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AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
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REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
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DIVISION OF CORPORATIONS
96 NOV 25 AM 11:42

12/3/96

**ARTICLES OF INCORPORATION
OF
MINNEHAHA COVE RESIDENTS' ASSOCIATION, INC.
(A Corporation Not For Profit)**

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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We, the undersigned, with other persons, being desirous of forming a corporation for civic, sociable, charitable and philanthropic purposes, do agree to the following:

ARTICLE I. NAME

The name of this corporation is MINNEHAHA COVE RESIDENTS' ASSOCIATION, INC.

ARTICLE II. PURPOSES

The general nature of the objects and purposes of this corporation shall be: To sponsor and promote projects for the common good; to resist proposals in and around Minnehaha Road including: East George Avenue, Minnehaha Road and Minnehaha Lane, from whatever source, which are, or appear to be detrimental to the best interests of the community surrounding Minnehaha Cove; to improve and beautify the community; to foster the well - being of the residents of the community and to promote goodwill.

ARTICLE III. QUALIFICATIONS OF MEMBERS

The membership of this corporation shall constitute all persons hereinafter named as subscribers and such other persons as, from time to time hereafter, may become members in the manner provided by the by - laws.

ARTICLE IV. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V. SUBSCRIBERS

The names and residences of the subscribers to the articles are:

NAME	RESIDENCE
Lael DeWahl	221 Minnehaha Road, M. itland
Tracy Johnson	570 E. George Avenue
Dave Johnson	570 E. George Avenue

ARTICLE VI. OFFICERS

Section 1.

The officers of the corporation shall be a Chairperson, CO-Chairperson and Treasurer, or such other officers as may be provided in the by - laws.

Section 2.

The names of the persons who are to serve as officers of the corporation until the first annual meeting of the corporation are:

Chairperson	Lael DeWahl
Vice- Chairperson	Tracy Johnson
Treasurer	Dave Johnson

Section 3.

The officers, except the first, shall be elected at the annual meeting of the corporation, or as provided by the by-laws.

ARTICLE VII. BOARD OF DIRECTORS

Section 1.

The first Board of Directors of this corporation shall consist of three officers and three directors. The number of the Board of Directors may be increased or decreased, from time to time, as provided by the by-laws, but shall never be less than three.

Section 2.

The Board of Directors shall be the members of the corporation.

Section 3.

The Directors, after those listed herein, shall be elected and hold office in accordance with the by-laws.

Section 4.

The names and addresses of the persons who are to serve as directors, in addition to the officers named herein, who are to serve from incorporation to the first annual meeting of the corporation are:

NAME	ADDRESS
Lael DeWahl	221 Minnehaha Road
Tracy Johnson	570 East George Avenue
Dave Johnson	570 East George Avenue

ARTICLE VIII. GOVERNING BODY

The Board of Directors shall govern and manage the corporation, as provided by the by-laws.

ARTICLE IX. BY-LAWS

Section 1.

The first Board of Directors of this corporation shall make such by-laws for the conduct of the business of the corporation as it deems necessary.

ARTICLE X. AMENDMENTS

Section 1.

The by-laws may be amended, altered or rescinded by a majority VOTE of the members of the corporation at any regular or special meeting as provided by the by-laws.

Section 2.

These Articles of Incorporation may be amended by a majority vote of the members of the corporation at any regular meeting, after notice to the members, or at a special meeting called for that purpose as provided by the by-laws.

ARTICLE XI. LOCATION

The location of this corporation shall be at 221 Minnehaha Road, Maitland, FL 32751.

ARTICLE XII. NON-PROFIT STATUS

This corporations shall not be operated for profit and no part of its net earnings shall inure to the benefit of any individual or member

ARTICLE XIII. INDEBTEDNESS

The highest amount of indebtedness or liability to which the corporation may at any time subject itself shall never be greater than One Hundred percent (100%) of the assets or value of the property of the corporations.

ARTICLE XIV. DUES

The amount of the yearly dues payable by members shall be such an amount as provided by the by-laws.

ARTICLE XV. POWERS

In order to promote the purposes of this corporation, it may acquire property by grant, gift, purchase, devise or bequest, and hold and dispose of such property as the needs of the corporation may require for the benefit of its members, but not for pecuniary profit.

ARTICLE VI. MEETINGS

Section 1.

The annual meeting for the election of officers and directors shall be held as provided by the by-laws.

Section 2.

The corporation may provide in its by-laws for the holding of additional meetings, regular or special on notice to its members, as provided by its by-laws.

Section 3.

Ten percent (10%) of the members of the corporation shall constitute a quorum for the holding of any regular or special meeting.

Section 4.

A majority of the membership of the Board of Directors shall constitute a quorum.

Section 5.

A majority of committee members of any committee, appointed under the by-laws, shall constitute a quorum.

Section 6.

A majority vote shall control at any meeting.

ARTICLE XVII. DISTRIBUTION OF ASSETS UPON DISSOLUTION

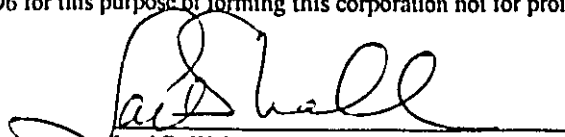

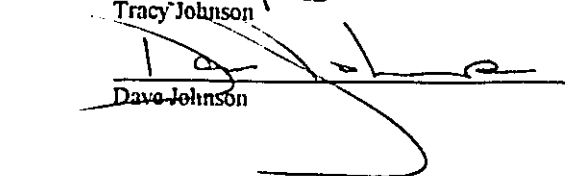
No person, firm or corporation shall ever receive any dividends or profits from the undertakings of this corporation and upon its dissolution all of its assets remaining after the payments of all costs and expenses of such dissolution shall be distributed to organizations which have qualified for exemption under Section 501 (c) (3) of the Internal Revenue Code or to the federal, state or local government, for public purposes, and none of the assets will be distributed to any member, officer or trustee of this corporation.

ARTICLE XVIII. RESIDENT AGENT

The first Resident Agent under these article is hereby named as:

Edward O. Wood
221 Minnehaha Road
Maitland, Florida 32751

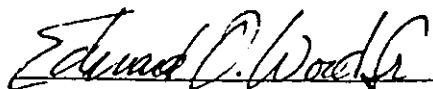
IN WITNESS WHEREOF, we the undersigned, as incorporators have hereunto set or hands and seals,
this 19 day of November, 1996 for this purpose of forming this corporation not for profit
under the laws of the State of Florida.


Lael DeWahl

Tracy Johnson

Dave Johnson

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ACCEPTANCE BY RESIDENT AGENT

Having been designated as the first Resident Agent for the Minnehaha Cove Residents' Association, Inc.
under these Articles of Incorporation, I hereby state that I am familiar with the obligations of this position
and I accept the position.







11/19/96