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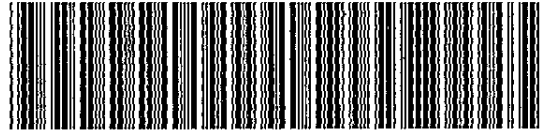
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TALLAHASSEE, FLORIDA

C.S. 1-11

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J. TODD SOUTH
JAYSON T. ZORTMAN, JR.

January 3, 2006

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314
Attn: New Filings

Re: Maitland Square Property Owners' Association, Inc.

Dear Sir or Madam:

Enclosed herewith are the original and one copy of the Articles of Incorporation of the referenced non-profit corporation, together with our check in the amount of \$70.00.

Please file the original and return the copy with the filing information stamped thereon as well as the Certificate to the undersigned at the address above.

If there are any questions, please be so kind as to call me collect.

Sincerely,



Richard D. Baxter, Esq.

RDB/hls
Enclosures

ARTICLES OF INCORPORATION
OF
MAITLAND SQUARE PROPERTY OWNERS' ASSOCIATION, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 MAITLAND SQUARE PROPERTY OWNERS' 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 215 Rollingwood Trail, Altamonte Springs, Florida, 32714.

ARTICLE III.
REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Association is 215 Rollingwood Trail, Altamonte Springs, Florida 32714, and the name of the initial registered agent at that address is Alec E. String.

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 Lots and Common Area, both as defined in the Declaration, including, but not limited to, the streets, drives, parking areas, open spaces and stormwater drainage areas, if any, within that certain tract of property described in Exhibit "A" to these Articles of Incorporation (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 owners of the above described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association, and for such purposes 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 Covenants, Conditions, Easements, and Restrictions for Maitland Square (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 of the Association, mortgage, pledge, deed in trust, or hypothecate any or all of the Association's real or personal property as security for money borrowed or debts incurred;

(e) Dedicate, sell or transfer all or any part of the Common Areas 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 Areas, 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 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.

(h) 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 requirements and applicable District rules applicable to the Property, and shall assist in the enforcement of the Declaration as it relates to the surface water or stormwater management system.

(i) The Association shall levy and collect adequate assessments against Members of the Association for the costs of maintenance and operation of the streets, drives, parking areas and surface water or stormwater 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 that 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 designated successors and assigns as long as Class B membership shall exist, and thereafter, the Declarant and its designated 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 one thousand (1,000) square feet of area (or fraction thereof) of such Member's Lot owned in fee simple by such Member. The vote with respect to any fractional square footage shall be rounded up or down to the nearest 1,000 square feet. When two (2) or more persons or entities hold undivided interests in any Lot, all such persons or entities shall be Class A Members, and the vote(s) for such Lot shall be exercised as they, among themselves, determine, in accordance with Section 1 of Article II of the Declaration, provided, however, that in no event shall more than one (1) vote be cast with respect to each 1,000 square feet of area of the Lot in which such Members own undivided interests. The square footages of the Lots shall be as set forth in the Declaration.

Class B. The Class B Member shall be the Declarant, its successors and assigns, whose vote shall be necessary to adopt any proposal before the Association (i.e., veto power). This veto power in Declarant shall exist up to the point that Declarant owns none of the Property subject to this Declaration from time to time. In addition to the above-described veto power, the Class B Member shall be entitled to ten (10) votes for each one thousand (1,000) square feet of area (or fraction thereof) of any Lot owned in fee simple by Declarant. The Class B Member's Class B Membership of the Association shall cease to exist at such time as Declarant has conveyed one hundred percent (100%) of the Lots to new Owners. At such time, Declarant shall cease to be a Member of the Association for all purposes hereof and thereof, except as to any powers or rights expressly provided or granted to Declarant in this Declaration. Declarant shall also have the right at any time and in its sole discretion to elect to terminate Class B Membership and, in Declarant's sole discretion, either (i) convert it to Class A Membership if the Declarant owns any Lot within the Property, or (ii) cease to be a Member of the Association. The square footages of the Lots shall be as set forth in the Declaration.

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>
Alec E. String	215 Rollingwood Trail Altamonte Springs, Florida 32714
Debra String	215 Rollingwood Trail Altamonte Springs, Florida 32714
James String	4210 Garfield Street Hollywood, Florida 33021

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 no less than three (3) Directors and no more than five (5) Directors for a term of one (1) year; provided that in no event shall the number of Directors elected be an even number of Directors.

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	Alec E. String	215 Rollingwood Trail Altamonte Springs, Florida 32714
Vice-President	Debra String	215 Rollingwood Trail Altamonte Springs, Florida 32714
Secretary/Treasurer	James String	4210 Garfield Street Hollywood, Florida 33021

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

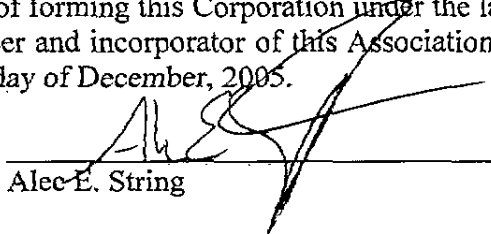
The Bylaws of this corporation shall be adopted by the Board of Directors and may be altered, amended, or rescinded by a majority vote of the total cumulative votes of both classes of Members Entitled To Vote, as defined in the Bylaws, thereon in person or by proxy. A majority of each class shall not 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:

Alec E. String
215 Rollingwood Trail
Altamonte Springs, Florida 32714

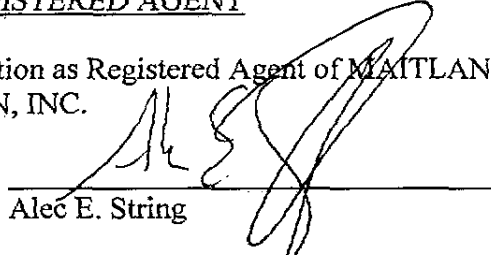
IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Florida, I, the undersigned, as subscriber and incorporator of this Association, have executed these Articles of Incorporation this 30 day of December, 2005.



Alec E. String

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the designation as Registered Agent of MAITLAND SQUARE PROPERTY OWNERS' ASSOCIATION, INC.



Alec E. String

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TALLAHASSEE, FLORIDA

Exhibit "A"

Lots 1 through 4, and Tracts A through C, inclusive, MAITLAND SQUARE, according to the plat thereof, to be recorded in the Public Records of Orange County, Florida, re-platting a portion of Lot 124, W.R. Munger's Land, according to the plat thereof recorded in Plat Book E, Page 7, of the Public Records of Orange County, Florida.