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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

The Patches of Atkins Place
Homeowners Association Inc.

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- Certificate of State Standing
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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
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<input type="checkbox"/>	Other

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	
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<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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 OFFICE OF CERTIFICATION

Ordered By: _____

Date: _____

[Handwritten Signature]

EXHIBIT "B"

ARTICLES OF INCORPORATION

OF

THE PORCHES OF ATKIN'S PLACE

HOMEOWNERS ASSOCIATION, INC.

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TALLAHASSEE, FLORIDA

In compliance with the requirements of Florida Statutes, Chapter 617, the undersigned, a resident of the State of Florida and of full age, for the purpose of forming a corporation not for profit and does hereby certify:

ARTICLE I

NAME OF CORPORATION

The name of the corporation is The Porches of Atkin's Place Homeowners Association, Inc., hereafter called the "Association".

ARTICLE II

PRINCIPAL OFFICE OF THE ASSOCIATION

The principal office of the Association is located at 425 West Colonial Drive, Suite 301, Orlando, Florida 32804.

ARTICLE III

REGISTERED OFFICE AND REGISTERED AGENT

Frank N. Anderson, Jr., whose address is 425 West Colonial Drive, Suite 301, Orlando, Florida 32804, 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 residence Lots and easements contained therein for driveways and utilities within that certain tract of property described initially as:

Lots 1, 2, 3, 4, 5, 6, 7 and 8 of the Porches of Atkin's Place as recorded in Plat Book 38 Page 16 of the Public Records of Orange County, Florida, being a Replat of Lots 28, 29 & 30, "Orange Park", recorded in Plat Book E, Page 31, and a Replat of a portion of Lots 13 & 14, Block 2 of "Replat of Block 1 & Lots 1-2-3 & 13 of Block 2 of Edgewater Heights No. 2", recorded in Plat Book P, Page 74, of the Public Records of Orange County, Florida,

and to promote the 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 for this purpose 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 of Covenants, Conditions and Restrictions, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the Office of Public Records 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 by any lawful means all charges of assessments pursuant to the terms of the Declaration; to pay off 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) 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) have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Florida by law may now or hereafter have or exercise.

ARTICLE V

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessments by the Association.

ARTICLE VI

MEETINGS OF MEMBERS: QUORUM REQUIREMENTS

The presence at any meeting of members entitled to cast, or of proxies entitled to cast, one-third (1/3) of the votes of each class of membership shall constitute a quorum for any action except as otherwise provided in these Articles of Incorporation, the Declaration or the By-Laws.

ARTICLE VII

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 Declarant, and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot.

CLASS B. The Class B member(s) shall be the Declarant (as defined in the Declaration), and shall be entitled to five (5) 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) on January 1, 2000.

ARTICLE VIII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of Three (3) Directors, who need not be members of the Association. The number of directors may be changed by amendment of the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

NAME AND ADDRESS

Frank N. Anderson, Jr., 425 West Colonial Drive, Suite 301, Orlando, Florida 32804.

Mary Jo Anderson, 425 West Colonial Drive, Suite 301, Orlando, Florida 32804.

Jesslyn Ann Anderson, 425 West Colonial Drive, Suite 301, Orlando, Florida 32804.

At the first annual meeting the members shall elect three directors for a term of one year and at each annual meeting thereafter the members shall elect three directors to fill the vacancies.

ARTICLE IX

OFFICERS AND THEIR DUTIES

The officers of this Association shall be a president and secretary, who shall at all times be members of the Board of Directors and 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 following each annual meeting of the members. The officers of this Association shall be elected annually by the Board and each shall hold office for

one (1) year unless he shall sooner resign, or shall be removed, or otherwise become disqualified to serve. The following named persons shall serve as officers until the first election of officers is conducted by the Board of Directors:

President: Frank N. Anderson, Jr.
Secretary/Treasurer: Mary Jo Anderson

ARTICLE X

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of 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 purposes similar to those for which this Association was created. In the event that such 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. This procedure shall be subject to court approval of the dissolution pursuant to Florida Statutes 617.05.

ARTICLE XI

DURATION

The corporation shall exist perpetually.

ARTICLE XII

AMENDMENTS

Amendment of these Articles shall require the assent of seventy-five per cent (75%) of the entire membership. Amendment of these Articles may be proposed by the Board of Directors and shall be voted on at a special meeting of the Membership duly called for that purpose, or at an annual meeting of the Membership.

ARTICLE XIII

BY-LAWS

The By-Laws shall be adopted by the Directors at their first meeting. The 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. In the case of any conflict between the Articles of Incorporation and the By-Laws, the Articles shall control; and in the case of any conflict between the Declaration and the By-Laws, the Declaration shall control.

ARTICLE XIV

SUBSCRIBERS

The name and address of the subscriber to these Articles of Incorporation are:

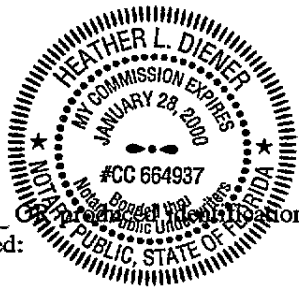
Frank N. Anderson, Jr., 425 West Colonial Drive, Suite 301, Orlando, Florida 32804.

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, have executed these Articles of Incorporation this 6th day of April, 1998.

[Handwritten Signature]
FRANK N. ANDERSON, JR.

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing Articles of Incorporation for The Porches of Atkin's Place Homeowners Association, Inc. were acknowledged before this 6th day of April, 1998 by FRANK N. ANDERSON, JR.



[Handwritten Signature]
Notary Public
Printed Commission Name
Commission Expiration

Personally known X
Type of Identification produced: _____

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the designation as Registered Agent of The Porches of Atkin's Place Homeowners Association, Inc.

[Handwritten Signature]
FRANK N. ANDERSON, JR.

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