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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 5, 1998

VIA: COURIER

Division of Corporations
Department of State
409 East Gaines Street
Post Office Box 6327
Tallahassee, Florida 32314

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Subject: Southchase Parcels 40 and 45 Master Association, Inc.

Dear Sir or Madam:

Enclosed please find the following in connection with above-referenced corporation --

1. Original Articles of Incorporation and copy for certification; and
2. A check in the amount of \$122.50 in payment of the following items:
(a) \$35.00 for filing fee; (b) \$35.00 for designation of Registered Agent; and (c)
\$52.50 for one certified copy.

Your assistance in this matter is appreciated. Should you have any questions or comments regarding the above, please do not hesitate to contact me.

Very truly yours,

Marlis J. Spear

Mrs. Marlis J. Spear
Legal Assistant

/mjs

Enclosures

cc: Robert M. Poppell, Esq.

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TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS
STATE

ARTICLES OF INCORPORATION

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SOUTHCHASE PARCELS 40 AND 45 MASTER ASSOCIATION, INC

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

ARTICLE I

NAME

The name of this corporation shall be SOUTHCHASE PARCELS 40 AND 45 MASTER ASSOCIATION, INC. For convenience, the corporation shall be referred to in these Articles of Incorporation as the "Association."

ARTICLE II

DURATION

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, State of Florida. The Association shall have perpetual existence.

ARTICLE III

PURPOSE, DUTIES AND POWERS OF THE ASSOCIATION

The Association is organized as a corporation not for profit pursuant to Chapter 617 of the Florida Statutes for the purpose of enforcing, and fulfilling the objectives and purposes stated in, the Master Declaration of Covenants, Conditions, Easements and Restrictions for Southchase Parcels 40 and 45 (the "Declaration") recorded on September 6, 1990 at Official Records Book 4216, Page 88, Public Records of Orange County, Florida, including, but not limited to, ensuring the operation, maintenance and management of the surface water management system for the Property in a manner consistent with the South Florida Water Management District Permit No. 48-00356-S (MOD) ("Permit") requirements and applicable district rules, and assistance in the enforcement of the restrictions and covenants contained in these Articles of Incorporation. Capitalized terms used herein without definition shall have the same meanings given to such terms in the Declaration. The Association shall have all the powers of a not for profit corporation organized under Chapter 617 of the laws of the State of Florida, subject, however, only to such limitations upon the exercise of such powers as are expressly set forth in these Articles of Incorporation, the Bylaws of the Association ("Bylaws"), or the Declaration. The Association shall have the power and duty to do any and all lawful things which may be

authorized, assigned, required or permitted to be done by the Declaration, these Articles of Incorporation and the Bylaws, including, but not limited to (i) the levy and collection of Assessments against Members pursuant to and in accordance with the terms of the Declaration, (ii) the acceptance of title to all Conservation Areas, including any wetlands, preserved uplands and mitigation areas forming a part of the surface water management system subject to the Permit, conveyed to the Association in accordance with, or as required by, the provisions of the Declaration or the Permit, (iii) the compliance with any directives, requirements or orders of the SFWMD pertaining to the surface water management system for the Property or otherwise pursuant to the Permit, and (iv) to do and perform any and all acts which may be necessary or proper for, or incidental to, the exercise of any of the duties or powers of the Association. Unless otherwise specifically prohibited, any and all functions, duties and powers of the Association shall be fully transferable in whole or in part. Any instrument affecting such a transfer shall specify the duration thereof and the means of revocation. The Association is not formed for pecuniary profit and the Association shall not pay dividends, and no part of any income or assets of the Association shall be distributed to its Members, directors or officers.

ARTICLE IV

PRINCIPAL OFFICE

The initial principal office and mailing address of the Association is located at 1350 Orange Avenue, Winter Park, Florida 32789.

ARTICLE V

REGISTERED OFFICE AND AGENT

Sue Carpenter, whose address is 1350 Orange Avenue, Winter Park, Florida 32789 is hereby appointed the initial registered agent of the Association and the registered office shall be at said address.

ARTICLE VI

DISSOLUTION OF THE ASSOCIATION

Upon dissolution of the Association, all of its assets remaining after provision for creditors and payment of all costs

and expenses of such dissolution shall be distributed in the following manner:

6.1 Dedication to any applicable municipal or other governmental authority of any property and responsibilities determined by the Board of Directors of the Association to be appropriate for such dedication and which the authority is willing to accept. If said agency is unable or unwilling to accept the conveyance, then the property and responsibilities shall be dedicated to a non-profit corporation similar to the Association which shall then be responsible for the operation and maintenance thereof. With respect to the Association's responsibility for the operation and maintenance of the surface water management system, such obligation must be transferred to and accepted by an entity which would comply with Section 40C-42.027, F.A.C., and be approved by the South Florida Water Management District prior to dissolution.

ARTICLE VII

MEMBERSHIP

Every entity that qualifies as a Member in accordance with the Declaration shall be a Member of the Association. Any entity who holds any interest merely as a security for the performance of any obligation shall not be a Member.

ARTICLE VIII

VOTING RIGHTS

A Member's right to vote shall vest immediately upon such Member's qualification for membership as provided in the Declaration and these Articles of Incorporation. All voting rights of a Member shall be exercised in accordance with and subject to the restrictions and limitations provided in the Declaration and in these Articles of Incorporation, the By-Laws and any other rules of the Association. Pursuant to the terms of the Declaration, each Member shall be entitled, on each matter submitted to a vote at a meeting of Members, to one (1) vote for each Lot represented by the Member. Each Member shall appoint, elect or designate a representative to vote on behalf of the Member, on all matters submitted to a vote of the Members, in accordance with the provisions of the Declaration.

ARTICLE IX

BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors who shall be elected by the Members. The number of directors constituting the initial Board of Directors shall be three (3). The number of directors of the Association shall never be less than three (3). Each director shall be entitled to one (1) vote in Association voting matters.

The term of office of the initial directors of the Association shall expire at the first meeting of Members at which directors are appointed. The term of office of all other directors will expire at the next annual meeting of Members following the appointment of such directors. Despite the expiration of a director's term, the director will continue to serve until a successor is appointed and qualifies pursuant to the requirements for the qualification of directors as set forth in the Florida Not For Profit Corporation Act. Any director may be removed from office at any time, with or without cause, by the Member that appointed such director or, with cause, by the affirmative vote of a majority of the Members. The terms of office of all other directors will expire at the next annual meeting of Members following the election of such directors. The names and address of the persons who are to act in the capacity of initial directors until the election and qualification of their successors are:

<u>Name</u>	<u>Address</u>
Steve Berube	11570 Kenley Circle Orlando, Florida 32824
J. R. Finnegan	c/o 1350 Orange Avenue Winter Park, Florida 32789
Robert Thompson	c/o 1350 Orange Avenue Winter Park, Florida 32789

ARTICLE X

OFFICERS

The affairs of the Association shall be administered by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors at its first meeting, and they shall serve at the pleasure of the Board of Directors.

ARTICLE XI

AMENDMENT

11.1 Subject to the provisions of Section 11.2 of these Articles of Incorporation, the Articles of Incorporation may be changed, amended, or modified at any time and from time to time by the Members only upon the affirmative written consent or the vote of not less than seventy-five percent (75%) of the total voting power of the Members.

11.2 Notwithstanding anything to the contrary set forth in these Articles of Incorporation, the rights to change, amend or modify these Articles of Incorporation shall at all times be subject to and limited and restricted as follows, to wit:

(a) These Articles of Incorporation shall at all times be subject to the rules, laws, ordinances and codes of Orange County and the State of Florida.

(b) To the extent that any term or provision of these Articles of Incorporation may be included herein in satisfaction of any conditions to approval of the Master Development Plan/Land Use Plan for Southchase, or the Development Plan, as any conditions to approval may, from time to time, be changed, amended or modified, such terms or provisions shall not be changed, amended, or modified or otherwise deleted or eliminated without the prior written consent and joinder of Orange County, Florida.

(c) These Articles of Incorporation may not be changed, amended or modified in any fashion which will result in or facilitate the abandonment or termination of the obligation of the Association to maintain the Common Area or Conservation Area.

(d) These Articles of Incorporation may not be changed, amended or modified in any fashion which would affect the Association's obligation to maintain the surface water management system for the Property, without the prior written consent and approval of the South Florida Water Management District.

(e) These Articles of Incorporation may not be changed, amended or modified in such fashion as to change, amend, modify, eliminate or delete the provisions of this Section 11.2 relating to Orange County or the South Florida Water Management District, as the case may be, without the prior written consent and joinder of Orange County or the South Florida Water Management District, as the case may be.

ARTICLE XII

INDEMNIFICATION

12.1 Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding whether civil, criminal, administrative or investigative, or any settlement of any proceeding, or any appeal from such proceeding to which he may be a party or in which he may become involved by reason of his being or having been a director or officer of the Association, or having served at the Association's request as a director or officer of any other corporation, whether or not he is a director or officer at the time such expenses are incurred, regardless of by whom the proceeding was brought, except in relation to matters as to which any such director or officer shall be adjudged liable for gross negligence or willful misconduct, provided that in the event of a settlement, the indemnification shall apply only when the Board of Directors of the Association approves such settlement and reimbursement as being for the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

12.2 Expenses incurred in defending a suit or proceeding whether civil, criminal, administrative or investigative may be paid by the Association in advance of the final disposition of such action, suit or proceeding if authorized by a majority of the directors upon receipt of an undertaking by or on behalf of the director or officer to repay such amount if it shall ultimately be determined that he is not to be indemnified by the Association as authorized by these Articles of Incorporation.

12.3 The Association shall have the power to purchase at its expense and maintain insurance on behalf of any person who is or was a director or officer of the Association, or is or was serving at the request of the Association as a director or officer of another corporation, 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 these Articles.

ARTICLE XIII

BYLAWS

The first Bylaws shall be adopted by the Board of Directors at the organization meeting of the directors and may be altered, amended or rescinded in the manner provided by the Bylaws.

ARTICLE IV

INCORPORATOR

The name and address of the Incorporator of this corporation is as follows:

<u>Name</u>	<u>Address</u>
Robert M. Poppell, Esq.	Maguire, Voorhis & Wells, P.A. 2 South Orange Avenue Orlando, Florida 32801

ARTICLE V

NON-STOCK CORPORATION

The Association is organized on a non-stock basis and shall not issue shares of stock evidencing membership in the Association; provided, however, that membership in the Association may be evidenced by a certificate of membership which shall contain a statement that the Association is a corporation not for profit.

IN WITNESS WHEREOF, the undersigned has signed this Articles of Incorporation this 5th day of June, 1998.

"INCORPORATOR"


ROBERT M. POPPELL, ESQ.

CERTIFICATE DESIGNATING REGISTERED AGENT FOR
SERVICE OF PROCESS

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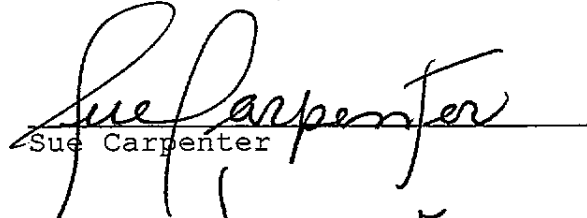
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Chapters 48 and 613, ~~Florida~~ Florida ~~Statutes~~, the corporation identified below hereby submits the following statement in designation of the Registered Office and Registered Agent in the State of Florida.

SOUTHCHASE PARCELS 40 AND 45 MASTER ASSOCIATION, INC., desiring to organize as a corporation under the laws of the State of Florida, with its registered office at 1350 Orange Avenue, Winter Park, Florida 32789 has named Sue Carpenter, located at the above-registered office, as its Registered Agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named as Registered Agent for the above-stated corporation at the place designated in this Certificate, I hereby acknowledge that I am familiar with the obligations of a registered agent under the laws of the State of Florida and accept to act as Registered Agent for the above-stated corporation and agree to comply with the provisions of all laws applicable to the performance of such office.


Sue Carpenter

Dated: JUNE 5, 1998

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