



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 10, 2001

CCRS

The Articles of Incorporation for THE SANCTUARY COMMUNITY ASSOCIATION, INC. were filed on July 10, 2001 and assigned document number N01000004828. Please refer to this number whenever corresponding with this office regarding the above corporation. The certification you requested is enclosed.

PLEASE NOTE: COMPLIANCE WITH THE FOLLOWING PROCEDURES IS ESSENTIAL TO MAINTAINING YOUR CORPORATE STATUS. FAILURE TO DO SO MAY RESULT IN DISSOLUTION OF YOUR CORPORATION.

A CORPORATION ANNUAL REPORT/UNIFORM BUSINESS REPORT MUST BE FILED WITH THIS OFFICE BETWEEN JANUARY 1 AND MAY 1 OF EACH YEAR BEGINNING WITH THE CALENDAR YEAR FOLLOWING THE YEAR OF THE FILING DATE NOTED ABOVE AND EACH YEAR THEREAFTER. FAILURE TO FILE THE ANNUAL REPORT/UNIFORM BUSINESS REPORT ON TIME MAY RESULT IN ADMINISTRATIVE DISSOLUTION OF YOUR CORPORATION.

A FEDERAL EMPLOYER IDENTIFICATION (FEI) NUMBER MUST BE SHOWN ON THE ANNUAL REPORT/UNIFORM BUSINESS REPORT FORM PRIOR TO ITS FILING WITH THIS OFFICE. CONTACT THE INTERNAL REVENUE SERVICE TO RECEIVE THE FEI NUMBER IN TIME TO FILE THE ANNUAL REPORT/UNIFORM BUSINESS REPORT AT 1-800-829-3676 AND REQUEST FORM SS-4.

SHOULD YOUR CORPORATE MAILING ADDRESS CHANGE, YOU MUST NOTIFY THIS OFFICE IN WRITING, TO INSURE IMPORTANT MAILINGS SUCH AS THE ANNUAL REPORT/UNIFORM BUSINESS REPORT NOTICES REACH YOU.

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

Joey Bryan, Document Specialist
New Filing Section

Letter Number: 401A00040675

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of THE SANCTUARY COMMUNITY ASSOCIATION, INC., a Florida corporation, filed on July 10, 2001, as shown by the records of this office.

The document number of this corporation is N01000004828.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Tenth day of July, 2001



CR2E022 (1-99)

Katherine Harris

Katherine Harris
Secretary of State

ARTICLES OF INCORPORATION
OF
THE SANCTUARY COMMUNITY ASSOCIATION, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of this Corporation shall be THE SANCTUARY COMMUNITY ASSOCIATION, INC., hereinafter referred to as the "Association."

ARTICLE II
PRINCIPAL OFFICE

The principal office of the Association is located at 1155 S. Semoran Boulevard, Suite 1120, Winter Park, Florida, 32792.

ARTICLE III
REGISTERED OFFICE AND AGENT

The registered office of this Association shall be located at 1155 S. Semoran Boulevard, Suite 1120, Winter Park, Florida, 32792, and the registered agent of the Association at that address shall be Dennis Perez. The Association may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation.

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 residential Units and Common Area within that certain tract of property known as The Sanctuary and more particularly described on the attached Exhibit "A," incorporated herein by reference (the "Property").

The Association is being formed to promote the health, safety and welfare of the residents within the Property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

(a) exercise all of the powers, enforcement rights and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions, Restrictions and Easements of The Sanctuary Homeowners Association (the "Declaration") applicable to the Property and recorded or to be recorded in the Office of the Clerk

of the Circuit Court in and for Seminole 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; 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 the representatives of two-thirds (2/3) of each class of Members, mortgage, pledge, 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, sale or transfer shall be effective unless an instrument has been signed by the representatives of two-thirds (2/3) of each class of Members, agreeing to such dedication, sale or transfer. However, there shall be no requirement of participation by or agreement of the Members in the event the dedication, sale or transfer is incidental to a replatting of any portion of the Common Area.

(f) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area;

(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 may now or hereafter have or exercise.

ARTICLE V MEMBERSHIP

The Declarant and every person or entity who is a record owner of a fee or undivided fee interest in any residential Unit or undeveloped property which is subject by covenants of record to assessment by the Association shall be a Member. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any residential Unit or undeveloped property which is subject to assessment by the Association.

ARTICLE VI
VOTING RIGHTS

The Owner of each Unit shall be a Member of the Association and shall be entitled to vote in accordance with the terms of the Declaration and By-Laws. The Association shall have two (2) classes of voting membership. Class A Members shall be all Owners of residential Units except the Class "B" Member. The sole Class "B" Member shall be the Declarant. The manner of exercising voting rights shall be as set forth in the Declaration and in the By-Laws.

ARTICLE VII
BOARD OF DIRECTORS

The affairs of this Association shall be governed by a Board of Directors, each of whom will have one equal vote. Except with respect to directors appointed by the Class "B" Member, if any, the Directors shall be Members or spouses of Members as provided by the By-Laws. The number of directors and the method of election, removal, and filling of vacancies shall be in accordance with the Declaration and the By-Laws.

The names and addresses of the Members of the first Board of Directors who shall hold office until the annual meeting of the Members and until their successors are elected or appointed and have been qualified, are as follows:

Igor Teplitsky
1155 South Semoran Boulevard, Suite 1120
Winter Park, Florida 32792

Roy Gainer
1155 South Semoran Boulevard, Suite 1120
Winter Park, Florida 32792

Dennis Perez
1155 South Semoran Boulevard, Suite 1120
Winter Park, Florida 32792

ARTICLE VIII
REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of this Corporation shall be located at 1155 South Semoran Boulevard, Suite 1120, Winter Park, Florida 32792 and the initial registered agent of the Corporation shall be Dennis Perez. The Corporation may change its registered agent or the location of its registered agent, or both, from time to time without amendment of these Articles. The registered agent for the Corporation shall maintain copies of all permits issued by the St. Johns River Water

Management District for the benefit of the Corporation, so long as such copies are provided to the registered agent by the Corporation.

ARTICLE IX
OFFICERS

The Board of Directors shall elect a President, Vice-President and Secretary/Treasurer. The President, Vice-President and Secretary/Treasurer shall be elected from among the membership of the Board of Directors. The same person may hold two (2) offices, the duties of which are not incompatible; provided, however, that the office of the President and Vice-President shall not be held by the same person, nor shall the office of President and Secretary/Treasurer be held by the same person.

The affairs of the Corporation shall be administered by the officers designated in the Bylaws of this Corporation. Said officers will be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and, with the approval of the Board of Directors, may employ a managing agent and/or such other managerial and supervisory personnel or entities to administer or assist in the administration of the operation and management of the Common Areas of the Corporation, and any such person or entity may be so employed without regard to whether such person or entity is a member of the Corporation or a Director of the Corporation. No officer shall act or perform any act which is not prescribed by these Articles and the Bylaws, as amended from time to time, and not in keeping with the policies promulgated by the Board of Directors, the officers or professional managers.

The names and addresses of the officers who will serve until their successors are designated as follows:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President	Roy Gainer	1155 S. Semoran Blvd., Suite 1120 Winter Park, FL 32792
Vice President	Marilyn Anderson	1155 S. Semoran Blvd., Suite 1120 Winter Park, FL 32792
Secretary/ Treasurer	Lyal Davis	1155 S. Semoran Blvd., Suite 1120 Winter Park, FL 32792

ARTICLE X
DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than the representatives of seventy-five percent (75%) 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. With respect to the Association's responsibility for the operation and maintenance of the Surface Water Management System, such obligations must be transferred to and accepted by an entity that would comply with Section 40C-42.027, *Florida Administrative Code*, and be approved by the St. Johns River Water Management District prior to dissolution.

ARTICLE XI
COMMENCEMENT AND DURATION OF CORPORATE EXISTENCE

This Association shall commence corporate existence on the date of filing these Articles with the Florida Secretary of State and shall have perpetual existence unless sooner dissolved according to law.

ARTICLE XII
AMENDMENT

This Association reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and shall require the assent of the representatives of a majority of each class of Members.

ARTICLE XIII
BY-LAWS

The By-Laws shall be adopted by the Board of Directors and may be altered, amended, or rescinded in the manner provided in the By-Laws.

ARTICLE XIV
INDEMNIFICATION

In addition to any rights and duties under applicable law, this Association shall indemnify and hold harmless all its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorneys fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such except for willful misconduct or gross negligence.

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

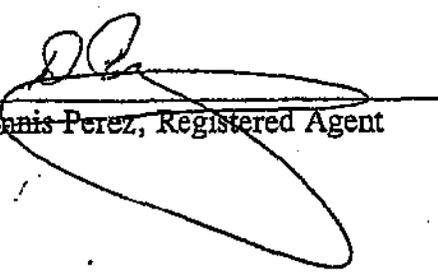
In compliance with Sections 48.091 and 607.0505, Florida Statutes, the following is submitted:

The Sanctuary Community Association, Inc. (the "Company") desiring to organize as a not-for-profit corporation under the laws of the State of Florida, has named and designated: Dennis Perez, with its registered office located at 1155 S. Semoran Boulevard, Suite 1120, Winter Park, Florida, 32792, as its Registered Agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named as Registered Agent for The Sanctuary Community Association, Inc. (the "Company") 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 Section 607.0505, Florida Statutes, as the same may apply to the Company; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Company relating to the proper and complete performance of my duties as Registered Agent.

Dated as of this 6th day of July, 2001.

By: 

Dennis Perez, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA