

ARTICLES OF INCORPORATION

WINTER WOODS HOMEOWNERS ASSOCIATION, INCORPORATED
(a corporation not for profit)

WE, THE UNDERSIGNED, natural persons competent to contract, hereby associate ourselves together for the purpose of becoming incorporated under the laws of the State of Florida, applicable to Corporations not for profit, under the following Articles of Incorporation:

ARTICLE I: NAME

The name of the Corporation shall be WINTER WOODS HOMEOWNERS ASSOCIATION, INCORPORATED.

ARTICLE II: PRINCIPAL OFFICE

The present address of the principal office and place of business of this Corporation is 2259 King James Court, Winter Park, Florida 32789, which address and place of business is, however, subject to change from time to time by the Board of Directors.

ARTICLE III: OBJECTS AND PURPOSES

This Corporation is organized not for profit and the objects and purposes to be transacted and carried on are:

- (1) To erect, build, operate and maintain a recreational area providing facilities for all types of recreation, including, but not limited to, swimming, picnicking, tennis and baseball, and to provide pavilions, lavatories, refreshment facilities and other necessities or conveniences in connection therewith.
- (2) To promote the common welfare of the residents of Winter Woods Subdivision, Seminole County, Florida.
- (3) To maintain, beautify and improve Winter Woods Subdivision, Seminole County, Florida, in any manner as may from time to time be decided upon and approved by the Board of Directors, without profit to itself.

ARTICLE IV: TERM OF EXISTENCE

This Corporation shall exist perpetually unless sooner terminated in accordance with the laws of the State of Florida.

ARTICLE V: QUALIFICATION OF MEMBERS
AND MANNER OF ADMISSION

Membership shall be limited to persons residing in Seminole County, Florida, such area to be further delineated and described in the By-Laws of this Corporation. All members shall be adults and competent to contract. Admission to membership shall be granted only and in the sole discretion of the Board of Directors, acting upon and approving application therefor submitted together with the required membership fee which shall be determined from time to time by the Board of Directors.

ARTICLE VI: SUBSCRIBERS

The names and addresses of the subscribers to these Articles of Incorporation are:

- (1) Frederick R. Atterbury, 2259 King James Court, Winter Park, Florida 32789.
- (2) Stephen J. Torda III, 2257 King Henry's Court, Winter Park, Florida 32789.
- (3) Raymond D. Stokes, 2251 King Henry's Court, Winter Park, Florida 32789.
- (4) Ira Ungar, 2269 King Henry's Court, Winter Park, Florida 32789.

ARTICLE VII: OFFICERS

The general officers of the Corporation shall be a President, one or more Vice-Presidents, a Secretary-Treasurer, and such assistants to the Secretary-Treasurer as the Board of Directors shall deem necessary from time to time.

The officers shall be members of the Corporation, and elected annually by the Board of Directors at the time and in the manner prescribed by the By-Laws. The specific duties of the officers of the Corporation, in addition to those imposed by law, shall also be set out in the By-Laws.

The names and addresses of the initial officers of this Corporation and who shall arrange and manage the affairs of this Corporation until their successors are duly elected and qualified are:

- (1) PRESIDENT: Frederick R. Atterbury, 2259 King James Court, Winter Park, Florida 32789.
- (2) VICE- PRESIDENT: Stephen J. Torda III, 2257 King Henry's Court, Winter Park, Florida 32789.
- (3) SECRETARY-TREASURER: Raymond D. Stokes, 2251 King Henry's Court, Winter Park, Florida 32789.

ARTICLE VIII: BOARD OF DIRECTORS
AND INITIAL DIRECTORS

The government of this Corporation shall be vested in a Board of Directors initially consisting of fourteen persons who shall be members of the Corporation and elected or appointed as provided for in the By-Laws of this Corporation. The number may be increased or decreased from time to time, but it shall never be less than seven.

The names and addresses of the first Board of Directors who shall serve until their successors are duly elected or appointed are:

(1) Frederick R. Atterbury, 2259 King James Court,
Winter Park, Florida 32789.

(2) Stephen J. Torda III, 2257 King Henry's Court,
Winter Park, Florida 32789.

(3) Raymond D. Stokes, 2251 King Henry's Court,
Winter Park, Florida 32789.

(4) Ira Ungar, 2269 King Henry's Court, Winter Park,
Florida 32789.

(5) Carolyn B. Monegue, 1816 Poinciana Road, Winter
Park, Florida 32789.

(6) Danish B. Bushrui, 1961 Ring Arthur's Court,
Winter Park, Florida 32789.

(7) Herbert C. Steinmets, Jr., 2241 King John's Court,
Winter Park, Florida 32789.

(8) James G. Brubaker, 2011 East Hampton Circle,
Winter Park, Florida 32789.

(9) Thomas Sells, Jr., 1927 Nottingham Drive, Winter
Park, Florida 32789.

(10) Ralph Grieco, 2232 Coventry, Winter Park, Florida
32789.

(11) Richard B. Parker, 1957 Ring Arthur's Court,
Winter Park, Florida 32789.

(12) Franklin F. Ramseur, 2206 Winter Woods Boulevard,
Winter Park, Florida 32709.

(13) Jerry Murchison, 1917 East Hampton Circle,
Winter Park, Florida 32789.

(14) Kenneth H. Renner, 2229 King Richard's Court,
Winter Park, Florida 32789.

ARTICLE IX: BY-LAWS

The Board of Directors of this Corporation may provide such By-Laws for the conduct of the business of the Corporation and for carrying out its purposes as they may deem necessary from time to time. Until the first annual meeting of the full membership, the By-Laws shall be adopted, altered, amended, or repealed by a two-thirds majority vote of the Board of Directors present, upon proper notice, at any regular meeting or special meeting called for that purpose. After the first annual meeting, which shall be as soon as there are seventy-five members, the By-Laws shall be amended or repealed only by a majority vote of the membership present at an annual or special meeting. No By-Law shall be in conflict with these Articles of Incorporation.

ARTICLE X: TERMINATION OF MEMBERSHIP

Membership in this Corporation shall be terminated by the Board of Directors for violation of these Articles of Incorporation, the By-Laws, or any rule or regulation prescribed by the officers of this Corporation pursuant to these Articles of Incorporation or the By-Laws.

ARTICLE XI: POWERS

Unless otherwise provided by law, this Corporation shall have power to:

- (a) Have succession by its Corporate name for a period set forth in these Articles of Incorporation.
- (b) Sue and be sued and appear and defend in all actions and proceedings in its Corporate name to the same extent as a natural person.
- (c) Adopt and use a common Corporate seal and alter the same, provided, however, that such seal shall always contain the words "Corporation not for profit".
- (d) Elect or appoint such officers and agents as its affairs shall require and allow them reasonable compensation.
- (e) Make contracts and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchises or income.
- (f) Purchase, take, receive, lease, take by gift, devise or bequest, or otherwise acquire, own, hold, improve, use or otherwise deal in or with real or personal property, or any interest therein, wherever situated, as the Corporation may require for the benefits of the members and not for pecuniary profit.
- (g) Sell, convey, mortgage, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its property and assets.


(h) Engage in all business endeavors which may be essential, necessary or incident to the pursuit of the recreational and sports activities or in connection with any of the purposes and objects herein mentioned, including the raising of funds by subscriptions, the issuing of membership certificates and the granting of any rights and privileges to subscribers.


(i) Have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is organized.

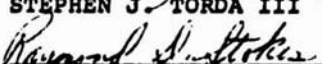
ARTICLE XII: AMENDMENT

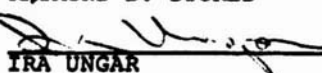
These Articles of Incorporation may be amended upon proposal by the Board of Directors and adopted by a majority of the membership of this Corporation present at any regular or special meeting after proper notice as may be provided by the By-Laws.

IN WITNESS WHEREOF, we, FREDERICK H. ATTERBURY, STEPHEN J. TORDA III, RAYMOND D. STOKES, and IRA UNGAR, being all of the incorporators hereinabove named, have hereunto set our respective hands and seals this 22nd day of March, A.D., 1971.


FREDERICK R. ATTERBURY (SEAL)

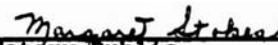

STEPHEN J. TORDA III (SEAL)


RAYMOND D. STOKES (SEAL)


IRA UNGAR (SEAL)

STATE OF FLORIDA)
)
COUNTY OF)

I, the undersigned, do hereby certify that on this 22nd day of March, A.D., 1971, before me personally appeared FREDERICK R. ATTERBURY, STEPHEN J. TORDA III, RAYMOND D. STOKES, and IRA UNGAR, who are described in and who signed and executed the foregoing Articles of Incorporation, and having made known to them the contents thereof, they acknowledged to me, individually and jointly, that they signed the same as their free, true and voluntary act and deed.


Notary Public

My commission expires:
Notary Public State of Florida
My Commission Expires 12/31/72

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
WINTER WOODS HOMEOWNERS ASSOCIATION, INCORPORATED**

These Articles of Amendment are filed pursuant to Section 617.1006, Florida Statutes. The undersigned Florida nonprofit corporation adopts the following Articles of Amendment to its Articles of Incorporation.

1. Article III is hereby deleted in its entirety and the following substituted therefor:

ARTICLE III: OBJECTS AND PURPOSES

This Corporation is organized not for profit and the objects and purposes to be transacted and carried on are:

(1) To promote the common welfare of the residents of Winter Woods Subdivision, Seminole County, Florida.

(2) To maintain, beautify and improve Winter Woods Subdivision, Seminole County, Florida, in any manner as may from time to time be decided upon and approved by the Board of Directors, without profit to itself. The Corporation may, but is not obligated to, erect, build, operate and maintain a recreational area providing facilities for all types of recreation, including, but not limited to, swimming, picnicking, tennis and baseball, and to provide pavilions, lavatories, refreshment facilities and other necessities or conveniences in connection therewith.

2. Article V is hereby deleted in its entirety and the following is substituted therefor:

ARTICLE V: QUALIFICATION OF MEMBERS AND MANNER OF ADMISSION.

Membership shall be as further delineated and described in the By-Laws of this Corporation.

3. Article VII is hereby deleted in its entirety and the following is substituted therefor:

ARTICLE VII: OFFICERS

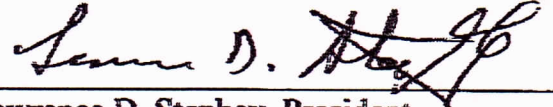
The officers of the Corporation shall be a President, one or more Vice-Presidents, a Secretary, a Treasurer, and such other officers as the Board of Directors shall deem appropriate from time to time. The officers shall be members of the Corporation and elected annually by the members at the time and in the manner prescribed by the By-Laws.

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DEC 16 PM 2:10
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

4. The amendments do not provide for an exchange, reclassification or cancellation of issued shares.

5. The amendments were adopted on October 14, 2004

6. The amendments were adopted by a majority of the members and the number of votes cast for the amendment by the members was sufficient for approval.



Lawrence D. Stephey, President

Dated October 18, 2004.

LAW OFFICES

**DECUBELLIS, MEEKS
& UNCAPHER, P.A.**

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Orlando, Florida 32801-1003

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Orlando, Florida 32802-4976

Telephone: (407) 872-2200
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E-Mail: spaulus@dmllawfirm.com

SUZANNE E. PAULUS

December 14, 2004

Via UPS Next Day Air

Tracking Number: 1Z Y33 864 22 1000 460 2

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Winter Woods Homeowners Association, Incorporated
Articles of Amendment to Articles of Incorporation of Winter Woods
Homeowners Association, Incorporated

Dear Sir or Madam:

Please find enclosed the original executed Articles of Amendment to Articles of Incorporation of Winter Woods Homeowners Association, Incorporated to be filed with the Division of Corporations. Also enclosed is DeCubellis Meeks & Uncapher, P.A. Trust Account check number 5307 in the amount of \$35.00 for the cost of filing the Articles of Amendment.

Please do not hesitate to contact me if you require any further information.

Very truly yours,

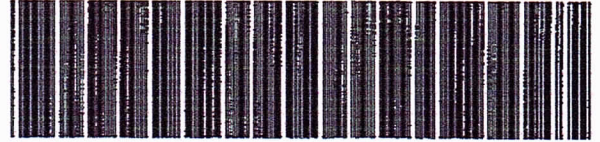
DECUBELLIS, MEEKS & UNCAPHER, P.A.



Bonna A. Doan, CLA
Legal Assistant to Suzanne E. Paulus, Esquire

/bad
Enclosure

720576



100043163101

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

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*Amend
MD 12/22*

12/16/04--01044--004 **35.00

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04 DEC 16 PM 12:10
TALLAHASSEE, FLORIDA
STATE