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JOHN E. SHORT, P.A.
ATTORNEYS AT LAW

DWIGHT I. (IKE) COOL
ALEXANDER S. DOUGLAS, II
GARY A. FORSTER
E. GIVENS GOODSPEED
MARK A. GRIMES
ROBERT S. HOOFFMAN
ROGER A. KELLY
ADAM O. KIRWAN
DAVID J. KOHS
FRANK L. POHL
JAMES E. SHEPHERD, V
HOUSTON E. SHORT
JOHN R. SIMPSON, JR.

TELEPHONE (407) 647-7645
FACSIMILE (407) 647-2314
EMAIL: PS@POHLSHORT.COM

MAILING ADDRESS:
POST OFFICE BOX 3208
WINTER PARK, FLORIDA 32790

COURIER ADDRESS:
280 WEST CANTON AVENUE, SUITE 410
WINTER PARK, FLORIDA 32789

September 13, 1999

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Florida Department of State
Division of Corporations
Qualification/Registration Section
P.O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation of Red Bug Property Owners' Association, Inc.
Our File No. 1582-4

Dear Sir or Madam:

Enclosed for filing are an original and one copy of the executed Articles of Incorporation of Red Bug Property Owners' Association, Inc. (the "Corporation"), together with a check in the amount of \$78.75 payable to the Florida Department of State to cover filing fees, the designation of the Corporation's registered agent, and a certified copy of the Corporation's Articles of Incorporation.

Please file the enclosed Articles and return to me a certified copy thereof. If you have any questions, please contact me at the above address or phone number.

Thank you for your attention to this matter.

Very truly yours,

Dwight I. Cool / Lem

Dwight I. Cool

DIC/lrm

9/17/99 T.3.

FILED

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ARTICLES OF INCORPORATION OF
RED BUG PROPERTY OWNERS' ASSOCIATION, INC. SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(A Corporation Not For Profit)

The undersigned incorporator hereby files the Articles of Incorporation of RED BUG PROPERTY OWNERS' ASSOCIATION, INC. (the "Corporation" or the "Association"), pursuant to Florida Statutes Chapter 617 as amended.

ARTICLE I

The name of the Corporation shall be: RED BUG PROPERTY OWNERS' ASSOCIATION, INC.

ARTICLE II

The Corporation shall be effective upon filing of these Articles of Incorporation with the Florida Department of State.

ARTICLE III

The Corporation has authority over properties and responsibility for functions that are outlined in the Reciprocal Easement Agreement With Covenants, Condition and Restrictions applicable to the Property, recorded or to be recorded in the Public Records of Seminole County, Florida, as amended from time to time (the "Declaration"). The Corporation is organized (1) to carry out the duties and fulfill the purposes set forth in the Declaration, and (2) to engage in all other activities and to exercise all other powers, rights and privileges that are permitted under Chapter 617 of the Florida Statutes, as amended. Without limiting the foregoing general statement of the Corporation's purpose and authority, the Corporation is also expressly empowered to do the following:

1. To acquire, own, and convey real and personal property;
2. To operate and maintain common areas belonging to or under authority of the Corporation;
3. To establish rules and regulations governing activities within the properties under the Corporation's authority;
4. To levy dues and assessments against owners, members, and properties of the Corporation or under the Corporation's authority, and to enforce the payment of those dues and assessments;
5. To sue and be sued;

6. To contract for services for the fulfillment of the duties of the Corporation;
7. All other powers necessary for the purposes for which the Corporation is organized.

ARTICLE IV

The members of the Corporation shall be limited to record owners of Sites (as defined in the Declaration) within the property subject to the Declaration, said Declaration being incorporated herein by reference. All capitalized terms shall have the same meanings as defined in the Declaration, unless a different meaning is specified in these Articles of Incorporation. Every person or entity who is a record owner of a fee or undivided fee interest in any Site which is subject by covenants of record to assessment by the Corporation, including contract sellers, shall be a member of the Corporation. 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 Site which is subject to assessment by the Corporation.

The voting rights of each member of the Association shall be determined by multiplying by one hundred (100) the number of acres (or fractional acres) within the Site owned by such Member and by dividing the product thereof by the total number of acres within the Property.

When a Site is owned by more than one person or entity, all such persons or entities shall be members, but in no event shall more than one vote be cast with respect to any one Site. When a Site is owned by more than one person or entity, those persons or entities shall designate one of them for the purpose of casting the vote that is appurtenant to their Site. When a Site is owned by an entity, the entity shall designate in writing a partner, officer, or employee of the entity for the purpose of casting the vote that is appurtenant to the entity's Site. All such designations shall be in accordance with the terms and provisions of the By-laws.

ARTICLE V

This Corporation shall have perpetual existence.

ARTICLE VI

The name and street address of the initial registered office and the initial registered agent are as follows: Randy Haffner, 601 East Rollins Street, Orlando, Florida 32803.

ARTICLE VII

The affairs of the Corporation shall be managed by a Board of Directors of three (3) persons which shall have all the powers and duties permitted by Chapter 617 of the Florida Statutes, as amended. Commencing with the first annual meeting and at each subsequent annual meeting of the members of the Corporation, the Board of Directors shall be elected by the

members of the Corporation and, unless otherwise provided for in the By-laws, shall be elected for one-year terms. Vacancies in the Board of Directors shall be filled by the remaining directors at a special meeting called for that purpose and a director so elected shall serve until the next annual meeting of the Corporation. The Board of Directors shall elect or appoint a President, Vice-President, Secretary, and Treasurer at the first meeting of the Board of Directors following each annual meeting of the members. The duties of the officers shall be prescribed by the By-Laws of the Corporation.

ARTICLE VIII

The By-Laws of the Corporation shall be adopted by the Board of Directors. Thereafter, the By-Laws may be amended or repealed, at a regular or special meeting of the members or by the Board of Directors, by a vote of a majority of a quorum of members present in person or by proxy, or by the vote of a majority of a quorum of the Board of Directors.

ARTICLE IX

The names of the persons constituting the first Board of Directors and who will serve until the first election are:

Randy Haffner	601 East Rollins Street Orlando, Florida 32803
Jody Barry	601 East Rollins Street Orlando, Florida 32803
John Gustin	601 East Rollins Street Orlando, Florida 32803

ARTICLE X

The name and street address of the incorporator of these Articles of Incorporation is Randy Haffner, 601 East Rollins Street, Orlando, Florida 32803

ARTICLE XI

Amendments to the Articles of Incorporation require the approval of at least two-thirds (2/3) vote of the voting interests in the Corporation.

ARTICLE XII

The Corporation may be dissolved as provided by Florida law. Upon dissolution of the Corporation, other than incident to a merger or consolidation, the assets of the Corporation shall be dedicated to a public body, or conveyed to a non-profit organization with similar purposes, in accordance with applicable law.

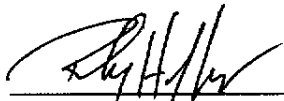
ARTICLE XIII

The street address and mailing address of the initial principal office of the Corporation is:
601 East Rollins Street, Orlando, Florida 32803, Attn: Randy Haffner.

ARTICLE XIV

The officers, members, directors, committee members and agents of the Corporation shall be indemnified to the fullest extent provided by law and by the Declaration.

IN EXECUTION HEREOF, the undersigned has signed his name as incorporator to these Articles of Incorporation of RED BUG PROPERTY OWNERS' ASSOCIATION, INC., a corporation not for profit organized pursuant to Chapter 617 of the Florida Statutes, as amended, as of this 10th day of September, 1999.




Randy Haffner, Incorporator

**ACCEPTANCE OF APPOINTMENT
BY INITIAL REGISTERED AGENT**

THE UNDERSIGNED, an individual resident of the State of Florida, having been named in Article VI of the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 617.0503, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the corporation.

DATED, this 10th day of September, 1999.



Randy Haffner, Registered Agent