

ARTICLES OF INCORPORATION

OF

TUSCANY HOMEOWNER'S ASSOCIATION, INC.

The undersigned subscribers, desiring to form a corporation not-for-profit under Chapter 617, Florida Statutes, as amended, hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation shall be the TUSCANY HOMEOWNER'S ASSOCIATION, INC., which is hereinafter referred to as "the Association".

ARTICLE II

PURPOSES AND POWERS

The objects and purposes of the Association are those objects and purposes as are authorized by the Declaration of Covenants and Restrictions for TUSCANY recorded in O. R. Book 4219, Page 1296 et seq. of the Public Records of Orange County, Florida, as hereafter amended and/or supplemented from time to time (the "Covenants"). The further objects and purposes of the Association are to preserve the values and amenities in The Properties and to maintain the Common Areas thereof for the benefit of the Members of the Association, all as said terms are defined in the Covenants.

The Association is not organized for profit and no part of the net earnings, if any, shall inure to the benefit of any Member or individual person, firm or corporation.

The Association shall have the power to contract for the management of the Association and to delegate to the party with whom such contract has been entered into (which may be an affiliate of the Developer) the powers and duties of the Association, except those which require specific approval of the Board of Directors or Members.

The Association shall have all of the common law and statutory powers of a corporation not-for-profit which are not in conflict with the terms of these Articles and the Covenants above identified. The Association shall also have all the powers necessary to implement the purposes of the Association as set forth in the Covenants and to provide for the general health and welfare of its membership.

Definitions set forth in the Covenants are incorporated herein by this reference.

ARTICLE III

MEMBERS

Section 1. Membership. Every person or entity who is a record owner of a fee or undivided fee interest in any Lot shall be a Member of the Association, provided that any such person or entity who holds such interest merely as security for the performance of an obligation shall not be a Member.

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

Class A. Class A Members shall be all those Owners as defined in Section 1 with the exception of the Developer (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 by Section 1. 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 determine, but, subject only as provided in the following sentence, in no event shall more than one vote be cast with respect to any such Lot.

Class B. The Class B Member shall be the Developer. The Class B Member shall be entitled to five (5) votes for each Lot owned by said Member located within the Property. The Class B membership shall cease and terminate on the 31st day of December, 1999, or any time prior thereto at the election of the Developer (whereupon the Class A Members shall be obligated to elect the Board and assume control of the Association).

Section 3. Meetings of Members. The By-Laws of the Association shall provide for an annual meeting of Members, and may make provisions for regular and special meetings of Members other than the annual meeting. A quorum for the transaction of business at the first meeting of the Members shall exist if sixty percent (60%) of all the votes of the membership are present. At subsequent meetings, one-half (1/2) of the required quorum at the first meeting shall constitute a quorum.

Section 4. General Matters. When reference is made herein, or in the Covenants, By-Laws, Rules and Regulations, management contract or otherwise, to a majority or specific percentage of Members, such reference shall be deemed to be reference to a majority or specific percentage of the votes of Members and not of the Members themselves.

ARTICLE IV
CORPORATE EXISTENCE

The Association shall have perpetual existence.

ARTICLE V
BOARD OF DIRECTORS

Section 1. Management by Directors. The property, business and affairs of the Association shall be managed by a Board of Directors, which shall consist of not less than three (3) persons, but as many persons as the Board of Directors shall from time to time determine. A majority of the directors in office shall constitute a quorum for the transaction of business. The By-Laws shall provide for meetings of directors, including an annual meeting.

Section 2. Original Board of Directors. The names and addresses of the first Board of Directors of the Association, who shall hold office until the first annual meeting of Members and thereafter until qualified successors are duly elected and have taken office, shall be as follows:

	<u>Name</u>	<u>Address</u>
1)	Brantly W. Clayton	5350 Diplomat Circle, Suite 101 Orlando, Florida 32810
2)	Mark A. Clayton	5350 Diplomat Circle, Suite 101 Orlando, Florida 32810
3)	Dan Harriger	5350 Diplomat Circle, Suite 101 Orlando, Florida 32810

Section 3. Election of Members of Board of Directors. Except as otherwise provided herein and for the first Board of Directors, directors shall be elected by the Members of the Association at the annual meeting of the membership as provided by the By-Laws of the Association, and the By-Laws may provide for the method of voting in the election and for removal from office of directors. All directors shall be Members of the Association residing in the Properties or shall be authorized representatives, officers, or employees of corporate members of the Association, or designees of the Developer.

Section 4. Duration of Office. Members elected to the Board of Directors shall hold office until the next succeeding annual meeting of Members, and thereafter until qualified successors are duly elected and have taken office.

Section 5. Vacancies. If a director elected by the general membership shall for any reason cease to be a director, the remaining directors so elected may elect a successor to fill the vacancy for the balance of the term.

ARTICLE VI

OFFICERS

Section 1. Officers Provided For. The Association shall have a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time elect.

Section 2. Election and Appointment of Officers. The officers of the Association, in accordance with any applicable provision of the By-Laws, shall be elected by the Board of Directors for terms of one (1) year and thereafter until qualified successors are duly elected and have taken office. The By-Laws may provide for the method of voting in the election, for the removal from office of officers, for filling vacancies and for the duties of the officers. The President shall be a director; other officers may or may not be directors of the Association. If the office of President shall become vacant for any reason, or if the President shall be unable or unavailable to act, the Vice President shall automatically succeed to the office or perform its duties and exercise its powers. If any office shall become vacant for any reason, the Board of Directors may elect or appoint an individual to fill such vacancy.

Section 3. First Officers. The names and addresses of the first officers of the Association, who shall hold office until the first annual meeting of directors and thereafter until successors are duly elected and have taken office, shall be as follows:

<u>Name and Office</u>	<u>Address</u>
<u>President:</u> Brantly W. Clayton	5350 Diplomat Circle, Suite 101 Orlando, Florida 32810
<u>Vice-President:</u> Mark A. Clayton	5350 Diplomat Circle, Suite 101 Orlando Florida 32810
<u>Secretary:</u> Mark A. Clayton	5350 Diplomat Circle, Suite 101 Orlando, Florida 32810
<u>Treasurer:</u> Brantly W. Clayton	5350 Diplomat Circle, Suite 101 Orlando, Florida 32810

ARTICLE VII

BY-LAWS

The Board of Directors shall adopt By-Laws consistent with these Articles of Incorporation. Such By-Laws may be altered, amended or repealed in the manner set forth in the By-Laws.

ARTICLE VIII

AMENDMENTS

Section 1. Amendments to these Articles of Incorporation shall be proposed and approved by the Board of Directors and thereafter submitted to a meeting of the membership of the Association for adoption or rejection (by affirmative vote of 66-2/3% of the Members), provided that as long as the Developer or its affiliates own any Lot, these Articles may be amended by the Developer alone without the consent of the Members or the Board.

Section 2. In case of any conflict between these Articles of Incorporation and the By-Laws, these Articles shall control; and in case of any conflict between these Articles of Incorporation and the Covenants, the Covenants shall control.

ARTICLE IX

SUBSCRIBERS

The name and address of the subscriber to these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Mark A. Clayton	5350 Diplomat Circle, Suite 101 Orlando, Florida 328180

ARTICLE X

INDEMNIFICATION

Section 1. The Association shall indemnify 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, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, employee, officer or agent of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonable incurred by him in connection with such action, suit or proceeding, unless (a) it is

determined by a court of competent jurisdiction, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or that he acted in a manner he believed to be not in or opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) such court further determines specifically that indemnification should be denied. The termination of any action, suit or proceeding 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 or did act in a manner which he believed to be not in or opposed to the best interest of the Association, and with respect to any criminal action or proceeding, that he had reasonable cause to believe that his conduct was unlawful.

Section 2. To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 above or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually incurred by him in connection therewith.

Section 3. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceeding through all available appeals upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Association as authorized in this Article.

Section 4. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of Members or otherwise, both as to action in his official capacity while holding such office or otherwise, and shall continue as to a person who has ceased to be director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 5. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

Section 6. The provisions of this Article X shall not be amended.

ARTICLE XI

REGISTERED AGENT

Kenneth M. Clayton shall be the registered agent of the Association and the registered office shall be at 220 North Palmetto Avenue, Orlando, Florida 32801.

IN WITNESS WHEREOF, the said subscriber has hereunto set his hand this 29th day of October, 1990.



Mark A. Clayton

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was subscribed and sworn before me by Mark A. Clayton this 29th day of October, 1990.



Notary Public
My Commission Expires:

NOTARY PUBLIC, STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES JANUARY 30, 1994
BONDED THRU HUCKLEBERRY & ASSOCIATES



THE SECRETARY OF THE ARMY

WASHINGTON

DEPARTMENT OF THE ARMY

OFFICE OF THE SECRETARY OF THE ARMY
WASHINGTON, D. C. 20315

MEMORANDUM FOR THE SECRETARY OF THE ARMY
SUBJECT: [Illegible]

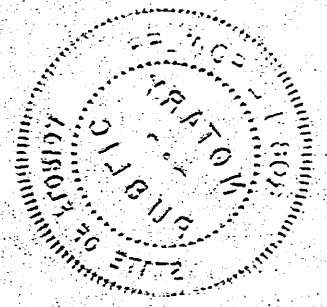
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DATE: [Illegible]

BY: [Illegible]

[Illegible text]

APPROVED AND FORWARDED:
[Illegible]

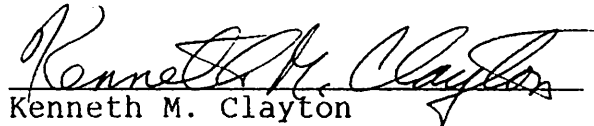


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with the laws of Florida, the following is submitted:

Desiring to organize under the laws of the State of Florida with its principal office, as indicated in the foregoing Articles of Incorporation, at the City of Orlando, County of Orange, State of Florida, the corporation named in said Articles has named Kenneth M. Clayton located at 220 North Palmetto Avenue, City of Orlando, County of Orange, State of Florida, as its statutory registered agent.

Having been named the statutory agent of the above corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.


Kenneth M. Clayton
Registered Agent

Dated: October 26, 1990

Clayton & McCulloh

Attorneys at Law
220 North Palmetto Avenue
Orlando, Florida 32801

KENNETH M. CLAYTON
NEAL McCULLOH
PETER R. McGRATH

TEL (407) 425-4259
FAX (407) 425-4269

July 5, 1996

Mr. Brant Clayton, President
Clayton & Clayton Development, Inc.
5350 Diplomat Circle
Suite 101
Orlando, FL 32810

RE: Articles of Amendment to the Articles of Incorporation
Amended and Supplementary Declaration of Covenants, Conditions and
Restrictions for Tuscany

Dear Brant:

Enclosed are copies of the filed Articles of Amendment and the recorded Amended and Supplementary Declaration of Covenants. As per our telephone conversation this morning, I faxed a copy of same to your office. Also, as per your request, I faxed copies of these documents to Jill (fax number 628-4994).

If you have any questions, please let me know.

Sincerely,

Clayton & McCulloh



Judy D. Owen
Legal Assistant

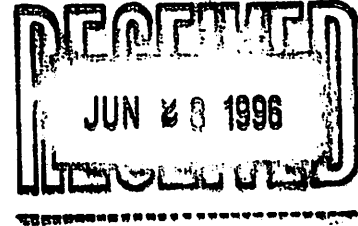
Enclosures



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 25, 1996

JUDY D. OWEN, LEGAL ASSISTANT
CLAYTON & MCCULLOH, P.A.
220 NORTH PALMETTO AVENUE
ORLANDO, FL 32801



Re: Document Number N40592

The Articles of Amendment to the Articles of Incorporation for TUSCANY HOMEOWNER'S ASSOCIATION, INC., a Florida corporation, were filed on June 19, 1996.

The certification requested is enclosed.

Should you have any question regarding this matter, please telephone (904) 487-6050, the Amendment Filing Section.

Thelma Lewis
Corporate Specialist Supervisor
Division of Corporations

Letter Number: 496A00031466

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Amendment, filed on June 19, 1996, to Articles of Incorporation for TUSCANY HOMEOWNER'S ASSOCIATION, INC., a Florida corporation, as shown by the records of this office.

The document number of this corporation is N40592.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
Twenty-fifth day of June, 1996



CR2EO22 (1-95)

Sandra B. Northam

Sandra B. Northam
Secretary of State

Prepared By and Return To
Kenneth M. Clayton, Esquire
Clayton & McCulloh
220 North Palmetto Avenue
Orlando, Florida 32801
(407) 425-4259

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN 19 PM 4: 25

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
TUSCANY HOMEOWNER'S ASSOCIATION, INC.

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted:

1. Article II, entitled PURPOSES AND POWERS, is amended to add the following language:

The Association shall operate, maintain and manage the Surface Water or Storm Water Management System serving the Property in a manner consistent with the St. Johns River Water Management District permit no.42-095-0750M, requirements and applicable District rules, and shall assist in the enforcement of the covenants and restrictions set forth in the Declaration, as amended and supplemented, which relate to the Surface Water or Storm Water Management System.

The Association shall levy and collect adequate assessments against Members of the Association for the costs of maintenance and operation of the Surface Water or Storm Water Management System.

2. Article IV, entitled CORPORATE EXISTENCE, shall be amended and restated in its entirety as follows:

The Association shall have perpetual existence. In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the Surface Water or Storm Water 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.

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida.

SECOND: The date of adoption of the Amendment was

5/22/, 1996.

THIRD: Adoption of Amendment

Article VIII of the Articles of Incorporation entitled AMENDMENTS provides that:

"as long as the Developer or its affiliates own any Lot, these Articles may be amended by the Developer alone without the consent of the Members or the Board."

Pursuant to the above stated provision and in that the Developer does continue to own Lots, the Developer has adopted these amendments without the vote of the Members or the Board of Directors.

Dated 5/22/196, 1996.

TUSCANY HOMEOWNER'S ASSOCIATION, INC.,
Through its Developer

CLAYTON & CLAYTON DEVELOPMENT, INC.

By: Brantly W. Clayton

Brantly W. Clayton

President