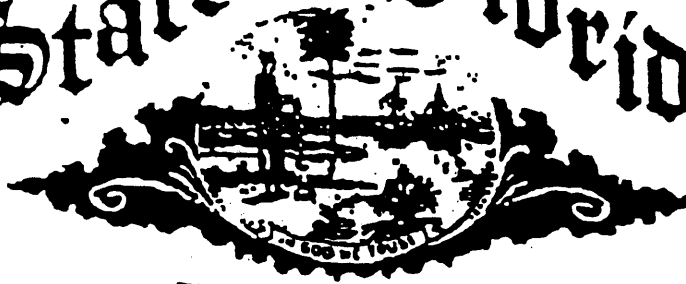


State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of THE COVE HOMEOWNERS ASSOCIATION OF SEMINOLE COUNTY, INC., a Florida corporation, filed on September 14, 1999, as shown by the records of this office.

I further certify the document was electronically received under FAX audit number H99000022947. 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 N99000005445.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
Fourteenth day of September, 1999

Authentication Code: 999A00045185-091499-N99000005445-1/1



CR2E022 (1-99)

Katherine Harris

Katherine Harris
Secretary of State



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 14, 1999

THE COVE HOMEOWNERS ASSOCIATION OF SEMINOLE COUNTY, INC
100 CLAY AVENUE
SUITE 275
ORLANDO, FL 32804

The Articles of Incorporation for THE COVE HOMEOWNERS ASSOCIATION OF SEMINOLE COUNTY, INC. were filed on September 14, 1999, and assigned document number N9900005445. Please refer to this number whenever corresponding with this office.

Enclosed is the certification requested. To be official, the certification for a certified copy must be attached to the original document that was electronically submitted and filed under FAX audit number H99000022947.

A corporation annual report will be due this office between January 1 and May 1 of the year following the calendar year of the file date year. A Federal Employer Identification (FEI) number will be required before this report can be filed. Please apply NOW with the Internal Revenue Service by calling 1-800-829-3676 and requesting form SS-4.

Please be aware if the corporate address changes, it is the responsibility of the corporation to notify this office.

Should you have questions regarding corporations, please contact this office at the address given below.

Neysa Culligan
Document Specialist
New Filings Section
Division of Corporations

Letter Number: 999A00045185

ARTICLES OF INCORPORATION
OF
THE COVE HOMEOWNERS ASSOCIATION OF SEMINOLE COUNTY, INC.

Pursuant to the provisions of Chapter 617, Florida Statutes, the undersigned natural person competent to contract, acting as incorporator of a corporation not-for-profit, hereby adopt the following Articles of Incorporation:

ARTICLE I
NAME

The name of the corporation is THE COVE HOMEOWNERS ASSOCIATION OF SEMINOLE COUNTY, INC., hereinafter referred to as the "Association".

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Association is 3100 Clay Avenue, Suite 275, Orlando, Florida 32804.

ARTICLE III
REGISTERED AGENT

F&L CORP., a Wisconsin corporation, whose street address is The Greenleaf Building, Third Floor, 200 Laura Street, Jacksonville, Florida 32201-0240, is hereby appointed the initial registered agent of this Association.

ARTICLE IV
PURPOSE AND POWERS OF THE ASSOCIATION

A. The Association has been established in connection with that certain residential community commonly known as "The Cove" which is being developed by REMARK DEVELOPMENT, INC., a Florida corporation (the "Developer"). The Developer has or will record a Declaration of Covenants, Conditions and Restrictions for The Cove (the "Declaration") among the Public Records of Seminole County, Florida, which will impose certain covenant, restrictions, easements, charges, liens and other rights and obligations in connection therewith. The terms and words used in these Articles of Incorporation shall have the same meaning as set forth in the Declaration, unless expressly provided herein to the contrary. All references herein to the Declaration shall refer to the Declaration as it may from time to time be amended as provided therein.

B. 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 and

preservation of the Common Areas, and the architectural control of the Lots within that certain residential community in Seminole County, Florida known as THE COVE, and to promote the health, safety and welfare of the residents within the above community and any additions thereto as may hereafter be brought within the jurisdiction of this Association, and in furtherance of these purposes, to:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association, including but not limited to, maintenance, operation, and repair of the Surface Water or Stormwater Management Systems, as set forth in the Declaration.

(b) fix, levy, collect and enforce payment of, by any lawful means, all charges, assessments and working capital contributions, 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) subject to such conditions as may be provided in the Declaration, 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) subject to such conditions as may be provided in the Declaration, borrow money, and with the assent of two-thirds (2/3) of the votes of each class of members, sell any or all of its real or personal property, or 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) subject to such conditions as may be provided in the Declaration, dedicate, sell or transfer all or any part of the Common Area to any public agency or authority or utility for such purposes;

(f) subject to such conditions as may be provided in the Declaration, participate in mergers and consolidation with other non-profit 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 unless otherwise provided in the Declaration;

(g) have and to exercise any and all powers, rights and privileges which a corporation organized under Chapter 617, Florida Statutes, by law may now or hereafter have and exercise.

ARTICLE V

MEMBERSHIP AND VOTING RIGHTS

Every Owner of a Lot which is subject by covenants of record to assessment by the Association shall have appurtenant thereto a membership in the Association, which

membership shall be held by the person or entity, or in common by the persons or entities, owning such unit, except that no person or entity holding an interest or title to a unit as security for performance of an obligation shall acquire the membership appurtenant to such Lot by virtue of such interest or title. In no event may any membership be severed from the Lot to which it is appurtenant.

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 Developer and Builders and shall be entitled to one vote for each Lot owned. When more than one (1) person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Lot.

CLASS B. Class B member(s) shall be the Developer and Builders (as defined in the Declaration), and shall be entitled to six (6) votes for each Lot owned by them in the Community. 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) Six year from the date of recording of the Declaration; or
- (c) Earlier than (a) or (b) above, at the option of Developer.

Upon the happening of any of these events, Developer shall call a special meeting of the Association to advise of the termination of Class "B" membership. From and after the happening of these events, whichever occurs earlier, the Class B members shall be deemed Class A member entitled to one (1) vote for each Lot in which they hold the interest required for membership; provided, however, that the Class B membership may be reinstated as provided in the Declaration.

ARTICLE VII BOARD OF DIRECTORS

The affairs and property of this corporation shall be managed and governed by a Board of Directors, who need not be members of the Association, composed of not less than three (3) nor more than seven (7) persons. The first Board of Directors shall have three (3) members, and in the future the number will be determined from time to time in accordance with the provisions of the By-Laws of the corporation. The number of Directors on the Board of Directors shall always be an odd number.

The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

Stuart Kramer
3100 Clay Avenue
Suite 275
Orlando, Florida 32804

Evelyn Levy
3100 Clay Avenue
Suite 275
Orlando, Florida 32804

Dwayne R. Hamner
3100 Clay Avenue
Suite 275
Orlando, Florida 32804

At the first annual meeting following the cessation of the Class B membership, the Members shall elect two (2) directors for a term of one (1) year, two (2) directors for a term of two (2) years, and one (1) director for a term of three (3) years. The Candidate receiving the largest number of votes shall serve as director for three (3) years; the two candidates receiving the second and third largest vote shall serve as directors for two (2) years; and the two (2) candidates receiving the fourth and fifth largest vote shall serve as directors for one (1) year. At each annual meeting thereafter, the members shall elect the appropriate number of directors for a term of three (3) years. All of the duties and powers of the Association existing under the Declaration, these Articles and the Bylaws shall be exercised exclusively by the Board, its agents, contractors or employees subject only to approval by the members, and/or the Declarant, when such approval is specifically required by the Declaration, these Articles or the Bylaws.

ARTICLE VIII OFFICERS

The officers of this Association, who shall manage the day-to-day affairs of the Association subject to the direction of the Board, shall be a President and a Vice President, who shall at all times be members of the Board of Directors; a Secretary, a Treasurer, and such officers as the Board may from time to time by resolution create. The election of officers shall take place at the first meeting of the Board of Directors which shall follow each annual meeting of members. The names of the officers who are to serve until the first election of appointments are:

<u>NAME</u>	<u>ADDRESS</u>
President: Stuart Kramer	3100 Clay Avenue Suite 275 Orlando, Florida 32804
Vice President: Dwayne R. Hamner	3100 Clay Avenue Suite 275 Orlando, Florida 32804
Secretary: Evelyn Levy	3100 Clay Avenue Suite 275 Orlando, Florida 32804
Treasurer: Dwayne R. Hamner	3100 Clay Avenue Suite 275 Orlando, Florida 32804

ARTICLE IX
INDEMNIFICATION OF OFFICERS AND DIRECTORS

(a) The Association hereby indemnifies any Director or Officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

(i) 1. Whether civil, criminal, administrative, or investigative, other than one by or in the right of the Association to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity of Director or officer of the Association, or in his capacity as Director, officer, employee or agent of any other corporation, partnership, joint venture, or other enterprise which he served at the request of the Association, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such Director or officer did not act in good faith in the reasonable belief that such action was in the best interests of the Association or that he had reasonable grounds for belief that such action was unlawful.

(ii) By or in the right of the Association to procure a judgment in its favor by reason of his being or having been a Director or officer of the Association, or

by reason of his being or having been a Director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against the reasonable expenses, including solely for this reason, or solely because the Director or officer is present at or participates in the meeting of the Board or committee thereof which authorized the contract or transaction, or solely because his or their votes are counted for such purpose. No Director or officer of the Association shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction.

(b) Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

ARTICLE X

BY-LAWS

By-Laws shall be initially adopted by the Board of Directors after which such By-Laws may be amended, at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy.

ARTICLE XI

ANNEXATION OF ADDITIONAL PROPERTY

Subject to the terms, conditions and provisions of the Declaration additional residential property, common area and recreational facilities may be annexed to the Property (i) by the members with the consent of two-thirds (2/3) of each class of members of the Association or (ii) by the Developer. Such Annexation shall become effective upon the recording of an amendment to the Declaration in the Public Records of Orange County, Florida.

ARTICLE XII

AMENDMENTS

Proposals for the alteration, amendment or rescission of these Articles of Incorporation may be made by a majority of the Board of Directors or twenty-five percent (25%) of the voting members. Amendment of these Articles of Incorporation shall require the assent of not less than seventy-five percent (75%) of the total number of votes in each class membership.

So long as there is a Class B membership, the Developer may amend the Articles of Incorporation of the Association to correct any omission or error, or effect any other amendment, except that this procedure for amendment cannot be used if such an amendment would, in the reasonable opinion of the Developer, materially and adversely affect substantial property rights of Owners, unless the affected Owners consent in writing. The execution and recording or filing, as applicable, of any amendment by the Developer pursuant hereto shall be conclusive evidence that the amendment does not materially and adversely affect substantial property rights of Owners who did not join in or consent to such execution.

ARTICLE XIII
DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by the holders of not less than two-thirds (2/3) of the total number of votes in each class of members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for the purposes similar to those for which this Association was created. In the event dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes. Any action under this Article is subject to the procedures and requirements of Section 617.05, Florida Statutes. In the event of dissolution of the Association, the responsibility for the operation and maintenance of the Surface Water or Stormwater Management System shall be transferred to an entity which would comply with Section 40C-42.027, Florida Administrative Code.

ARTICLE XIV
DURATION

The existence of the Association shall commence upon the filing of these Articles with the Secretary of State. The corporation shall exist perpetually.

ARTICLE XV
SUBSCRIBER

The name and address of the subscriber is as follows:

Stuart Kramer
3100 Clay Avenue, Suite 275
Orlando, Florida 32804

ARTICLE XVI
FHA AND VA APPROVAL

As long as there is a Class B membership, the following actions will require the approval of either the Federal Housing Administration or the Veterans Administration when either of subject entities has an interest: (i) annexation of additional properties other than the Additional Land which may be annexed by the Developer as provided in the Declaration, (ii) mergers and consolidations, (iii) mortgaging or dedication of the Common Area, or (iv) dissolution and amendment of these Articles.

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 13th day of September, 1999.

Stuart Kramer
STUART KRAMER

STATE OF FLORIDA

COUNTY OF ORANGE

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority STUART KRAMER, to me well known and well known to me to be the person described in and who executed the foregoing and he acknowledged before me that he executed the said instrument as his free and voluntary act and deed for the uses and purposes therein set forth and expressed. He is personally known to me

Witness my hand and seal this 13th day of September, 1999.

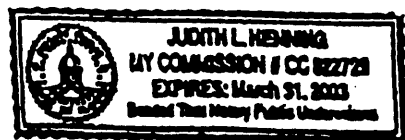
Judith L. Henning

NOTARY PUBLIC

Name: Judith L. Henning

My Commission Expires: _____

Commission #: _____



**CERTIFICATE DESIGNATING REGISTERED OFFICE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA AND
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with the provisions of Chapter 607, Florida Statutes, the following is submitted:


THE COVE HOMEOWNERS ASSOCIATION OF SEMINOLE COUNTY, INC. (the "Association") desiring to organize as a domestic not for profit corporation under the laws of the State of Florida has named and designated F&L Corp., a Wisconsin corporation, as its Registered Agent to accept service of process within the State of Florida and perform such other duties as are required in the State and has designated its registered office located at The Greenleaf Building, Third Floor, 200 Laura Street, Jacksonville, Florida 32201-0240.

ACKNOWLEDGMENT

Having been named as Registered Agent for THE COVE HOMEOWNERS ASSOCIATION OF SEMINOLE COUNTY, INC., at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of said Statutes, as the same may apply to the Association; and I further agree to comply with the provisions of said Statutes relative to keeping open said office and all other statutes, all as the same may apply to the Association relating to the proper and complete performance of my duties as Registered Agent.

DATED this 13th day of September, 1999.

F&L CORP., a Wisconsin corporation

By: 
Name: Jim A. Sinder
Title: Agent