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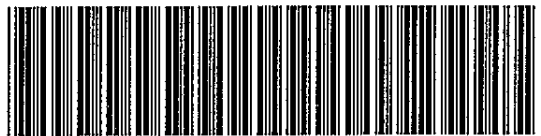
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W02 33289

2002 DEC -5 AM 9 53

FILED

[Signature]
12-06-02

JD

TRANSMITTAL MEMORANDUM

TO: FLORIDA DEPARTMENT OF STATE
CORPORATIONS DIVISION
P. O. BOX 6327
TALLAHASSEE, FL 32314

DATE: November 14, 2002

RE: MARKHAM ESTATES HOMEOWNERS
ASSOCIATION, INC.

FILE NO. W-52,210

DOCUMENTS OR PAPERS LISTED BELOW ARE ENCLOSED:

1. ORIGINAL ARTICLES OF INCORPORATION;
2. CHECK FOR \$78.75, COVERING:
\$35.00 FILING FEE
35.00 REGISTERED AGENT
8.75 CERTIFIED COPY

PLEASE TAKE THE FOLLOWING ACTION:

PLEASE FILE THE ARTICLES AND CERTIFY ONE COPY AND RETURN
IT TO THE UNDERSIGNED.

THANK YOU.

STENSTROM, McINTOSH, COLBERT, WHIGHAM & SIMMONS, P.A.
Attorneys at Law
Post Office Box 4848
Sanford, Florida 32772-4848
Telephone: (407) 322-2171
Orlando: (407) 834-5119
FAX: (407) 330-2379

FRANK C. WHIGHAM, ESQUIRE



FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

RECEIVED

02 DEC -5 AM 11:33

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

November 22, 2002

STENSTROM MCINTOSH COLBERT WHIGHAM & SIMMONS P.A.
PO BOX 4848
SANFORD, FL 32772-4848

SUBJECT: MARKHAM ESTATES HOMEOWNERS ASSOCIATION, INC.
Ref. Number: W02000033289

We have received your document for MARKHAM ESTATES HOMEOWNERS ASSOCIATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6928.

Tim Burch
Document Specialist
New Filing Section

Letter Number: 602A00063139

*Revised
See
attached
12/3/02*

*Thank
you!*

FILED

2002 DEC -5 AM 9:53

ARTICLES OF INCORPORATION
OF
MARKHAM ESTATES HOMEOWNERS ASSOCIATION, INC.
(A Corporation Not For Profit)

In compliance with the requirements of Florida Statutes Chapter 617, the undersigned, with other persons, being desirous of forming a corporation authorized to exercise powers permitted non-profit corporations, adopt the following articles of incorporation:

ARTICLE I - NAME

The name of this corporation is MARKHAM ESTATES HOMEOWNERS ASSOCIATION, INC., (hereinafter the "association").

ARTICLE II

The association is a nonprofit corporation.

ARTICLE III - DURATION

This corporation shall have a perpetual existence, unless dissolved by law or as provided by Chapter 617, Florida Statutes.

ARTICLE IV - PURPOSE

The association is formed for the primary purpose of providing for the maintenance, preservation, and architectural control of the residence lots and common areas/common property within a certain subdivided tract of real property described as follows:

See attached Exhibit "A"

and to promote the health, safety, and welfare of the residents within the above described subdivision and such additions thereto as may hereafter be brought within the jurisdiction of the association for such purpose.

In addition, the Association shall operate, maintain and manage the surface water or stormwater management system(s) in a manner consistent with the St. Johns River Water Management District permit no. 40-117-82312-1 requirements and applicable District rules, and shall assist in the enforcement of the Declaration of Covenants and Restrictions which relate to the surface water or stormwater management system.

ARTICLE V - POWERS

In furtherance of the purposes of the association, the association will have the power to:

(a) All of the powers and privileges granted to corporations not for profit under the laws pursuant to which this corporation is

chartered, and all of the powers and privileges which may be granted unto said corporation or exercised by it under any other applicable laws of the State of Florida.

(b) Perform all of the duties and obligations of the association as set forth in a certain Declaration of Covenants, conditions, and restrictions (the "Declaration") applicable to the subdivision and to be recorded in the public records of Seminole County, Florida;

(c) Affix, levy, and collect all charges and assessments pursuant to the terms of the Declaration, and enforce payment thereof by any lawful means; and pay all expenses in connection therewith, and all office and other expenses incident to the conduct of the business of the association, including all licenses, taxes, or governmental charges levied or imposed on the property of the association;

The Association shall levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the surface water or stormwater management system;

The assessments shall be used for the maintenance and repair of the surface water or stormwater management systems including but not limited to work within retention areas, drainage structures and drainage easements;

(d) Acquire (by gift, purchase, or otherwise), own, hold, improve, build on, operate, maintain, convey, sell, lease, transfer, dedicate to public use, or otherwise dispose of real and personal property in connection with the affairs of the association;

(e) Borrow money and, subject to the consent by vote or written instrument of two-thirds of each class of members, mortgage, pledge, convey by deed of trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(f) Dedicate, sell, or transfer all or any part of the common areas/common property to any municipality, public agency, authority, or utility for such purposes and subject to such conditions as may be agreed on by the members. No such dedication or transfer will be effective unless an instrument has been signed by two thirds of each class of members, agreeing to such dedication, sale, or transfer;

(g) Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, or annex additional residential property and common areas, provided that any merger, consolidation, or annexation must have the consent by vote or written instrument of two thirds of each class of members;

(h) Have and exercise all powers, rights and privileges that a corporation organized under Chapter 617 of the Florida Statutes by law may now or hereafter have or exercise.

(i) Maintaining, repairing, replacing, operating and managing the Common Property of the Association, including the right to reconstruct improvements after casualty and to make further improvement of the Common Property.

(j) Contracting for maintenance of the Common Property of the Association.

(k) Making and establishing reasonable rules and regulations governing the use of the Common Property of the Association as said terms may be defined in the Declaration of Covenants and Restrictions.

The association is organized and will be operated exclusively for the above purposes. The activities of the association will be financed by assessments on members as provided in the Declaration, and no part of any net earnings will inure to the benefit of any member.

ARTICLE VI - REGISTERED OFFICE AND RESIDENT AGENT Registered Agent

The street address of the initial registered office of the association is 211 W. First St., Sanford, FL 32771, and the name of its initial registered agent at that address is JAMES M. DOYLE.

ARTICLE VII - MEMBERS

Every person or entity who/which is a record owner of a fee or undivided fee interest in any lot which is subject by covenants of record to assessments by the association, including contract sellers, but excluding persons holding title merely as security for performance of an obligation, will be a member of the association. Membership will be appurtenant to and may not be separated from ownership of a lot which is subject to assessment by the association.

ARTICLE VIII - VOTING

The association will have two classes of voting members, which are defined as follows:

Class A. Class A members will include all owners with the exception of the declarant, as that term is defined in the Declaration. Class A members will be entitled to one vote for each lot owned. When more than one person holds an interest in any lot, all of those persons will be members. The vote for such lot will be exercised as such members determine among themselves, but in no event will more than one vote be cast with respect to any lot owned by Class A members.

Class B. Class B member will be the declarant, as that term is defined in the Declaration. The declarant will be entitled to three votes for each lot owned. The Class B membership will cease and be converted to Class A membership as provided in the Declaration.

ARTICLE IX - BOARD OF DIRECTORS

The number of directors constituting the initial board of directors of the association is three, and the names and addresses of the persons who are to serve as the initial directors are:

RUDOLPH RODE
32618 Wekiva Pines Blvd.
Sorrento, FL 32776

JAMES M. DOYLE
31405 State Road 46
Sorrento, FL 32776

DEBORAH G. DOYLE
31405 State Road 46
Sorrento, FL 32776

The method of election of directors is as stated in the Bylaws of the corporation.

There shall never be fewer than three (3) directors on the Board of Directors.

ARTICLE X - DISSOLUTION

On dissolution, the assets of the association will be distributed to an appropriate public agency to be used for purposes similar to those for which the association was created. In the event such distribution is refused acceptance, nonprofit corporation, association, trust, or other organization organized and operated for such similar purposes.

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 XI - INCORPORATOR

The name and street address of each incorporator is

RUDOLPH RODE
32618 Wekiva Pines Blvd.
Sorrento, FL 32776

JAMES M. DOYLE
31405 State Road 46
Sorrento, FL 32776

DEBORAH G. DOYLE
31405 State Road 46
Sorrento, FL 32776

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation, this 29th day of November, 2002.

Rudolph Rode
RUDOLPH RODE
James M. Doyle
JAMES M. DOYLE
Deborah G. Doyle
DEBORAH G. DOYLE

STATE OF FLORIDA)
COUNTY OF SEMINOLE)

The foregoing instrument was acknowledged before me by RUDOLPH RODE, JAMES M. DOYLE, and DEBORAH G. DOYLE, personally known to me, this 29th day of November, 2002.

(Affix Notary Seal)



Patricia W. Austin
Notary Public; State of FL

Print Name: PATRICIA W. AUSTIN

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE.
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED:**

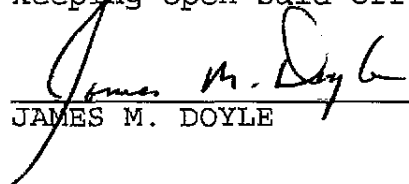
MARKHAM ESTATES HOMEOWNERS ASSOCIATION, INC.

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

FIRST: That MARKHAM ESTATES HOMEOWNERS ASSOCIATION INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 211 W. First Street, Sanford, Seminole County, Florida 32771, has named JAMES M. DOYLE located at 211 W. First St., Sanford, FL 32771, County of Seminole, State of Florida, as its Registered Agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above entitled corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



JAMES M. DOYLE

i:\fcw\Corp\MarkhamEstates.HOAInc\Articles of Incorporation

EXHIBIT "A"

The East 19 acres of the Southeast 1/4 of the Northwest 1/4 of Section 34, Township 19 South, Range 29 East, and the North 11 acres of the West 21 acres of the Southeast 1/4 of the Northwest 1/4 of Section 34, Township 19 South, Range 29 East, and also the South 10 acres of the West 21 acres of the Southeast 1/4 of the Northwest 1/4 of Section 34, Township 19 South, Range 29 East, in Seminole County, Florida.

LESS road on West and railroad on South.