIATION, INC. (the "Corporation"), desiring to organize as a Florida corporation not for profit, has named and designated REINHARD G. STEPHAN, ATTORNEY AT LAW, as its Registered Agent to accept service of process within the State of Florida with its registered office located at 2015 W. S.R. 434, Longwood, FL 32779 .

ACKNOWLEDGMENT

Having been named as Registered Agent for the Corporation at the place designated in this Certificate, I hereby agree to act in this capacity: and I am familiar with and accept the obligations of Section 617.0503, Florida Statutes, as the same may apply to the Corporation; and I further agree to comply with the provisions of Section 48.091, Florida Statutes, and all other statutes, all as the same apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

Dated the 11 day of May, 2004.

Name: REINHARD G. STEPHAN, ATTORNEY AT LAW
Registered Agent

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