

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of CONWAY GROVES HOMEOWNERS ASSOCIATION, INC., a Florida corporation, filed on April 11, 1996, as shown by the records of this office.

I further certify the document was electronically received under FAX audit number H96000005118. This certificate is issued in accordance with section 15.16, Florida Statutes, and authenticated by the code noted below

The document number of this corporation is N96000001944.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
Eleventh day of April, 1996

Authentication Code: 096A00016640-041196-N96000001944-1/1



CR2EO22 (1-95)

Sandra B. Northam
Secretary of State

THIS INSTRUMENT PREPARED BY
AND RETURN TO:

H96000005118

William R. Bird, Jr., Esquire
Lawndes, Drosdick, Doster, Kantor & Reed
Professional Association
215 No. Eola Drive
Post Office Box 2809
Orlando, Florida 32802-2809
Tel: (407) 843-4600

ARTICLES OF INCORPORATION

OF

CONWAY GROVES HOMEOWNERS ASSOCIATION, INC.

Fl. Bar #623504

The undersigned subscriber, being above the age of eighteen (18) years and competent to contract, does hereby certify as follows for the purpose of forming a corporation not for profit under the provisions of Chapter 617, Florida Statutes:

ARTICLE I

NAME

The name of this Corporation shall be CONWAY GROVES HOMEOWNERS ASSOCIATION, INC., hereinafter referred to as the "Association".

ARTICLE II

PRINCIPAL OFFICE

The principal office of the Association is located at 151 Southhall Lane, Suite 230, Maitland, Florida 32751.

ARTICLE III

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Association shall be located at 151 Southhall Lane, Suite 230, Maitland, Florida 32751 and the initial registered agent of the Association at that address shall be Walter Tilley. The Association may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation.

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 the maintenance, preservation, enjoyment, administration and architectural control of the property described as:

CONWAY GROVES, UNIT 1, according to the Plat thereof as recorded or to be recorded among the Public Records of Orange County, Florida

and to promote the health, safety and welfare of the owners within the above-described property and any additions thereto hereafter

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brought within the jurisdiction of this Association (hereinafter referred to as the "Property"), and for this purpose to:

(a) exercise all of the powers, enforcement rights and privileges and to perform all of the duties and obligations of the Association set forth in that certain Declaration of Protective Covenants and Restrictions, hereinafter called the "Declaration", applicable to the Property and recorded or to be recorded among the Public Records of Orange County, Florida, as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(b) fix, levy, collect and enforce payment by any lawful means, all charges and assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all administrative and other expenses incident to the conduct of the business of the Association, including all license fees, insurance costs, taxes and governmental charges levied or imposed against the property of the Association;

(c) acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate and maintain, and, with the assent of two-thirds (2/3) of the votes cast at a duly called meeting of the members, 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 (2/3) of the votes cast at a duly called meeting of the Members, mortgage, pledge 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 Areas 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, sale or transfer shall be effective unless an instrument has been authorized by the affirmed vote of two-thirds (2/3) of each class of Members at a duly called meeting of the Members; provided, however, there shall be no requirement of participation by or agreement of the Members in the event the dedication, sale or transfer is incidental to a replatting of any portion of the Common Areas;

(f) participate in mergers and consolidations with other non-profit corporations organized for the same or similar purposes or annex additional property and Common Areas; provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of the votes cast at a duly called meeting of the Members, unless provided otherwise in the Declaration;

(g) have and to exercise any and all powers, rights and privileges which a not-for-profit corporation may now or hereafter have or exercise by law;

(h) operate, maintain and manage the Surface Water Management System applicable to the Property, in the manner provided in the Declaration.

ARTICLE V

MEMBERSHIP

The Declarant and every person or entity who is a record owner of a fee or undivided fee interest in any Lot within the Property, including contract sellers, shall be a Member. 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.

ARTICLE VI

VOTING RIGHTS

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

A. Class A. Class A Members shall be all Owners of Lots, other than the Declarant during the existence of Class B Membership. Class A Members shall be allocated one vote for each Lot owned by them.

B. Class B. The Class B Member shall be the Declarant, or its specifically designated (in writing) successor or assignee. The Class B Member shall be allocated one vote, plus two (2) votes for each of the total number of Class A votes outstanding at any time; provided, that the Class B membership shall cease and become converted to Class A membership ninety (90) days after the last Lot has been conveyed by the Declarant or its affiliate, as the case may be (other than in connection with an assignment of the Declarant's rights), unless the Declarant elects, in its sole discretion, prior thereto to cease and terminate its Class B Member status.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this Association shall be managed initially by a Board of three (3) directors, who need not be Members. The number of directors may be increased as provided in the By-Laws. The name and street address of the initial directors of this Association are:

Patrick J. Knight

Centex Real Estate Corporation
151 Southhall Lane - Suite 230
Maitland, Florida 32751

Darryl Colwell

Centex Real Estate Corporation
151 Southhall Lane - Suite 230
Maitland, Florida 32751

Joel Deines

Centex Real Estate Corporation
151 Southhall Lane - Suite 230
Maitland, Florida 32751

Directors may be removed with or without cause.

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 VIII

DISSOLUTION

Except as otherwise provided in the Declaration, the Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) 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 transferred to another association or appropriate public agency having purposes similar to those for which this Association was created. In the event that such transfer is refused, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization devoted to such similar purposes, subject to court approval. Prior to any such dissolution, however, the responsibility for the operation and maintenance of the Surface Water Management System for the Property shall be transferred to and accepted by an entity which complies with applicable law and is acceptable to the St. Johns River Water Management District.

ARTICLE IX

COMMENCEMENT AND DURATION OF CORPORATE EXISTENCE

This Association shall commence corporate existence on the date of filing these Articles with the Florida Secretary of State and shall have perpetual existence unless sooner dissolved under the terms hereof or according to law.

ARTICLE X

AMENDMENT

The Declarant reserves the right to amend or repeal any provision of these Articles, as amended from time to time, for so long as Declarant owns any Lots within the Property. The Association reserves the right to amend or repeal any provisions contained in these Articles, or any amendment hereto, but only upon the assent of seventy-five percent (75%) of the votes cast by each class of Members at a duly called meeting.

ARTICLE XI

INCORPORATOR

The name and street address of the person signing these Articles as Incorporator is:

Walter Tilley 151 Southhall Lane-Suite 230
Maitland, Florida 32751

ARTICLE XII

BY-LAWS

The Bylaws of this Association shall be adopted by the Board of Directors and may be altered, amended, or rescinded as provided therein.

ARTICLE XIII

INDEMNIFICATION

In addition to any rights and duties under applicable law, this Association shall indemnify and hold harmless all its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorneys' fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such, except for willful misconduct or gross negligence.

ARTICLE XIV

FHA/VA APPROVAL

If necessary to obtain approval of the Property from the Federal Housing Administration or the Veterans Administration, then 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 other than those expressly contemplated to be

annexed by the terms and provisions of the Declaration, mergers and consolidations, mortgaging of Common Areas, dedication of Common Areas, and dissolution or amendment of these Articles.

ARTICLE XV

DEFINITIONS

Capitalized terms contained herein shall have the definitions and meaning set forth in the Declaration of Protective Covenants, Conditions and Restrictions of Conway Groves.

IN WITNESS WHEREOF, the undersigned does hereby make and file these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribe thereto and hereunto set his hand and seal this 1 day of February, 1996.

Walter Tilley (SEAL)
Walter Tilley

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 1st day of February, 1996, by WALTER TILLEY, who is personally known to me or who has produced _____ as identification and who did not take an oath.

(NOTARY SEAL)

William R. Bird, Jr.
Notary Public
Name: _____
Commission No.: _____
My Commission Expires: _____



WILLIAM R. BIRD, JR.
MY COMMISSION # CC428447 EXPIRES
February 18, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

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(CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.)

Pursuant to Section 48.091, Florida Statutes, the following is submitted:

That Conway Groves Homeowners Association, Inc., desiring to organize under the laws of the State of Florida with its initial principal office and mailing address, as indicated in the Articles of Incorporation, at 151 Southhall Lane, Suite 230, City of Maitland, County of Seminole, State of Florida, has named Walter Tilley, located at 151 Southhall Lane, Suite 230, City of Maitland, County of Seminole, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity and to comply with the provisions of the Florida Business Corporation Act relative to keeping open the registered office.



Walter Tilley
Registered Agent

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