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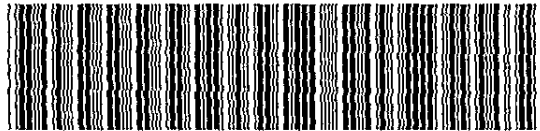
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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Richard E. Larsen**
Patryk Ozim
Frank A. Ruggieri†
Thomas R. Slaten, Jr.

* Admitted in Florida and Illinois.
† Shareholder

May 11, 2006

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

Re: **Articles of Incorporation for
Celebration Community Services, Inc.**

Dear Sir or Madam:

I am enclosing herewith an original Articles of Incorporation (and one copy) for the above-referenced corporation for filing. In addition, a check in the amount of \$70.00 is enclosed representing the following:

Filing fee:	\$ 35.00	\$35.00
Registered agent fee:	\$ 35.00	<u>\$35.00</u>
Total:		\$70.00

Upon filing, please return the copy of the Articles of Incorporation to the undersigned. Your prompt attention to this matter is greatly appreciated.

Sincerely,

Beth Holland
Legal Assistant

/beh
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
CELEBRATION COMMUNITY SERVICES, INC.**

The undersigned, pursuant to §617.0202, Florida Statutes, adopts the following Articles of Incorporation for said Corporation:

ARTICLE I: NAME

The name of the Corporation shall be Celebration Community Services, Inc.

ARTICLE II: ADDRESS OF CORPORTATION

The street address of the initial principal office and the mailing address of this Corporation shall be 690 Celebration Avenue, Celebration, Florida, 34747.

ARTICLE III: PERIOD OF DURATION

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE IV: PURPOSES

The purposes for which this Corporation is formed are within the meaning of Internal Revenue Code of the United States Section 501(c)(4), or any corresponding equivalent provision of any future Internal Revenue Code. The Corporation does not contemplate pecuniary gain or profit to the Member or Directors thereof, and the specific purposes for which it is formed include any lawful affairs or activities for which Corporations may be incorporated pursuant to the Florida Not-for-Profit Corporation Act that are consistent with Section 501(c)(4) of the Internal Revenue Code or any successor statutes thereto; to such extent, the Corporation shall have all of the statutory powers set forth in the Florida Not-for-Profit Corporation Act.

ARTICLE V: MEMBERSHIP

The Corporation shall be one Member, the Celebration Residential Owners Association, Inc., a Florida not-for-profit corporation. Membership shall be governed by the Bylaws of the Corporation.

ARTICLE VI: BOARD OF DIRECTORS AND OFFICERS

A) The general and ongoing affairs of the Corporation shall be managed by a Board of Directors. The Board of Directors "the Board" is composed of individual elected Directors. The number and terms of the Board and the manner in which

they are elected or appointed shall be as set forth in the Bylaws. Officers are selected by, and serve at, the pleasure of the Board.

B) The Members of the Board including any Officers shall have no personal liability for their actions in such offices to the maximum extent permitted under the Florida Not-for-Profit Corporation Act, or any successor statute.

ARTICLE VII: CHAPTERS

The Corporation may recognize local, state and/or regional chapters and permit them to use the name, logo or acronym of the Corporation in their name; provided, however, that said chapter is, and remains, in compliance with all requirements and recommended standards set forth by the Corporation as qualifications for such recognition; and provided further that such local, state, and/or regional chapter agrees to insulate and hold the Corporation harmless from any and all liability arising from the actions, operations and omissions of said chapter.

ARTICLE VIII: DISTRIBUTION OF EARNINGS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Member, Trustees, Officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions, including honoraria, in furtherance of the purposes set forth in these Articles of Incorporation. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from Federal income tax under Section 501(c)(4) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE IX: REGISTERED ADDRESS AND AGENT

The Registered Agent's address is:

55 East Pine Street
Orlando, Florida 32801

The Registered Agent at said address shall be:

Richard E. Larsen, Esq.

ARTICLE X: DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all just debts and liabilities of the Corporation, dispose of the assets of the Corporation in such manner, or to such organization or organizations as shall be at the time organized and operated for the purposes set forth in Article IV and which qualify as exempt organization or organizations under Section 501(c)(4) or 501(c)(3) of the Internal Revenue Code and the duly promulgated regulations thereto, or corresponding provisions of any successor statutes thereto or any future United States Internal Revenue law, as the Board shall determine. Any such assets not so disposed of shall be disposed of by the courts in the state of Florida exclusively for the purposes or to such organizations as are organized and operated for such purposes, as said Courts shall determine.

ARTICLE XI: AMENDMENTS

These Articles of Incorporation may be amended by the Member, acting through its Board of Directors.

ARTICLE XII: ADOPTION OF BYLAWS

Bylaws of the Corporation must be adopted by the Member of the Corporation and may be amended as provided therein.

ARTICLE XIII: INCORPORATORS

The name and address, including street number and zip code, of Incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Celebration Residential Owners Association, Inc.	690 Celebration Ave, Celebration, Florida, 34747

ARTICLE XIV: INDEMNIFICATION

To the fullest extent permitted by Florida law, the Corporation shall indemnify and hold harmless every Director and every Officer of the Corporation against all expenses and liabilities, including attorneys' fees, actually and reasonably incurred by or imposed on him or her in connection with any legal proceeding (or settlement or appeal of such proceedings) to which he or she may be a party because of his or her being or having been a Director or Officer of the Corporation. The foregoing right of indemnification shall not be available if a judgment or other final adjudication establishes that his or her actions or omission to act were material to the cause adjudicated and involved:

(A) Willful misconduct or a conscious disregard for the best of the Corporation, in a proceeding by or in the right of the Corporation to procure a judgment in its favor.

(B) A violation of criminal law, unless the Director or Officer had no reasonable cause to believe his action was unlawful or had reasonable cause to believe his action was lawful.

(C) A transaction from which the Director or Officer derived an improper personal benefit.

In the event of a settlement, the right to indemnification shall not apply unless the Board of Directors approves such settlement as being in the best interest of the Corporation. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which a Director or Officer may be entitled.

IN WITNESS WHEREOF, for the purpose of forming this Corporation, under the laws of the state of Florida, I, the undersigned, being the Incorporator of the Corporation, have executed these Articles of Incorporation, this 9 day of May, 2006.

Incorporator:

Celebration Residential Owners Association, Inc.,
A Florida Not for Profit Corporation


as President

Print Name: LEE Moore

Address: c/o Town Hall at Celebration
690 Celebration Ave.
Celebration FL 34747

Having been named to accept service of process for the above stated Corporation, at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 617.0505 Florida Statutes.

REGISTERED AGENT


Richard E. Larsen, Esq.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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