

Division of Corporations

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FLORIDA NON-PROFIT CORPORATION

PROVIDENCE COMMUNITY ASSOCIATION, INC.

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**ARTICLES OF INCORPORATION
OF
PROVIDENCE COMMUNITY
ASSOCIATION, INC.,
A NON-PROFIT CORPORATION**

In compliance with the requirements of Florida Statutes, Chapters 617 and 720, the undersigned, who is a resident of the State of Florida, and who is of full age, has this day formed a Florida corporation not for profit, and does hereby certify:

ARTICLE I

NAME OF CORPORATION

The name of the Corporation is PROVIDENCE COMMUNITY ASSOCIATION, INC., a Florida corporation not-for-profit (hereafter called the "Association").

ARTICLE II

PRINCIPAL OFFICE OF THE ASSOCIATION

The principal office of the Association is located at 8000 The Esplanade, Orlando, Florida 32836.

ARTICLE III

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Association is 8000 The Esplanade, Orlando, Florida 32836, and David Kohn is hereby appointed the initial registered agent of this Association at that address.

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

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architectural control of the Lots, Living Units and Common Area within that certain tract of property described as:

All of CHELSEA WOODS AT PROVIDENCE, according to the Plat thereof as recorded or to be recorded among the Public Records of Polk County, Florida.

together with such additional lands, if any, which may be brought within the jurisdiction of the Association from time to time, as provided in the "Declaration" referred to hereinbelow, and to promote the health, safety and welfare of the residents within the above-described property and any additions thereto as may hereto be brought within the jurisdiction of this Association for this purpose to:

- (a) Exercise all of the powers and privileges and to perform all duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions for Providence, hereinafter called the "Declaration" (for purposes hereof all capitalized terms, unless provided otherwise herein, shall have the same meaning as in the Declaration), applicable to the property and recorded or to be recorded in the office of the Clerk of the Circuit Court, Polk 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) 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, including but not limited to those authorized by Chapters 617 and 720, Florida Statutes.
- (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 consistent with the terms of the Declaration.
- (d) File suits and/or pursue such legal rights and remedies as are available to the Association, and defend such suits as are filed by others.
- (e) Operate, maintain, and manage the Surface Water Management System in a manner consistent with the applicable permits, requirements and rules of the South Florida and Southwest Florida Water Management Districts and assist in the enforcement of that portion of the Declaration which relates to the Surface Water Management System.
- (f) Levy, collect and enforce the payment of adequate assessments against the Members of the Association, including, but not limited to, assessments sufficient for the costs of maintenance and operation of the Surface Water Management System.

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- (g) Promulgate Rules and Regulations pertaining to the use of the Common Property of the Association.
- (h) Contract for services to provide for the operation and maintenance of the Common Property of the Association and for such other purposes as are consistent with the powers and duties of the Association.

ARTICLE V

MEMBERSHIP

Every person or entity who is a record Owner of a fee or undivided fee interest in any Lot or Parcel subject to the Declaration shall be a Member of the Association. Notwithstanding anything else to the contrary set forth in this Article V, any such person or entity who holds such interest merely as security for the performance of an obligation shall not be a Member of the Association. Membership in the Association shall be appurtenant to each Lot or Parcel and may not be separated from ownership of said Lot or Parcel. The record title holder to each Lot or Parcel shall automatically become a Member of the Association and shall be assured of all rights and privileges thereof upon acquiring such title. To the extent that any conveyance of a Lot or Parcel shall pass title to a new Owner from an existing Owner, membership in the Association shall be transferred from the existing Owner to the new Owner. In no event shall any mortgagee or other party holding any type of security interest in a Lot or Parcel be a Member of the Association unless and until any of said parties obtain or receive fee simple title thereto.

ARTICLE VI

VOTING RIGHTS

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

Class A. Class A Members shall be all Owners of Lots and Parcels who are not Class B Members. Class A Members who are Lot Owners shall be allocated one vote for each Lot in which they hold the interest required for such membership by Section 4.3 of the Declaration. Class A Members who are Parcel Owners shall be allocated one vote for each Lot approved by Polk County for development within such Owner's Parcel(s).

Class B. The Class B Member shall be the Declarant, or its specifically designated (in writing) successor(s). Until the Class B membership ceases as hereinafter provided and is converted to Class A membership, the Declarant shall have the right to take all actions required or permitted to be taken by the Association. The Class B Member shall be allocated seven (7) votes for each Lot owned by the Class B Member. For purposes of determining voting rights hereunder, the number of Lots owned by the Declarant shall be deemed to include the total number of Lots approved by Polk County for development within the Community, whether or not yet included in a final plat subdividing the land into Lots. The Class B membership shall cease and become converted to Class A membership on the happening of any of the following events,

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whichever occurs earlier:

(i) When seventy-five percent (75%) of the total number of Lots Declarant plans to develop within the Community have been sold, transferred or conveyed to Owners other than Declarant or a Developer; or

(ii) On December 31, 2017.

Within three (3) months after the happening of the event triggering turnover pursuant to the foregoing, the Declarant shall conduct a turnover meeting for the purpose of turning over the Association to the Class A Members and electing new directors of the Association.

Upon such turnover the Class A Members shall be obligated to elect not less than two (2) persons to the Board of Directors and assume control of the Association as provided in the Declaration. Upon termination of the Class B membership as provided for herein, the Class B membership shall convert to Class A membership with voting strength as set forth above for Class A membership (i.e., one vote per platted or approved Lot); provided, however, that notwithstanding anything to the contrary set forth herein, the Declarant shall have the right to appoint one (1) person to the Board of Directors so long as Declarant shall own any land within the Community.

ARTICLE VII

SUBSCRIBER

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

David Kohn

8000 The Esplanade
Orlando, Florida 32836

ARTICLE VIII

BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors consisting of no less than 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; provided, however, the Board shall consist of an odd number of Directors. The initial Board of Directors shall consist of three (3) Directors, who shall serve until the appointment of their successors as provided in the Declaration or the election of their successors as provided in the Bylaws, as the case may be.

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The names and addresses of the initial Directors are as follows:

David Kohn	8000 The Esplanade Orlando, Florida 32836
Judy Torres	8000 The Esplanade Orlando, Florida 32836
Alene Raskin	8000 The Esplanade Orlando, Florida 32836

At the first annual meeting of the Members in which the Class A Members are eligible to elect all the Directors, the Members shall elect three Directors, consisting of one (1) Director for a term of three (3) years, one (1) Director for a term of two (2) years and one (1) Director for a term of one (1) year. At each annual meeting thereafter, the Members shall elect one (1) Director for a term of three (3) years.

ARTICLE IX

OFFICERS

The affairs of the Association shall be administered by the Officers as designated in the Bylaws. The Officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the Members of the Association, and they shall serve at the pleasure of the Board of Directors. The names and addresses of the Officers, who shall serve until their successors are elected by the Board of Directors, are as follows:

PRESIDENT/SECRETARY & TREASURER	David Kohn 8000 The Esplanade Orlando, Florida 32836
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ARTICLE X

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than eighty percent (80%) of each class of Members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be conveyed or dedicated to a non-profit corporation, association, trust or other organization to be devoted to similar purposes and which is acceptable to Polk County and to the South Florida and Southwest Florida Water Management Districts. This procedure shall be subject to Court approval on dissolution pursuant to the provisions of Florida Statutes, Section 617.05. Notwithstanding anything herein to the contrary, in the event of the termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the Surface Water Management System must be transferred to and accepted by an entity which would comply with Section 40C-42.027 F.A.C., and must be approved by Polk County and by the South Florida and Southwest Florida Management Districts prior to such termination, dissolution or liquidation.

ARTICLE XI

DURATION

The existence of this Association shall commence at the time of the filing of these Articles of Incorporation with the Florida Secretary of State, Tallahassee, Florida. The Association shall exist perpetually.

ARTICLE XII

AMENDMENTS

Amendment of these Articles must be approved by a vote of two-thirds (2/3) of each class of Members in person or by proxy at a meeting duly called for such purpose, subject to the limitation that any amendment which would cause these Articles to be in violation of applicable FHA, VA, FNMA or FHLMC requirements must have the consent of the applicable agency. Provided, however, these Articles may be amended at any time by action of the Board of Directors to clarify ambiguities, reconcile inconsistencies, correct scrivener's errors, or comply with applicable FHA, VA, FNMA or FHLMC requirements.

ARTICLE XIII

BYLAWS

The Bylaws of the Association shall be adopted by the Board of Directors at the first meeting of Directors, and may be altered, amended or rescinded thereafter in the manner provided in the Bylaws.

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ARTICLE XIV**DECLARATION AND BYLAWS**

In the event of any conflict between the terms and provisions of the Declaration and the terms and provisions of these Articles, the terms and provisions of the Declaration shall control. In the event of any conflict between the terms and provisions of these Articles and the terms and provisions of the Bylaws, the terms and provisions of these Articles shall control.

ARTICLE XV**INDEMNIFICATION**

The Association shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was a director, employee, officer or agent of the Association, against expenses (including attorney's fees and appellate attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with the action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interest of the Association; and with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful; except that no indemnification shall be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or willful misfeasance or malfeasance in the performance of his duty to the Association, unless and only to the extent that the court in which the action or suit was brought shall determine, upon application, that despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the court shall deem proper.

ARTICLE XVI**FHA/VA APPROVAL**


So long as the Class B Membership in the Association exists, the following actions will require the prior approval of FHA/VA: annexation of additional properties other than the "Additions to Property" described on Exhibit "B" attached to the Declaration; mergers and consolidation; mortgaging and/or dedication of Common Areas; dissolution; and amendment of these Articles (except amendments by Declarant to clarify ambiguities, reconcile inconsistencies, correct scrivener's errors or to comply with applicable FHA/VA requirements).

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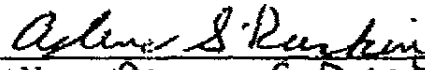
IN WITNESS WHEREOF, for the purposes of forming this corporation under the laws of the State of Florida, the undersigned, constituting the incorporator of this Association, has executed these Articles of Incorporation this 20th day of July, 2005.

Signed, sealed and delivered
in the presence of:



Print Name: Judy Torres



David Kohn


Print Name: Alene S. Bastin

The undersigned hereby accepts the foregoing designation as the registered agent for said corporation.



David Kohn

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STATE OF FLORIDA
COUNTY OF Orange

The foregoing instrument was acknowledged before me this 20 day of July, 2005, by David Kohn. He is personally known to me or has produced _____ as identification.

(NOTARY SEAL)

Aleene S. Raskin
Notary Public Signature
Aleene S. Raskin
Typed/Printed Notary Name
Notary Public – State of Florida
Commission No.: _____
My Commission Expires: _____



Aleene S. Raskin
Commission # D0377241
Expires February 28, 2009
Notary Seal - Insurance, Inc. 888-288-7019