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STATE OF FLORIDA
TALLAHASSEE

Articles of Incorporation

of

Chelsea Ridge Homeowners Association, Inc.

In compliance with the requirements of Florida Statutes, Chapter 617, the undersigned have this day voluntarily associated themselves together for the purpose of forming a corporation, not for profit, and do hereby certify:

ARTICLE I

The name of the corporation is Chelsea Ridge Homeowners Association, Inc. (hereafter called the "Association").

ARTICLE II

The principal office of the Association is located at 1311 South Vineland Road, Winter Garden, Florida 34787.

ARTICLE III

A.G.C. Co., whose address is 200 South Orange Avenue, Suite 2300, Orlando, Florida 32801 is hereby appointed the initial registered agent of this Association.

ARTICLE IV

Purpose and Powers of the Association

The 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 residential lots and common area within that certain tract of property described as: Chelsea Ridge which is or will be recorded in the Public Records of Orange County, Florida, and to promote the health, safety and welfare of the members of the Association, and for this purpose to:

(a) 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 of Covenants, Conditions, and Restrictions (hereinafter called the "Declaration"), and recorded or to be recorded in the Public Records of Orange County, Florida, and as the same may be amended from time to time as therein provided, including establishing rules and regulations and assessing members;

(b) 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 office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes, or governmental charges levied or imposed against the property of the Association;

(c) 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;

(d) Borrow money, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) Dedicate, sell, or transfer all or any part of the common area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members;

(f) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and common area;

(g) Have and 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;

(h) Operate and maintain, as applicable, the stormwater and surface water management systems within Chelsea Ridge Subdivision, including contracting with any person or entity for inspection, maintenance, repair, and restoration services in association therewith;

(i) Sue and be sued, enter into contracts, and exercise all other powers necessary for the purpose for which the Association is organized.

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. 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 lot which is subject to assessment by the Association.

ARTICLE VI

Voting Rights

The Association shall have two classes of voting membership:

Class A. So long as the Developer is a Class B Member, Class A Members shall be all Owners, with the exception of the Developer, as those terms are defined in the Declaration, and each Class A Member shall be entitled to one vote for each lot owned. When more than one person holds an interest in any lot, all such persons shall be Class A Members. The vote for such lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any lot. The person entitled to cast the vote for the lot shall be designated by a certificate filed with the Secretary of the Association, at any time before the vote is cast, signed by all record owners of the lot. If any lot is owned by a corporation, a similar certificate shall be required designating the person entitled to cast the vote for such lot. Lacking such certificate by multiple owners or corporations, the vote for that lot shall not be considered for a quorum or any other purpose until such certificate is filed. Except, however, when title to a lot is held by husband and wife, they may, but shall not be required to, designate a voting member. If they do not

designate a voting member, and if both are present at a meeting, only one may vote on any given matter. If they are unable to agree on who shall vote, their vote shall not be counted. If no voting member is designated and only one spouse is present at a meeting, the spouse may cast the vote for the lot without establishing the concurrence of the absent spouse.

Class B. The Class B Member shall be the Developer, as defined in the Declaration, and shall be entitled to three (3) votes for each lot owned until the turnover date, as defined in the Declaration. The Class B Membership shall cease and be converted to Class A membership and be entitled to vote as such on the turnover date.

ARTICLE VII

Board of Directors

The affairs and property of this Association shall be managed and governed by a Board of Directors composed of not less than three (3), but as many members as the Board of Directors may from time to time determine. The first Board of Directors shall have three (3) members, and in the future, the number will be determined from time to time in accordance with the provisions of the Bylaws of the Corporation. The names and addresses of the persons who are to act in the capacity of directors upon the receipt and approval of these Articles by the Secretary of State until the selection of their successors are:

Neal W. Harris
1311 South Vineland Road
Winter Garden, Florida 34787

Joseph H. Staley, III
1311 South Vineland Road
Winter Garden, Florida 34787

Robert M. Shakar
1311 South Vineland Road
Winter Garden, Florida 34787

ARTICLE VIII

Officers

The officers of this Association shall be a President, who shall at all times be a member of the Board of Directors, a

Vice President, a Secretary, a Treasurer, and such other officers as the Board may from time to time by resolution create. The election of officers shall take place at the first meeting of the Board of Directors which shall follow each annual meeting of the members. The names of the officers who are to serve until the first election or appointments, commencing with the approval of these Articles by the Secretary of State, are:

President	-	Neal W. Harris
Vice President	-	Joseph H. Staley, III
Secretary	-	Robert M. Shakar
Treasurer	-	Robert M. Shakar

ARTICLE IX

Indemnification of Officers and Directors

Section A. The Association shall indemnify any director or officer of the Association who is made a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceedings, whether civil, criminal, administrative, or investigative, by reason of the fact that he is or was a director or officer of the Association:

(1) Against expenses (including reasonable attorneys' fees for pretrial, trial, or appellate proceedings), judgment, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with an action, suit, or proceeding (other than one by or in the right of the Association), if he acted in good faith, and, with respect to any criminal action or proceedings, he had no reasonable cause to believe his conduct was unlawful; and

(2) Against expenses (including reasonable attorneys' fees for pretrial, trial, or appellate proceedings) actually and reasonably incurred by him in connection with the defense or settlement of an action or suit by or in the right of the Association, if he acted in good faith.

Section B. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith,

and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Section C. No indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for gross negligence or misconduct in the performance of his duty to the Association.

Section D. Any indemnification under Section A (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because he has met the applicable standard of conduct set forth in Section A. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit, or proceeding, or (2) if such quorum is not obtainable, or even if obtainable and a quorum of disinterested Directors so directs, by a majority of members of the Association representing a majority of the total votes of the membership.

Section E. Expenses incurred in defending a civil or criminal action, suit, or proceeding shall be paid by the Association from time to time as incurred rather than only after the final disposition of such action, suit, or proceeding. Payment of such expenses shall be authorized by the Board of Directors in each specific case only after receipt by the Association of an undertaking by or on behalf of the director or officer to repay such amounts if it shall later develop that he is not entitled to be indemnified by the Association.

Section F. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which the Association's directors, officers, employees, or agents may be entitled under the Association's bylaws, agreement, vote of members or disinterested directors, or otherwise, both as to actions in their official capabilities and as to action in another capacity while holding such officers or positions, and shall continue as to a person who has ceased to be a director, officer, or employee and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Section G. Notwithstanding the foregoing provisions, indemnification provided under this Article shall not include indemnification for any action of a director, officer, or employee of the Association for which indemnification is deemed to be

against public policy. In the event that indemnification provided under this Article is deemed to be against public policy, such an event shall not invalidate or affect any other right or indemnification herein provided.

Section H. The Association shall have the power, but shall not be obligated, to purchase and maintain indemnification insurance to provide coverage for any liability asserted against any director, officer, or employee of the Association in any of his capacities as described in Section A, whether or not the Association would have the power to indemnify him or her under this Article.

Section I. Any person requesting indemnification shall first look to any insurance maintained by the Association for indemnification against expenses (including attorneys' fees), judgment, fines, and amount paid in settlement (as described above). The Association shall be obligated to indemnify such person (if entitled to indemnification by the Association) only to the extent such insurance does not indemnify such person. In the event that any expenses, judgment, fines, or amounts paid in settlement are paid pursuant to insurance maintained by such Association, the Association shall have no obligation to reimburse the insurance company.

ARTICLE X

Transactions in Which Directors of Officers are Interested

Section A. No contract or transaction between the Association and one or more of its directors or officers, or between the Association and any other corporation, partnership, association, or organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be invalid or void, or voidable solely from such reason, or solely because the director or officer is present at or participates in the meeting of the Board or committee thereof which authorized the contract or transaction, or solely because said officer's or director's vote is counted for such purpose. No director or officer of the Association shall incur liability by reason of the fact that said director or officer may be interested in any such contract or transaction.

Section B. Interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

ARTICLE XI

Dissolution

The Association may be dissolved with the written consent of not less than ninety percent (90%) of each class of members. 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 non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE XII

Duration

The corporation shall exist perpetually.

ARTICLE XIII

Subscribers

The names and addresses of the subscribers are as follows:

Chelsea Ridge. Ltd.
1311 S. Vineland Road
Winter Garden, FL 34787

ARTICLE XIV

Amendments

These Articles may be amended by seventy-five percent (75%) of the entire membership, except that so long as Declarant or its successor in interest is a Class A Member, Declarant may amend these Articles, without consent of any other member. Amendments to these Articles of Incorporation may be proposed by any member of the Association. These Articles may be amended at any annual meeting of the Association, or at any special meeting duly called and held for such purpose.

ARTICLE XV

Bylaws

The Bylaws may be amended at a regular or special meeting of the members, by a majority vote of a quorum of members present in person or by proxy.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 17th day of August, 1990.

CHELSEA RIDGE, LTD., a Florida
limited partnership

By its General Partner:

THE NEAL W. HARRIS COMPANY, a
Florida corporation

By: Neal W. Harris
Neal W. Harris

As Its: President

STATE OF FLORIDA)
) SS.
COUNTY OF ORANGE)

I HEREBY CERTIFY that the undersigned authority, personally appeared Neal W. Harris, as President of The Neal W. Harris Company, a Florida corporation, known to me to be the person who executed the foregoing Articles of Incorporation and acknowledged the execution of such instrument for the uses and purposes therein expressed, on behalf of the corporation, as general partner of CHELSEA RIDGE, LTD., a Florida limited partnership.

WITNESS my hand and official seal at Orlando in the County of Orange, State of Florida, this 17th day of ~~October~~, ^{AUGUST} 1989.



Notary Public
My Commission Expires:

Notary Public, State of Florida at Large
My Commission Expires March 30, 1992

WP-0306GTB/22236/90002.JB
08/13/90.dah

REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

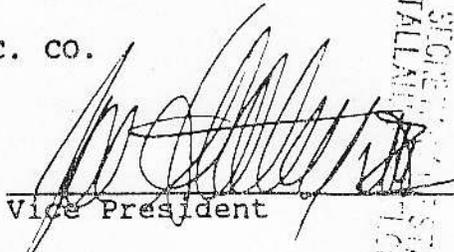
That Chelsea Ridge Homeowners Association, Inc. desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Orlando, County of Orange, State of Florida, has named A.G.C. Co., located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further states it is familiar with §607.0501, Florida Statutes.

A.G.C. CO.

By:


Vice President

DATED: Aug. 17th, 1990

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Florida



Department of State

I certify from the records of this office that CHELSEA RIDGE HOMEOWNERS ASSOCIATION, INC. is a corporation organized under the laws of the State of Florida, filed on February 4, 1991.

The document number of this corporation is N41980.

I further certify that said corporation has paid all fees due this office through December 31, 1991, and its status is active.

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

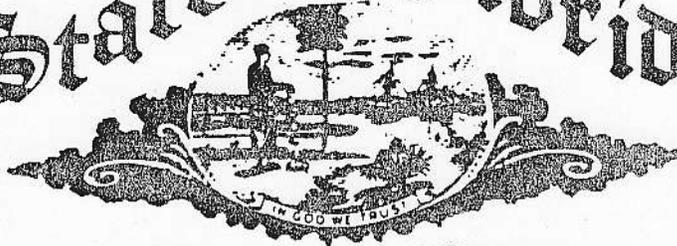
Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
7th day of February, 1991.



A handwritten signature in cursive script that reads "Jim Smith".

Jim Smith
Secretary of State

State of Florida



Department of State

I certify that the attached is a true and correct copy of the Articles of Incorporation of CHELSEA RIDGE HOMEOWNERS ASSOCIATION, INC., a corporation organized under the Laws of the State of Florida, filed on February 4, 1991, as shown by the records of this office.

The document number of this corporation is N41980.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
7th day of February, 1991.



Jim Smith

Jim Smith
Secretary of State