

State of Florida



Department of State

I certify from the records of this office that SOUTHCHASE PHASE 1B COMMUNITY ASSOCIATION, INC., is a corporation organized under the laws of the State of Florida, filed on January 21, 1993.

The document number of this corporation is N93000000086.

I further certify that said corporation has paid all fees and penalties due this office through December 31, 1993, and its status is active.

I further certify that said corporation has not filed Articles of Dissolution.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
Thirty-first day of January, 1994



CR2EO22 (2-91)

Jim Smith
Secretary of State

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of SOUTHCHASE PHASE 1B COMMUNITY ASSOCIATION, INC., a corporation organized under the laws of the State of Florida, filed on January 21, 1993, as shown by the records of this office.

The document number of this corporation is N93000000086.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
Thirty-first day of January, 1994



CR2EO22 (2-91)

Jim Smith
Secretary of State

ARTICLES OF INCORPORATION

OF

FILED

RECORDED

SOUTHCHASE PHASE 1B COMMUNITY ASSOCIATION, INC.
a Florida Corporation Not-For-Profit

The undersigned incorporator, for the purpose of forming a corporation not-for-profit pursuant to the laws of the State of Florida, Florida Statutes, Chapter 617, hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is SOUTHCHASE PHASE 1B COMMUNITY ASSOCIATION, INC., hereinafter called the "Association".

ARTICLE II

TYPE OF CORPORATION

The Association is a not-for-profit corporation and has no capital stock.

ARTICLE III

DURATION

The period of duration is perpetual.

ARTICLE IV

PURPOSES AND POWERS

This Association is created pursuant to the terms and conditions of that certain Declaration of Covenants for Southchase Phase 1B, recorded in O.R. Book 4508, Page 0527 of the Official Records of Orange County, Florida (hereinafter called the "Declaration"), and as a sub-association of SOUTHCHASE PARCELS 40 AND 45 MASTER ASSOCIATION, INC., a Florida not-for-profit corporation (hereinafter called the "Master Association") as the same may be amended. As such, it is subject to the duties and responsibilities as set forth in that certain Master Declaration of Covenants, Conditions, Easements and Restrictions for Southchase Parcels 40 and 45, recorded in O.R. Book 4210, Page 0088 of the Official Records of Orange County, Florida (hereinafter called the "Master Declaration"), and as the same may be amended.

This Association does not contemplate pecuniary gain or profit to its members, and the purposes for which it is formed are to provide for maintenance and preservation of the residence lots

and common maintenance area within that certain real property described in the Declaration, and such additional properties as may be added thereto from time to time by annexation or otherwise as provided in the Declaration and in these Articles; and to promote the health, safety and welfare of the residents within such properties and for these purposes the Association shall have the following powers:

(a) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration and as the same may be amended from time to time as therein provided, the Declaration being incorporated herein as if set forth at length;

(b) To fix, levy and collect (enforcing payment by any lawful means) all charges and assessments pursuant to the terms of the Declaration and, if required to do so by the Master Association, collect and remit to the Master Association annual maintenance assessments and special assessments levied pursuant to the Master Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including for example, but not by way of limitation, all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(c) To purchase, receive, lease 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) To borrow money, and, with the assent of two-thirds (2/3) of each class of members, to mortgage or pledge any or all of its real or personal property as security for money borrowed or debts incurred;

(e) To engage the services of agents, independent contractors or employees to manage, operate or perform all or any part of the affairs and business of the Association; and

(f) To do and perform any and all lawful things and acts which in its discretion are necessary or desirable in carrying out any or all of the purposes for which the Association is formed, and pay the costs and/or expenses in connection therewith.

Further, the Association shall have and exercise any and all powers, rights and privileges which a corporation organized under Chapter 617 of the Florida Statutes may now or hereafter have or exercise.

ARTICLE V

MEMBERSHIP

Every person or entity who is a record owner ("Owner") of a fee or undivided fee interest in any lot which is subject to the Declaration and other covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association. Each such person or entity shall hereinafter be referred to as an "Owner" and shall be the same person as is defined as an "Owner" in the Declaration. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation, provided, however, that if any person holding an interest in any Lot as security for the performance of an obligation obtains fee simple title to any Lot through foreclosure or conveyance in lieu thereof, then such person shall be deemed to be an "Owner" for purposes of this Declaration. Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to assessment by the Association. Ownership of such lot shall be the sole qualification of membership.

The Bylaws of the Association may provide for suspension of membership for failure to pay assessments and for violation of the Rules and Regulations established by the Board of Directors.

ARTICLE VI

VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. Class A members shall be all those Owners as defined in Article V with the exception of the Declarant (as defined in the Declaration). Class A members shall be entitled to one vote for each lot in which they hold the interest required for membership by Article V. When more than one person holds such interest in any lot, all such persons shall be members. The vote for such lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any lot.

Class B. The Class B member shall be the Declarant who shall be entitled to three (3) 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) One Hundred Twenty (120) days after the conveyance that makes the total votes outstanding in the Class

A membership equal the total votes outstanding in the Class B membership; or

- (b) 20 years after the conveyance of the first Lot by Declarant;

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 VI, whichever occurs first.

Appointment of Voting Representative. Pursuant to the Master Declaration, the Association shall appoint a Voting Representative who shall represent the Association in matters before the Master Association. The Association shall elect or appoint the Voting Representative in the manner provided by the Bylaws.

ARTICLE VII

AGENT AND OFFICES

The initial registered office of the Association shall be:

151 South Hall Lane
Suite 230
Maitland, Florida 32751

and the initial registered agent of the Association shall be Centex Real Estate Corporation, a Nevada corporation. The principal office of the Association is located at 151 South Hall Lane, Suite 230, Maitland, Florida 32751.

ARTICLE VIII

BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of not less than three (3) directors, who need not be members of the Association. The number of directors may be changed by amendment of the Bylaws of the Association but shall always consist of an odd number. The names and addresses of the persons who are to serve until the election of their successors are:

<u>Directors</u>	<u>Address</u>
Laurel A. Rochester	151 South Hall Lane Suite 230 Maitland, Florida 32751

Walter A. Tilley

151 South Hall Lane
Suite 230
Maitland, Florida 32751

Patrick J. Knight

151 South Hall Lane
Suite 230
Maitland, Florida 32751

Staggering Board

At the first annual meeting, the Declarant, as defined in the Declaration, shall appoint one (1) director for a term of one (1) year, one (1) director for a term of two (2) years, and one (1) director for a term of three (3) years; and at each annual meeting thereafter, or until Turnover of the Association (as defined in the Declaration), the Declarant shall appoint or the members shall elect the director for a term of three (3) years to fill each expiring term.

ARTICLE IX

MERGERS AND CONSOLIDATIONS

To the extent permitted by law, the Association may participate in mergers and consolidations with other not-for-profit corporations organized for the same purposes, provided that any such merger or consolidation shall have the assent of two-thirds (2/3) of each class of voting membership; all subject, however, to the provisions relating to annexation as set forth in the Declaration.

ARTICLE X

AUTHORITY TO MORTGAGE

After the common areas have been conveyed to the Association, any mortgage by the Association of the common area defined in the Declaration shall have the assent of two-thirds (2/3) of each class of membership.

ARTICLE XI

AUTHORITY TO DEDICATE

The Association shall have power to dedicate, sell or transfer all or any part of the common area (after same has been conveyed to it) to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer may be effective unless an instrument has been signed by members entitled to cast two-thirds (2/3) of the votes of each class of membership agreeing to such dedication, sale or transfer.

ARTICLE XII

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than ninety percent (90%) of each class of membership. Upon dissolution of the Association, the assets both real and personal of the Association, shall be dedicated to an appropriate public agency to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any not-for-profit corporation, association, trust or other organization to be devoted to purposes and uses that would most nearly reflect the purposes and uses to which they were required to be devoted by the Association. This procedure shall be subject to court approval on dissolution pursuant to F.S. §617.05.

ARTICLE XIII

MEETINGS FOR ACTIONS GOVERNED BY ARTICLES IX THROUGH XII

In order to take actions under Articles IX through XII, there must be a duly held meeting. Written notice, setting forth the purpose of the meeting shall be given to all members not less than ten (10) days nor more than sixty (60) days in advance of the meeting. The presence of members or of proxies entitled to cast a majority of the votes of each class of membership shall constitute a quorum. If the required quorum is not forthcoming at any meeting, another meeting may be called, subject to the notice requirement set forth above. No such subsequent meeting shall be held more than sixty (60) days following the preceding meeting.

ARTICLE XIV

OFFICERS

The officers of the Association shall be a president, vice president, secretary, treasurer and such other officers as the Board may from time to time by resolution create. The officers shall serve at the pleasure of the Board. The Bylaws may provide for the removal from office of officers, for filling vacancies, and for the duties of the officers. The name of the officers who shall serve until their successors are designated by the Board are as follows:

President	Patrick J. Knight
Vice President	Walter A. Tilley
Secretary	Laurel A. Rochester
Treasurer	Patricia A. Oppel

ARTICLE XV

BYLAWS

The first Bylaws shall be adopted by the Board and may be altered, amended or rescinded by the Declarant (as defined in the Declaration), the directors or members in the manner provided by the Bylaws.

ARTICLE XVI

AMENDMENTS

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

(a) A resolution setting forth the proposed amendment may be proposed by a majority of the Board or by not less than one-third (1/3) of the membership.

(b) Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each member entitled to vote thereon within the time and in the manner provided in the Bylaws for the giving of notice of a meeting of the members. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

(c) At such meeting, a vote of the members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of 2/3 of the votes of each class of membership of the Association.

(d) Any number of amendments may be submitted to the members and voted upon by them at any meeting.

(e) Prior to the closing of the sale of all Lots within the Property, no amendment shall make any changes which would in any way affect any of the rights, privileges, powers or options herein provided in favor of, or reserved to, the Declarant, unless the Declarant shall join in the execution of the amendment.

(f) Upon approval of an amendment to these Articles by the members, the articles of amendment shall be executed and delivered to the Department of State as provided by law, and a copy certified by the Department of State shall be recorded in the public records of the County.

(g) Any amendment made by Declarant, and any amendment made by the members prior to the completion of 75% of the Units that may be constructed within the Property must be approved

by the Federal Housing Administration or by the Veterans Administration if any mortgage encumbering a Lot is guaranteed or insured by either such agency, and if such amendment materially and adversely affects the Owners or materially and adversely affects the general scheme of development created by the Declaration. Such approval shall specifically not be required where the amendment is made to correct errors or omissions or is required by any Institutional Lender so that such lender will make, insure or guarantee mortgage loans for the Lots, or is required by any governmental authority. Such approval shall be deemed given if either agency fails to deliver written notice of its disapproval of any amendment to Declarant or to the Association within fifteen (15) days after a request for such approval is delivered to the agency by certified mail, return receipt requested, or equivalent delivery, and such approval shall be conclusively evidenced by a certificate of Declarant or the Association that the approval was given or deemed given.

ARTICLE XVII

FHA/VA APPROVAL

As long as there is a Class B membership the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration:

Annexation of additional properties, mergers and consolidations, mortgaging of common area, dedication of common area, dissolution and amendment of these Articles.

ARTICLE XVIII

The name and street address of the incorporator is:

CENTEX REAL ESTATE CORPORATION
151 South Hall Lane
Suite 230
Maitland, Florida 32751

Wherefore, the incorporator, and the initial registered agent, have executed these Articles this 30 day of November, 1992.

CENTEX REAL ESTATE CORPORATION
a Nevada corporation

By: Walter A. Tilley
Walter A. Tilley, Vice-President

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process at the place designated in the foregoing Articles of Incorporation, Centex Real Estate Corporation hereby accepts such designation and agrees to act in such capacity and comply with the provisions of all statutes relative to the proper and complete performance of its duties as registered agent, including the provisions of Section 48.091 of the Florida Statutes. Centex Real Estate Corporation is familiar with and accepts the duties and obligations of Section 607.0505 of the Florida Statutes.

CENTEX REAL ESTATE CORPORATION, a
Nevada corporation

By: W. H. A. DILL

Date: November 20, 1992