Articles Of Incorporation

Clear Lake Estates
Apopka - Florida

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January 11, 2006

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of CLEAR LAKE ESTATES HOMEOWNER'S ASSOCIATION, INC., a Florida corporation, filed on October 27, 2003, as shown by the records of this office.

The document number of this corporation is N03000009526.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Third day of November, 2003



Glenda E. Hood

Glenda E. Hood
Secretary of State

CR2EO22 (2-03)

EXHIBIT "B"

ARTICLES OF INCORPORATION
OF
CLEAR LAKE ESTATES HOMEOWNER'S ASSOCIATION, INC.

FILED
03 OCT 27 PM 6:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation not-for-profit under the Florida Not-For-Profit Corporation Act", Chapter 617, Florida Statutes.

ARTICLE I
NAME

The name of this corporation is:

CLEAR LAKE ESTATES HOMEOWNER'S ASSOCIATION, INC.

For convenience, the corporation is sometimes referred to in this instrument as the "Association".

ARTICLE II
PURPOSES

This Association is organized to provide for the improvement, maintenance, and preservation of the "Common Areas", as that term is defined in that certain Declaration of Covenants and Restrictions For Clear Lake Estates, which is recorded in the Public Records of Orange County, Florida at Official Records Book , Page , as the same may be hereafter amended from time to time (the "Declaration"), which are located on the real property (the "Subdivision") encumbered and affected by the Declaration and to provide the health, safety and welfare of the "Members" of the Association in conjunction with their use and enjoyment of the Common Areas and common improvements located thereon within the Clear Lake Estates Subdivision (the "Subdivision"). In connection therewith the Association shall operate, maintain, and manage the "Surface Water or Stormwater Management System" (as defined in the Declaration) in a manner consistent with the St. Johns Water Management District (the "District") Permit No. _____ requirements and applicable District rules, and shall assist in the enforcement of the restrictions and covenants in the Declaration which relate to the Surface water or Stormwater Management System.

ARTICLE III
MEMBERSHIP AND VOTING RIGHTS

Section 1. Membership. Every person or entity, who is a record owner of a fee or undivided fee interest in any platted lot (hereafter a "Lot") in the Subdivision, shall be a "Member" of the Association. Notwithstanding anything else to the contrary herein, any such person or entity who holds such interest merely as security for the performance of an obligation shall not be a Member of the Association.

Section 2. Voting Rights. The Association shall have two (2) classes of voting membership:

Class A. Class A Members shall be those Members, with the exception of the Developer (as defined in the Declaration and as long as the Class B Membership shall exist, and thereafter, the Developer shall be a Class A Member to the extent it would otherwise qualify). Except as provided below, Class A Members shall be entitled to one (1) vote for each Lot in which they hold the interests required for Membership in the Association. When more than one person holds such interest or interests in any Lot, all such persons shall be Members, and the vote for such Lot shall be exercised as they, among themselves, shall determine, but, in no event shall more than one vote be cast with respect to any such Lot, except by the Class B member as provided for below.

Class B. The Class B Member shall be the Developer. The Class B Member shall be entitled to one (1) vote, plus an additional four (4) votes for each Lot owned by the Developer. The Developer shall be entitled to cast such votes any time Class A Members shall be entitled to vote. The Class B membership shall cease and terminate three (3) months after ninety percent (90%) of the Lots in all phases within the Property (as defined in the Declaration) have been sold and conveyed by the Developer (or its affiliates), to Members (but not including builders, contractors or others who purchase a Lot for the purpose of constructing improvements thereon for resale), or sooner at the election of the Developer (whereupon the Class A members shall be obligated to elect the Board and assume control of the Association).

ARTICLE IV
TERM OF EXISTENCE

This Association shall commence existence on the date of the filing of these Articles Of Incorporation with the Secretary of the State of Florida and shall thereafter exist perpetually.

ARTICLE V
INCORPORATOR

The name and address of the subscriber is:

Braxton Green, Jr.
13620 Sunset Lakes, Circle, Winter Garden, Florida 34787

ARTICLE VI
OFFICERS

The day to day affairs of the Association shall be managed by a President, a Vice President, a Secretary, a Treasurer, and such other officers as may be provided for in the Bylaws of the Association. An officer may hold one or more offices. The officers shall be elected by the Board of Directors of the Association annually in accordance with the provisions of the Bylaws; and they shall serve at the pleasure of the Board of Directors.

ARTICLE VII
INITIAL OFFICERS

The names of the officers who are to serve until the first election hereunder are:

President	Braxton Green, Jr.
Vice President	Braxton Green, Jr.
Treasurer	Braxton Green, Jr.
Secretary	Braxton Green, Jr.

ARTICLE VIII
DIRECTORS

The Board of Directors of the Association shall consist of not less than one (1) person, the exact number to be determined in accordance with the provisions of the Bylaws. The Board of Directors shall be elected by the Members annually in accordance with the provisions of the Bylaws.

ARTICLE IX
INITIAL DIRECTORS

The names and addresses of the person(s) who are to serve as the initial Director(s) of the Association is/are:

Name	Address
Braxton Green, Jr.	13620 Sunset Lakes Circle Winter Garden, Florida 34787

ARTICLE X
BYLAWS

The Bylaws of the Association shall be made, altered, or rescinded by affirmative vote of a majority of the Board of Directors of the Association.

ARTICLE XI
INDEMNIFICATION

Section 1. The Members, Officers and Directors of the Association shall not be personally liable for any obligation of the Association of any nature whatsoever; nor shall any of their property be subject to the payment of the obligations of the Association to any extent whatsoever.

Section 2. Every Director and every Officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him/her in connection with any proceeding whether civil, criminal, administrative, or investigative, or any settlement of any proceeding, or any appeal from such proceeding to which he/she may be a party or in which he/she may become involved by reason of his/her being or having been a Director or Officer of the Association, or having served at the Association's request as a director or officer of any other corporation, whether or not he/she is a director or officer at the time such expenses are incurred, regardless of by whom the proceeding was brought, except in relation to matters as to which any such Director or Officer shall be finally adjudged to be liable for gross negligence or willful misconduct, provided that in the event of a settlement of such a proceeding, this indemnification shall apply only when the Board of Directors of the Association approve such settlement and reimbursement as being in the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other indemnification rights to which such Director or Officer may be entitled.

Section 3. Expenses incurred by any Officer or Director of the Association in defending a suit or proceeding whether civil, criminal, administrative or investigative may be paid by the Association in advance of the final disposition of such action, suit or proceeding if authorized by all of the non-interested Directors of the Association upon the Association's receipt of an undertaking by or on behalf of such Director or Officer to repay such amount if it shall ultimately be determined that he/she is not entitled to be indemnified by the Association as authorized by these Articles of Incorporation.

Section 4. The Association shall have the power to purchase, at its expense, and thereafter maintain insurance on behalf of any person who is or was a Director or Officer of the Association, against any liability asserted against him/her and incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not the Association would have the power to indemnify him/her against such liability under the provisions of these Articles.

ARTICLE XII
AMENDMENTS

These Articles of Incorporation may be amended by the affirmative vote of a majority of the Members of the Association, after no less than fifteen (15) days prior written notice to all Members.

ARTICLE XIII
MISCELLANEOUS

Section 1. The Association shall have no capital stock.

Section 2. This Association shall have all powers to carry out its purposes and activities incidental to its purposes in furtherance, and not in limitation of, the powers conferred by law and by the "Florida Not For Profit Corporation Act", Chapter 617, Florida Statutes, or as the same may be amended.

Section 3. Notwithstanding any other provision of these Articles, the Association shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

Section 4. Unless specifically prohibited, any and all functions, duties and powers of the Association shall be fully transferable in whole, or in part, to any developer, management agent, governmental unit, public body, or similar entity. Any instrument effectuating such a transfer shall specify the duration thereof and the means of revocation.

ARTICLE XIV
DISSOLUTION

Upon the dissolution of this Association the Board of Directors shall, after paying or making provision for the payment or all of the liabilities of the Association, pursuant to the procedure of provisions of Florida Statutes §617.05, dispose of all of the assets of the association exclusively for the purposes of the Association in such manner as the Board of Directors shall determine. Any of the assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine which are organized and operated exclusively for such purposes. In addition, the responsibility for the operation and maintenance of the Surface Water or Stormwater Management System (as defined in the Declaration) must be transferred to and accepted by an entity which would comply with section 40-C-42.027 F.A.C. and be approved by the St. Johns River Water Management Office prior to such termination, dissolution or liquidation of the Association.

ARTICLE XV
INITIAL PRINCIPAL OFFICE: INITIAL REGISTERED OFFICE AND AGENT

The street address and mailing address of the initial principal office of the Association is 13620 Sunset Lakes, Circle, Winter Garden, Florida 34787. The initial registered office of the Association shall be 13620 Sunset Lakes, Circle, Winter Garden, Florida 34787, and the registered agent of the Association at that office shall be Braxton Green, Jr.

IN WITNESS WHEREOF, the Incorporator has executed these Articles of Incorporation the 23 day of October, 2003.

Incorporator:

Braxton Green, Jr.

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 23rd day of October, 2003, by Braxton Green, Jr., who is [✓] personally known to me or [ ] who has produced _____ as identification and who did take an oath.

Notary Public:

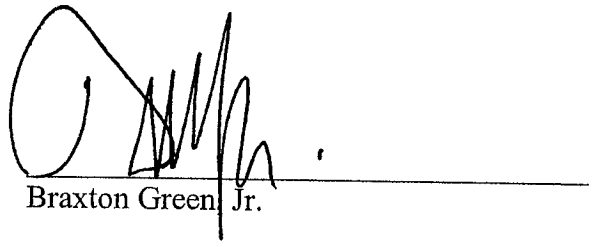
Nancy O. Honsa
(Signature of Notary Public)
Print Name: _____
State of Florida at Large (Seal)
My Commission Expires:

Nancy O. Honsa
MY COMMISSION # DD [illegible] EXPIRES
July 22, 2006
BONDED THRU TROY FAIN INSURANCE, INC.

CONSENT OF REGISTERED AGENT

Braxton Green, Jr., the undersigned, hereby accepts appointment and hereby consents to serve as registered agent of Clear Lake Estates Homeowner's Association, Inc., a Florida corporation not for profit, and agrees to maintain the registered office and accept process according to law.

Dated this 23 day of October, 2003.



Braxton Green, Jr.