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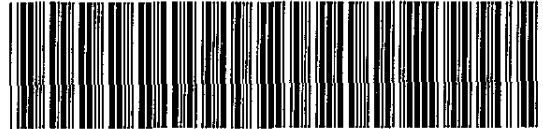
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GREENSPOON MARDER

A PROFESSIONAL ASSOCIATION

From the Desk of:

DAVID R. LENOX
Capital Plaza I, Suite 500
201 East Pine Street
Orlando, Florida 32801
407-425-6559 (Office)
407-563-9645 (Direct Fax)
407-422-6583 (Fax)
david.lenox@greenspoonmarder.com

March 27, 2006

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

Re: Arianas Landing Homeowners Association, Inc.
Our File No. 09821-0002

Dear Sir or Madam:

I enclose the Articles of Incorporation and certificate naming agent for filing, along with our firm's check in the amount of \$70.00.

Please return a date-stamped copy of the Articles to our office. If you have any questions, please contact me or my paralegal, Fontayne Casparis, at 407 425-6559.

Sincerely,

David R. Lenox

DRL/fc
Enclosures

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www.greenspoonmarder.com
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**ARTICLES OF INCORPORATION
OF
ARIANAS LANDING HOMEOWNERS ASSOCIATION, INC.**

Pursuant to the provisions of Chapter 617, Florida Statutes, the undersigned nature person competent to contract, acting as Incorporator of a corporation not-for-profit, hereby adopt the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation is ARIANAS LANDING HOMEOWNERS ASSOCIATION, INC., hereinafter referred to as the "Association".

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Association is 253 Corby Court, Castle Rock, Colorado 80108.

**ARTICLE III
REGISTERED AGENT**

David R. Lenox, Esq. whose address is Greenspoon Marder, P.A., 201 East Pine Street, Suite 500, Orlando, Florida 32801, is hereby appointed the initial registered agent of this Association.

**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 and preservation of the Common Open Spaces, and the architectural control of the residence Lots (all as defined

in the Declaration referred to hereinafter) within that certain tract of property known as ARIANAS LANDING, and to promote the health, safety and welfare of the residents within the above described property and any additions thereto a may hereafter be brought within the jurisdiction of this Association, and in furtherance of these 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 hereinafter and above called the "Declaration", applicable to the property and recorded or to be recorded in the office of the Clerk of the Circuit Court of Lake 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 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 the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;
- (c) subject to such conditions as may be provided in the Declaration, 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) subject to such conditions as may be provided in the Declaration, borrow money, and with the assent of two-thirds (2/3) of the Class "A" members, sell any or all of its real or personal property, or mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) subject to such conditions as may be provided in the Declaration, dedicate, sell or transfer all or any part of the Common Open space to any Public Agency or authority or utility for such purposes;

(f) subject to such conditions as may be provided in the Declaration, participate in mergers and consolidation with other non-profit corporations organized for the same purposes or annex additional residential property and Common Open Space, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members;

(g) have and to exercise any and all powers, rights and privileges which a corporation organized under Chapter 617, Florida Statutes, by law may now or hereafter have and exercise.

ARTICLE V MEMBERSHIP

Each Lot which is subject by covenants or record to assessment by the Association shall have appurtenant thereto a membership in the Association, which membership shall be held by the person or entity, or in common by the persons or entities, owning such unit, except that no person or entity holding an interest or title to a unit as security for performance of an obligation shall acquire the membership appurtenant to such Lot by virtue of such interest or title. In no event may any membership be severed from the Lot to which it is appurtenant.

ARTICLE VI VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. Class A members shall be all Owners with the exception of the Developer and shall be entitled to one vote for each Lot owned. When more than one (1) person

holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. Class B member(s) shall be the Developer (as defined in the Declaration), and shall be entitled to ten (10) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

- (a) When the total votes outstanding in the Class "A" membership equal the total votes outstanding in the Class "B" membership; or
- (b) Ten (10) years from the recording of this Declaration; or
- (c) Such earlier date as the Developer may determine in its sole discretion.

ARTICLE VII BOARD OF DIRECTORS

The affairs and property of this corporation shall be managed and governed by a Board of directors composed of not less than three (3) nor more than seven (7) persons. The first Board of Directors shall have three (3) members, and in the future the number will be determined from time to time in accordance with the provisions of the By-Laws of the corporation. The number of Directors on the Board of Directors shall always be an odd number.

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>
Ed Aabak	253 Corby Court Castle Rock, Colorado 80108

Michael A. Jacoby

451 Sawmill Creek Road
Evergreen, Colorado 80439

Ron Sousa

403 Greenbrier Avenue
Celebration, Florida 34747

At the first annual meeting following the cessation of the Class B membership, the Members shall elect three (3) directors for a term of one (1) year. At each annual meeting thereafter, the members shall elect the three (3) directors for a term of one (1) year each.

ARTICLE VIII OFFICERS

The officers of this Association shall be a President and a Vice President, who shall at all times be members of the Board of Directors; a Secretary, a Treasurer, and such officers as the Board may from time to time by resolution create. The election of officers shall take place at the first meeting of the Board of Directors which shall follow each annual meeting of members. The names of the officers who are to serve until the first election of appointments are:

PRESIDENT/SECRETARY Ed Aabak

VICE PRESIDENT/TREASURER Michael A. Jacoby

ARTICLE IX INDEMNIFICATION OF OFFICERS AND DIRECTORS

A. The Association hereby indemnifies any Director or Officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

1. Whether civil, criminal, administrative, or investigative, other than one by or in the right of the Association to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his

capacity of Director or officer of the Association, or in his capacity as Director, officer, employee or agent of any other corporation, partnership, joint venture, or other enterprise which he served at the request of the Association, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorney's fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such Director or officer did not act in good faith in the reasonable belief that such action was in the best interests of the Association or that he had reasonable grounds for belief that such action was unlawful.

2. By or in the right of the Association to procure a judgment in its favor by reason of his being or having been a director or officer of the Association , or by reason of his being or having been a director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against the reasonable expenses, including solely for this reason, or solely because the Director or officer is present at or participates in the meeting of the Board of committee thereof which authorized the contract or transaction, or solely because his or their votes are counted for such purpose. No Director or officer of the Association shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction.

B. *Interested Directors* may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee that authorized the contract or transaction.

ARTICLE X
BY-LAWS

By-Laws shall be initially adopted by the Board of Directors after which these By-Laws may be amended, at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy.

ARTICLE XI
ANNEXATION OF ADDITIONAL PROPERTY

Additional residential property, common area and recreational facilities may be annexed to the Property with the consent of two-thirds (2/3) of each class of members of the Association. Such Annexation shall become effective upon the recording of an amendment to the Declaration in the Public Records of Orange County, Florida.

ARTICLE XII
AMENDMENTS

Proposals for the alteration, amendment or rescision of these Articles of Incorporation may be made by a majority of the Board of Directors or twenty-five percent (25%) of the voting members. Amendment of these Articles of Incorporation shall require the assent of not less than seventy-five percent (75%) of the total number of votes in each class membership.

ARTICLE XIII
DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by the holders of not less than two-thirds (2/3) of the total number of votes in each class 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 the purposes similar to those for which this Association was created. In the event 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. Any action under this Article is subject to the procedures and requirements of Florida Statute 617.05.

ARTICLE XIV
DURATION

The corporation shall exist perpetually.

ARTICLE XV
SUBSCRIBER

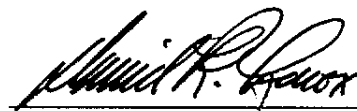
The name and address of the subscriber is as follows:

<u>NAME</u>	<u>ADDRESS</u>
David R. Lenox	Greenspoon Marder, P.A. 201 East Pine Street, Suite 500 Orlando, Florida 32801

ARTICLE XVI
FHA AND VA APPROVAL

As long as there is a Class B membership, the following actions will require the approval of either the Federal Housing Administration or the Veterans Administration when either of subject entities has an interest, (i) annexation of additional properties, (ii) mergers and consolidations, (iii) mortgaging or dedication of the Common Open Space, or (iv) dissolution and amendment of these Articles.

IN WITNESS WHEREOF, for the purpose 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 22 day of March, 2006.



David R. Lenox

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, DAVID R. LENOX, to me well known and well known to me to be the person described in and who executed the foregoing and he acknowledged before me that he executed the said instrument as his free and voluntary act and deed for the uses and purposes therein set forth and expressed.

Witness my hand and seal this 22nd day of March, 2006.



E. Fontayne Casparis
Notary Public
Print Name: E. FONTAYNE CASPARIS
My Commission Expires:
Commission Number:


CERTIFICATE OF DESIGNATING PLACE OF BUSINESS
FOR SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That, ARIANAS LANDING HOMEOWNERS ASSOCIATION, INC., desiring to organize under the laws of the State of Florida, with its principal offices at 253 Corby Court, Castle Rock, Colorado 80108, has named Ron Sousa, whose office is located at 403 Greenbrier Avenue, Celebration, FL 34747, as its agent to accept service of process within the State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



Ron Sousa

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2006 MAR 30 AM 8:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA