


State of Florida



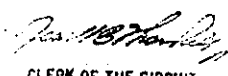
Department of State

I certify that the attached is a true and correct copy of the Articles of Incorporation of WINDSOR HILL OF PORT ORANGE HOMEOWNERS' ASSOCIATION, INC., a corporation organized under the Laws of the State of Florida, filed on June 18, 1991, as shown by the records of this office.

The document number of this corporation is N43902.

FILED FOR RECORD
RECORD VERIFIER

102166

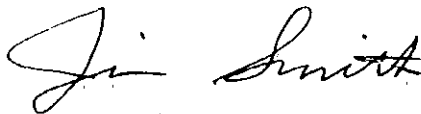

CLERK OF THE CIRCUIT
CTY. COURT VOLUSIA CTY., FL.

91 AUG 15 PM 2:01

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
18th day of June, 1991.



CR2E022 (2-91)



Jim Smith
Secretary of State

FILED
91 JUN 18 AM 9:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

WINDSOR HILL OF PORT ORANGE HOMEOWNERS' ASSOCIATION, INC.

In compliance with the requirements of Florida Statute 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 WINDSOR HILL OF PORT ORANGE HOMEOWNERS' ASSOCIATION, INC.

ARTICLE II

The principal office of the Association is located at 1885 KNOX MCRAE DRIVE, TITUSVILLE, FL 32780

ARTICLE III

PATRICK P. GALLO whose address is 1885 KNOX MCRAE DRIVE, TITUSVILLE, FL is hereby appointed the initial registered agent of this Association.

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 residence Lots and Common Area within that certain tract of property described as:

WINDSOR HILL SUBDIVISION

and to promote the health, safety and welfare of the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association 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", applicable to the property and recorded or to be recorded in the office of the Public Records of VOLUSIA COUNTY, Florida and 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 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, and with the assent of two-thirds (2/3) 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 (2/3) 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 (2/3) of each class of members,

(g) 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 which is subject to covenants of record 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 VI

VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. Class A members shall be all Owners, with the exception of the Declarant and 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 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.

Class B. The class B member(s) shall be the Declarant (as defined in the Declaration), 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 February 1, 2001.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of three Directors, who need not be members of the Association. The number of directors may be changed by amendment of the By-Laws 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:

NAME	ADDRESS
PATRICK P. GALLO	1885 Knox McRae Dr., Titusville, FL
PHILLIP GRIBBONS	1885 Knox McRae Dr., Titusville, FL
ART THORN	1885 Knox McRae Dr., Titusville, FL

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.

ARTICLE VIII
DISSOLUTION

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 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., and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

ARTICLE IX
DURATION

The corporation shall exist perpetually.

ARTICLE X
AMENDMENTS

Amendment of these Articles shall require the assent of 75 percent of the entire membership.

ARTICLE XI
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, mortgage of Common Area, dedication of Common Area, dissolution and amendment of these Articles.

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 1st day of MAY, 1991.

PATRICK P. GALLO

PHILLIP GRIBBONS

ART THORN

STATE OF FLORIDA
COUNTY OF BREVARD

Before me, a notary public, personally appeared PATRICK P. GALLO, PHILLIP GRIBBONS and ART THORN, to me known to be persons described as incorporators and who executed the foregoing Articles of Incorporation and acknowledged before me that they subscribed to these Articles of Incorporation on this 1st day of MAY, 1991.

My Commission Expires

Notary Public
State of Florida



MY COMMISSION EXPIRES
August 20, 1993

Acceptance of designation as registered agent: PATRICK GALLO does hereby accept the foregoing designation as registered agent for the corporation for service of process as to the above corporation.

PATRICK P. GALLO