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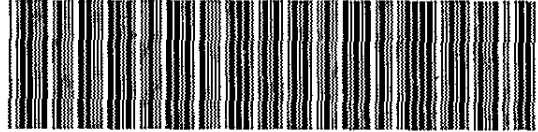
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2007 JUL 25 P 4: 27
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

W07-33585

dec 7/27

BRIAN R. LOE
Attorney at Law
3074 West Lake Mary Boulevard, #136
Lake Mary, Florida 32746
Phone (407) 323-6128
Fax (407) 323-5929

July 9, 2007

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P O BOX 6327
TALLAHASSEE FL 32314

TO WHOM IT MAY CONCERN;

Enclosed are the Articles of Incorporation for MARKHAM WOODS ENCLAVE HOMEOWNERS ASSOCIATION. I have enclosed a check for \$78.75 drawn upon my account payable to the Secretary of State in payment of \$35.00 filing fee, \$35.00 register agent designation fee \$8.75 for return of a certificate of status.

Do not hesitate to make a collect phone call to me if everything is not in order.

Thank you for your attention to this matter.

Sincerely,

BRIAN R. LOE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2007 JUL 25 P 4:27

FILED

BRL/jms
enc: Check & Articles

BRIAN R. LOE
Attorney at Law
3074 West Lake Mary Boulevard, #136
Lake Mary, Florida 32746
Telephone [407] 323-6128
Facsimile [407] 323-5929

July 23, 2007

Ruby Dunlap
Regulatory Specialist
New Filing Section
FLORIDA DEPARTMENT OF STATE
Division of Corporations
P O Box 6327
Tallahassee FL 32314

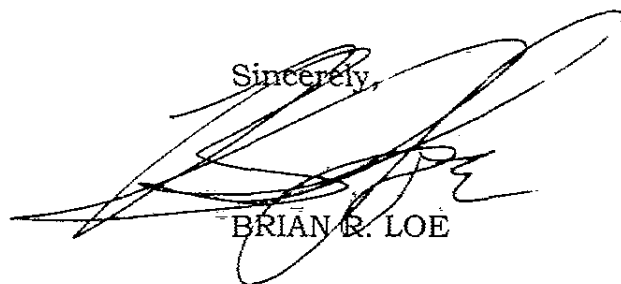
RE: Letter Number 307A00044710

Dear Ms. Dunlap:

Per your letter of July 13th, a copy of which is enclosed, I am forwarding herewith the amended Articles of Incorporation for MARKHAM WOODS ENCLAVE HOMEOWNERS ASSOCIATION. As you will note, the registered agent and street address are now consistent throughout. Thank you for bringing this to our attention.

Do not hesitate to make a collect phone call to me if everything is not in order.

Sincerely,



BRIAN R. LOE

BRL : dd
Enclosure : 07/13/07 DoS letter
Amended Articles



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 13, 2007

BRIAN R LOE, ESQ
3074 WEST LAKE MRY BOULEVARD
#136
LAKE MARY, FL 32746

SUBJECT: MARKHAM WOODS ENCLAVE OWNERS ASSOCIATION, INC.
Ref. Number: W07000033585

We have received your document for MARKHAM WOODS ENCLAVE OWNERS ASSOCIATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and street address must be consistent wherever it appears in your document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6879.

Ruby Dunlap
Regulatory Specialist
New Filing Section

Letter Number: 307A00044710

ARTICLES OF INCORPORATION FOR
MARKHAM WOODS ENCLAVE OWNERS ASSOCIATION, INC.

FILED

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.

2001 JUL 25 P 4:27

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of the corporation shall be known as MARKHAM WOODS ENCLAVE OWNERS ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Association", these Articles of Incorporation as the "Articles", the Declaration of Covenants, Conditions and Restrictions as the "Declaration" and the By-Laws of the Association as the "By-Laws".

ARTICLE II
PURPOSE

The purpose for which the Association is organized is to provide an entity for the maintenance, control and operation of a Homeowners Association to manage real estate and rights appurtenant thereto and, for the enforcement of Architectural Standards and lot ownership covenants and restrictions appurtenant to the use and ownership of lots in the platted residential subdivision known as MARKHAM WOODS ENCLAVE located in Seminole County, Florida, and for any and all other lawful corporate purposes.

ARTICLE III
DEFINITIONS

The terms used in these Articles shall have the same definitions and meanings as those set forth in the Association Documents, Articles, By-Laws and as provided by Florida Statutes unless herein provided to the contrary, or unless the context otherwise requires.

ARTICLE IV
PRINCIPAL OFFICE & MAILING ADDRESS

The mailing address of the Corporation is c/o REX CRANE at 3359 Horseshoe Bend Court, Longwood FL 32779. The principal office of the corporation is also 3359 Horseshoe Bend Court, Longwood FL 32779.

ARTICLE V
POWERS and DUTIES

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

5.1 **General.** The corporation shall have all of the common-law and statutory powers of a corporation not for profit under the Laws of Florida that are not in conflict with the provisions of these Articles, the Declaration, and the By-Laws.

5.2 **Enumeration.** This Association shall have all of the powers and duties set forth in the appropriate Florida Statutes except as limited by these Articles and the By-Laws, and all of the powers and duties reasonably necessary to operate the Association as more particularly described in the By-Laws, 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 Association members as Lot Owners, and to use the proceeds thereof in the exercise of its powers and duties.
- (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 Property, and other property acquired or leased by the Association.
- (d) To purchase insurance upon the Property and insurance for the protection of the Corporation, the Association, its officers, directors and Lot Owners.
- (e) To make and amend reasonable rules and regulations for the maintenance, conservation and use of the Property and for the health, comfort, safety and welfare of the Lot Owners.

- (f) To approve or disapprove the leasing, transfer, ownership and possession of lots as may be provided by the Declaration, these articles, and the by-laws.
- (g) To enforce by legal means the provisions of Florida Statutes as they may apply, these Articles, the By-Laws, and the rules and regulations for the use of the Property, subject, however to the limitation regarding assessing lots owned by the Developer for fees and expenses relating in any way to claims or potential claims against the Developer as set forth herein and/or in the By-Laws.
- (h) To contract for the management and maintenance of the Property and to authorize a management agent (who may be an affiliate of the Developer) to assist the Owners 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 such 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 these articles, the bylaws and Florida Statutes, including, but not limited to, the making of Assessments, promulgation of rules and execution of contracts on behalf of the Association. The Association shall have and does hereby retain the right to manage and maintain the landscaping and irrigation on all lots of members in the Association.
- (i) To employ personnel to perform the services required for the proper operation of the Corporation.
- (j) To promulgate and enforce architectural

standards by rule, regulation, or by-law as well as by issuance of an Architectural Standards Manual, and, to enforce, by any and all legal means available, any and all rights of use as well as any and all covenants and restrictions running with the land relative to the use and development of lots in MARKHAM WOODS ENCLAVE. The Board of Directors is hereby given full authority to create an Architectural Sub-Committee of the board, whether pursuant to the By-Laws or these articles, for the purpose of bringing full force and effect to this paragraph and the declarations.

5.3 **Association Property.** All funds and the title to all properties acquired by the Association and their proceeds 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.

5.4 **Distribution of Income, Dissolution.** The Association shall make no distribution of income to its members, directors or officers, and upon dissolution, all assets of the Association shall be transferred only to another nonprofit corporation or a public agency.

5.5 **Limitation.** The powers of the Association shall be subject to and shall be exercised in accordance with the provisions hereof and of the By-Laws and appropriate Florida Statutes.

5.6 **St. Johns River Water Management Coordination**

5.61 **Surface Water and Storm Water Management.** The Association shall operate, maintain and manage the surface water or storm water management system(s) in a manner consistent with the St. Johns River Water Management District Permit no. 40-095-71746-2 requirements and applicable District rules, and shall assist in the enforcement of the provisions of the declaration of restrictions and covenants which relate to the surface water or

stormwater management system.

5.62 Collection of Dues and Assessments for Storm water/Surface Water Management. The Association shall levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the surface water or storm water management system.

5.63 Use of Assessments for Storm water/Surface Water Management. The assessments shall be used for the maintenance and repair of the surface water or storm water management systems including but not limited to work within retention areas, drainage structures and drainage easements.

5.64 Storm water/Surface Water Management in the Event of Dissolution. In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water or storm water 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 in writing by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

ARTICLE VI Members

6.1 Membership. Membership in the Association may only be issued or transferred to the record title owner(s) of lots in MARKHAM WOODS ENCLAVE a platted residential subdivision located in Seminole County Florida. Each lot owner shall be a member. Any member may own more than one lot. The developer shall be a member so long as there are unsold lots or lots returned to the developer in accord with the Declaration of Covenants and Restrictions recorded on the public records of Seminole County, Florida.

6.2 Assignment. The rights, titles, duties and responsibilities of a member in the Association

cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the Lot for which that lot is held.

6.3 **Voting.** On all matters upon which the membership shall be entitled to vote, there shall be only one vote for each lot which vote shall be exercised in the manner provided by these Articles, the Declaration and the By-Laws. Any person or entity owning more than one lot shall be entitled to one vote for each lot owned. Until the turnover date set forth in the recorded Covenants and Restrictions the declarant/developer shall have the number of votes set forth in the CC & R's.

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

6.5 **Number of Lots:** The maximum number of lots that this company is initially authorized to have at any one time is 5 being the number of planned lots in the subdivision. This provision may be amended, from time to time, if additional lots are added to the subdivision.

ARTICLE VII TERM OF EXISTENCE

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State of Florida. The Association shall exist in perpetuity.

ARTICLE VIII SUBSCRIBERS

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

NAME

ADDRESS

REX CRANE, As President
of KING BUILDERS LLC

3359 Horseshoe Bend Court
Longwood FL 32779-3135

ARTICLE IX OFFICERS

The affairs of the Association shall be administered by the officers holding the 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:

President:	REX CRANE,	3359 Horseshoe Bend Court Longwood FL 32779-3135
Vice President:	RICHARD BEAN	1483 Stone Trail, Enterprise FL 32725
Secretary:	KAREN CRANE	3359 Horseshore Bend Court Longwod FL 32779-3135
Treasurer:	VIRGINIA BEAN	1483 Stone Trail, Enterprise FL 32725

ARTICLE X DIRECTORS

- 10.1 **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 in the By-Laws, but which shall consist of not less than three (3) directors. Directors must be members of the Association and owners of Lots in the development.
- 10.2 **Duties and Powers.** All of the duties and powers of the Association and 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 Lot Owners when such approval is specifically required.
- 10.3 **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.

10.4 **Term of Developer's Directors.** The Developer of the property, KING BUILDERS, LLC 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.

10.5 **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 taken office, as provided in the By-Laws, are as follows:

NAME	ADDRESS
REX CRANE	3359 Horseshoe Bend Court Longwood FL 32779-3135
RICHARD BEAN	1483 Stone Trail, Enterprise FL 32725
KAREN CRANE	3359 Horseshore Bend Court Longwod FL 32779-3135

ARTICLE XI INDEMNIFICATION

11.1 **Indemnify.** 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 attorneys' fees and appellate attorneys' 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 determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith, nor 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 further specifically determines that indemnification should be defined. 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 in 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.

- 11.2 **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 11.1 above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actual and reasonably incurred by him in connection therewith.
- 11.3 **Advances.** Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the affected director, officer, employee, or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Association as authorized in this Article 11.
- 11.4 **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 person.
- 11.5 **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, or is or was serving,

at the request 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.

- 11.6 **Amendment.** Anything to the contrary herein notwithstanding, the provisions of this Article 10 may not be amended without the prior written consent of all persons whose interest would be adversely affected by such amendment.

ARTICLE XII BY-LAWS

12.0 The first By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided in the By-Laws.

ARTICLE XIII AMENDMENTS

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

- 13.1 **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.

- 13.2 **Adoption.** A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by 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, providing the approval is delivered to the Secretary at or prior to the meeting. The approvals must be:

- (a) by not less than unanimous vote of all of the

record members of the Association and by not less than the entire Board of Directors; or

(b) after control of the Association is turned over to Lot Owners other than the Developer, by not less than 100% 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.

13.3 **Limitation.** No amendment shall effect any changes in the qualifications for membership, nor in the voting rights or property rights of members, nor any changes in Sections 5.1, 5.3, 5.4 or 5.5 of Article V, entitled "Powers", without the approval in writing of all members and the joinder of all record owners of mortgages upon Lots. No amendment shall be made that is in conflict with Florida Statutes, the Declaration or the By-Laws, nor shall any amendment may 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 paragraph 13.3 shall be effective.

13.4 **The Developer** may amend these Articles consistent with the provisions of the Declaration, these Articles and the By-Laws allowing certain amendments to be effected by the Developer alone.

13.5 **Recording.** A copy of each amendment of these Articles shall be filed with the Secretary of State pursuant to the provisions of applicable Florida law.

ARTICLE XIV REGISTERED AGENT & OFFICE

The initial street address of the Corporation's registered office is 3359 Horseshoe Bend Court, Longwood FL 32779. The initial registered agent for the Corporation at that address is REX CRANE. The board of directors may move the registered office

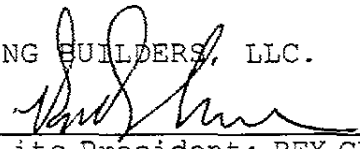
and change the registered agent from time to time as it deems appropriate.

ARTICLE XV
INCORPORATOR

The name and address of incorporator of these articles KING BUILDERS, LLC, a Florida limited liability company acting by and through its Managing Member REX CRANE, 3359 Horseshoe Court, Longwood FL 32779.

IN WITNESS WHEREOF, the subscribers have affixed their signatures the days and years set forth below.

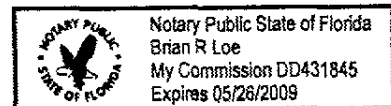
KING BUILDERS, LLC.


By its President: REX CRANE

STATE OF FLORIDA
COUNTY OF SEMINOLE

BEFORE ME, a Notary Public, personally appeared REX CRANE, as President of KING BUILDERS, LLC, who is personally known to me and signed the foregoing Articles of Incorporation and acknowledged before me as well that the corporation subscribed to these Articles of Incorporation on the 23rd day of July, 2007.


NOTARY PUBLIC
State of Florida at Large



FILED
2007 JUL 25 P 4:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING REGISTERED OFFICE
AND
REGISTERED AGENT WITHIN THIS STATE**

MARKHAM WOODS ENCLAVE OWNERS ASSOCIATION, INC. desiring to organize under the laws of the State of Florida with its principal place of business in Seminole County, Florida has named REX CRANE as its agent to accept service of process within this state at a registered office address of 3359 Horseshoe Bend Court, Longwood FL 32779.

By: _____

DATED

7/23/07

ACKNOWLEDGMENT

Having been named to accept service of process for MARKHAM WOODS ENCLAVE OWNERS ASSOCIATION, INC., at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

By: _____

REX CRANE

DATED

7/23/07

FILED
2007 JUL 25 P 4:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA