

EXHIBIT "B"

ARTICLES OF INCORPORATION
OF
CROWN POINT SPRINGS HOMEOWNERS' ASSOCIATION, INC.

The undersigned, by these Articles, associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes (1979), as amended, and certify as follows:

ARTICLE I
NAME AND ADDRESS

The name of the corporation shall be Crown Point Springs Homeowners' Association, Inc. For convenience, the corporation shall be referred to in this instrument as the "Association", and shall have the following as its office and street address, or such other place as the Board of Directors may designate from time to time:

420 Vineland Road
Winter Garden, Florida 32787

ARTICLE II
PURPOSE

2.1 The purpose for which the Association is organized is to promote the recreation, health, safety, and welfare of the residents on Crown Point Springs, more particularly described per the Plat of Crown Point Springs to be recorded in the Public Records of Orange County as well as of the residents of any additional land which may be placed within the jurisdiction of this corporation by annexation as provided in Article VIII herein and in Article II of the Declaration, all of said lands being hereinafter sometimes referred to as "The Properties".

2.2 The corporation does not contemplate pecuniary gain or profit, direct or indirect, to its members and the Association shall make no distributions of income to its members, directors or officers.

ARTICLE III
POWERS

3.1 The Association shall have all the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of these Articles.

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3.2 The Association shall have all of the powers, authority and duties set forth in the Crown Point Springs Declaration of Covenants and Restrictions to be recorded in the Public Records of Orange County, Florida, as amended from time to time, hereinafter sometimes referred to as the "Declaration", and all of the powers and duties necessary to operate and maintain the Crown Point Springs development, including, but not limited to the power to fix and levy assessments against The Properties, which assessments shall be used exclusively for the purpose of promoting the recreation, health, safety, and welfare of the residents in The Properties, and in particular for the improvement and maintenance of properties, services, and facilities related to the operation, use and enjoyment of the Common Properties and of the homes situated upon The Properties. Said powers, authority and duties shall include, but not be limited to:

- a. Payment of Operating Expenses of the Association;
- b. Doing any thing or performing any service necessary or desirable, in the judgment of the Association, to keep the subdivision neat and attractive or to preserve or enhance the value of The Properties therein, or to eliminate fire, health or safety hazards, or accomplish any matters which in the judgment of the Association, may be of general benefit to the Owners or occupants of lands included in the subdivision;
- c. Doing any act or thing required or permitted by Article III and any and all other provisions of the Declaration.
- d. Own, operate, maintain and improve such Common Properties as are designated upon the plat or plats of The Properties.

ARTICLE IV MEMBERSHIP

Every person or entity who is a record Owner of a fee or undivided fee interest in any Lot which is subject to covenants of record to assessment by this Association shall be a Member of the Association, provided that any such person or entity who holds such interest merely as a security for the performance of any obligation shall not be a Member.

ARTICLE V VOTING RIGHTS

The Association shall have a single class of voting membership. Each Member shall be entitled to one vote for each Lot in

which such Member holds the interests required by Article IV of these Articles for Membership in the Association.

Anything in these Articles to the contrary notwithstanding, for so long as the Developer is the owner of five percent (5%) or more of the Lots developed or intended to be developed within the Existing Property and all lands described in Exhibit "A" to the Declaration, as described in the Declaration, no vote, decision, or action which requires an approval or a vote of two-thirds (2/3) or more of the Members of the Association voting on said matter, shall be effective or implemented until Developer has approved of or consented to same in writing directed to the Board of Directors of the Association. For the purposes of this paragraph, in computing the number of Lots owned by Developer from time to time, the unplatted land as described on Exhibit "A" to the Declaration, shall be considered to contain the maximum number of Lots allowable under the density provisions of the applicable zoning ordinance, as such provisions exist at the time of such computation.

The vote or votes for each Lot must be cast as a single vote, and fractional votes shall not be allowed. In the event that joint or multiple Owners are unable to agree among themselves as to how their votes or votes shall be cast, they shall lose their right to vote on the matter in question. If any Owner or Owners cast a vote representing a certain Lot, it shall thereafter be conclusively presumed for all purposes that he was or they were acting with the authority and consent of all other Owners of the same Lot. In the event more than one vote is cast for a particular Lot, none of said votes shall be counted and said votes shall be deemed void.

In the event that more than one person shall at any time be the Owner of any Lot, all such persons shall be Members and the vote for each such Lot shall, subject to the provisions of the foregoing paragraph, be exercised as such persons among themselves shall determine. In no event shall more than one vote be cast with respect to any Lot. For purposes of determining the votes allowed under this Article, no tenant or lessee of a Lot shall be entitled to any voting rights in the Association.

ARTICLE VI DIRECTORS

6.1 The affairs of the Association shall be managed by a Board of Directors consisting of no less than three (3) Directors, nor more than seven (7); however, the Board shall consist

of an odd number. The initial Board of Directors shall consist of three (3) Directors who shall hold office until the election of their successors as specified in the By-Laws. The Directors shall be required to be either (1) Members of the Association, or (2) agents, representatives or employees of the Developer.

6.2 The names and addresses of the members of the first Board of Directors, who shall hold office until their successors are elected and have qualified or until removed, are as follows:

M. Wade Bradford	P.O. Box 1547 Winter Garden, Fl. 32787
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Janice M. Bradford	P.O. Box 1547 Winter Garden, Fl. 32787
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Jacqueline Miller	762 Overspin Avenue Winter Park, Fl. 32789
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Replacement Directors shall be elected at the times and in the manner set forth in the By-Laws of the Association.

6.3 The Developer of Crown Point Springs, Crown Point Woods Inc., shall be entitled to elect to the Board of Directors a majority of the members thereof until such time as Developer has sold fifty-one percent (51%) of the Lots within both the Existing and all potential Additions to Existing Property, as defined in the Declaration.

For the purposes hereof, in computing the number of Lots owned by Developer from time to time, the unplatted land described on Exhibit "A" to the Declaration, shall be considered to contain the maximum number of Lots allowable under the density provisions of the applicable zoning ordinance, as such provisions exist at the time of such computation.

ARTICLE VII OFFICERS

The Affairs of the Association shall be administered by officers as designated in the By-Laws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the Members of the Association, and they shall serve at the pleasure of the Board of Directors. The officers shall be required to be either (1) Members of the Association, or (2) agents, representatives, or employees of the Developer. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

President: M. Wade Bradford P.O. Box 1547
Winter Garden, Fl 32787

Vice President: Jacqueline Miller 762 Overspin Ave.
Winter Park, Fl. 32789

Secretary/Treasurer: Janice M. Bradford P.O. Box 1547
Winter Garden, Fl 32787

ARTICLE VIII
ADDITIONS TO PROPERTIES AND MEMBERSHIP

Additions to The Properties described in Article II may be made only in accordance with the provisions of Article II of the Declaration. Such additions, when properly made under the applicable covenants, shall extend the jurisdiction, functions, duties, and membership of this Association to such properties.

ARTICLE IX
MERGERS AND CONSOLIDATIONS

Subject to the provisions of the Declaration, and to the extent permitted by law, the Association may participate in mergers and consolidations with other non-profit corporations organized for the same purposes; provided that any such merger or consolidation shall have the assent of two-thirds (2/3) of the votes of the Members who are voting in person or by proxy at a meeting duly called for this purpose, written notice of which shall be mailed to all Members at least thirty (30) days in advance and shall set forth the purpose of the meeting.

ARTICLE X
DEDICATION OF PROPERTIES OR
TRANSFER OF FUNCTION TO PUBLIC AGENCY OR UTILITY

The Association shall have power to dispose of its real properties only as authorized under the Declaration.

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ARTICLE XI
INDEMNIFICATION

Every Director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, at trial and upon appeal, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a Director or officer of the Association, whether or not he is a Director or officer at the time such expenses are incurred, except in such cases wherein the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided, that in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled by law.

ARTICLE XII
BY-LAWS

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

ARTICLE XIII
AMENDMENTS

Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

13.1 Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

13.2 A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by two-thirds (2/3) of the Members of the Association. Directors and members not present in person or by proxy at the meeting to consider the amendment may express their approval in writing, provided such approval is delivered to the Secretary prior to such meeting. A resolution adopting a proposed amendment must bear the approval

of not less than a majority of the Board of Directors and not less than two-thirds (2/3) of the Members of the Association.

13.3 In the alternative, an amendment may be made by an agreement signed and acknowledged by all Members of the Association in the manner required for the execution of a Deed.

13.4 No amendment shall make any changes in, or be effective to impair or dilute, any rights of Members that are governed by the Declaration, as, for example, qualification for membership and voting rights of Members, which are part of the property interest created thereby.

13.5 A copy of each amendment shall be certified by the Secretary of State, State of Florida, and be recorded in the Public Records of Orange County, Florida.

ARTICLE XIV
DURATION

The term of the Association shall be perpetual.

ARTICLE XV
REGISTERED AGENT

Until resignation or replacement, the registered agent of the Association for purposes of service of process pursuant to Section 617.023, Florida Statutes, shall be M. Wade Bradford, 420 Vineland Road, Winter Garden, Florida, 32787. By the execution of these Articles, M. Wade Bradford accepts the foregoing designation as registered agent.

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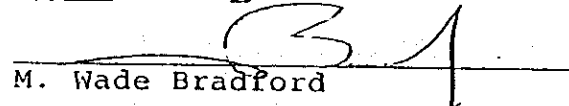
ARTICLE XVI
SUBSCRIBERS

The name and address of the subscriber to these Articles of Incorporation are as follows:

M. Wade Bradford

P.O. Box 1547
Winter Garden, Fl. 32787

IN WITNESS WHEREOF the subscriber has hereunto affixed his signature on the 23rd day of September, 1988


M. Wade Bradford

STATE OF FLORIDA)
)SS.
COUNTY OF ORANGE)

BEFORE ME, the undersigned authority, on this day personally appeared M. Wade Bradford, who being duly sworn, acknowledged and swore to the execution of the foregoing Articles of Incorporation of Crown Point Springs Homeowners' Association, Inc. for the purposes expressed in such Articles.

WITNESS my hand and official seal in the County and State named above, this 23rd day of September, 1988.


NOTARY PUBLIC

(NOTARIAL SEAL)

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP. APR 14, 1989
BONDED THRU GENERAL INS. UNO.

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