

ARTICLES OF INCORPORATION
OF PIEDMONT LAKES HOMEOWNERS ASSOCIATION, INC.
a corporation not for profit

In compliance with the requirements of Florida Statute 617, the undersigned, all of whom are residents of the State of Florida, and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

- ARTICLE I - NAME OF CORPORATION
- ARTICLE II - PRINCIPAL PLACE OF BUSINESS
- ARTICLE III - INITIAL REGISTERED AGENT
- ARTICLE IV - PURPOSE AND POWERS OF THE ASSOCIATION
- ARTICLE V - MEMBERSHIP
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ARTICLE I - NAME OF CORPORATION

The name of the corporation is Piedmont Lakes Homeowners Association, Inc., a corporation not for profit under the provisions of Chapter 617 of the Florida Statutes (hereinafter referred to as the "Association").

ARTICLE II - PRINCIPAL PLACE OF BUSINESS

The principal office of the Association is located at 890 S.R. 434 North, Altamonte Springs, Florida 32714 or other office designated by Board of Directors.

ARTICLE III - INITIAL REGISTERED AGENT

BARRY S. GOODMAN, whose address is 860 S.R. 434 North, Altamonte Springs, Florida 32714, is hereby appointed the initial registered agent of this Association.

ARTICLE IV
PURPOSE AND POWERS OF THE ASSOCIATION

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, preservation and architectural control of the residence Lots and Common Area within that certain tract of property described as:

That real property described on Exhibit "A" attached hereto and incorporated herein by this reference.

and to promote the health, safety and welfare of the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

(a) exercise of all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions, and Restrictions, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the Office of Clerk of the Court of Orange County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(b) fix, levy, collect, and enforce payment by any lawful means, all charges or assessments 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) 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) borrow money, and with the assent of two-thirds (2/3) of each class of members, 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) dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;

(f) participate in mergers and consolidations with other nonprofit 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;

(g) have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Florida by law may now or hereafter have or exercise.

ARTICLE V - MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of any obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

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

Class B. The Class B member(s) shall be the Declarant (as defined in the Declaration), and shall be entitled to three (3) votes for each Lot owned. 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) on the date seven (7) years from the date when Declaration is recorded.

ARTICLE VII - BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of not more than nine (9) directors, who need not be members of the Association. The initial number of directors shall be three (3) and may be changed by amendment of the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

Barry S. Goodman	860 S.R. 434 North Altamonte Springs, FL 32714
Norman A. Rossman	2301 Lucien Way, Suite 360 Maitland, FL 32751
J. D. Feinstein	890 S.R. 434 North Altamonte Springs, FL 32714

At the first annual meeting the members shall elect one director for a term of one year, one director for a term of two (2) years and one director for a term of three (3) years; and at each annual meeting thereafter the members shall elect one director for a term of three (3) years.

ARTICLE VIII - SUBSCRIBERS

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

Barry S. Goodman	860 S.R. 434 North Altamonte Springs, FL 32714
Norman A. Rossman	2301 Lucien Way, Suite 360 Maitland, FL 32751
J. D. Feinstein	890 S.R. 434 North Altamonte Springs, FL 32714

ARTICLE IX - OFFICERS

The affairs of the Association shall be administered by the officers designated in the By-Laws of the Association as shall be elected by the Board of Directors at its first meeting following the first annual meeting of the general membership and they shall serve at the pleasure of the Board of Directors. Pending the election of the permanent officers of this Association by the Board of Directors, the following named persons shall be the temporary officers of the Association until their successors have been duly elected:

President	Barry S. Goodman
Vice President	Norman A. Rossman
Secretary/Treasurer	J. D. Feinstein

ARTICLE X - BY-LAWS

By-Laws of the Association will be hereinafter adopted at the first meeting of the Board of Directors. Such By-Laws may be amended or repealed, in whole or in part, 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, except that the Veterans Administration shall have the right to veto amendments while there is a Class B membership.

ARTICLE XI - DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of 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 purposes similar to those for which this Association was created.

In the event that such dedication is refused acceptance, such assets shall be granted, conveyed, and assigned to any nonprofit corporation, association, trust, or other organization to be devoted to such similar purposes.

ARTICLE XII - DURATION

The corporation shall exist perpetually.

ARTICLE XIII - AMENDMENTS

Amendments to these Articles of Incorporation may be proposed by a resolution executed by at least twenty-five percent (25%) of each class of members of the Association, which proposal shall be presented to a quorum of members for their vote. Amendment of these Articles shall require the consent of two-thirds (2/3) of each class of members of Association.

ARTICLE XIV - CONFLICT

In the event that any provision of these Articles of Incorporation conflict with any provision of Declaration, the provision of Declaration in conflict therewith shall control.

ARTICLE XV - VA APPROVAL

As long as there is a Class B membership, the following actions will require the prior approval of the Veterans Administration: annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution and amendment of these Articles.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, we, the undersigned, constituting the members and incorporators of this Association, have executed these Articles of Incorporation, this _____ day of _____, 19____.

RESIDENTIAL COMMUNITIES OF AMERICA,
a Florida general partnership by:
ROLESHAR, INC., a general partner

BARRY S. GOODMAN

BY: _____
J. D. FEINSTEIN, President

NORMAN A. ROSSMAN

J. D. FEINSTEIN

STATE OF FLORIDA
COUNTY OF SEMINOLE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared BARRY S. GOODMAN, NORMAN A. ROSSMAN and J. D. FEINSTEIN, to me known to be the person(s) described in and who executed the foregoing instrument and acknowledged that they executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this _____ day of _____, 19____.

NOTARY PUBLIC

My Commission Expires:

EXHIBIT "A"

LEGAL DESCRIPTION:

From the Northeast corner of Section 13, Township 21 South, Range 28 East, Orange County, Florida run N 89°06'32" W along the North line of the Northeast 1/4 of said Section 13, 1331.78 feet to the Point of Beginning of the following described parcel of land, thence S 00°39'42" W 98.00 feet; thence S 59°05'02" W 440.17 feet; thence N 80°06'32" W 626.48 feet; thence S 00°36'31" W 100.00 feet; thence N 89°06'32" W 300.00 feet to the East Right of Way of Piedmont Wekiwa Road; thence S 00°36'31" W along said Right of Way 936.51 feet to the P.C. of a curve concave to the West having a radius of 640.76 feet a central angle of 17°36'07" thence along the arc of said curve 196.85 feet; thence departing said curve run S 00°36'31" W 1367.22 feet; thence N 85°41'48" W 575.07 feet to the aforesaid East Right of Way, thence S 04°26'13" W along said Right of Way 707.92 feet; thence departing said right of Way run N 89°48'16" E 287.72 feet; thence S 00°35'51" W 334.86 feet; thence S 89°59'59" E 333.40 feet; thence N 00°36'31" E 308.92 feet; thence S 83°51'51" E 164.19 feet; thence N 36°08'09" E 197.32 feet; thence S 53°51'51" E 99.28 feet; thence S 83°51'51" E 70.00 feet; thence S 36°08'09" W 23.18 feet; thence S 83°51'51" E 490.19 feet; thence N 00°38'09" E 609.29 feet; thence N 17°04'21" W 96.26 feet; thence N 33°29'04" W 102.94 feet; thence N 47°26'05" W 38.61 feet; thence N 56°33'23" W 139.99 feet; thence N 32°59'08" E 158.98 feet; thence N 57°00'52" W 40.51 feet; thence N 31°59'08" E 104.35 feet; thence N 51°01'29" W 25.29 feet; thence N 38°58'31" E 105.00 feet; thence N 28°55'59" E 50.78 feet; thence N 38°58'31" E 100.00 feet; thence N 51°01'29" W 75.02 feet; thence N 42°45'52" W 70.00 feet; thence S 47°14'08" W 8.34 feet; thence N 42°45'52" W 115.00 feet; thence S 47°14'08" W 25.00 feet; thence N 42°45'52" W 100.00 feet, thence N 47°14'08" E 92.42 feet; thence S 86°22'36" W 11.96 feet; thence N 31°36'28" W 113.00 feet; thence N 58°23'32" E 200.00 feet; thence S 31°36'28" E 105.00 feet; thence N 32°32'40" E 35.00 feet; thence N 04°42'36" E 24.46 feet; thence N 14°05'17" W 50.00 feet; thence N 16°08'41" W 50.00 feet; thence N 17°32'36" W 50.00 feet; thence N 17°35'04" W 200.00 feet; thence N 18°03'18" W 55.00 feet; thence N 31°13'41" W 86.93 feet; thence N 51°29'04" W 85.00 feet; thence N 66°03'48" W 180.00 feet; thence N 79°19'45" W 55.00 feet; thence S 00°36'31" W 33.00 feet; thence N 89°23'29" W 59.93 feet; thence S 00°36'31" W 105.00 feet; thence N 89°23'29" W 50.00 feet; thence S 00°36'31" W 10.00 feet; thence N 89°23'29" W 150.00 feet; thence N 00°36'31" E 35.00 feet; thence N 89°23'29" W 60.00 feet; thence N 00°36'31" E 210.00 feet; thence S 89°23'29" E 25.00 feet; thence N 00°36'31" E 55.00 feet; thence N 04°35'00" E 98.13 feet; thence N 06°03'58" E 110.79 feet; thence S 82°13'06" E 105.42 feet; thence S 78°47'15" E 105.42 feet, thence S 75°21'24" E 105.42 feet; thence S 71°55'33" E 105.42 feet; thence S 68°29'42" E 105.42 feet; thence S 65°03'50" E 105.42 feet; thence S 60°41'54" E 57.95 feet; thence S 52°10'28" E 120.02 feet; thence S 39°02'46" E 141.12 feet; thence N 68°18'25" E 224.17 feet; thence N 69°50'47" E 105.61 feet; thence N 73°32'35" E 425.00 feet; thence S 89°56'43" E 152.93 feet; thence N 01°00'00" E 182.64 feet; thence N 02°41'28" W 68.00 feet; thence N 15°01'07" W 65.00 feet; thence N 24°00'56" W 110.00 feet; thence N 10°24'50" W 70.00 feet; thence N 01°04'35" W 70.00 feet; thence N 07°05'55" E 52.59 feet; thence N 78°47'57" W 70.00 feet; thence N 59°46'26" W 135.00 feet; thence N 12°08'23" W 145.00 feet; thence N 37°57'41" E 165.92 feet; thence N 89°06'32" W 320.00 feet to the Point of Beginning. Containing 84.41 acres more or less.