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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. Shivers SEP 12 2005

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Jed Berman
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P. O. Drawer 80
Winter Park, Florida
32790-0080

September 6, 2005

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: Meadow Woods Estates Condominium Association, Inc.

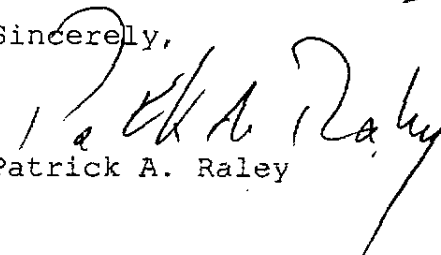
Dear Sirs:

I am enclosing articles of incorporation of the above corporation, with registered agent form attached, for filing. Please provide a certified copy in the enclosed return envelope.

I also enclose a check in the amount of \$78.75 for the following costs:

Filing fee	\$35.00
Designation of registered agent	35.00
Certified copy of articles	8.75
	<u>\$78.75</u>

Sincerely,


Patrick A. Raley

PAR/ss
cc: Barrington Homes, Inc.
enclosures

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION FOR
MEADOW WOODS ESTATES CONDOMINIUM ASSOCIATION, INC.

The undersigned subscribers by these Articles associate themselves for the purpose of forming a corporation not for profit pursuant to the laws of the State of Florida, and hereby adopt the following Articles of Incorporation.

ARTICLE 1

NAME

The name of this corporation shall be MEADOW WOODS ESTATES CONDOMINIUM ASSOCIATION, INC.

ARTICLE 2

PURPOSE

The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act (the "Act") as it exists on the date hereof for the operation of that certain condominium located in Orange County, Florida, and known as MEADOW WOODS ESTATES CONDOMINIUM (the "Condominium").

ARTICLE 3

DEFINITIONS

The terms used in these Articles shall have the same definitions and meanings as those set forth in the Declaration of the Condominium to be recorded in the public records of Orange County, Florida, unless herein provided to the contrary, or unless the context otherwise requires.

ARTICLE 4

POWERS

The powers of the Association shall include and be governed by the following:

4.1 General. The Association shall have all of the powers and statutory powers of a corporation not for profit under the

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Laws of Florida that are not in conflict with the provisions of these Articles, the Declaration, the By-Laws or the Act.

4.2 Enumeration. The Association shall have all of the powers and duties set forth in the act, except as limited by these Articles, the By-Laws and the Declaration and all of the powers and duties reasonably necessary to operate the Condominium pursuant to the Declaration and as more particularly described in the By-Laws and these Articles, as they may be amended from time to time, including, but not limited to, the following:

(a) To make and collect Assessments and other charges against members as Unit Owners, and to use the proceeds thereof in the exercise of its powers and duties, which specifically include the levy and collection of adequate assessments against members of the Association for the costs of maintenance and operation of the surface water or storm-water management system.

(b) To buy, own, operate, lease, sell, trade and mortgage both real and personal property.

(c) To maintain, repair, replace, reconstruct, add to and operate the Condominium Property, and other property acquired or leased by the Association.

(d) To purchase insurance upon the Condominium Property and insurance for the protection of the Association, its officer, directors and Unit Owners.

(e) To make and amend reasonable rules and regulations for the maintenance, conservation and use of the Condominium Property for the health, comfort, safety and welfare of the Unit Owners.

(f) To approve or disapprove the leasing, transfer, ownership and possession of Units as may be provided by the Declaration.

(g) To enforce by legal means the provisions of the Act, the Declaration, these Articles, the By-Laws, and the rules and regulations for the use of the Condominium Property.

(h) To contract for the management and maintenance of the Condominium Property and to authorize a management agent (who may be an affiliate of the Developer) to assist the Association in carrying out its powers and duties by performing such functions as the submission of proposals, collection of assessments, preparation of records, enforcement of rules, and maintenance, repair and replacement of the Common Elements with funds as shall be made available by the Association for such purposes. The Association and its officers shall, however, retain at all times the powers and duties granted by the Condominium Act, including, but not limited to, the making of Assessments, promulgation of rules and execution of contracts on behalf of the Association.

(i) To employ personnel to perform the services required for the proper operation of the Condominium.

(j) To 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 condominium as it relates to the surface water or stormwater management system.

4.3 Condominium Property. All funds and the title to all properties acquired by the Association and their process shall be held for the benefit and use of the members in accordance with the provisions of the Declaration, these Articles and the By-Laws.

4.4 Distribution of Income; Dissolution. The Association shall make no distribution of income to its members, directors, or officers. In the event of termination of the Condominium and dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water or stormwater management system shall 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.

4.5 Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions hereof and of the Declaration, the By-Laws, and the Act.

ARTICLE 5

MEMBERS

5.1 Membership The Members of the Association shall consist of all of the record title owners of all Units in the Condominium, as the Units may exist from time to time, and after termination of the Condominium, shall also consist of those who were members at the time of such termination, and their successors and assigns.

5.2 Assignment. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the Unit for which that share is held.

5.3 Voting. On all matters upon which the membership shall be entitled to vote, there shall be only one vote for each Unit, which vote shall be exercised or cast in the manner provided by the Declaration and By-Laws. Any person or entity owning more than one Unit shall be entitled to one vote for each Unit owned.

5.4 Meetings. The By-Laws shall provide for an annual meeting of members, and may make provisions for regular and special meetings of members other than the annual meeting.

ARTICLE 6

TERM OF EXISTENCE

The Association shall come into existence with the filing of these articles with the Florida Secretary of State and shall have perpetual existence.

ARTICLE 7
INCORPORATOR

The name and address of the incorporator is:

John E. Barrington
5858 Lakehurst Drive
Orlando, Florida 32819

ARTICLE 8
OFFICERS

The affairs of the Association shall be administered by the officers holding offices designated in the By-Laws. The officers shall be elected by the Board of Directors of the Association at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The By-Laws may provide for the removal from office of officers, for filling vacancies and for the duties of the officers. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

	NAME	ADDRESS
President:	John E. Barrington	5858 Lakehurst Drive Orlando, Florida 32819
Vice President:	Deanna Barrington	5858 Lakehurst Drive Orlando, Florida 32819
Treasurer:	John E. Barrington	5858 Lakehurst Drive Orlando, Florida 32819
Secretary:	John E. Barrington	5858 Lakehurst Drive Orlando, Florida 32819

ARTICLE 9
DIRECTORS

9.1 Number and Qualification. The property, business and affairs of the Association shall be managed by a board consisting of the number of directors determined in the manner provided by the By-Laws, but which shall consist of not less than three (3)

directors. Directors need not be members of the Association. Initially, the Board of Directors shall consist of three (3) directors.

9.2 Duties and Powers. All of the duties and powers of the Association existing under the Act, the Declaration, these Articles and the By-Laws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by Unit Owners when such approval is specifically required and except as provided in the Declaration.

9.3 Election; Removal Directors of the Association shall be elected at the annual meeting of the members in the manner determined by and subject to the qualifications set forth in the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

9.4 Term of Developer's Directors. The Developer of the Condominium shall appoint the members of the first Board of Directors and their replacements who shall hold office for the periods described in the By-Laws.

9.5 First Directors. The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, as provided in the By-Laws, are as follows:

NAME	ADDRESS
John E. Barrington	5858 Lakehurst Drive Orlando, Florida 32819
Deanna Barrington	5858 Lakehurst Drive Orlando, Florida 32819

Jan Williams

5858 Lakehurst Drive
Orlando, Florida 32819

ARTICLE 10

INDEMNIFICATION

10.1 Indemnity. 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 such action, suit or proceeding unless (a) a court of competent jurisdiction finally determines, after all appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or 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, that he had reasonable cause to believe his conduct was unlawful, and (b) such court also determines specifically that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which 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, had reasonable cause to believe that his conduct was unlawful.

10.2 Expenses. To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 10.1 above, or in defense of the claim, issue or matter therein, he shall be indemnified against expenses (including attorney's fees and appellate attorney's fees) actually and reasonably incurred by him in connection therewith.

10.3 Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding under this Article shall be paid by the Association in advance of the final disposition of such action, suit or proceeding upon receipt of a written promise by or on behalf of the affected director, officer, employee or agent to reimburse the Association for such expense. This provision shall not be construed to alter the obligation of the Association to indemnify the affected person as authorized in this Article 10.

10.4 Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of members or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and personal representatives of such persons.

10.5 Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

10.6 Amendment. Anything to the contrary herein notwithstanding the provisions of this Article 10 may not be amended without the approval in writing of all persons whose interest would be adversely affected by such amendment.

ARTICLE 11

AMENDMENTS

Amendments to these Articles shall be proposed and adopted in following manner:

11.1 Notice. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered.

11.2 Adoption. A resolution for the adoption of a proposed amendment may be proposed either by a majority of the Board of Directors or by not less than one-third (1/3) of the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express

their approval in writing, provided the approval is delivered to the Secretary at or prior to the meeting. The approvals must be: (a) by not less than a majority of the votes of all of the members of the Association represented at a meeting at which a quorum thereof has been attained and by not less than 66 2/3% of the entire Board of Directors; or (b) after control of the Association is turned over to Unit Owners other than the Developer, by not less than 80% of the votes of all of the members of the Association represented at a meeting at which a quorum has been attained; or (c) by not less than 100% of the entire Board of Directors.

11.3 Limitation. Provided, however, that no amendment shall make any change in the qualifications for membership nor any changes in Section 4.3, 4.4 or 4.5 of Article 4, entitled "Powers", without the approval in writing of all members and the joinder of all record owners of mortgages upon Units. No amendment shall be made that is in conflict with the Act, the Declaration or the By-Laws, nor shall any amendment make any changes which would in any way affect any of the rights, privileges, powers or options herein provided in favor of or reserved to the Developer, or an affiliate of the Developer, unless the Developer shall join in the execution of the amendment. No amendment to this Section 11.3 shall be effective.

11.4 Recording. A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of applicable Florida law, and a copy certified by the Secretary of State

shall be recorded in the public records of Orange County, Florida.

ARTICLE 12

PRINCIPAL OFFICE

The principal office of the corporation shall be located at 5858 Lakehurst Drive Orlando, Florida 32819.

ARTICLE 13

INITIAL REGISTERED OFFICE:

NAME AND ADDRESS OF REGISTERED AGENT

The initial registered office of this corporation shall be at 180 South Knowles Avenue, Winter Park, Florida 32789 with the privilege of having its office and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be:

Patrick A. Raley
180 South Knowles Avenue
Winter Park, Florida 32789.

IN WITNESS WHEREOF, the incorporator has hereunto set his hand and seal this 2nd day of September, 2005.

John E. Barrington
John E. Barrington, Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 2nd day of September, 2005, by John E. Barrington, who is personally known to me and who did not take an oath.

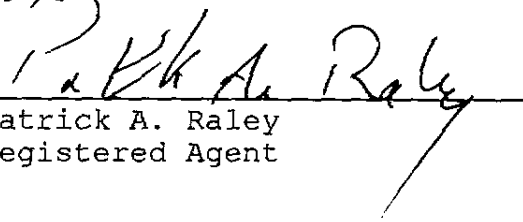
Patrick A. Raley
Notary Public



Patrick A. Raley
My Commission DD289128
Expires March 05, 2008

The undersigned, having been named to accept service of process for the above stated corporation, at place designated in this certificate, hereby accept designation as registered agent and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open said office.

By:


Patrick A. Raley
Registered Agent

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