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## FLORIDA NON-PROFIT CORPORATION

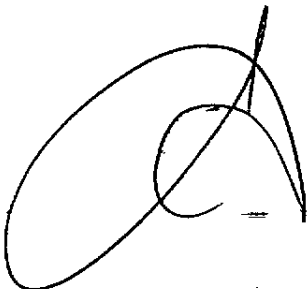
The Estates at Lake Clarice Homeowner's Association,

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**ARTICLES OF INCORPORATION  
OF  
THE ESTATES AT LAKE CLARICE  
HOMEOWNER'S ASSOCIATION, INC.**

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TALLAHASSEE, FLORIDA

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I, the undersigned incorporator, a resident of the State of Florida and of full age, hereby associate make, subscribe, acknowledge and file with the Department of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida.

**ARTICLE I  
NAME**

The name of this corporation is (hereafter referred to as the "Association"):

The Estates at Lake Clarice Homeowner's Association, Inc.

**ARTICLE II  
OFFICE**

The initial principal office of this Association is located at 7575 Dr. Phillips Blvd. Ste 210, Orlando Florida 32819, which office may be changed from time to time by action of the Board of Directors.

**ARTICLE III  
PURPOSE AND POWERS OF THE ASSOCIATION**

This Association does not contemplate pecuniary gain or profit to the members thereof. The specific purposes for which it is formed are to promote the health, safety and general welfare of the property, improvements and residents within all or any portion of the following described tract of land situate in Orange County, Florida:

SEE ATTACHED EXHIBIT "A"

and any additions thereto as may hereafter be brought within the jurisdiction of this Association (hereinafter referred to as the "Property"); and the purposes of this Association shall include, without limitation of the foregoing, provision for the maintenance, preservation and architectural control of the residence Lots and Common Area as may now or hereafter be created by the recordation in the Public Records of Orange County, Florida, by virtue of that certain "Declaration of Covenants, Conditions and Restrictions of Lake Clarice Plantation", as the same from time to time may be amended as therein provided (which Declaration, and all amendments thereto now or hereafter made, are hereafter collectively called the "Declaration") and

within any additions to the above described property as may hereafter be brought within the jurisdiction of this Association.

The Association shall operate, maintain and manage the surface water or stormwater management system(s) in a manner consistent with the St. Johns River Water Management District permit no. \_\_\_\_\_ requirements and applicable District rules, and shall assist in the enforcement of the Declaration of Covenants and Restrictions which relate to the surface water or stormwater management system.

For the foregoing purposes, this Association is empowered to:

(a) exercise all of the powers and privileges, and to perform all of the duties and obligations, of this Association as set forth in the Declaration, the terms and provisions of which are here incorporated by reference; and

(b) fix, levy, collect and enforce payment of 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 this Association, including all licenses, taxes or governmental charges levied or imposed against the property of this Association; and

(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, or the Property, in connection with the affairs of this Association; and

(d) borrow money, and with the assent of two-thirds (2/3) of the votes of each class of members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property, or the Property, as security for money borrowed or debts incurred; and

(e) dedicate, sell or transfer all or any part of this Association's property, or the Property, to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members; provided, however, no such dedication or transfer shall be effective unless an instrument has been signed by members entitled to cast not less than two-thirds (2/3) of the votes of each class of members, agreeing to such dedication, sale or transfer; and

(f) participate in mergers and consolidations with other non-profit corporations organized for similar purposes, provided that any such merger or consolidation shall have the assent of two-thirds (2/3) of the votes of each class of members; and

(g) annex additional real property in accordance with the provisions of the Declaration, with such annexations, when completed in accordance with the provisions of the Declaration, extending the jurisdiction, function, duties and membership of this Association to the real property thereby annexed; provided, however, that where the Declaration requires that certain annexations be approved by this Association, such approval must have the assent of two-thirds (2/3) of the votes of each class of members who are voting in person or by proxy at a meeting duly called for such purpose, written notice of such meeting to be given to all members at least sixty (60) days in advance, setting forth the purpose of the meeting; and

(h) from time to time adopt, alter, amend, and rescind reasonable rules and regulations governing the use of the Lots and Common Area, as defined in the Declaration, which rules and regulations shall be consistent with the rights and duties established by the Declaration and with the provisions of these Articles of Incorporation; and

(i) have and to 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; and

- (j) cause the exteriors of the residence Lots to be maintained, as provided in the Declaration;
- (k) 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; and
- (l) any additional powers as set forth in Ch. 617.0302 F.S.

No part of the net earnings of the Association shall inure to the benefit of any member within the meaning of Section 501(c)(7) of the Internal Revenue Code of 1954, nor shall the Association engage in any other activity prohibited by such section, unless expressly authorized herein.

#### ARTICLE IV MEMBERSHIP

Every person or legal entity who holds legal title of record to any undivided fee simple interest to any Lot which is subject by the provisions of the Declaration to assessment by the Association shall be a member of this Association, including contract sellers, but excluding all other persons or entities who hold an interest in any Lot merely as security for the performance of an obligation.

An Owner of more than one such Lot shall be entitled to one membership for each such Lot owned by him. Membership shall be appurtenant to and may not be separated from ownership of any Lot that is subject to the provisions of the Declaration.

#### ARTICLE V VOTING MEMBERSHIP

This Association shall have two classes of voting membership as follows:

**CLASS A.** Class A members shall be all Lot Owners and shall be entitled to one (1) vote for each Lot owned; provided however, so long as there is Class B membership, Developer shall not be a Class A member. When more than one person holds an interest in any Lot, all such persons shall collectively be the member. The member vote for any such collectively owned Lot shall be exercised as they among themselves solely determine; but in no event shall more than one (1) vote be cast with respect to any Lot. Prior to the time of any meeting at which a vote is to be taken, each co-owner shall file the name of the voting co-owner with the Secretary of the Association in order to be entitled to vote at such meeting, unless such co-owners have filed a general voting authority with the Secretary applicable to all votes until rescinded.

**CLASS B.** The Class B membership shall be the Developer, Lake Clarice Plantation, LLC, a Florida limited liability company (hereinafter referred to as the "Developer"), who shall be entitled to two (2) votes for each Lot owned and to which it holds the voting rights. Upon the sale and consummation of a closing on "all" of the Lots, the Class B membership shall automatically terminate and the Association shall recognize the Class A membership as the only class of membership entitled to Association voting rights.

#### **ARTICLE VI BOARD OF DIRECTORS**

The affairs of this Association shall be managed by a Board of Directors initially composed of the Developer. Directors must be members of the Association. The number of Directors may be changed by amendment to the Bylaws of this Association but shall never be less than three (3). From and after the annual meeting immediately following the expiration of Class B membership in this Association, the Board shall at all times be composed of at least five (5) Directors. At all times, the members of the Board of Directors shall consist of an odd number. The term of office for all Directors shall be one (1) year.

#### **ARTICLE VII OFFICERS**

The names and addresses of the Officers of this Association who, subject to these Articles and by Bylaws of this Association and the laws of the State of Florida, shall hold office for the first year of the existence of this Association, or until an election is held by the Directors of this Association for the election of Officers, if earlier, and until their successors have been duly elected and qualify, unless they sooner die, resign or are removed, are:

President/Secretary

Jerome E. Lewless, II  
617 E. Washington Street, #4  
Orlando, Florida 32801

#### **ARTICLE VIII INCORPORATORS**

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

Jerome E. Lewless, II  
617 E. Washington Street, #4  
Orlando, Florida 32801

#### **ARTICLE IX DISSOLUTION**

This Association may be dissolved with the assent given in writing and signed by members entitled to cast not less than two-thirds (2/3) of the votes of each Class of members and upon such approval, if any, as may be required by Article XIII hereof. Upon dissolution of this Association, other than incident to a merger or consolidation, the assets of this 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 non-profit corporation, association, trust or other organization to be devoted to such similar purposes, but in no event shall such assets inure to the benefit of any member or other private individual.

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 in writing 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 BYLAWS AMENDMENT**

The Bylaws of this Association shall be initially adopted by the Board of Directors. Thereafter, the Bylaws may only be altered or rescinded by a majority vote of all of the members entitled to vote, at any regular or special meeting of the membership duly called and convened.

#### **ARTICLE XII ARTICLES AMENDMENTS**

Any amendment of these Articles shall be proposed by any member of this Association entitled to vote at any regular or special meeting of the membership duly called and convened and shall require the assent of the members entitled to cast at least seventy-five percent (75%) of all of the total votes eligible to be cast by all members of the Association.

#### **ARTICLE XIII CONFLICT**

If there should be a conflict between any Article in this document as to voting and approval, or as to amendments and voting requirements, Article IV shall control so long as there exist Class B member(s). After termination of Class B, then all voting requirements as to Class A shall be effective.

#### **ARTICLE XIV INTERPRETATION**

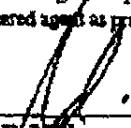
Express reference is hereby made to the terms and provisions of the Declaration where necessary to interpret, construe and clarify the provisions of these Articles. In subscribing and filing these Articles, it is the intent of the undersigned that the provisions hereof be consistent, yet controlling, with the provisions of the Declaration and, to the extent not prohibited by law, that the provisions of these Articles and of the Declaration be interpreted, construed and applied so as to avoid inconsistencies or conflicting results. Without limitation of the foregoing, the following terms shall have the same meaning in these Articles as such terms have in the Declaration: "Association", "Owner", "Property", "Lot", "Developer", and "Recorded".

**ARTICLE XV - REGISTERED AGENT**

The name and the Florida street address of the registered agent is:

Miller, South, Milhausen & Carr, P.A.  
c/o Jeffrey P. Milhausen, Esq.  
2699 Lee Road, Suite 120  
Winter Park, FL 32789  
Telephone (407) 539-1638  
Facsimile (407) 539-2679

Having been named as registered agent and to accept service of process for the above named limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 617 et seq., F.S.

  
Jeffrey P. Milhausen, Esq. - Shareholder  
Registered Agents Signature  
For the Firm

IN WITNESS WHEREOF, for the purposes of forming this corporation under the laws of the State of Florida, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 18th day of July, 2005.

  
JEROME E. LEWLESS, II

State of Florida)

ss:

County of Orange)

This foregoing instrument was acknowledged before me, a duly licensed notary, this 18<sup>th</sup> day of July, 2005 by Jerome E. Lewless, II who is not personally known to me, or has produced N/A as identification, and whom did/did not take any oath.



{Seal}

  
Notary

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