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September 22, 2000

Via Federal Express

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Victoria Gardens Homeowners Association, Inc., V.P. Homeowners Association,
Inc., and Victoria Park Community Council, Inc.

Dear Madam or Sir:

Attached are the original and one copy of the Articles of Incorporation for the captioned corporations, the certificate of designations of the registered agent, and a check issued in the amount of \$210 (\$70 for each).

Please don't hesitate to call me if you have any questions or need additional information.
Thank you for your assistance.

Sincerely,

Rachel Haskin

Rachel Haskin
Legal Assistant

Enclosures

5297/Victoria Parkd/Al

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**ARTICLES OF INCORPORATION
OF
V.P. HOMEOWNERS ASSOCIATION, INC.
(A Florida Not For Profit Corporation)**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, by these Articles, associate themselves for the purpose of forming a not for profit corporation under Chapter 617, Florida Statutes, and certify as follows:

Article 1. Name. The name of the Corporation is V.P. Homeowners Association, Inc. For convenience, the Corporation shall be referred to in this instrument as the "Association."

Article 2. Address. The address of the initial principal office of the Association and the initial mailing address of the Association is 1800 Pembroke Drive, Suite 320, Orlando, Florida 32810.

Article 3. Definitions. All capitalized terms used herein which are not defined shall have the meaning set forth in the Declaration of Covenants, Conditions, and Restrictions for the V.P. Community, Recorded or to be Recorded in Volusia County, Florida, as amended from time to time (the "Declaration").

Article 4. Purposes. The Association does not contemplate pecuniary gain or benefit, direct or indirect, to its members. In way of explanation and not of limitation, the purposes for which the Association is organized are:

(a) to be and constitute the Association to which reference is made in the Declaration, to perform all obligations and duties of the Association, and to exercise all rights and powers of the Association, as set forth in the Governing Documents and as provided by law; and

(b) to provide an entity for the furtherance of the interests of the owners of real property subject to the Declaration.

Article 5. Powers. In furtherance of its purposes, the Association shall have the following powers, which, unless indicated otherwise by the Declaration or By-Laws of the Association, may be exercised by the Board of Directors:

(a) all of the powers conferred upon nonprofit corporations by common law and Florida statutes in effect from time to time;

(b) all of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles, the By-Laws, and the Declaration, including, without limitation, the power to do the following:

(i) fix, levy, collect, and enforce payment of all charges or assessments authorized by the Declaration by any lawful means and to pay all expenses in connection

therewith and all administrative and other expenses incident to the conduct of the business of the Association including all licenses, taxes, or governmental charges levied or imposed against Association property;

(ii) operate, maintain, and manage the surface water or stormwater management system(s) in a manner consistent with applicable St. Johns River Water Management District ("District") permits and applicable District rules, and to assist in the enforcement of the Declaration as it relates to the surface water or stormwater management system (provided, the Association shall not be responsible for any portion of the stormwater management system operated and maintained by the Victoria Park Community Council, Inc. or a community development district formed in accordance with Florida law). The Association shall levy and collect adequate assessments against its Members for its costs of maintenance and operation of the surface water or stormwater management system;

(iii) manage, control, operate, maintain, repair, and improve the Common Areas and facilities, and any property the Association subsequently acquires, or for which it by rule, regulation, declaration, or contract, has a right or duty to provide such services;

(iv) make rules and regulations and to enforce covenants, conditions, or restrictions affecting any property to the extent the Association may be authorized to do so under the Declaration or By-Laws;

(v) engage in activities which will actively foster, promote, and advance the common interests of all owners of property subject to the Declaration;

(vi) buy or otherwise acquire, sell or otherwise dispose of, mortgage or otherwise encumber, exchange, lease, hold, use, operate, and otherwise deal in and with real, personal, and mixed property of all kinds and any right or interest therein for any Association purpose;

(vii) borrow money for any purpose subject to such limitations as may be contained in the Declaration and By-Laws;

(viii) enter into, make, perform, and enforce contracts of every kind and description, and to do all other acts necessary, appropriate, or advisable in carrying out any Association purpose, with or in association with any other corporation, or other entity or agency, public or private;

(ix) act as agent, trustee, or other representative of other corporations, firms, or individuals, and as such to advance the business or ownership interests in such corporations, firms, or individuals; and

(x) provide any and all supplemental municipal services to the Community as may be necessary or desirable.

The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law; and the powers specified in each of the paragraphs of this Article 5 are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provision of this Article 5.

Article 6. Members. The Association shall be a membership corporation without certificates or shares of stock. There shall be two classes of membership as more fully set forth in the Declaration. The Owner of each Lot, as those terms are defined in the Declaration, shall be a Member of the Association and shall be entitled to vote as provided in the Declaration and the By-Laws.

Change of membership in the Association shall be established by recording in the Official Records of Volusia County, Florida, a deed or other instrument establishing record title to real property subject to the Declaration. Upon such recordation, the Owner designated by such instrument shall become a Member of the Association and the membership of the prior Owner shall terminate.

Article 7. Existence and Duration. Existence of the Association shall commence with the filing of these Articles of Incorporation with the Florida Department of State. Unless dissolved in accordance with Florida law and Article 12, the Association shall exist in perpetuity.

Article 8. Board of Directors. The Association's business and affairs shall be conducted, managed, and controlled by a Board of Directors. The Board may delegate its operating authority to such companies, individuals, or committees as it, in its discretion, may determine.

The initial Board shall consist of three members, as provided in the By-Laws. The names and addresses of the initial directors, who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

Jeffrey S. Gersh
1800 Pembroke Drive, Suite 320
Orlando, Florida 32810

Richard E. Bavec
1800 Pembroke Drive, Suite 320
Orlando, Florida 32810

William Gardiner
1800 Pembroke Drive, Suite 320
Orlando, Florida 32810

The method of election and removal of directors, filling of vacancies, and the term of office of directors shall be as set forth in the By-Laws.

Article 9. By-Laws. The By-Laws shall be adopted by the Board of Directors and may be altered, amended, or rescinded in the manner provided in the By-Laws.

Article 10. Liability of Directors. To the fullest extent that the Florida Not For Profit Corporation Act, as may be amended, permits the limitation or elimination of the liability of directors, no director of the Association shall be personally liable to the Association or its Members for monetary damages for breach of duty of care or other duty as a director. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director of the Association for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

Article 11. Amendments. Amendments to these Articles of Incorporation may be proposed and adopted upon a resolution duly adopted by the Board and the affirmative vote or written consent of Neighborhood Representatives representing at least two-thirds of the Class "A" votes in the Association, and the consent of Declarant, for so long as Declarant or any Affiliate of Declarant owns property within the Community. No amendment may be in conflict with the Declaration, and no amendment shall be effective to impair or dilute any rights of Members that are governed by such Declaration.

Article 12. Dissolution. The Association may be dissolved only upon a resolution duly adopted by the Board and the affirmative vote of Members who are Owners of not less than two-thirds of the Lots (other than Declarant), and Declarant's consent so long as Declarant or any Affiliate of Declarant owns any property subject to the Declaration or which Declarant may unilaterally subject to the Declaration. Upon dissolution of the Association, so long as the VA is guaranteeing and/or HUD is insuring any mortgage in the Community, and unless otherwise agreed in writing by HUD or VA, as applicable, any remaining real property of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that acceptance of such dedication is refused, such assets shall be granted, conveyed, and assigned to any nonprofit corporation, association, trust, or other organization to be devoted to such similar purposes. No such restriction shall exist if VA is not guaranteeing or HUD is not insuring any mortgage in the Community.

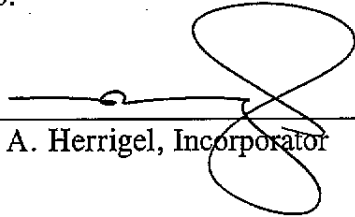
In the event of termination, dissolution, or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water or stormwater management system must be transferred to and accepted by an entity which would comply with Section 40C-42.027, F.A.C., and be approved by the St. Johns River Water Management District prior to such termination, dissolution, or liquidation.

Article 13. HUD/VA Approval. As long as Declarant has the right to appoint and remove the directors and officers of the Association as provided in the By-Laws, the following actions shall require the prior approval of VA, so long as the Community is approved by VA for the guaranteeing of mortgages in the Community, and HUD so long as the Community is approved by HUD for the insuring of mortgages in the Community: annexation of additional property to the Community, except for annexation by Declarant in accordance with Section 9.1 of the Declaration pursuant to a plan of annexation previously approved by the VA and/or HUD, as applicable; mergers, consolidations, or dissolution of the Association; mortgaging of Common Area; dedication of Common Area to any public entity; and amendment of these Articles of Incorporation.

Article 14. Incorporator. The name of the incorporator of the Association is David A. Herrigel and such incorporator's address is 1200 Peachtree Center, South Tower, 225 Peachtree Street, N.E., Atlanta, Georgia 30303.

Article 15. Registered Agent and Office. The initial registered office of the Association is 7900 Glades Road, Suite 200, Boca Raton, Florida 33434, and the initial registered agent at such address is John Baric.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on 22nd day of September, 2000.



David A. Herrigel, Incorporator

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

V.P. Homeowners Association, Inc.

2. The name and address of the registered agent and office is:

John Baric
7900 Glades Road, Suite 200
Boca Raton, Florida 33434

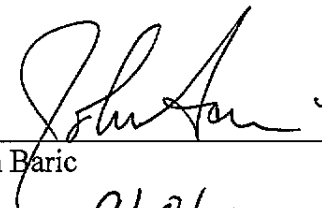
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

Signature

Name: John Baric

Date:


9/18/00