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FLORIDA DIVISION OF CORPORATIONS
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NAME: REGENCY HOMEOWNERS' ASSOCIATION, INC.
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SECRETARY OF STATE
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 1, 1998

EMPIRE

SUBJECT: REGENCY PLACE HOMEOWNER' ASSOCIATION, INC.
REF: W98000012361

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

You must list at least one incorporator with a complete business street address.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight
Document Specialist

FAX Aud. #: H98000010133
Letter Number: 198A00030482

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**ARTICLES OF INCORPORATION
OF
REGENCY PLACE HOMEOWNERS' ASSOCIATION, INC.
a Florida not-for-profit corporation**

In compliance with the requirements of Florida Statutes Chapter 617, the undersigned, a resident of the State of Florida who is of full age, does hereby certify:

**ARTICLE I
Corporate Name**

The name of the corporation is REGENCY PLACE HOMEOWNERS' ASSOCIATION, INC.; a Florida not-for-profit corporation, hereinafter called the "Association".

**ARTICLE II
Address**

The initial mailing address of the Association shall be 111 W. Robinson Street, Orlando, Florida 32801. The principal office of the Association shall be located at the mailing address or at such other place as may be subsequently designated by the Board of Directors of the Association.

**ARTICLE III
Registered Agent**

REINHARD G. STEPHAN, whose address is 2699 Lee Road, Ste. 540, Winter Park, FL 32789, 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 shall make no distributions of income to its members, directors or officers. The specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residential lots, common areas and improvements (as defined in the DECLARATION OF RESTRICTIONS ON REAL ESTATE and amendments thereto, referred to hereinafter as the "Declaration") according to the

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TALLAHASSEE, FLORIDA

REINHARD G. STEPHAN, Esq.
Attorney at Law
2699 Lee Road, Ste. 540
Winter Park, FL 32789
(407) 629-8870
Fla Bar No. 903622

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provisions of the Declaration, within that certain plat recorded among the public records of Polk County, Florida, to wit:

REGENCY PLACE, a residential planned development subdivision, according to the plat thereof as recorded in the Public Records of Polk County, Florida.

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 for this purpose.

The Association shall have the following powers:

- (a) To exercise all of the common law and statutory powers of a corporation not for profit organized under the laws of the State of Florida that are not in conflict with the terms of the Declaration, these Articles or the By-Laws of the Association;
- (b) To 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 applicable to the property and recorded in the Public Records of Polk County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein by reference as if set forth in its entirety;
- (c) To fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all other expenses incident to the conduct of the business of the Association, including but not limited to: all licenses, taxes or governmental charges levied or imposed against the property of the Association;
- (d) To maintain, repair and operate the property of the Association;
- (e) To purchase insurance upon the property of the Association and insurance for the protection of the Association and its members as Lot Owners;
- (f) To reconstruct improvements after casualty and make further improvements upon the property;
- (g) To enforce by legal means the provisions of the Declaration, and the Articles of Incorporation and By-Laws of the Association, and the rules and regulations adopted pursuant thereto;
- (h) To employ personnel to perform the services required for proper operation of the Association;

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(i) To 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;

(j) To 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;

(k) To dedicate, sell or transfer all or any part of the common areas, if any, to any public agency, authority, or utility for such purposes and subject to such conditions as may be provided in the Declaration. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;

(l) To participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and common areas, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members unless the annexation involves land the Developer has reserved the right to annex in the Declaration, in which case the Declaration shall control the annexation;

(m) To operate and maintain the Common Area and Common Property, specifically the surface water management system as permitted by the Southwest Florida Water Management Districts, including all lake, retention areas, culverts and related appurtenances, including, but not limited to, contracting for services to same by a maintenance company.

(n) 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 stormwater management system. The assessments shall be used for the maintenance and repair of the surface water or stormwater management systems, including, but not limited to, work within retention areas, drainage structures and drainage easements.

ARTICLE V Membership

Section 1. Membership Generally: No person except an Owner or a Developer, as such terms are defined in the Declaration, is entitled to membership in the Association; and all Owners and Developers, regardless of whether a Developer is also an Owner, shall be either Class A or Class B members of the Association, as provided in this Article.

Section 2. Class A Membership: Until termination of Class B membership, as provided in Section 3 of this Article, every Owner who holds record title to a residential lot that is subject to assessment under the Declaration, except a Developer, shall be a

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Class A member of the Association. Each Class A membership shall be appurtenant to the residential lot and shall be transferred automatically by a conveyance of record title to such lot. An Owner of more than one lot is entitled to one Class A membership for each residential lot to which such Owner holds record title. If more than one person holds an interest in any residential lot, all such persons shall be members; provided however, that only one vote shall be cast with respect to any one residential lot. No person other than an Owner may be a Class A member of the Association, and a Class A membership may not be transferred except by transfer of record title to the residential lot to which it is appurtenant.

Section 3. Class B Membership: The Developer, as defined in the Declaration shall be a Class B member of the Association. The Class B membership shall terminate and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

- (a) When seventy-five (75%) percent of the Lots have been sold by Declarant; or
- (b) On December 31, 2003.

Provided however, that the Class B membership shall be reinstated upon commitment or annexation to the properties of any additional residential property and/or common area, but subject to further cessation in accordance with the limitations set forth in the preceding paragraphs (a) and (b) of this Article V, whichever occurs first.

Upon termination of Class B membership, all provisions of the Declaration, Articles, or By-Laws referring to Class B membership shall be without further force or effect.

ARTICLE VI **Voting Rights**

Section 1. Class A Voting: All Class A members shall be entitled to one (1) vote for each residential lot owned. If more than one (1) person holds record title to a residential lot, there shall be only one vote cast with respect to such lot, exercised as the Owners determine among themselves.

Section 2. Class B Voting: The Class B members shall be entitled to one vote for each residential lot owned. In addition, until such time as the Class B membership shall have a right of veto on all questions coming before the membership for a vote thereon.

ARTICLE VII **Board of Directors**

The affairs of this Association shall be managed and governed by a Board of Directors consisting of at least 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

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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:

ANTHONY J. NICHOLSON	111 W. Robinson Street Orlando, Florida 32801
JOHN E. BELL, III	1121 Glenn Garry Circle Maitland, Florida 32751
SONJA NICHOLSON	111 W. Robinson Street Orlando, Florida 32801

ARTICLE VIII
Officers

The affairs of the Association shall be administered by a President, a Vice-President, a Secretary and a Treasurer and such other Officers as may be designated from time to time by the Directors. The Officers shall be elected or designated by the Board of Directors at its first meeting following the annual meeting of the members of the Association. The names and addresses of the Officers who shall serve until their successors are elected or designated by the Board of Directors are as follows:

President	-	Anthony J. Nicholson
Vice-President	-	John E. Bell, III
Secretary/		
Treasurer	-	Sonja Nicholson

ARTICLE IX
Indemnification

Every Director and every Officer of the Association, and every member of the Association serving the Association at its request, shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon such person in connection with any proceeding or any settlement of any 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 by reason of his having served the Association at its request, whether or not he is a Director or Officer or member serving the Association at the time such expenses or liabilities are incurred, except when the Director, Officer or member serving the Association is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement before entry of judgment, the indemnification shall apply only when the Board of Directors approve such settlement and reimbursement as being in the best interest of the Association. The foregoing right of indemnification shall be in addition to and not

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exclusive of all other rights to which such Director, Officer or member serving the Association may be entitled.

ARTICLE X
By-Laws

The By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded, at a duly called regular or special meeting of the members, by an affirmative vote of a majority of all the members present in person or by proxy.

ARTICLE XI
Dissolution

The Association may be dissolved upon written assent signed by members holding not less than ninety (90%) percent of each class of membership. 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 nonprofit corporation, association, trust or organization to be devoted to such similar purposes.

ARTICLE XII
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 XIII
Amendments

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

Section 1. Notice: Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered.

Section 2. Vote: A resolution for the adoption of an amendment may be proposed by either 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 such approval is delivered to the Secretary at or prior to the meeting. Except as elsewhere provided, such resolutions

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must be adopted by not less than seventy-five (75%) percent of the votes of the entire membership of the Association.

Section 3. Limit on Amendments: No amendment shall make any changes in the qualifications for membership, nor in the voting rights of members, without approval in writing by all members.

Section 4. Certification: A copy of each amendment shall be certified by the Secretary of State.

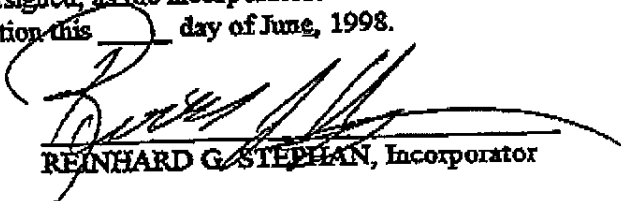
ARTICLE XIV
Incorporators

The name and address of the incorporator of these Articles of Incorporation are as follows:

Reinhard G. Stephan

2699 Lee Road, Ste. 540
Winter Park, FL 32789

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, we, the undersigned, as the incorporators of this Association, have executed these Articles of Incorporation this _____ day of June, 1998.


REINHARD G. STEPHAN, Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

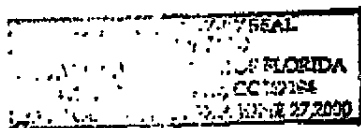
Before me, the undersigned authority, personally appeared REINHARD G. STEPHAN, who after being duly sworn, acknowledged that he executed the foregoing Articles of Incorporation for the purposes therein expressed this 29th day of June, 1998.


NOTARY PUBLIC, State of Florida

My Commission Expires:

personally known to me
 showed identification _____

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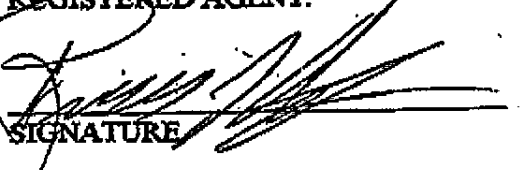
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND
REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OF 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: **REGENCY PLACE HOMEOWNERS' ASSOCIATION, INC.**
2. The name and address of the registered agent and office is:

**REINHARD G. STEPHAN
2699 Lee Road, Ste. 540
Winter Park, FL 32789**

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT OF AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


 SIGNATURE

Reinhard G. Stephan
 PRINT NAME

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 TALLAHASSEE, FLORIDA

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