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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NO 3000006117

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July 11, 2003

State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Orange Branch Bay Homeowner's Association, Inc.

Gentlemen:

Enclosed you will find original and one copy of Articles of Incorporation, together with our firm check in the amount of \$70.00. Please forward confirmation in care of this office.

Thanking you, I am

Sincerely yours,



R. Stephen Miles, Jr.

RSM, Jr.:dw
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

ORANGE BRANCH BAY HOMEOWNER'S ASSOCIATION, INC.

ARTICLE I.

NAME

The name of the corporation shall be Orange Branch Bay Homeowner's Association, Inc.

ARTICLE II.

ADDRESS OF ASSOCIATION

The street address of the initial registered office of this corporation is 3825 Canoe Creek Road, St. Cloud, FL 34772 and the name of the initial registered agent of this corporation at that address is Henry C. Yates. The mailing address of the corporation is also 3825 Canoe Creek Road, St. Cloud, FL 34772.

ARTICLE III.

PURPOSE OF ASSOCIATION

The general nature, objects and purposes of the Association shall be:

A. To promote the health, safety and social welfare of the owners of the property described as Orange Branch Bay according to the Plat thereof filed among the public records of Osceola County, Florida, and the owners of the property in units thereof platted subsequent to the date hereof;

B. To provide for the improvement, maintenance and preservation of the property, including but not limited to the operation and maintenance of the surface water management system described in the environmental resource and surface water management permit issued for Orange Branch Bay by the South Florida Water Management District;

C. To administer and enforce all of the terms and conditions of that Declaration of

Covenants and Restrictions for Orange Branch Bay and all subsequently platted units thereof, together with those matters and things shown on the recorded plats of said subdivision and subsequently platted units;

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

ARTICLE IV.
POWERS OF ASSOCIATION

The Association shall have all the powers set forth in Section 617.0302, Florida Statutes (2002).

ARTICLE V.
MEMBERSHIP

The members of the Association shall consist of the fee simple owners of the platted lots of Orange Branch Bay according to the Plat thereof recorded among the public records of Osceola County, Florida, and the owners of the platted lots in subsequently platted units thereof. Membership shall be as a result of the ownership of a platted lot and may not be separated from such ownership. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation.

ARTICLE VI.
VOTING RIGHTS

The Association shall have two classes of voting members:

Class A - Class A members shall be all owners, with the exception of the Developer, and shall be entitled to one vote for each lot owned. When more than one person holds an interest in any lot, all such persons shall be members. The vote for such lots shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any lot.

Class B - The Class B members shall be the Developer (as defined in the Declaration) and

shall be entitled to five (5) votes for each lot owned. The Class B membership shall cease and be converted to Class A membership when seventy five (75%) percent of the lots within the subdivision are sold.

ARTICLE VII.
BOARD OF DIRECTORS

The business and affairs of the Association shall be managed by a Board of Directors consisting of not less than three (3) directors. The exact number of directors shall be fixed from time to time by the By-laws as adopted and amended by the membership of the Association. The initial Board of Directors shall consist of three (3) directors, who shall hold office until the election of their successors, and the names and addresses of the members of the first Board of Directors is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Henry C. Yates	3825 Canoe Creek Road St. Cloud, FL 34772
Reesie Yates	3825 Canoe Creek Road St. Cloud, FL 34772
Margaret Toro	12001 Science Drive, Suite 160 Orlando, FL 32826

ARTICLE VIII.
OFFICERS

The officers of the Association shall be a President, a Vice President, a Secretary, a Treasurer, and such other officers as the Board of Directors may from time to time, by resolution, establish. Any two or more offices may be held by the same person except the offices of President and Secretary may not be held by the same person. The officers shall be elected by the Board of Directors at the first meeting of the Board of Directors following the annual meeting of the

members of the Association. The names and addresses of the initial officers who shall serve until their successors are elected by the Board of Directors are:

President:	Henry C. Yates
Vice President:	Margaret Toro
Secretary and Treasurer:	Reesie Yates

ARTICLE IX.

DURATION

The corporation shall have perpetual existence.

ARTICLE X.

BYLAWS

The members of the Association shall adopt By-laws consistent with these Articles and said By-laws may be amended, altered or rescinded by the majority vote of the membership of the Association.

ARTICLES XI.

CONTRACTS BETWEEN ASSOCIATION AND OFFICERS/DIRECTORS

No contract or transaction between the Association and one or more of its officers or directors or between the Association and any other legal entity in which one or more of the officers or directors of the Association are interested in any manner, shall be invalid, void or voidable solely for that reason, or solely because an officer or director of the Association is present at or participates in the meeting of the Board of Directors of the Association or any committee thereof which authorized such a contract or transaction, or solely because of the vote of such officer or direction in connection therewith. No officer or director of the Association shall incur a liability by reason of the fact that such officer or director is or may be interested in any such contract or transaction. Interested directors may be counted in determining the presence of a quorum at the meeting of the

Board of Directors or any committee thereof which authorizes contracts or transaction.

ARTICLE XII.

DISSOLUTION

This Association may be dissolved upon the written consent of three-fourths (3/4) of the votes entitled to be cast by the membership of the Association, and the surface water management system, property containing the surface water management system and water management portions of common areas shall be conveyed to an agency of local government determined to be acceptable by the South Florida Water Management District. 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 and shall be used for purposes similar to those for which this Association was created. In the event that such conveyance or dedication is refused, such assets shall be granted, conveyed or assigned to any other non-profit corporation devoted to such similar purposes.

ARTICLE XIII.

AMENDMENTS

These Articles may be altered, amended, or repealed in the following manner:

A. Notice of the proposed amendment shall be included in the notice of any meeting in which a proposed amendment is considered.

B. A resolution for the adoption of the proposed amendment may be proposed either by the Board of Directors or by the members of the Association, however, the proposed amendment shall be adopted only by at least two-thirds of the votes entitled to be cast by the members of the Association.

C. Any amendment proposed to these Articles which would affect the surface water management system, conservation areas or water management portions of common areas shall be

submitted to the South Florida Water Management District for review prior to finalization of the amendment. The South Florida Water Management District shall determine if the proposed amendment will require a modification of the environmental resource or surface water management permit. If a permit modification is necessary, the modification must be approved by the South Florida Water Management District prior to the amendment of these Articles.

ARTICLE XIV.

SUBSCRIBERS

The names and addresses of the subscribers to these Articles of Incorporation are:

Henry C. Yates

3825 Canoe Creek Road
St. Cloud, FL 34772

Reesie Yates

3825 Canoe Creek Road
St. Cloud, FL 34772

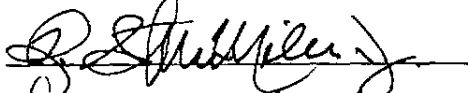
ARTICLE XV.

LIMITATION

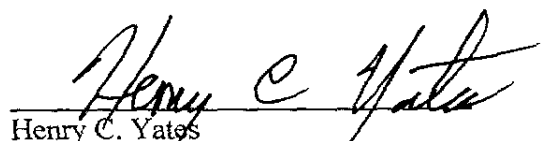
As long as there is a Class B membership existing in Orange Branch Bay, the following actions require prior approval of FHA/VA: Annexation of additional properties, mergers and consolidations, mortgaging of common area, dedication of common area, dissolution or amendment of the Articles of Incorporation.

IN WITNESS WHEREOF, the parties hereto have executed the Articles of Incorporation on this 11th day of July, 2003.

WITNESSES:


Diana M. Waters

As to Henry C. Yates


Henry C. Yates

Diana M. Wallis
As to Reesie Yates

Reesie M. Yates
Reesie Yates

STATE OF FLORIDA
COUNTY OF OSCEOLA

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Henry C. Yates and Reesie Yates, to me known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation and acknowledged before me that they executed and subscribed to the same. They are personally known to me or have produced _____ as identification.

WITNESS my hand and seal this 11th day of July, 2003.



Diana M. Wallis
NOTARY PUBLIC, State of Florida
My Commission expires: 10/21/06

ACCEPTANCE OF REGISTERED AGENT

I, Henry C. Yates, having been named to accept service of process for Orange Branch Bay Homeowner's Association, Inc., desiring to organize under the laws of the State of Florida, with its principal office at 3825 Canoe Creek Road, St. Cloud, FL 34772, hereby accepts to act as Registered Agent for said corporation, and agrees to comply with the provisions of the Florida Statutes, to keeping open said office, and upon whom process may be served.

Henry C. Yates
Henry C. Yates
(Registered Agent)

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