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FLORIDA NON-PROFIT CORPORATION

SOUTHPORT BAY PHASE I HOMEOWNERS' ASSOCIATION, INC.

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**ARTICLES OF INCORPORATION
OF
SOUTHPORT BAY PHASE I HOMEOWNERS' ASSOCIATION, INC.**

In compliance with the requirements of Florida Statutes, Chapter 617, the undersigned, all residents of the State of Florida and all of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

**ARTICLE I.
NAME OF CORPORATION**

The name of the corporation is SOUTHPORT BAY PHASE I HOMEOWNERS ASSOCIATION, INC. (hereinafter called the "Association").

**ARTICLE II.
PRINCIPAL OFFICE AND MAILING ADDRESS OF THE ASSOCIATION**

The principal office and mailing address of the Association is located at 1105 Kensington Park Drive, Altamonte Springs, Florida, 32714.

**ARTICLE III.
REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of the Association is 215 North Eola Drive, Orlando, Florida, 32801, and the name of the initial registered agent at that address is William A. Beckett, Esquire.

**ARTICLE IV.
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 residence Lots and Common Area, including retention areas, if any, within that certain tract of property described in Exhibit "A" to these Articles of Incorporation, and any additional property that may be annexed and/or included in accordance with these Articles and the Declaration, as hereinafter defined, and to promote the health, safety and welfare of the residents within the above described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for such purposes and 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 that certain Declaration of Conditions, Covenants, Easements, and Restrictions (hereinafter called the "Declaration"), applicable to the Property and recorded or to be in the Public Records of Osceola County, Florida, and as the same

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may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(b) Fix, levy, collect and enforce payment by any lawful means all charges or assessments pursuant to the terms of the Declaration; 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) 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 with the assent of a majority the total cumulative votes of both classes of members mortgage, pledge, deed in 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 Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by a majority of the total cumulative votes of both classes of members, agreeing to such dedication, sale or transfer;

(f) Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of a majority of the total cumulative votes of both classes of members;

(g) Have and exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Florida by law may now or hereafter have or exercise.

ARTICLE V. 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 or record to assessment by the Association, including contract sellers, shall be a member of the Association. 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.

ARTICLE VI. VOTING RIGHTS

The Association shall have two classes of voting membership

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Class A. Class A Members shall all be Owners of Lots (except the Declarant and its successors and assigns, and Arnco Land Company, LLC, as long as the Class B membership shall exist, and thereafter, the Declarant and its successors and assigns shall be Class A Members to the extent each would otherwise qualify). Class A Members shall be entitled to one (1) vote for each Lot in which they hold the interests required for membership. When more than one (1) person holds such interest or interests in any Lot, all such persons shall be Members, but the vote for such Lot shall be exercised only by that one person who is Entitled to Vote as defined in Article I, Section 1.9, of the Declaration. In no event shall more than one vote be cast with respect to any such Lot.

Class B. The Class B Member shall be the Declarant. The Class B Member shall be entitled to nine (9) votes for each Lot owned by the Class B Member and for each Lot subject to binding contract between Declarant and Arnco Land Company, LLC, as provided hereinbelow. The Class B membership shall cease and terminate (i) at such time as ninety percent (90%) of the maximum number of Residences allowed for both the Property and Additional Property, as defined in Article I, Section 1.1, of the Declaration, have been conveyed to Class A Members, or (ii) sooner if required by the provisions of Chapter 617, Florida Statutes, or at the election of the Declarant, whereupon Class A Members shall be obligated to elect the Board of Directors and assume control of the Association. Upon termination of the Class B membership as provided herein, the Class B membership shall convert to Class A membership with voting strength as set forth above for Class A membership. Notwithstanding anything to the contrary contained in the Declaration, all Lots owned by Arnco Land Company, LLC and under contract to the Declarant shall be deemed owned by Declarant for purposes of voting rights hereunder, such that Declarant shall be entitled to exercise nine (9) votes for each such Lot, and Arnco Land Company, LLC shall not exercise any votes in the Association, unless it becomes successor to Declarant.

ARTICLE VII.
BOARD OF DIRECTORS

The affairs of this Association shall be managed initially by a Board of three (3) Directors who shall serve until the organizational meeting and thereafter by a Board of three (3) Directors, who need not be members 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:

NAMEADDRESSCharles W. Gregg1105 Kensington Park Drive
Altamonte Springs, FL 32714Hampton P. Conley1105 Kensington Park Drive
Altamonte Springs, FL 32714

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Simon Snyder

1105 Kensington Park Drive
Altamonte Springs, FL 32714

At the first annual meeting, the members shall elect three (3) Directors for a term of one (1) year. At each annual meeting thereafter the members shall elect three (3) Directors for a term of one (1) year.

ARTICLE VIII.
INITIAL OFFICERS

The affairs of the Association shall be managed by a President, Vice-President, and Secretary/Treasurer, and such other officers as are permitted in the Bylaws. The names and addresses of those persons who shall act as officers of the corporation until the election of their successors are:

<u>OFFICE</u>	<u>NAME</u>	<u>ADDRESS</u>
President	Charles W. Gregg	1105 Kensington Park Drive Altamonte Springs, FL 32714
Vice-President	Hampton P. Conley	1105 Kensington Park Drive Altamonte Springs, FL 32714
Secretary/Treasurer	Simon Snyder	1105 Kensington Park Drive Altamonte Springs, FL 32714

The above-named officers shall serve until the first and organizational meeting of the Board of Directors of the corporation. The officers shall be elected by the Directors at the first meeting of the Board of Directors and shall hold office for a one (1) year period from the date of their election.

ARTICLE IX.
DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by members holding a majority of the total cumulative votes of both classes of 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 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. This procedure shall be subject to court approval upon dissolution pursuant to Chapter 617, Florida Statutes.

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ARTICLE X.
DURATION

The Corporation shall exist perpetually

ARTICLE XI.
AMENDMENTS

Amendment of these Articles shall require the assent of a majority of the total cumulative votes of both classes of members entitled to vote thereon, in the manner as set forth under Chapter 617, Florida Statutes. A majority of each class shall not be required, so long as a majority of the cumulative total of votes of the two classes combined is satisfied. 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.

ARTICLE XII.
BYLAWS

The Bylaws of this corporation shall be adopted by the Board of Directors and may be altered, amended, or rescinded by a majority vote of the total cumulative votes of both classes of members entitled to vote thereon in person or by proxy. A majority of each class shall not be required, so long as a majority of the cumulative total of votes of the two classes combined is satisfied.

ARTICLE XIII.
SUBSCRIBER

The name and address of the subscriber to these Articles of Incorporation is as follows:

William A. Beckett, Esquire
Lowndes, Drosdick, Doster, Kantor & Reed
215 North Eola Drive
Orlando, Florida 32801

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Florida, I, the undersigned, as subscriber and incorporator of this Association, have executed these Articles of Incorporation this 7th day of March, 2005.



William A. Beckett

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ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the designation as Registered Agent of SOUTHPORT
BAY PHASE I HOMEOWNERS' ASSOCIATION, INC.

William A. Beckett
William A. Beckett

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Exhibit "A"

SOUTHPORT BAY

Lots 1 through 65, inclusive, SOUTHPORT BAY, according to the plat thereof as recorded in Plat Book 17, Pages 25 and 26, Public Records of Osceola County, Florida.

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