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TALLAHASSEE, FL 32310

08.3-24

LAW OFFICES

DANIEL A. KASKEL, P.A.

Schever International Plaza

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Daniel A. Kaskel, Esq.

Board Certified Real Estate Attorney by the Florida Bar
Admitted in Florida and New Jersey

March 23, 2006

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: Sanctuary at Bay Hill Condominium Association, Inc.
Articles of Incorporation

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for Sanctuary at Bay Hill Condominium Association, Inc., along with a check in the amount of \$70.00 for the Filing Fee and Designation of Registered Agent.

Very truly yours,


Daniel A. Kaskel

DAK/mmb

cc: Sanctuary at Bay Hill Condominium Association, Inc.

**ARTICLES OF INCORPORATION
OF
THE SANCTUARY AT BAY HILL CONDOMINIUM
ASSOCIATION, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned do hereby associate ourselves for the purpose of forming a corporation not for profit, pursuant to the laws of the State of Florida. In this regard, we certify as follows:

ARTICLE 1

Definitions

1.1 All capitalized terms used but not defined herein shall have the meanings ascribed to them in the Declaration of Condominium of The Sanctuary At Bay Hill, a Condominium (the "Declaration").

ARTICLE 2

Name

2.1 The name of the corporation shall be THE SANCTUARY AT BAY HILL CONDOMINIUM ASSOCIATION, INC. (the "Association").

ARTICLE 3

Purpose

3.1 The purpose for which the Association is organized is to provide an entity pursuant to Chapter 718, Florida Statutes (the "Condominium Act") for the management and operation of The Sanctuary At Bay Hill, a Condominium, which is to be created pursuant to the provisions of the Condominium Act.

ARTICLE 4

Powers

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

4.1 The Association shall have all of the powers and privileges granted to corporations not for profit under the laws of the State of Florida, which are not in conflict with the terms of the Condominium Act, the Declaration, these Articles of Incorporation or the Bylaws of the Association, including, without limitation, all the powers set forth in Section 617.0302, Florida Statutes.

4.2 The Association shall have all of the powers and duties set forth in the Condominium Act and all of the powers and duties set forth in the Declaration, these Articles of Incorporation and the Bylaws of the Association.

ARTICLE 5

Members

5.1 The members of the Association shall consist of all Unit Owners of Condominium Parcels in The Sanctuary At Bay Hill, a Condominium. No person holding any lien, mortgage or other encumbrance upon any Condominium Parcel shall by virtue of such lien, mortgage or other encumbrance be a member of the Association, except if such person acquires record title to a Condominium Parcel pursuant to foreclosure or any proceeding in lieu of foreclosure, in which cases such person shall be a member upon acquisition of record title to a Condominium Parcel.

5.2 Membership shall be acquired by recording in the Public Records of Orange County, Florida, a deed or other instrument establishing record title to a Condominium Parcel in The Sanctuary At Bay Hill, a Condominium. Upon such recording, the Unit Owner designed by such deed or other such instrument shall become a member of the Association, and the membership of the prior Unit Owner shall thereby be terminated, provided, however, any person who owns more than one Condominium Parcel shall remain a member of the Association so long as record title is retained to any Condominium Parcel.

5.3 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 his Condominium Parcel.

5.4 The owner of record of each Unit in the Condominium, including Developer, shall be entitled to the voting rights established for the Unit by the Declaration.

ARTICLE 6

Existence

6.1 The Association shall have perpetual existence. In the event of a permanent dissolution of the Association, the Surface Water and Storm Water Management System shall be conveyed to South Florida Water Management District to be used for purposes similar to those for which this Association was created. If such governmental authority declines the conveyance, then all assets shall be dedicated to a similar non-profit corporation, association, trust or other organization to be devoted to such similar purposes. Said successor non-profit organization or governmental entity, upon its acceptance of the conveyance or dedication, as the case may be, shall provide for the continued maintenance and upkeep of the Surface Water and Storm Water Management System.

ARTICLE 7

Subscribers

7.1 The name and address of the subscriber to these Articles of Incorporation is:

Daniel A. Kaskel, Esquire
Daniel A. Kaskel, P.A.
7284 West Palmetto Park Road, Suite 108
Boca Raton, FL 33433

ARTICLE 8

Board of Directors

8.1 The affairs of the Association shall be managed by a board of directors (the "Board of Directors") of which there shall be not less than three (3) nor more than five (5) members. Each member of the Board of Directors (each a "Director" and, collectively, the "Directors") shall be a member of the Association, except as otherwise provided in this Article 8. In no event shall there be an even number of Directors.

8.2 Directors shall be elected at the annual meeting of the members of the Association in the manner provided by the Bylaws of the Association. Except as otherwise provided in this Article 8 and in the Condominium Act, Directors shall serve until the next annual meeting of the members. Except as to vacancies created by removal of Directors by members pursuant to the Condominium Act, vacancies occurring on the Board of Directors shall be filled at a meeting of the Board of Directors by the affirmative vote of a majority of Directors. Any Director elected to fill a vacancy shall serve until the expiration of the term of the Director whose vacancy he was elected to fill.

8.3 The first election of the Directors by members of the Association shall be held at the time and in the manner specified in the Bylaws and not less than sixty (60) days notice of such meeting shall be given. The procedure for the election of Directors at such meeting shall be as provided in the Bylaws of the Association.

8.4 The initial Directors, who need not be members of the Association, shall be the following persons, and they shall serve as the Board of Directors of the Association, until the election contemplated by Paragraph 8.3 hereof takes place.

Gary Einfalt
7284 West Palmetto Park Road
Suite 106
Boca Raton, FL 33433

Suzanne Pavlik
7284 West Palmetto Park Road
Suite 106
Boca Raton, FL 33433

Michael Scheiner
7284 West Palmetto Park Road
Suite 106
Boca Raton, FL 33433

ARTICLE 9

Officers

9.1 The Board of Directors shall, in accordance with the Bylaws, elect a President, Vice President, and Secretary/Treasurer, all of whom shall serve at the pleasure of the Board of Directors. There may also be such assistant treasurers and assistant secretaries as the Board of Directors may from time to time determine.

ARTICLE 10

Bylaws

10.1 The original Bylaws of the Association shall be adopted by the initial Board of Directors; thereafter, amendment of said Bylaws shall be by the members in accordance with the provisions of said Bylaws.

ARTICLE 11

Indemnity and Insurance

11.1 Every Director and every officer of the Association shall be indemnified by the Association against all expenses or liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or officer at the time such expenses or liabilities are incurred, except in such cases wherein the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director may be entitled.

The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director of the Association 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 Bylaws.

ARTICLE 12

Amendments

12.1 Amendments to these Articles of Incorporation shall be proposed and adopted in the manner provided for in this Article 12.

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

12.3 A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors of the Association or by not less than one-third (1/3) of the members of

the Association entitled to vote at an Association meeting. Such members may propose such an amendment by instrument in writing directed to the President or Secretary of the Association signed by the proposing members. Amendments may be proposed by the Board of Directors by action of a majority of the Board of Directors at any regular or special meeting of the Board of Directors. The Board of Directors shall then notice a meeting of the members of the association for the purpose of considering such amendment to be held not sooner than twenty (20) days nor later than sixty (60) days after such proposal is adopted by the Board of Directors. Such amendment must be approved by the affirmative vote of sixty percent (60%) of the total number of Association voting interests.

12.4 Notwithstanding the provisions of Paragraph 12.3 hereof, until the first election of the Directors by members, as provided in these Articles of Incorporation and the Bylaws of the Association, proposal of an amendment and approval thereof shall require only the affirmative vote of all Directors at any regular or special meeting thereof.

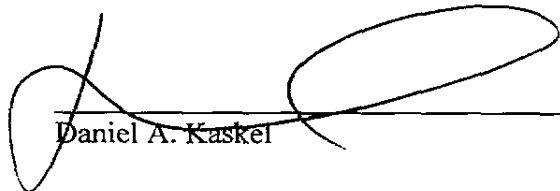
12.5 Each amendment shall be executed by the President of the Association and certified by the Secretary and shall be filed with the Secretary of State for the State of Florida. A certified copy thereof, together with an amendment to the Declaration, shall be recorded in the Public Records of Orange County, Florida.

ARTICLE 13

Principal Office

The principal office of the Association shall be located at 7284 West Palmetto Park Road, Suite 106, Boca Raton, Florida 33433, but the Association may maintain offices and transact business in such other places within Orange County and elsewhere within the State of Florida as may from time to time be designated by the Board of Directors. The official records of the Association shall be maintained within the State of Florida. The records of the Association shall be made available to a Unit Owner within five (5) working days after receipt of written request by the Board of Directors or its designee. Compliance with this requirement may be achieved by having a copy of the Official Records of the Association available for inspection or copying on the Condominium Property. The official registered agent for services of process shall be Daniel A. Kaskel, Esquire, Daniel A. Kaskel, P.A., 7284 West Palmetto Park Road, Suite 108, Boca Raton, FL 33433, until such time as replaced by the Association.


IN WITNESS WHEREOF, the Subscriber and Incorporator has hereunto set his hand and seal this 3rd day of January, 2006.

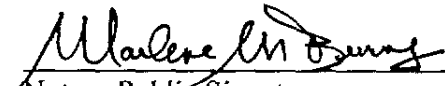

Daniel A. Kaskel

STATE OF FLORIDA

COUNTY OF PALM BEACH


BEFORE ME, the undersigned authority, personally appeared **Daniel A. Kaskel**, to me known to be the Subscriber and Incorporator of The Sanctuary At Bay Hill Condominium Association, Inc., a Florida corporation not for profit, who being by me first duly sworn, and who is personally known to me, acknowledged that he signed the same for the purpose herein expressed.

(NOTARY SEAL)
 Marlene M. Burns
Commission #DD279145
Expires: Jan 06, 2008
Bonded Thru
Atlantic Bonding Co., Inc.


Notary Public Signature
Printed Name: MARLENE M. BURNS
My Commission Expires: JAN 06, 2008

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, having been named to serve as Registered Agent for Service of Process on behalf of The Sanctuary At Bay Hill Condominium Association, Inc., hereby accepts such designation and agrees to serve until further notice.



Daniel A. Kaskel, Esquire

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TALLAHASSEE, FLORIDA