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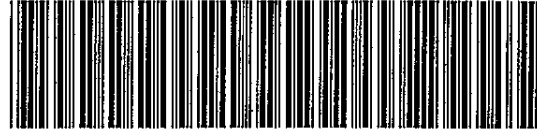
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LAW OFFICES
**McCLELLAND, JONES, LYONS &
LACEY, L.C.**

CLIFTON A. McCLELLAND, JR.
HARRY A. JONES
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January 27, 2004

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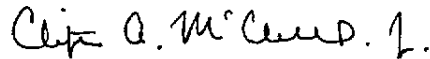
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: Homeowners Association of Woodbridge Lakes at Edgewater, Inc.

Dear Sir:

Enclosed are the original and one copy of the Articles of Incorporation and Registered Agent Certificate of the subject corporation along with a check in the amount of \$78.75. Please file the Articles and return a certified copy to the undersigned. If you have any questions about this matter, please contact me.

Respectfully,



Clifton A. McClelland, Jr.

CAM/tah
Enclosures

ARTICLES OF INCORPORATION
OF
HOMEOWNERS ASSOCIATION OF WOODBRIDGE LAKES AT EDGEWATER, INC.

In compliance with the requirement of Chapter 617, Florida Statutes, the undersigned has this day voluntarily executed for the purpose of forming a corporation not for profit and does hereby certify:

ARTICLE I

NAME

The name of the corporation is Homeowners Association of Woodbridge Lakes at Edgewater, Inc. ("Association").

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and the mailing address of the Association shall be:

2825 Business Center Boulevard
Wickham Business Park, Suite C-1
Melbourne, FL 32940

ARTICLE III

RESIDENT AGENT

The street address of the initial registered office of the Association is 2825 Business Center Boulevard, Wickham Business Park, C-1, Melbourne, Florida 32940 and the name of its initial registered agent at such address is Donald L. Simms.

ARTICLE IV

EXISTENCE AND DURATION

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Association shall exist in perpetuity.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V

DEFINITIONS

The capitalized terms used in these Articles shall have the same definitions as are given to such terms in the Declaration of Covenants, Conditions, Restrictions, Easements, Reservations Licenses and Easements for Woodbridge Lakes at Edgewater Subdivision to be recorded in the public records in the Office of the Clerk of the Circuit Court, Volusia County, Florida (Declaration). The Declaration is by this reference incorporated into and made a part of these Articles. The Declaration will encumber the real property (Property) described in the Declaration. The Declaration may be amended from time to time in accordance with its terms or for new property to be added to the Property.

ARTICLE VI

PURPOSE AND POWERS OF THE ASSOCIATION

The Association does not contemplate pecuniary gain or profit to its members. The Association is formed to provide for the improvement, maintenance, preservation and architectural control of the Property and to promote the recreation, health, safety and welfare of the Owners. The Association may, unless otherwise provided by law:

(a) exercise all the powers and privileges and perform all the duties and obligations of the Association as set forth in the Declaration, as it may be amended from time to time, applicable to the Property;

(b) affix, levy, collect and enforce payment by any lawful means of all liens, charges, fines or assessments under the terms of the Declaration and the Bylaws, pay all expenses in connection therewith and pay 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, and including expenses for the maintenance, operation, and repair of the surface water or stormwater management system or any common area or property owned by the Association and to discharge any duty or obligation under any governmental permit;

(c) acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(d) borrow money and 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;

(e) dedicate, sell or transfer all or any part of the Common Property to any municipality, public agency, authority or utility for the purpose of providing and maintaining utility or cable service to the Property;

(f) merge or consolidate with other nonprofit corporations organized for the same or substantially similar purposes as the Association, provided that any such merger or consolidation shall have the assent of sixty-seven percent (67%) of the members;

(g) annex additional property and Common Property provided that any such annexation shall be in accordance with the terms of the Declaration;

(h) waive minor violations (as determined by the Board of Directors) of any one or more of the provisions of the Declaration;

(i) shall operate, maintain and manage the surface water or stormwater management system(s) or other Association facilities or subdivision improvements in a manner consistent with the St. Johns River Water Management District permit requirements and applicable District rules, or other governmental permits or laws and regulations and shall assist in the enforcement of the Declaration of Covenants and Restrictions which relate to the surface water or stormwater management system or any other governmental permit or approval;

(j) 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;

(k) may suspend for a reasonable period of time, the rights of tenants, guests or invitees to use common areas and facilities;

(l) establish rules and regulations governing the hours and use of the Lake, including the right to establish rules regulating the type of watercraft which may use the Lake;

(m) may levy reasonable fines against any member, tenant, guest or invitee, and a fine may be levied on the basis of each day of a continuing violation, with a single notice and opportunity for hearing, and such fine may exceed \$1,000.00 in aggregate; and

(n) have and exercise any and all powers, rights and privileges that a corporation organized under the laws of Florida applicable to corporations not for profit may now or hereafter have or exercise.

ARTICLE VII

MEMBERSHIP

Every person or entity who 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, shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of a Lot which is subject to assessment by the Association.

ARTICLE VIII
VOTING RIGHTS

The Association shall have two (2) classes of voting membership as follows:

Class A. Class A members shall be all owners of Lots with the exception of the Developer, until Class B membership has been converted to Class A membership, as provided for herein and in the Declaration, and after such conversion all owners of Lots shall be Class A members. Class A members shall be entitled to one (1) vote for each Lot in which they hold an ownership interest. When more than one person or entity holds an ownership interest, each such person or entity shall be a member, but the single vote of such members with respect to the Lot owned by them shall be exercised as they, among themselves, determine. However, in no event shall more than one (1) Class A vote be cast with respect to any Lot which is owned by more than one person or entity.

Class B: Class B Member shall be the Declarant. The Class B Member shall be entitled to fifteen (15) votes for each Lot owned by it, except when voting to amend this Declaration or the Articles of Incorporation of the Association, in which case the Class B Member shall be entitled to one (1) vote for each Lot owned by it. The Class B membership shall cease and become converted to Class A Membership on the earlier of the following events:

(i) All phases of the Woodbridge Lakes at Edgewater Subdivision have been completed and made subject to this Declaration, and ninety percent (90%) of the Lots within the Woodbridge Lakes at Edgewater Subdivision have been conveyed to Members other than the Class B Members; or

(ii) Declarant chooses to become a Class A Member, as evidenced by instrument to such effect, executed by Declarant. Class B membership, however, shall be reinstated upon annexation to the Subject Property of any additional residential property located adjacent to the Subject Property, but subject to further cessation in accordance with the limitations set forth in Section 5.4(b) of the Declaration of Covenants, Conditions, Restrictions, Reservations, Licenses and Easements for Woodbridge Lakes at Edgewater.

(b) Builders Excluded. Notwithstanding the foregoing provision of Articles VI and VII, a builder or building contractor who, in the normal course of his or its business, purchases and thereby becomes the record Owner of a Lot for the purposes of constructing thereon a residential dwelling and related improvements for resale to and occupancy by a third party, shall not thereby become a Member of the Association. Any Lot so owned and held by builder or building contractor shall, for the purposes of voting pursuant to this Declaration and the Articles of Incorporation and By-Laws of the Association be deemed to be owned by the Declarant.

ARTICLE IX

BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors who need not be members. The initial number of Directors shall be three (3). At the first annual meeting and at each subsequent annual meeting, the members shall elect the Directors for a term of one year or until their successors assume office. 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>
Donald L. Simms	2825 Business Center Boulevard Wickham Business Center Suite C-1 Melbourne, FL 32940
Anthony D. Simms	2825 Business Center Boulevard Wickham Business Center Suite C-1 Melbourne, FL 32940
Deanna M. Reiter	2825 Business Center Boulevard Wickham Business Center Suite C-1 Melbourne, FL 32940

The number of the members of the Board and method of the election of the directors shall be stated in the By-Laws, which can be amended from time to time.

ARTICLE X

OFFICERS

The names of the officers who are to serve until the selection of their successors are:

Donald L. Simms	President
Anthony D. Simms	Vice President
Deanna M. Reiter	Secretary

The method of election, duties for each officer, and terms of office for each officer shall be stated in the By-Laws.

ARTICLE XI

DISSOLUTION

The Association may be dissolved with the assent of not less than sixty-seven percent (67%) of the members. 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 to be used for purposes similar to those for which the Association was created. In the event that acceptance of the dedication is refused, the assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization devoted to similar purposes. No such disposition of Association assets shall be effective to divest or diminish any right or title of any member vested in him under the Declaration unless made in accordance with the Declaration.

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., or a successor regulation, and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

ARTICLE XII

AMENDMENT

The corporation reserves the right to amend these Articles of Incorporation in accordance with its By-Laws. The initial By-Laws shall be adopted by the Board of Directors who shall have the power to alter, amend or repeal the By-Laws or adopt new By-Laws.

ARTICLE XIII

TERM

The term of the Association shall be perpetual or until such a time as the not for profit corporation is dissolved under Article XI.

ARTICLE XIV

INDEMNIFICATION

Every director and every officer of Association serving Association at its request, shall be indemnified by Association against all expenses and liabilities, including attorneys fees, reasonably incurred by or imposed on the person in connection with any proceeding or any settlement of any proceeding to which he or she may be a party or in which he or she may become involved by reason of his or her being or having been a director or officer of Association, or by reason of him or her having served Association at its request, whether or not he or she is a director or officer or member serving Association at the time the expenses or liabilities are incurred, except when the director, officer or member serving Association is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties;

provided that in the event of a settlement before entry of judgment, the indemnification shall apply only when the board of directors approve the settlement and reimbursement as being in the best interest of Association. This right of indemnification shall be in addition to an not exclusive of all other rights to which the director, officer or member serving Association may be entitled.

ARTICLE XV

INCORPORATOR

The name and street address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Donald L. Simms	2825 Business Center Boulevard Wickham Business Park Suite C-1 Melbourne, FL 32940

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of Florida, the undersigned, constituting the incorporator of this Association, has executed these Articles of Incorporation this 19 day of JAN, 2004.


Donald L. Simms

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

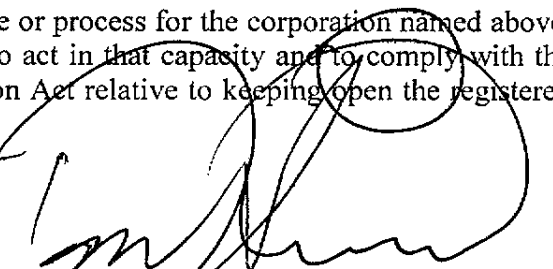
HOMEOWNERS ASSOCIATION OF WOODBRIDGE LAKES AT EDGEWATER, INC.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That the Homeowners Association of Woodbridge Lakes at Edgewater, Inc., desiring to organize under the laws of the State of Florida with its initial principal office, as indicated in the Articles of Incorporation, at 2825 Business Center Boulevard, Wickham Business Park, Suite C-1, Melbourne, Florida 32940, has named Donald L. Simms whose address is 2825 Business Center Boulevard, Wickham Business Park, Suite C-1, Melbourne, Florida 32940, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service or process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity and to comply with the provisions of the Florida Not For Profit Corporation Act relative to keeping open the registered office.



Donald L. Simms