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November 29, 2000

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Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

RE: BAYANIHAN AT WEDGEFIELD ASSOCIATION, INC./Corporate - Mercado, Cris
File No.: 1431.001


Dear Sir or Madam:

Enclosed is the signed original and one signed copy of the Articles of Incorporation for the above-referenced corporation, and our firm check in the amount of \$78.75, which represents the filing fee.

Please process these at your earliest opportunity and return a copy of the Articles of Incorporation to this office. I have enclosed a stamped returned addressed envelope for your convenience.

Thank you for your assistance. If you have any question, please do not hesitate to call me.

Very truly yours,


Christopher C. Cathcart
For the Firm

CCC:mls
Enclosures

FILED
00 DEC -6 AM 10:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch DEC 12 2000

FILED

00 DEC -6 AM 10:48

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

**BAYANIHAN AT WEDGEFIELD ASSOCIATION, INC.
a Florida Non-Stock, Non-Profit Corporation**

The undersigned, being of full age, does hereby set forth these Articles of Incorporation for the purpose of establishing a Corporation pursuant to Chapter 617, Florida Statutes.

**ARTICLE I
NAME AND ADDRESS**

The name of the Corporation is BAYANIHAN AT WEDGEFIELD ASSOCIATION, INC., with an initial principal office and street address of 2262 Babbitt Avenue, Orlando, Florida 32833.

**ARTICLE II
DURATION**

The term of the existence of the Corporation is perpetual, and the corporate existence will commence on the filing of these Articles by the Secretary of State.

**ARTICLE III
NON-STOCK CORPORATION**

The Corporation shall be a non-stock Corporation and shall have membership comprised of Filipino-Americans who own real property at that subdivision known as Wedgefield Estate in Orange County, Florida.

**ARTICLE IV
PURPOSE**

The purposes for which the Corporation is organized is to, directly or indirectly:

- a. to foster better and closer relationships among Filipino-Americans who own real property at that subdivision known as Wedgefield in Orange County, Florida;
- b. to serve as a forum of communication, exchange of new ideas or concerns for the betterment of members;
- c. to instill Filipino values to posterity;

- d. to encourage community participation and civil mindedness among members and their children; and
- e. to tighten the bonds of friendship among members.

ARTICLE V **DIRECTORS**

There shall be five (5) members of the Board of Directors of the Corporation, all of whom must be members of the Association. The method for the election of directors shall be as stated in the Bylaws.

ARTICLE VI **REGISTERED OFFICE AND AGENT**

The initial registered office of the Corporation shall be at 2262 Babbitt Avenue, Orlando, Florida 32833. The initial Registered Agent of the Corporation shall be Cris Mercado.

ARTICLE VII **AMENDMENT**

These Articles of Incorporation may be amended as provided by law.

ARTICLE VIII **INCORPORATOR**

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

CRIS MERCADO
2262 Babbitt Avenue
Orlando, Florida 32833

ARTICLE IX **INDEMNIFICATION**

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON
UPON WHOM PROCESS MAY BE SERVED,
AND ACCEPTANCE BY REGISTERED AGENT**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

BAYANIHAN AT WEDGEFIELD ASSOCIATION, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 2262 Babbitt Avenue, Orlando, Florida 32833, has named Cris Mercado, located at 2262 Babbitt Avenue, Orlando, Florida 32833, as its agent to accept service of process within Florida.


CRIS MERCADO

Incorporator
Title

Nov. 28/00
Date

00 DEC -6 AM 10:48
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further state that I am familiar with and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


CRIS MERCADO, Registered Agent

Nov. 28/00
Date

BYLAWS

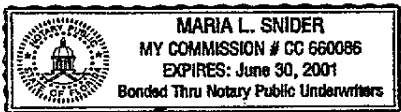
The power to adopt, alter, amend, and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments, and repeals of the Bylaws must be approved by a majority of the Shareholders.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 28th day of November, 2000.


CRIS MERCADO, Incorporator

STATE OF FLORIDA)
 ss.
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 20 day of November, 2000, by CRIS MERCADO of BAYANIHAN AT WEDGEFIELD ASSOCIATION, INC., a corporation, on behalf of the corporation, who is personally known or produced Raquel Perez as identification.



Maria C. Snider
Notary Public MARIA C. SNIDER
My Commission expires: _____