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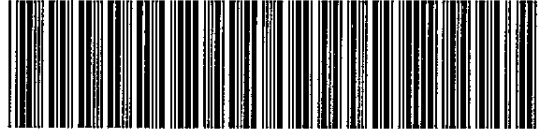
(Business Entity Name)

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10/13/03--01010--007 **70.00

RECEIVED
03 OCT 13 AM 10:16
DIVISION OF CORPORATION

FILED
03 OCT 13 PM 1:40
SECRETARY OF STATE
FALLS CHURCH, VA

10-14-03
[Signature]

W03-29502

7

Sunstate Research
Requester's Name

Address

City/State/Zip Phone #

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Cedar Bend at Meadows Woods
(Corporation Name) (Document #)

2. Homeowners' Association, Inc
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

- Walk in Pick up time Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS

- Profit
 Not for Profit
 Limited Liability
 Domestication
 Other

AMENDMENTS

- Amendment
 Resignation of R.A., Officer/Director
 Change of Registered Agent
 Dissolution/Withdrawal
 Merger

OTHER FILINGS

- Annual Report
 Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
 Limited Partnership
 Reinstatement
 Trademark
 Other

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

October 13, 2003

SUNSTATE RESEARCH

SUBJECT: CEDAR BEND AT MEADOW WOODS HOMEOWNERS' ASSOCIATION, INC.
Ref. Number: W03000029502

We have received your document for CEDAR BEND AT MEADOW WOODS HOMEOWNERS' ASSOCIATION, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Registered Agent name and registered address has to be the same.,

An effective date may be added to the Articles of Incorporation **if a 2004 date is needed**, otherwise the date of receipt will be the file date. **A separate article must be added to the Articles of Incorporation for the effective date.**

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) 245-6930.

Donna Graves
Document Specialist
New Filings Section

Letter Number: 703A00055732

*Corrected
Please have
dated 10/13/03
- add to
corrected
page 2
attached
for p/c
be return
as evidence
Thanks!*

RECEIVED
03 OCT 14 AM 8:58
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

CEDAR BEND AT MEADOW WOODS HOMEOWNERS' ASSOCIATION, INC.

FILED

03 OCT 13 PM 1:41

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby files these Articles of Incorporation in order to form a not for profit corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this Corporation shall be CEDAR BEND AT MEADOW WOODS HOMEOWNERS' ASSOCIATION, INC., a Florida not for profit corporation.

ARTICLE II - PRINCIPAL OFFICE OF CORPORATION

The initial mailing address of the Corporation shall be 120 Fairway Woods Boulevard, Orlando, Florida 32824.

ARTICLE III - PURPOSE

The Association does not contemplate pecuniary gain or profit to its members. The specific purposes for which it is formed are to provide for the enforcement of the Declaration of Covenants and Restrictions of Cedar Bend at Meadow Woods (the "Declaration") any agreements entered with governmental agencies and any amendments thereto which subject additional property to the Declaration, and to provide for the maintenance and preservation of the Common Area as that term is defined in the Declaration, and to operate and maintain the Surface Water or Stormwater Management System in a manner consistent with the South Florida Water Management District Permit No. 48-00113-S and Application No. 030415-14 and assist in the enforcement of the restrictions and covenants contained therein. The Association shall levy and collect adequate assessments from members of the Association for the cost of maintenance and operation of the Surface Water or Stormwater Management System which shall include, but not be limited to, the retention areas, drainage structures, and drainage easements.

ARTICLE IV - MEMBERSHIP

Every person or entity who is a record owner of a fee interest in any Lot, as that term is defined in the Declaration, which is subject 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 Lot affected thereby. 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 Lot, 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 a Lot.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

550 Biltmore Way
Suite 1110, Coral Gables, FL 33134

and the name and address of the initial registered agent of this corporation are:

Rosa Eckstein Schechter, Esq.
550 Biltmore Way
Suite 1110
Coral Gables, FL 33134

ARTICLE VI - COMMENCEMENT

This corporation shall commence at the time of the filing of these Articles of Incorporation.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this corporation shall be comprised of three (3) persons. The number of directors may be either increased or decreased from time to time as provided for in the By-Laws of the corporation, but shall never be fewer than one. The name and address of the initial directors of this corporation are:

| | |
|--------------------|-------------------------------------------------------|
| Guy Trussell | 120 Fairway Woods Boulevard Orlando, Florida 32824 |
| Candice H. Hawks | 120 Fairway Woods Boulevard Orlando, Florida 32824 |
| Cynthia L. Erskine | 120 Fairway Woods Boulevard Orlando, Florida 32824 |

ARTICLE VIII - INCORPORATOR

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

Rosa Eckstein Schechter, Esq.
550 Biltmore Way
Suite 1110
Coral Gables, FL 33134

ARTICLE IX - BY-LAWS

The power to alter, amend or repeal the By-Laws of this corporation shall be vested in each of the Board of Directors and the shareholders of this corporation. The shareholders of this corporation may amend or adopt a by-law that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by law.

ARTICLE X - INDEMNIFICATION

This corporation shall indemnify any officer, director or incorporator, or any former officer, director or incorporator, of this corporation to the fullest extent permitted by law.

ARTICLE XI - DISSOLUTION

The Association may be dissolved no sooner than thirty (30) years from the date of incorporation with the assent given in writing and signed by not less than three fourths (3/4) of the votes of the members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be granted, conveyed and assigned to any corporation not for profit, association, trust, public agency or other organization provided that it is to be used for purposes similar to those for which this Association was created, and the Association shall be dissolved in accordance with law. Additionally, 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 will comply with Section 40C-42.027 F.A.C. and which must be approved by the South Florida Water Management District prior to such termination, dissolution or liquidation.

ARTICLE XII - AMENDMENT

Amendments to these Articles of Incorporation shall require the approval of a minimum of two thirds (2/3) of the entire membership and shall be effective when a copy thereof has been filed with the Secretary of State of the State of Florida and all filing fees have been paid. These Articles may not be amended in any manner which shall amend, modify or affect any terms and conditions, rights or obligations set forth in the Declaration.

Amendments to the Articles of Incorporation shall be made in the following manner:

A. The Board of Directors shall adopt a resolution setting forth the proposed amendment, and, if members have been admitted to the Association, direct that it be submitted to a vote at a meeting of members, which may be either the annual or a special meeting. If no members have been admitted, the amendment shall be adopted by a vote of the majority of the Board of Directors and the provisions for adoption by members shall not apply.

B. Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each member of record entitled to vote thereon. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

C. At such meeting, a vote of the members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon an affirmative vote of two-thirds (2/3) of the votes of all members entitled to vote thereon.

The Articles of Amendment shall be executed by the corporation by its president and vice president and by its secretary or an assistant secretary and acknowledged by one of the officers signing such amendment and shall set forth:

A. The name of the corporation.

B. The amendments so adopted.

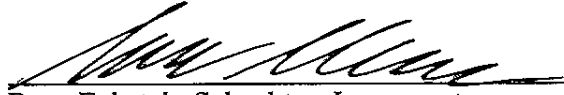
C. The date of the adoption of the amendment by the members or by the Board of Directors when no members have been admitted.

The Articles of Amendment shall be delivered to the Department of State. If the Department of State finds that the Articles of Amendment conform to law, it shall, when all fees and taxes have been paid as prescribed in this chapter, file the Articles of Amendment as required by law.

ARTICLE XIII - HUD AND VA APPROVAL

For so long as there is a Class B membership, as that term is defined in the Declaration, the following actions will require the approval of the Department of Housing and Urban Development or the Veterans Administration if any mortgage encumbering a Lot is guaranteed or insured by either such agency: (a) annexation of additional properties; (b) mergers and consolidations; (c) mortgaging or dedication of Common Area and (d) dissolution or amendment of these Articles. Such approval, however, shall not be required where the amendment is made to correct errors, omissions or conflicts or is required by any institutional lender so that such lender will make, insure or guarantee mortgage loans encumbering the Lots, or is required by any governmental authority. Such approval shall be deemed given if either agency fails to deliver written notice of its disapproval of any amendment to Declarant or to the Association within twenty (20) days after a request for such approval is delivered to the agency by certified mail, return receipt requested, or equivalent delivery.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as incorporator thereof and in acceptance of his appointment as registered agent therein as of the 10th day of October 2003.



Rosa Eckstein Schechter, Incorporator
and Registered Agent

FILED
03 OCT 13 PM 1:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA