

ARTICLES OF INCORPORATION
OF

UNIVERSITY PINES PROPERTY OWNERS ASSOCIATION, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of Florida Statutes, Chapter 617, 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 corporation, not for profit, and do hereby certify:

ARTICLE I

The name of the corporation is UNIVERSITY PINES PROPERTY OWNERS ASSOCIATION, INC. (hereafter called the "Association").

ARTICLE II

The principal office of the Association is located at 861 Douglas Avenue, Altamonte Springs, Florida, 32714.

ARTICLE III

Dana A. Bennett, whose address is 861 Douglas Avenue, Altamonte Springs, Florida 32714, is hereby appointed the initial registered agent of this Association.

ARTICLE IV

DEFINITIONS

Unless otherwise provided herein to the contrary, all terms and words utilized herein shall be as defined in that certain Declaration of Covenants, Conditions and Restrictions for Riverchase, Orange County, Florida dated July 20, 1995 and recorded or to be recorded in the Public Records of Orange County, Florida (the "Declaration").

(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, and with the assent of two-thirds (2/3rds) 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;

(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. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3rds) of each class of Members, agreeing to such dedication, sale or transfer;

(f) Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3rds) of each class of Members;

(g) Operate, maintain and manage the surface water or stormwater management system in a manner consistent with the applicable St. Johns River Water Management District permit requirements and applicable District rules, and assist in the enforcement of the restrictions and covenants contained therein.

(h) Fix, levy, collect and enforce against members payment of assessments adequate for the costs of maintenance and operation of the surface water or stormwater management system, including but not limited to, work within retention areas, drainage structures and drainage easements.

(i) Have and exercise any and all powers, rights and privileges which a corporation organized under the nonprofit corporation law of the State of Florida by law may now or hereafter have or exercise.

ARTICLE VI

MEMBERSHIP

Every Owner of a Lot which is subject to assessment by the Association, including contract sellers, 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 VII

MEETING OF MEMBERS: QUORUM REQUIREMENTS

The presence at any meeting of Members entitled to cast or of proxies entitled to cast, one-third (1/3) of the votes shall constitute a quorum for any action except as otherwise provided in these Articles of Incorporation, the Declaration or the Bylaws.

ARTICLE VIII

VOTING RIGHTS

The Association shall have two (2) classes of voting membership:

Class A. Class A Members shall be all Owners, with the exception of the Declarant and Builder, and shall be entitled to one (1) vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be Members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one (1) vote be cast with respect to any Lot.

Class B. The Class B Member(s) shall be the Declarant and Builder, and 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) When the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or

(b) On January 1, 2005.

From and after the happening of these events, whichever occurs earlier, the Class B Members shall be deemed Class A Members entitled to one (1) vote for each Lot in which they hold the interest required for membership.

ARTICLE IX

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of 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. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
Dana A. Bennett	861 Douglas Avenue Altamonte Springs, FL 32714
William S. Orosz, Jr.	861 Douglas Avenue Altamonte Springs, FL 32714
Jerry Steakley	861 Douglas Avenue Altamonte Springs, FL 32714

At the first annual meeting the Members shall elect one director for a term of one year, one director for a term of two years and one director for a term of three years; and at each annual meeting thereafter the Members shall elect one director for a term of three years.

ARTICLE X

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3rds) 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 nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water or stormwater management system must be transferred to and accepted by an entity which would comply with Section 40C-42.027, F.A.C., or any successor provision, and be approved by the St. Johns River Water

Management District prior to such termination, dissolution or liquidation.

ARTICLE XI

DURATION

The corporation shall exist perpetually.

ARTICLE XII

INCORPORATOR

The names and addresses of the incorporator is as follows:

Dana A. Bennett

861 Douglas Avenue

Altamonte Springs, FL 32714

ARTICLE XIII

AMENDMENTS

Amendment of these Articles shall require the assent of seventy-five percent (75%) of each class of Members. Amendment of these Articles may be proposed by the Board of Directors and shall be voted on at a Special Meeting of the membership duly called for that purpose, or at an annual meeting of the membership; provided, however, the foregoing requirement as to a meeting of the membership shall not be construed to prevent the Members from waiving notice of a meeting; provided further, if Members (and/or persons holding valid proxies) with not less than

seventy-five percent (75%) of the votes of each class of members sign a written consent manifesting their intent that an Amendment to these Articles be adopted, then such Amendment shall thereby be adopted as though proposed by the Board of Directors and voted on at a meeting of the membership as hereinabove provided.

ARTICLE XIV

BYLAWS

The Bylaws of this Association shall be adopted by the Board of Directors and may be altered, amended, or rescinded by a majority vote of a quorum of each class of Members voting in person or by proxy, except that the Federal Housing Administration or the Veterans Administration shall have the right to veto amendments while there is a Class B membership.

ARTICLE XV

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 XVI

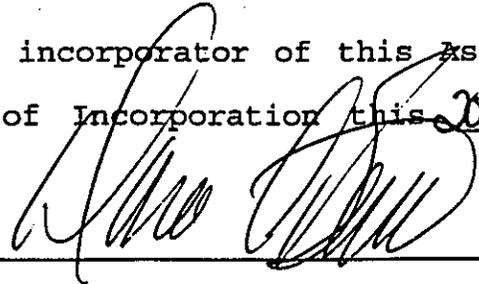
INDEMNIFICATION

Subject to and consistent with the requirements and procedures for such indemnification under the applicable provisions of the Florida Statutes, the Association shall defend, indemnify and hold harmless 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 (other than an action by or in the right of the Association), whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, employee, officer, committee member or agent of the Association, from and against any and all liabilities, expenses (including attorneys' and paralegals' fees and for all stages prior to and in connection with any such action, suit or proceeding, including all appellate proceedings), judgments, fines and amounts paid in settlement as long as actually and reasonably incurred by him in connection with such action, suit or proceeding, including any appeal thereof, 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, had no reasonable cause to believe this conduct was unlawful, except that 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 misfeasance or malfeasance in the performance of his duty to the Association, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that despite the adjudication of liability, but in view of all of the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper. The termination of any action, suit or proceedings 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 in a manner which 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, had reasonable cause to believe that his conduct was unlawful.

IN WITNESS WHEREOF, for the purpose 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 20th day of

July, 1995.



Dana A. Bennett

STATE OF FLORIDA)
) SS.
COUNTY OF Orange)

The foregoing instrument was acknowledged before me
this 20 day of July, 1995, by Dana A. Bennett, who
is [] personally known to me or [] has produced
as
_____ identification.

Margaret M. Smith
(Notary Signature)

(NOTARY SEAL)  MARGARET M SMITH
My Commission CC435590
Expires Mar 09, 1999
Bonded by ANB
800-852-5878

(Notary Name Printed)
NOTARY PUBLIC
Commission

No. _____

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TALLAHASSEE, FLORIDA

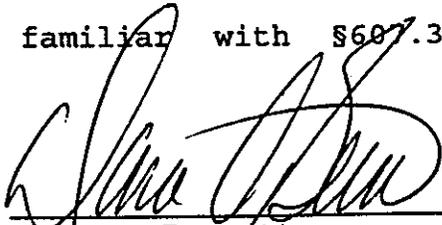
REGISTERED AGENT CERTIFICATE

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

That University Pines Property Owners 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 Altamonte Springs, County of Seminole, State of Florida, has named Dana A. Bennett, located at 861 Douglas Avenue, Altamonte Springs, Florida 32714, 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 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 §607.325, Florida Statutes.



Dana A. Bennett

DATED: July 20, 1995

UNIVERSITY PINES PROPERTY OWNERS ASSOCIATION, INC.

AMENDMENT TO BY-LAWS

The undersigned officers of the University Pines Property Owners Association, Inc., a not-for-profit Florida corporation, hereby acknowledge that, at the special members' meeting on October 29, 1998, by a vote of a majority of a quorum of members present agreed to amend the By-Laws of the Association as follows:

WHEREAS, Article IV Section 1, shall be changed to read as follows:

"The affairs of this Association shall be managed by a Board of five (5) directors. The number of directors may be changed by amendment to these By-Laws."

IN WITNESS WHEREOF, the directors hereto have affixed their respective signatures this 10th day of November, 1998.

UNIVERSITY PINES PROPERTY
OWNERS ASSOCIATION, INC.

Melissa Beams

William W. Long

Valerie S. Gutierrez

Paul J. Lee

Gary J. Collins

CORPORATE SEAL