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February 27, 1995

Secretary of State
State of Florida
P.O. Box 6327
Tallahassee, FL 32314

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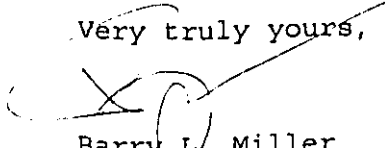
Re: Thorton Place Townhome Homeowners Association, Inc.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation for the above corporation. Please file same and return your certificate with one copy of the Articles time stamped from your office.

Thank you for your time and cooperation in this matter.

Very truly yours,


Barry L. Miller
Attorney at Law

BLM/mda

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Articles of Incorporation
of
Thorton Place Townhome Homeowners Association, Inc.

Pursuant to the provisions of Chapter 617, Florida Statutes, we, the undersigned natural persons competent to contract, acting as incorporators of a corporation not for profit, hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

Me name of the corporation is THORTON PLACE TOWNHOME HOMEOWNERS ASSOCIATION, INC., hereinafter referred to as the "Association".

ARTICLE II

PRINCIPAL OFFICE

The Principal office of the Association is located at 1010 Via Merano Court, Winter Park, FL 32789

ARTICLE III

Registered Agent

Barry L. Miller, whose address is 230 E. Marks Street, Orlando, Florida 32803, is hereby appointed the initial Registered Agent of the Association.

ARTICLE IV

PURPOSE, POWERS AND DUTIES 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 repair of the Common Property, and the architectural control of the resilience lots (all as defined in the Declaration referred to hereinafter) within that certain tract of property described as:

See attached Exhibit "A"

and to promote the health, safety and welfare of the residents within the above described property and, any additions thereto as 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 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 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

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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 two-thirds (2/3) of each class of members, 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) participate in mergers and consolidation with other non-profit corporations organized for the same purposes or annex additional residential property and common area, provide that any such merger, consolidation or annexation shall have the assent of two-thirds of each class of members;

(f) 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; and

(g) appoint members of the Architectural Control Committee.

ARTICLE V

MEMBERSHIP

Each lot which is subject by covenants of 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, so long as Developer retains Class "B" voting rights. Each Class "A" Member 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 three (3) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of one of the following events, whichever occurs earlier:

(a) when the total votes outstanding in the Class A membership equals the total votes outstanding in the Class B

membership; or

(b) Five (5) years from the date of recording this document; or

(c) At such earlier time as Developer, in its discretion, may so elect.

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 five (5) 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>Eric Kovar</u>	<u>1010 Via Merano Court</u> <u>Winter Park, FL 32789</u>
<u>Patricia Kovar</u>	<u>1010 Via Merano Court</u> <u>Winter Park, FL 32789</u>
<u>Brian Fatigat</u>	<u>1010 Via Merano Court</u> <u>Winter Park, FL 32789</u>

At the first annual meeting after the Class B membership is converted to Class A membership, the members shall elect three (3) directors to serve for a term of one (1) year each. At each annual meeting thereafter, the members shall elect the appropriate number of directors for a term of one (1) year.

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 other 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	<u>Eric Kovar</u>
VICE PRESIDENT	<u>Patricia Kovar</u>
SECRETARY	<u>Patricia Kovar</u>
TREASURER	<u>Eric Kovar</u>

ARTICLE IX

INDEMNIFICATION OF OFFICERS AND DIRECTORS

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

(a) 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, 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 attorneys' 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 the 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.

B. 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 attorney's fees, actually and necessarily incurred by him in connection with the defense of settlement of such action, or in connection with an appeal therein if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association. Such person shall not be entitled to indemnification in relation to matters to which such person has been adjudged to have been guilty of gross negligence or misconduct in the performance of his duty to the Association, unless and only to the extent that, the court, administrative agency, or investigative board before which such action, suit or proceeding is held shall determine upon application that despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

C. The Board of Directors shall determine whether amounts for which Director or officer seeks indemnification were properly incurred and whether such Director or officer acted in good faith and in a manner he reasonably believed to be in the best interests of the Association, and whether, with respect to any criminal action or proceeding, he had no reasonable ground for

belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding.

D. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Association to indemnify under applicable law.

ARTICLE X

TRANSACTION IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

A. No contract or transaction between the Association and one or more of its Directors or officers, or between the Association and any, other corporation, partnership, association or other organization in which one or more of its Directors or officers are Directors or officers, have a financial interest, shall be invalid, void or voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the Board or 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 which authorized the contract or transaction.

ARTICLE XI

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 XII

AMENDMENTS

Proposals for the alteration, amendment or recision 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 of membership, except that the Board of Directors may amend these Articles of Incorporation without the assent of the membership to correct any ambiguities, scrivener's errors or conflicts appearing within these Articles of Incorporation.

The Association may be dissolved with the assent given in writing and signed by the holders of not less than three-fourths (3/4) 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

EXISTENCE AND 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 XV

SUBSCRIBERS

The names and residence of the subscribers are as follows:

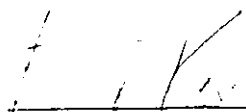
<u>Names</u>	<u>Addresses</u>
<u>Eric Kovar</u>	<u>1010 Via Merano Court</u> <u>Winter Park, FL 32789</u>

ARTICLE XVI

FHA AND VA APPROVAL

As long as there is a Class B membership, the following actions will require the prior approval of either the Federal Housing Administration or the Veterans Administration when either of subject entities has an interest: annexation of additional properties, mergers and consolidations, mortgaging or dedication of the Common Property, dissolution and amendment of these Articles.

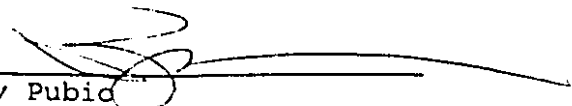
IN WITNESS WHEREOF, for the purposes of performing this corporation under the laws of the State of Florida, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 21 day of _____, 1995.



STATE OF FLORIDA
COUNTY OF _____

I Hereby Certify that on this day personally appeared before me, the undersigned authority, the following named persons, to-wit: Eric Kusan and _____ all to me well known and well known to me to be the persons of those names described in and who executed the foregoing instrument and they acknowledged before me that they executed the said instrument as their free and voluntary act and deed for the uses and purposes therein set forth and expressed.

WITNESS my hand and official seal this 27 day of February, 1995.



Notary Public
My Commission Expires
My Commission Number:

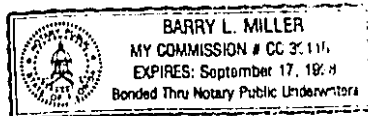


EXHIBIT "A"

A PORTION OF LOT 18, BLOCK C, MAP OF EDGEWATER TERRACE, ACCORDING TO THE PLAT THEREOF AS RECORDED IN PLAT BOOK F, PAGE 5 OF THE PUBLIC RECORDS OF ORANGE COUNTY, FLORIDA, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCE AT THE NORTHEAST CORNER OF LOT 20, BLOCK C; THENCE ALONG THE EAST LINE OF LOTS 19, 20 AND SAID LOT 18, BLOCK C AND THE WEST RIGHT-OF-WAY LINE OF HYER STREET S 00°31'59" W, A DISTANCE OF 128.51 FEET TO THE POINT OF BEGINNING; THENCE CONTINUE ALONG THE SAID EAST LINE OF LOT 18, BLOCK C AND THE SAID WEST RIGHT-OF-WAY LINE OF HYER STREET S 00°31'59" W, A DISTANCE OF 16.00 FEET; THENCE DEPARTING SAID EAST LINE OF LOT 18, BLOCK C AND THE WEST LINE OF HYER STREET N 89°28'01" W, A DISTANCE OF 52.00 FEET; THENCE PARALLEL TO THE AFORESAID EAST LINE OF LOT 18, BLOCK C AND THE AFORESAID WEST LINE OF HYER STREET N 00°31'59" E, A DISTANCE OF 16.00 FEET; THENCE S 89°28'01" E, A DISTANCE OF 52.00 FEET TO THE POINT OF BEGINNING CONTAINING 0.02 ACRES, MORE OR LESS.

A PORTION OF LOT 18, BLOCK C, MAP OF EDGEWATER TERRACE, ACCORDING TO THE PLAT THEREOF AS RECORDED IN PLAT BOOK F, PAGE 5 OF THE PUBLIC RECORDS OF ORANGE COUNTY, FLORIDA, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCE AT THE NORTHEAST CORNER OF LOT 20, BLOCK C; THENCE ALONG THE EAST LINE OF LOTS 19, 20 AND SAID LOT 18, BLOCK C AND THE WEST RIGHT-OF-WAY LINE OF HYER STREET S 00°31'59" W, A DISTANCE OF 112.51 FEET TO THE POINT OF BEGINNING; THENCE CONTINUE ALONG THE SAID EAST LINE OF LOT 18, BLOCK C AND THE SAID WEST RIGHT-OF-WAY LINE OF HYER STREET S 00°31'59" W, A DISTANCE OF 16.00 FEET; THENCE DEPARTING SAID EAST LINE OF LOT 18, BLOCK C AND THE WEST LINE OF HYER STREET N 89°28'01" W, A DISTANCE OF 52.00 FEET; THENCE PARALLEL TO THE AFORESAID EAST LINE OF LOT 18, BLOCK C AND THE AFORESAID WEST LINE OF HYER STREET N 00°31'59" E, A DISTANCE OF 16.00 FEET; THENCE S 89°28'01" E, A DISTANCE OF 52.00 FEET TO THE POINT OF BEGINNING. CONTAINING 0.02 ACRES, MORE OR LESS.

and Lots 18, 19 & 20, Block C, EDGEWATER TERRACE, according to the plat thereof as recorded in Plat Book F, Page 5 of the Public Records of Orange County, Florida as may be platted in the future.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS FOR THIS STATE NAMING THE AGENT UPON WHOM
PROCESS MAY BE SERVED.

Pursuant to chapter 48.09, Florida Statutes, the following is
submitted in compliance with said act:

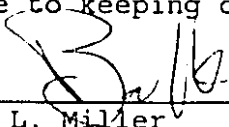
THAT Thorton Place Townhome Homeowners Association, Inc. desiring
to organize under the laws of the State of Florida, with its
principal office as indicated in the Articles of Incorporation at
the City of Winter Park, County of Orange, State of Florida, has
named:

Barry L. Miller, 230 E. Marks Street, Orlando, FL 32803

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 a 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.



Barry L. Miller

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