

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of THE ESTATES AT WINDERMERE HOMEOWNERS' ASSOCIATION, INC., a Florida corporation, filed on June 6, 1995, as shown by the records of this office.

The document number of this corporation is N95000002752.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
Thirteenth day of June, 1995



CR2EO22 (1-95)

Sandra B. Northam

Sandra B. Northam
Secretary of State

Record Verified - Martha O. Hayt

THE ESTATES AT WINDERMERE

JOINDER AND CONSENT TO DEDICATION (CORPORATIONS)

The undersigned hereby certifies that it is the holder of a mortgage, lien or other encumbrance upon the above described property, and that the undersigned hereby joins in and consents to the dedication of the lands described above by which is recorded in Official Record Book 4800, Page 1678, of the Public Records of Orange County, Florida, shall be subordinated to the above dedication.

Signed, sealed and delivered
in the presence of:

[Signature]
(Type/Print Name) **PRESTON L. BOLT**

Barrett Bank of Central Florida
(Type/Print Corporation Name) **Barrett Bank of Central Florida**

[Signature]
(Type/Print Name) **STEVEN J. MARKOWSKI**

By: [Signature]
(Type/Print Name) **Martha O. Hayt**

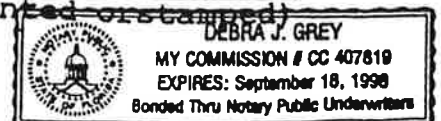
STATE OF Florida
COUNTY OF Orange

390 N. Orange Av.
Suite 700, ORLANDO, FL 32802

I HEREBY CERTIFY, that on this 25th day of April
A.D. 1995 before me personally appeared Bradley J. Carpenter
and [Signature] respectively Vice President
of Barrett Bank of Central Florida a corporation under the laws of the
State of Florida, to me known to be the individuals and officers
described in and who executed the foregoing Joinder and Consent
to Dedication and severally acknowledged the execution thereof to
be their free act and deed as such officers thereunto duly
authorized; and the said conveyance is the act and deed of said
corporation and who is personally known to me or ~~who has produced~~
[Signature] as identification and who ~~DID~~ (DID NOT)
(Type of identification) take an oath.

PREPARED BY [Signature]
(Signature of person taking acknowledgment)

JIL DESHPANDE
5401 KIRKMAN RD. (Name of Acknowledger typed/printed or stamped)
ORLANDO, FL 32819

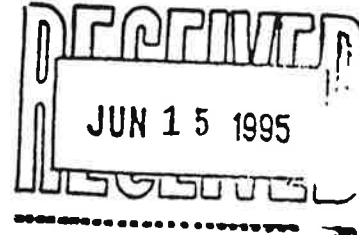




FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 13, 1995

PARK SQUARE HOMES
5401 KIRKMAN RD., STE. 525
ORLANDO, FL 32819



The Articles of Incorporation for THE ESTATES AT WINDERMERE HOMEOWNERS' ASSOCIATION, INC. were filed on June 6, 1995 and assigned document number N95000002752. Please refer to this number whenever corresponding with this office regarding the above corporation. The certification you requested is enclosed.

PLEASE NOTE: COMPLIANCE WITH THE FOLLOWING PROCEDURES IS ESSENTIAL TO MAINTAINING YOUR CORPORATE STATUS. FAILURE TO DO SO MAY RESULT IN DISSOLUTION OF YOUR CORPORATION.

A CORPORATION ANNUAL REPORT MUST BE FILED WITH THIS OFFICE BETWEEN JANUARY 1 AND MAY 1 OF EACH YEAR BEGINNING WITH THE CALENDAR YEAR FOLLOWING THE YEAR OF THE FILING DATE NOTED ABOVE AND EACH YEAR THEREAFTER. FAILURE TO FILE THE ANNUAL REPORT ON TIME MAY RESULT IN ADMINISTRATIVE DISSOLUTION OF YOUR CORPORATION.

A FEDERAL EMPLOYER IDENTIFICATION (FEI) NUMBER MUST BE SHOWN ON THE ANNUAL REPORT FORM PRIOR TO ITS FILING WITH THIS OFFICE. CONTACT THE INTERNAL REVENUE SERVICE TO RECEIVE THE FEI NUMBER IN TIME TO FILE THE ANNUAL REPORT AT 1-800-829-3676 AND REQUEST FORM SS-4.

SHOULD YOUR CORPORATE MAILING ADDRESS CHANGE, YOU MUST NOTIFY THIS OFFICE IN WRITING, TO INSURE IMPORTANT MAILINGS SUCH AS THE ANNUAL REPORT NOTICES REACH YOU.

Should you have any questions regarding corporations, please contact this office at the address given below.

Sheldon Bream, Document Specialist
New Filings Section

Letter Number: 395A00028821

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

ARTICLES OF INCORPORATION
OF
THE ESTATES AT WINDERMERE
HOMEOWNERS' ASSOCIATION, INC.
A NON-PROFIT CORPORATION

FILED
95 JUN -6 AM 8:22
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

In compliance with the requirements of Florida Statutes, Chapter 617 (1993), the undersigned, all of whom are residents of the State of Florida, and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a Florida corporation not for profit, and do hereby certify:

ARTICLE I

NAME OF CORPORATION

The name of the Corporation is THE ESTATES AT WINDERMERE HOMEOWNERS' ASSOCIATION, INC., a Florida corporation not-for-profit (hereafter called the "Association").

ARTICLE II

PRINCIPAL OFFICE OF THE ASSOCIATION

The principal office of the Association is located at 5401 Kirkman Road, Suite 525, Orlando, Florida 32819.

ARTICLE III

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Association is 5401 Kirkman Road, Suite 525, Orlando, Florida 32819 and Anil Deshpande is hereby appointed the initial registered agent of this Association at that address.

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, preservation and architectural control of the Lots, Residences and Common Area within that certain tract of property described as:

ALL OF THE ESTATES AT WINDERMERE, according to the plat thereof as recorded in Plat Book _____, Pages _____ through _____, of the Public Records of Orange County, Florida.

together with such additional lands, if any, which may be brought within the jurisdiction of the Association from time to time, as provided in the "Declaration" referred to hereinbelow, and to promote the health, safety and welfare of the residents within the above-described property and any additions thereto as may hereto be brought within the jurisdiction of this Association for this purpose to:

(a) Exercise all of the powers and privileges and to perform all duties and obligations of the Association as set forth in that certain Declaration of Conditions, Covenants, Easements and Restrictions for The Estates At Windermere, hereinafter called the "Declaration" (for purposes hereof all capitalized terms, unless provided otherwise herein, shall have the same meaning as in the Declaration), applicable to the property and recorded or to be recorded in the office of the Clerk of the Circuit Court, Orange County, Florida, and as the same may be amended from time to time as herein provided, said Declaration being incorporated herein as if set forth at length;

(b) 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 shall be a Member of the Association. Notwithstanding anything else to the contrary set forth in this Article V, any such person or entity who holds such interest merely as security for the performance of an obligation shall not be a Member of the Association. Membership in the Association shall be appurtenant to each Lot and may not be separated from ownership of said Lot. The record title holder to each Lot shall automatically become a Member of the Association and shall be assured of all rights and privileges thereof upon presentation of a photo-statically or otherwise reproduced copy of said Owner's deed to the Association Secretary for

placement in the records of the Association. To the extent that said deed shall pass title to a new Lot Owner from an existing Lot Owner, membership in the Association shall be transferred from the existing Lot Owner to the new Lot Owner. In no event shall any mortgagee or other party holding any type of security interest in a Lot or the Residence constructed thereon be a Member of the Association unless and until any of said parties obtain or receive fee simple title to such Lot.

ARTICLE VI

VOTING RIGHTS

6.1 Classes of Membership. The Association shall have two (2) classes of voting membership:

Class A. Class A Membership shall be all Owners of Lots (except the Declarant and its successors and assigns as long as the Class B membership shall exist, and thereafter, the Declarant and its successors and assigns shall be Class A Members to the extent each would otherwise qualify). Class A Members shall be entitled to one (1) vote for each Lot in which they hold the interests required for membership. When more than one person holds such interest or interests in any Lot, all such persons shall be Members, but the vote for such Lot shall be exercised only by that one person who is Entitled To Vote. In no event shall more than one vote be cast with respect to any such Lot.

Class B. The Class B Member shall be the Declarant. The Class B Member shall be entitled to five (5) votes for each Lot owned by the Class B Member. The Class B membership shall cease and terminate upon the earlier to occur of the following: (i) January, 2010; (ii) at such time as eighty percent (80%) of the maximum number of Residences allowed for the Properties and Additional Properties have been conveyed to Class A Members, or (iii) sooner at the election of the Declarant, whereupon the Class A Members shall be obligated to elect the Board of Directors and assume control of the Association. Upon termination of the Class B membership as provided for herein, the Class B membership shall convert to Class A membership with voting strength as set forth above for Class A membership.

6.2 Entitled to Vote. As used herein, the term "Entitled To Vote" means and refers to that Lot Owner who shall cast a vote for a Lot at an Association meeting. If more than one person or legal entity shall own any Lot, the Owners thereof shall determine among themselves who shall be the Member Entitled To Vote. Said determination shall be manifested upon a voting certificate, signed by all Owners of said Lot, and given to the Association Secretary for placement in the Association records. Notwithstanding anything contained herein to the contrary, all Lot Owners whether Entitled To Vote or not are assured of all other privileges, rights, and obligations of Association membership and shall be Members of the Association. In no event shall any mortgagee or other party holding any type of security interest in a Lot or

the Residence constructed thereon be Entitled To Vote for purposes hereof, unless and until any of said parties obtain or receive fee simple title to such Lot.

ARTICLE VII

SUBSCRIBER

The name and address of the Subscriber to these Articles of Incorporation is as follows:

Anil Deshpande	5401 Kirkman Road, Suite 525 Orlando, Florida 32819
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ARTICLE VIII

BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors consisting of no less than three (3) nor more than nine (9) Directors, who need not be members of the Association; provided, however, the Board shall consist of an odd number of Directors. The number of Directors may be changed by amendment of the Bylaws of the Association. The initial Board of Directors shall consist of three (3) Directors, who shall serve until the appointment of their successors as provided in the Declaration or the election of their successors as provided in the Bylaws, as the case may be.

The names and addresses of the initial Board of Directors are as follows:

Anil Deshpande	5401 Kirkman Road, Suite 525 Orlando, Florida 32819
Richard M. Woodley	5401 Kirkman Road, Suite 525 Orlando, Florida 32819
Thomas M. McKee	5401 Kirkman Road, Suite 525 Orlando, Florida 32819

At the first annual meeting of the Members in which the Class A Members are eligible to elect all the Directors and at each annual meeting thereafter, the Members shall elect three (3) Directors for a term of one (1) year.

ARTICLE XII

AMENDMENTS

Amendment of these Articles may be accomplished by written action of the Declarant, otherwise, an amendment must be approved by a vote of a majority of each class of Members in person or by proxy at a meeting duly called for such purpose; provided, however, any amendment shall require the Declarant's approval so long as Declarant owns a Lot within the Properties.

ARTICLE XIII

BYLAWS

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

ARTICLE XIV

DECLARATION AND BYLAWS

In the event of any conflict between the terms and provisions of the Declaration and the terms and provisions of these Articles, the terms and provisions of the Declaration shall control. In the event of any conflict between the terms and provisions of these Articles and the terms and provisions of the Bylaws, the terms and provisions of these Articles shall control.

ARTICLE XV

INDEMNIFICATION

The Association shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was a director, employee, officer or agent of the Association, against expenses (including attorney's fees and appellate attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with the action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interest of the Association; and with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful; except that no indemnification shall be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or willful misfeasance or malfeasance in the performance of his duty to the Association, unless and only to the extent that the court in which the action or suit was brought shall determine, upon application, that despite the adjudication of liability, but in view of all the

circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the court shall deem proper.

IN WITNESS WHEREOF, for the purposes of forming this corporation under the laws of the State of Florida, the undersigned, constituting the incorporator of this Association, has executed these Articles of Incorporation this 17th day of January, 1995.

Signed, sealed and delivered
in the presence of:

William H. [unclear]
[unclear]

Anil D. Deshpande
Anil Deshpande

The undersigned hereby accepts the foregoing designation as the registered agent for said corporation.

Anil D. Deshpande
Anil Deshpande

STATE OF FLORIDA
COUNTY OF ORANGE

FILED
95 JUN -6 AM 8:22
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me this 17 day of JANUARY, 1995 by Anil Deshpande. He is personally known to me.

Carolyn R. Jhurilal
Notary Public
Print Name: CAROLYN R. JHURILAL
Commission No.: _____
My Commission Expires: _____

