State of Florida

Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of GOLDEN OAK ESTATES PHASE I HOMEOWNERS ASSOCIATION, INC., a Florida corporation, filed on June 15, 2009, as shown by the records of this office.

The document number of this corporation is N09000005888.

Given under my hand and the Great Seal of the State of Florida at Tallahassee, the Capitol, this the Sixteenth day of June, 2009

Kurt S. Browning
Secretary of State

CR2EO22 (01-07)

N09000005888

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Walt Disney World Co.

June 3, 2009

VIA FEDERAL EXPRESS

Florida Department of State
Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Articles of Incorporation for
Golden Oak Estates Phase I Homeowners Association, Inc.

Dear Sir and/or Madam:

Enclosed for filing please find one (1) original counterpart of the above-referenced *Articles of Incorporation*.

Also enclosed please find a check in the amount of Seventy-Eight and 75/100 ($78.75) Dollars which represents the applicable filing and certified copy fees. Please return the certified copy in the enclosed, self-addressed Federal Express envelope.

Should you have any questions, please do not hesitate to contact Diana M. Alvez at (407) 828-1304. Thank you.

Very truly yours,

Lorraine M. Sheehan
Vice President-Legal

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
GOLDEN OAK ESTATES PHASE I HOMEOWNERS ASSOCIATION, INC.

(A Florida Not-For-Profit Corporation)

In order to form a not-for-profit corporation under and in accordance with the provisions of Chapter 617 of the Florida Statutes, the undersigned hereby incorporates this not-for-profit corporation for the purposes and with the powers hereinafter set forth and, to that end, the undersigned, by these Articles of Incorporation ("**Residential Articles**"), certifies as follows:

ARTICLE 1

NAME

The name of the corporation shall be GOLDEN OAK ESTATES PHASE I HOMEOWNERS ASSOCIATION, INC., a Florida not-for-profit corporation (the "**Association**"), whose principal address and mailing address shall initially be 1375 Buena Vista Drive, Lake Buena Vista, Florida 32830.

ARTICLE 2

DEFINITIONS

All capitalized terms which are not otherwise defined herein shall have the same meaning as set forth in that certain Parcel Declaration of Conditions, Covenants, Restrictions and Obligations (Golden Oak Estates Residential Property - Phase I), recorded or to be recorded in the Public Records of Orange County, Florida (the "**County**"), as amended and modified from time-to-time (collectively, the "**Parcel Declaration**").

ARTICLE 3

PURPOSE OF THE ASSOCIATION

The purpose for which the Association is organized is to take title to, operate, administer, manage, lease, maintain, repair, replace and improve the Areas of Residential Association Responsibility in accordance with the terms of, and purposes set forth in, the Association Governing Documents and to carry out the covenants and enforce the provisions of the same.

ARTICLE 4

POWERS

The Association shall have the following powers and shall be governed by the following provisions:

4.1 The Association shall have all of the common law and statutory powers of a Florida not-for-profit corporation.

4.2 The Association shall have all of the rights and powers granted to the Association in the Association Governing Documents. All of the provisions of the Association Governing Documents which grant rights and powers to the Association are hereby incorporated into these Residential Articles.

4.3 The Association shall have all of the rights and powers reasonably necessary to implement the purposes of the Association, including, but not limited to, the following:

4.3.1 To perform any act required or contemplated by it under the Association Governing Documents.

4.3.2 To promulgate, amend, modify, supplement and delete reasonable Residential Rules and Regulations governing the use of the Association Property in accordance with the Parcel Declaration. Notwithstanding anything herein to the contrary, any Residential Rules and Regulations shall be as stringent, but no less stringent, than the Rules and Regulations of the Non-Residential Association.

4.3.3 To make, levy and collect Assessments and charges for the purpose of obtaining funds from Owners to pay the operating expenses and other costs of the Association and costs of collection, and to use and expend the proceeds of Assessments and charges in the exercise of the rights, powers and duties of the Association.

4.3.4 To maintain, repair, replace and operate the Association Property, and, in some cases, the Areas of Residential Association Responsibility, in accordance with the Association Governing Documents.

4.3.5 To insure the Association Property, and, in some cases, the Areas of Residential Association Responsibility, in accordance with the Association Governing Documents; provided, however, that the Association shall not have the right or power to establish a self-insurance fund, even if the right or power to establish a self-insurance fund is permitted or authorized under any applicable law.

4.3.6 To enforce by legal means the obligations of the Owners and the provisions of the Association Governing Documents.

4.3.7 To employ personnel, retain independent contractors and professional personnel, and enter into service contracts to provide for the construction, maintenance, operation, administration and management of the Association Property, and, in some cases, the Areas of Residential Association Responsibility, Lots, Homes, and Residential Property and to enter into any other agreements consistent with the purposes of the Association, including, but not limited to, agreements with respect to professional management of the Association Property, and the Areas of Residential Association Responsibility, Lots, Homes and Residential Property and to delegate to such professional manager certain powers and duties of the Association.

4.3.8 To provide, to the extent deemed necessary by the Residential Board, in its sole, absolute and unfettered discretion, any and all services and do any and all things which are incidental to or in furtherance of things listed above or to carry out the Association mandate to keep and maintain the Residential Property in a proper and aesthetically pleasing condition and to provide the Owners with services, amenities, controls and enforcement which will enhance the quality of life in the Residential Property.

4.3.9 To acquire, purchase, lease, license, enter into contracts for, and otherwise provide, operate and maintain recreational amenities, recreation use rights and recreation memberships, within or outside the Residential Property, for or on behalf of the Residential Members, the costs of which shall be Common Expenses of the Association for which Owners will be assessed.

4.3.10 Join in any amendment, modification and supplement to the Parcel Declaration at the request of the Parcel Declarant; *provided, however*, that such joinder shall not be required to make the same effective unless expressly required in the Parcel Declaration.

4.3.11 Notwithstanding anything contained herein to the contrary, the Association shall be required to obtain the approval of two-thirds (2/3) of the directors of the Residential Board (at a duly called meeting of the Residential Board at which a quorum of the directors is present) prior to the engagement of legal counsel by the Association for the purpose of suing, or making, preparing or investigating any lawsuit, or commencing any lawsuit other than for the following purposes:

(a) the collection of Assessments;

(b) the collection of other charges which Owners are obligated to pay pursuant to the Association Governing Documents;

(c) the enforcement of any applicable use and occupancy restrictions contained in the Association Governing Documents;

(d) dealing with an emergency when waiting to obtain the approval of the Residential Members creates a substantial risk of irreparable injury to the Association Property or to Residential Member(s) (the imminent expiration of a statute of limitations shall not be deemed an emergency obviating the need for the requisite vote of two-thirds (2/3) of the directors of the Residential Board); or

(e) filing a compulsory counterclaim.

ARTICLE 5

MEMBERSHIP AND VOTING RIGHTS

Each Owner, including Parcel Declarant for so long as Parcel Declarant owns any Lot within the Residential Property, shall be a Residential Member of the Association. Any person or entity who holds any interest in a Lot or a Home thereon merely as a security for the performance of any obligation shall not be a Residential Member. The membership of each

Owner shall be appurtenant to the Lot giving rise to such membership, and shall not be transferred except upon the recording in the Public Records of the County of a deed or other instrument establishing record title to said Lot and then only to the transferee of title thereto. Any prohibited separate transfer of the membership shall be void. Any transfer of title shall operate automatically to transfer the membership in the Association appurtenant thereto to the new Owner thereof. All voting rights and procedures within the Association shall be governed in accordance with the provisions set forth in the Parcel Declaration and in the Residential Bylaws.

ARTICLE 6

DIRECTORS AND OFFICERS

The affairs of the Association shall be managed by a board of directors ("**Residential Board**"), and the affairs of the Association shall be administered by the officers. All matters regarding the directors and the officers of the Association, including, but not limited to, numbers, election, duration, etc., shall be governed in accordance with the provisions set forth in the Parcel Declaration and in the Residential Bylaws. The names and addresses of the persons who are to act in the capacity of the initial officers and the three initial directors, until the election of their successors, are:

NAME	ADDRESS	OFFICE
Matthew E. Kelly	215 Celebration Place Celebration, Florida 34747	President
Page P. Pierce	215 Celebration Place Celebration, Florida 34747	Vice President/ Treasurer
Christie D. Paschel	215 Celebration Place Celebration, Florida 34747	Secretary

ARTICLE 7

TERM

The term for which this Association is to exist shall be perpetual. In the event of dissolution of the Association (unless same is reinstated), other than incident to a merger or consolidation, all of the assets of the Association shall be conveyed to a similar master association or a public agency having a similar purpose, or any Residential Member may petition the appropriate circuit court of the State of Florida for the appointment of a receiver to manage the affairs of the dissolved Association and its properties in the place and stead of the dissolved Association and to make such provisions as may be necessary for the continued management of the affairs of the dissolved Association and its properties.

ARTICLE 8

INCORPORATOR

The name and address of the Incorporator of these Residential Articles is:

NAME	ADDRESS
Lorraine M. Sheehan	1375 Buena Vista Drive Lake Buena Vista, Florida 32830

ARTICLE 9

INDEMNIFICATION

Subject to applicable law, each and every director and officer of the Association shall be indemnified by the Association against all costs, expenses and liabilities, including, but not limited to, attorneys' fees and paralegals' fees at all pre-trial, trial, and appellate levels and post-judgment proceedings, reasonably incurred by or imposed upon him or her in connection with any claim, negotiation, mediation, proceeding, arbitration, litigation or settlement in which he or she becomes involved by reason of his or her being or having been a director or officer of the Association, and the foregoing provision for indemnification shall apply whether or not such person is a director or officer at the time such cost, expense or liability is incurred. Notwithstanding the above, in the event of any such settlement, the indemnification provisions provided in this Article 9 shall not be automatic and shall apply only when the Residential Board approves such settlement and reimbursement for the costs, expenses and liabilities of such settlement as being in the best interest of the Association. The foregoing right of indemnification provided in this Article 9 shall be in addition to and not exclusive of any and all other rights of indemnification to which a director or officer of Association may be entitled under statute or common law.

ARTICLE 10

BYLAWS

The Residential Bylaws of the Association shall be adopted by the first Residential Board, and thereafter may be altered, amended or rescinded in the manner provided for in the Residential Bylaws. In the event of any conflict between the provisions of these Residential Articles and the provisions of the Residential Bylaws, the provisions of these Residential Articles shall control.

ARTICLE 11

AMENDMENTS

Amendments to these Residential Articles shall be made in the following manner:

11.1 Resolution. The Residential Board shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote by the Residential Board at a meeting of the directors. Residential Members shall not be entitled to vote on a proposed amendment to these Residential Articles.

11.2 Notice. Within the time and in the manner provided in the Residential Bylaws for the giving of notice of meetings of the Residential Board, written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each Residential Member of record.

11.3 Vote. At such meeting of the Residential Board, a vote of the directors shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of a majority of the votes of the directors.

11.4 Multiple Amendments. Any number of amendments may be submitted and voted upon by the Residential Board at one meeting.

11.5 Proviso. No amendment shall make any changes in the qualifications for membership nor the voting rights of the Residential Members without approval by at least a two-thirds (2/3rds) of the Residential Members. No amendment shall be made that is in conflict with Chapter 617, Florida Statutes, or with the Parcel Declaration or the Residential Bylaws.

ARTICLE 12

NON-STOCK CORPORATION

The Association is organized on a non-stock basis and shall not issue shares of stock evidencing membership in the Association; *provided, however*, that membership in the Association may be evidenced by a certificate of membership which shall contain a statement that the Association is a not-for-profit corporation.

ARTICLE 13

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Association is 1375 Buena Vista Drive, Lake Buena Vista, Florida 32830, and the initial registered agent of the Non-Residential Association at that address shall be Jeffrey H. Smith.

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 2nd day of June, 2009.

Lorraine M. Sheehan, Incorporator

REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Not-For-Profit Corporation Act, the following is submitted, in compliance with said statute:

That the Golden Oak Estates Phase I 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 1375 Buena Vista Drive, in the City of Lake Buena Vista, County of Orange, State of Florida, has named Jeffrey H. Smith, 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 Section 617.0503, Florida Statutes.

Jeffrey H. Smith

DATED: June 2, 2009

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