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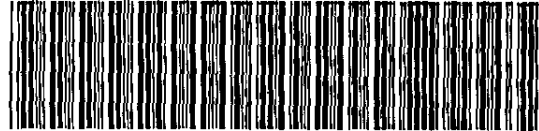
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MILLER, SOUTH, MILHAUSEN & CARR, P.A.
ATTORNEYS AT LAW

PLEASE REPLY TO WINTER PARK, FL OFFICE

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July 6, 2005

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Via Federal Express

Registration Section
Division of Corporations
Florida Secretary of State
409 East Gaines Street
Tallahassee, FL 32399

RE: Sanctuary Golf Estates Homeowners' Association, Inc. - New
Incorporation

Dear Sir or Madam:


Enclosed are the following:

1. The original and one copy of the Articles of Incorporation of Sanctuary Golf Estates Homeowners' Association, Inc.
2. A check for \$70.00 for the filing fees.

Please file the Articles and return the copy with the filing information stamped thereon to the undersigned at the address above.

If you have any questions regarding this matter, please do not hesitate to contact me.

Sincerely,


Richard D. Baxter, Esq.

RDB/jmf
Enclosures

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF
SANCTUARY GOLF ESTATES HOMEOWNERS' ASSOCIATION, INC.

In compliance with the requirements of Florida Statutes, Chapter 617 (the "Florida Not For Profit Corporation Act" or the "Act"), 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 **SANCTUARY GOLF ESTATES HOMEOWNERS' ASSOCIATION, INC.** (hereinafter called the "Association").

ARTICLE II.
PRINCIPAL OFFICE AND MAILING ADDRESS OF THE ASSOCIATION

The initial principal office and mailing address of the Association is located at 932 Centre Circle, Suite 1100, Altamonte Springs, Florida, 32714.

ARTICLE III.
REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Association is 932 Centre Circle, Suite 1100, Altamonte Springs, Florida, 32714, and the name of the initial registered agent at that address is Hashem AlSalah.

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, Tracts and Common Areas, including retention areas, if any, within that certain tract of property described in Exhibit "A" to these Articles of Incorporation and known as **SANCTUARY GOLF ESTATES** (the "Property"), 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 Property (and any additions thereto) as may hereafter be brought within the jurisdiction of this 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 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 Orange County, Florida, and as the same 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; 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) 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) Maintain, repair, replace, reconstruct, add to, manage and operate the Common Area and other property owned, acquired or leased by the Association;

(h) Contract for the management and authorize a management agent to assist the Association in carrying out its powers and duties related to the management, maintenance and operation of the subdivision, the Common Area and other Association property, and/or employ personnel to assist in such functions, provided, however, that the Association and its officers shall at all times retain the powers and duties granted by the Act, including but not limited to, making of Assessments, promulgation of rules and execution of contracts on behalf of the Association;

(i) Purchase insurance upon the Common Area and other Association property for the protection of the Association, its officers, directors and Owners;

(j) Make and amend reasonable rules and regulations for the maintenance, conservation, use and architectural control of the Lots, Common Area and other Association property for the health, safety and welfare of the residents within the Property; and

(k) 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.

(l) The Association shall operate, maintain and manage the surface water or storm water management system(s) for the property in a manner consistent with the St. Johns River Water Management District Permit No. 40-095-92771-1 requirements and applicable District rules, and shall assist in the enforcement of the Declaration as it relates to the surface water or storm water management system.

(m) The Association shall levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the streets and surface water or storm water management system.

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 (2) classes of voting membership:

Class A. Class A Members shall all be Owners of Lots (except the Declarant and its successors and assigns as long as 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 the Declaration. In no event shall more than one vote be cast with respect to any such Lot.

Class B. The Class B Member(s) shall be the Declarant. The Class B Member shall be entitled to nine (9) votes for each Lot owned by the Class B Member. The Class B membership shall cease and terminate (i) at such time as ninety-five percent (95%) of the maximum number of Residences allowed for both the Property and Additional Property, as defined in 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.

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:

<u>NAME</u>	<u>ADDRESS</u>
Hashem AlSalah	932 Centre Circle, Suite 1100 Altamonte Springs, FL 32714
Branimar Botic	932 Centre Circle, Suite 1100 Altamonte Springs, FL 32714
Bryan Botic	932 Centre Circle, Suite 1100 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	Hashem AlSalah	932 Centre Circle, Suite 1100, Altamonte Springs, FL 32714
Vice-President	Branimar Botic	932 Centre Circle, Suite 1100 Altamonte Springs, FL 32714
Secretary/Treasurer	Hashem AlSalah	932 Centre Circle, Suite 1100 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.

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

ARTICLE X. 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.

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:


Hashem AlSalah
932 Centre Circle, Suite 1100
Altamonte Springs, FL 32714

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 29 day of June, 2005.


Hashem AlSalah

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the designation as Registered Agent of SANCTUARY GOLF ESTATES HOMEOWNERS' ASSOCIATION, INC.


Hashem AlSalah

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Exhibit "A"

SANCTUARY GOLF ESTATES

SANCTUARY GOLF ESTATES, according to the plat thereof, to be recorded in the Public Records of Orange County, Florida, platting of record the following described real property:

A portion of the Northwest $\frac{1}{4}$ of the Southwest $\frac{1}{4}$ of Section 33, Township 20 South, Range 28 East, Orange County, Florida:

Commencing at the Southwest corner of the Northwest $\frac{1}{4}$ of the Southwest $\frac{1}{4}$ of said Section 33, thence South $86^{\circ}35'33''$ East a distance of 30.01 feet; thence North $04^{\circ}42'00''$ East a distance of 71.21 feet; thence North $77^{\circ}04'08''$ East a distance of 20.99 feet to a point on the Easterly Right-of-Way line of Vick Road and also the Point of Beginning; thence continue North $77^{\circ}04'08''$ East a distance of 414.25 feet; thence North $71^{\circ}49'35''$ East a distance of 449.26 feet; thence North $89^{\circ}48'25''$ East a distance of 555.20 feet; thence North $83^{\circ}54'55''$ East a distance of 184.69 feet; thence North $21^{\circ}35'00''$ West a distance of 303.74 feet; thence North $69^{\circ}36'16''$ West a distance of 139.60 feet; Thence North $84^{\circ}01'32''$ West a distance of 678.19 feet; thence North $83^{\circ}15'17''$ West a distance of 294.47 feet; thence North $75^{\circ}36'48''$ West a distance of 144.39 feet; thence South $71^{\circ}03'54''$ West a distance of 174.43 feet to a point on the Easterly Right-of-Way line of Vick Road; thence South $04^{\circ}42'00''$ West along said Easterly Right-of-Way line, a distance of 672.08 feet to the Point of Beginning.

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