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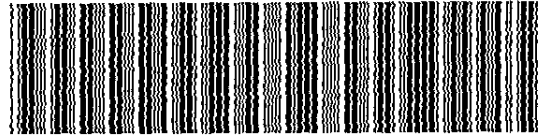
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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 193113 92005A

AUTHORIZATION : *Patricia Pigott*

COST LIMIT : \$ 78.75

ORDER DATE : August 4, 2003

ORDER TIME : 1:58 PM

ORDER NO. : 193113-005

CUSTOMER NO: 92005A

CUSTOMER: Sylvia Lee, Legal Asst
John B. Shoemaker
Attorney-at-law
Suite 105
503 North Orlando Avenue
Cocoa Beach, FL 32931

DOMESTIC FILING

NAME: WESTSIDE TOWNHOMES PHASE 5
ASSOCIATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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 CERTIFICATE OF GOOD STANDING

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

WESTSIDE TOWNHOMES PHASE 5 ASSOCIATION, INC.

In compliance with the requirements of Florida Statutes, Chapter 617, the undersigned incorporator, has executed, adopted and caused to be delivered for filing these Articles of Incorporation for the purpose of forming a corporation not for profit and does hereby certify:

ARTICLE I

NAME OF CORPORATION

The name of the corporation is **WESTSIDE TOWNHOMES PHASE 5 ASSOCIATION, INC.** (hereinafter called the "Association").

ARTICLE II

PRINCIPAL OFFICE OF THE ASSOCIATION

The principal place of business and the mailing address of the Association is located at 4432 Parkway Commerce Boulevard, Orlando, Florida 32808.

ARTICLE III

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Association is 4432 Parkway Commerce Boulevard, Orlando, Florida 32808 and the name of the initial registered agent at that address is Sylvia Lee.

ARTICLE IV

DEFINITIONS

Unless otherwise provided herein to the contrary, all terms and words utilized herein shall be as defined in Westside Townhomes Phase 5 Declaration of Covenants and Restrictions to be recorded in the Public Records of Orange County, Florida, as it may from time to time be amended as provided therein (hereinafter called the "Declaration"), said Declaration being incorporated herein as if set forth at length.

ARTICLE V

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the Townhomes and Common Area (as

said terms are defined in the Declaration) within that certain tract of property to be developed as a part of a planned unit development known as "Westside Townhomes", and such other lands as may from time to time become subject to the Declaration in accordance with the terms and conditions thereof ("the Property"), and to promote the health, safety and welfare of the residents within the Property and any additions thereto as may hereafter be brought within the jurisdiction of the Association and for this purpose to:

(a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration as the same may from time to time be amended under the terms thereof;

(b) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to 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 against the property of the Association;

(c) Participate in mergers and consolidations with other not-for-profit corporations organized for the same purposes or annex additional residential property and Common Property, provided, however, that any such merger, consolidation or annexation shall be approved by a two-thirds (2/3) vote of each class of the members, unless provided otherwise in the Declaration; and

(d) Have and to exercise any and all powers, rights and privileges which a corporation organized under the Florida Not-for-Profit Corporation Act by law may now or hereafter have or exercise.

ARTICLE VI

MEMBERSHIP

A. Every person or entity who is a record owner of a fee or undivided fee interest in any Living Unit as defined in the Declaration, which is subject by covenants of record to assessment by the Association, shall automatically be a member of the Association upon the recordation in the Public Records of Orange County, Florida, of the deed or other instrument establishing the acquisition and designating the Living Unit affected thereby. Such person or entity shall be known as an Owner and shall hold a Class A voting membership. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Living Unit which is subject to assessment by the Association. Such membership shall automatically terminate

when such person or entity is no longer the record Owner of any Living Unit.

B. The Developer, as defined in the Declaration, shall hold the Class B membership.

ARTICLE VII

VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. Class A Members shall be all Owners with the exception of the Developer. Class A Members shall be entitled to one vote for each Living Unit and in no event shall more than one vote be cast with respect to any such Living Unit. When more than one person or entity holds an ownership interest in a Living Unit, all such persons or entities shall be Members, entitled to one vote for that Living Unit.

Class B. Class B member(s) shall be the Developer who shall be entitled to three (3) votes for each Lot or Living Unit owned by the Developer. The Class B membership shall cease and be converted to Class A membership, unless terminated earlier by the Developer, on the happening of either of the following events, whichever shall first occur:

(a) when the total votes outstanding in Class A membership equal the total votes outstanding in Class B membership; or

(b) on December 31, 2005.

In the event Class B membership ceases and is converted to Class A membership pursuant hereto, Class B membership shall be automatically reinstated as to Developer at such time as any Additional Lands are made subject to the Declaration pursuant to the terms thereof. The provisions of this subparagraph shall terminate on December 31, 2005.

ARTICLE VIII

BOARD OF DIRECTORS

The affairs of this Association shall be managed and administered initially by a Board of one Director, who needs not be a member of the Association; provided, however, that at such time as there ceases to be a Class B membership, the number of Directors shall increase from one (1) to three (3) in the manner provided in the By-Laws of the Association. The number of Directors may be changed by amendment of the Bylaws of the

Association. The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
John B. Shoemaker	4432 Parkway Commerce Blvd. Orlando, FL 32808
Sylvia Lee	4432 Parkway Commerce Blvd. Orlando, FL 32808
Sharon Trent	4432 Parkway Commerce Blvd. Orlando, FL 32808

The initial Board of Directors herein designated shall serve until the first election of the Board of Directors at the first annual membership meeting after Class B membership has ceased and been converted to Class A membership, at which time the members shall elect Directors who shall each serve for a term of one (1) year. Any vacancy of the Board of Directors shall, upon a majority vote by the remaining Directors, be filled for the unexpired term of the vacated office. The Developer is entitled to elect as least one (1) Director as long as the Developer holds for sale in the ordinary course of business at least five percent (5%) of the Living Units.

ARTICLE IX

OFFICERS

The day-to-day affairs of the Association shall be managed, subject to the direction and authority of the Board of Directors; by a President, Vice President, Secretary and Treasurer and such other officers as permitted by the Bylaws. The names and addresses of those persons who shall act as officers of the corporation until the Board of Directors' first annual organizational meeting and until their successors are duly elected and qualified as officers pursuant to the Bylaws are as follows:

<u>NAME AND TITLE</u>	<u>ADDRESS</u>
John B. Shoemaker President	4432 Parkway Commerce Blvd. Orlando, FL 32808
Sylvia Lee Vice President/Secretary	4432 Parkway Commerce Blvd. Orlando, FL 32808
Sharon Trent Treasurer	4432 Parkway Commerce Blvd. Orlando, FL 32808

ARTICLE X

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by Members representing not less than two-thirds (2/3) of the votes of each class of the Members or in any other manner provided by applicable law and not inconsistent with the Articles or the Bylaws of the Association. Upon dissolution, the assets 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 such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE XI

DURATION

The corporation shall exist perpetually.

ARTICLE XII

AMENDMENTS

Amendment of these Articles shall require the approval of at least two-thirds (2/3) of the votes of the entire membership. Amendment of these Articles may be proposed by the Board of Directors and shall be voted on at a Special Meeting of the membership duly called for that purpose, or at an annual meeting of the membership; provided, however, the foregoing requirement as to a meeting of the membership shall not be construed to prevent the Members from waiving notice of a meeting; provided further, if Members (and/or persons holding valid proxies) with not less than two-thirds (2/3) of the votes of the entire membership sign a written consent manifesting their intent that an Amendment to these Articles be adopted, then such Amendment shall thereby be adopted as though proposed by the Board and voted on at a meeting of the membership as hereinabove provided.

ARTICLE XIII

BYLAWS

The Bylaws of this Association shall be initially adopted by the Board of Directors and may be altered, amended, or rescinded by a majority vote of a quorum of all Members voting in person or by proxy, except that the Federal Housing Administration or the Veterans Administration shall have the right to veto amendments while there is a Class B membership.

ARTICLE XIV

INDEMNIFICATION OF OFFICERS AND DIRECTORS

Section A. The Association shall defend, indemnify and hold harmless any person of the Association who is made a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceedings, whether civil, criminal, administrative, or investigative, by reason of the fact that he is or was a director, officer, committee member, employee or agent of the Association:

(a) From and against expenses (including reasonable attorneys' fees for pretrial, trial, or appellate proceedings), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with an action, suit, or proceeding (other than one by or in the right of the Association), if he acted in good faith, and, with respect to any criminal action or proceedings, he had no reasonable cause to believe his conduct was unlawful; and

(b) From and against expenses (including reasonable attorneys' fees for pretrial, trial, or appellate proceedings) actually and reasonably incurred by him in connection with the defense or settlement of an action or suit by or in the right of the Association, if he acted in good faith.

Section B. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith, or, with respect to any criminal action or proceeding, that such person had reasonable cause to believe that his conduct was unlawful.

Section C. Notwithstanding any other provision hereof to the contrary, no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for gross negligence or misconduct in the performance of his duty to the Association.

Section D. Any indemnification under Section A (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the director or officer, committee member, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in Section A. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit, or proceeding, or (2) if such quorum is not obtainable, or even if obtainable and a quorum of disinterested Directors so directs, by a majority vote of Members of the Association.

Section E. Expenses incurred in defending a civil or criminal action, suit, or proceeding shall be paid by the Association from time to time as incurred rather than only after the final disposition of such action, suit, or proceeding. Payment of such expenses shall be authorized by the Board of Directors in each specific case only after receipt by the Association of an undertaking by or on behalf of the director or officer to repay such amounts if it shall later develop that he is not entitled to be indemnified by the Association.

Section F. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which the Association's directors, officers, committee members, employees, or agents may be entitled under the Association's Bylaws, agreement, vote of Members or disinterested directors, or otherwise, both as to actions in their official capabilities and as to action in another capacity while holding such offices or positions, and shall continue as to a person who has ceased to be a director, officer, committee member, agent or employee and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Section G. Notwithstanding the foregoing provisions, indemnification provided under this Article shall not include indemnification for any action of a director, officer, committee member, agent or employee of the Association for which indemnification is deemed to be against public policy. In the event that indemnification provided under this Article is deemed to be against public policy, such an event shall not invalidate or affect any other right or indemnification herein provided.

Section H. The Association shall have the power, but shall not be obligated, to purchase and maintain indemnification insurance to provide coverage for any liability asserted against any director, officer, committee member, agent or employee of the Association in any of his capacities as described in Section A, whether or not the Association would have the power to indemnify him or her under this Article.

Section I. Any person requesting indemnification shall first look to any insurance maintained by the Association for indemnification against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement (as described above). The Association shall be obligated to indemnify such person (if entitled to indemnification by the Association) only to the extent such insurance does not indemnify such person. In the event that any expenses, judgments, fines, or amounts paid in settlement are paid pursuant to insurance maintained by such Association, the Association shall have no obligation to reimburse the insurance company.

ARTICLE XV

INCORPORATOR

The name and street address of the sole incorporator to these Articles of Incorporation is as follows:

John B. Shoemaker
4432 Parkway Commerce Blvd.
Orlando, FL 32808

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the sole incorporator of this Association, has executed these Articles of Incorporation this 1st day of August, 2003.

"Incorporator"


JOHN B. SHOEMAKER

STATE OF FLORIDA)
) SS.
COUNTY OF BREVARD)

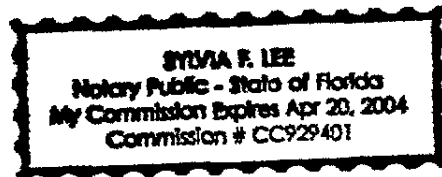
I HEREBY CERTIFY that before the undersigned authority, appeared JOHN B. SHOEMAKER, who is personally known to me and who did not take an oath.

WITNESS my hand and official seal this 1st day of August, 2003.


Notary Public

My Commission Expires:

(CORPORATE SEAL)



REGISTERED AGENT CERTIFICATE

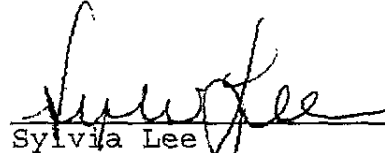
In pursuance of the Florida Not-For-Profit Corporation Act, together with the provisions of Chapter 617 of the Florida Statutes applicable thereunder, the following is submitted, in compliance with said statutes:

That the WESTSIDE TOWNHOMES PHASE 5 ASSOCIATION, INC. desiring to organize as a Florida not-for-profit corporation under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation, at 4432 Parkway Commerce Boulevard, Orlando, Florida 32808 has named Sylvia Lee, located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated not-for-profit corporation, at the place designated in this Certificate, the undersigned, hereby agrees to act in this capacity, and agrees to comply with the provision of said statutes relative to keeping open said office, and further states it is familiar with, and accepts, the obligations of said statutes applicable to registered agents of Florida not-for-profit corporations.

Registered Agent:


Sylvia Lee

Dated: August 1, 2003

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TALLAHASSEE, FLORIDA

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