

**ARTICLES OF INCORPORATION OF
THE BAKER'S CROSSING HOMEOWNERS ASSOCIATION, INC.**

The undersigned, acting as incorporator of a corporation under the non-profit Corporation Act of the State of Florida, adopts the following articles of incorporation.

ARTICLE I - NAME

The name of the corporation is THE BAKER'S CROSSING HOMEOWNERS ASSOCIATION, INC.

ARTICLE II - EXISTENCE AND DURATION

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Association shall exist in perpetuity.

ARTICLE III - PURPOSES AND POWERS

The purposes for which the corporation is organized are:

A. To operate THE BAKER'S CROSSING HOMEOWNERS ASSOCIATION and to undertake the performance of, and to carry out the acts and duties incident to the administration of THE BAKER'S CROSSING HOMEOWNERS ASSOCIATION in accordance with the terms, provisions, conditions, and authorizations contained in these Articles, the By-laws of THE BAKER'S CROSSING HOMEOWNERS ASSOCIATION, and the Declaration of Covenants, Conditions and Restrictions of BAKER'S CROSSING recorded among the public records of Seminole County, Florida;

B. To carry out the duties and obligations given by the Declaration of Covenants, Conditions and Restrictions of BAKER'S CROSSING recorded among the public records of Seminole County, Florida; and

C. To establish By-Laws and Rules and Regulations for the operation of THE BAKER'S CROSSING HOMEOWNERS ASSOCIATION and to provide for the formal administration of THE BAKER'S CROSSING HOMEOWNERS ASSOCIATION, and to enforce the Declaration of Covenants, Conditions and Restrictions of BAKER'S CROSSING recorded among the public records of Seminole County, Florida, and the By-laws of THE BAKER'S CROSSING HOMEOWNERS ASSOCIATION.

D. The Association shall operate, maintain and manage the surface water or stormwater management system(s) in a manner consistent with the St. Johns River Water Management District permit number 4-117-65100-1 requirements and applicable District rules, and shall assist in the enforcement of the Declaration of Covenants and Restrictions which relate to the surface water or stormwater management system.

E. The Association shall levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the surface water or stormwater management system.

ARTICLE IV - MEMBERSHIP

The qualifications for members and the manner of their admission shall be regulated by the Declaration of Covenants, Conditions and Restrictions of BAKER'S CROSSING recorded among the public records of Seminole County, Florida, and the By-laws of THE BAKER'S CROSSING HOMEOWNERS ASSOCIATION.

ARTICLE V - REGISTERED OFFICE

The initial registered office of the corporation shall be at 1399 West State Road 434, Longwood, Florida 32750.

ARTICLE VI - REGISTERED AGENT

The initial registered agent, and his address is Berry J. Walker, Jr., 235 South Maitland Avenue, Suite 216, Maitland, Florida 32751.

ARTICLE VII - MINIMUM NUMBER OF DIRECTORS AND ELECTIONS

The initial board of directors shall consist of at least three members.

The names and addresses of the persons who shall serve as directors until the first annual meeting of members, or until their successors shall have been elected and qualified, are as follows:

Michael E. Murray
1399 West State Road 434
Longwood, Florida 32750

Berry J. Walker, Jr.
235 S. Maitland Ave. #216
Maitland, FL 32751

Harry Hilton
1399 West State Road 434
Longwood, Florida 32750

The method of election of directors shall be as stated in the By Laws of the Corporation.

ARTICLE VIII - OFFICERS

The affairs of THE BAKER'S CROSSING HOMEOWNERS ASSOCIATION shall be administered by the following Officers, who shall serve at the pleasure of the Board of Directors of THE BAKER'S CROSSING HOMEOWNERS ASSOCIATION. The names and addresses of the Officers who shall serve until the first election of Officers are as follows:

Michael E. Murray - President
1399 West State Road 434
Longwood, Florida 32750

Harry Hilton - Vice President/Secretary
1399 West State Road 434
Longwood, Florida 32750

Berry J. Walker, Jr. - Treasurer
235 S. Maitland Ave. #216
Maitland, FL 32751

ARTICLE IX - INCORPORATOR

The name and address of the initial incorporator is Michael E. Murray, 1399 West State Road 434, Longwood, Florida 32750

ARTICLE X - BY-LAWS

The By-laws of THE BAKER'S CROSSING HOMEOWNERS ASSOCIATION shall be adopted by the initial Board of Directors. The By-laws may be amended only in accordance with the provisions of such By-laws to be adopted by the initial Board of Directors, and only in accordance with Florida law. Provided, however, once the By-laws are adopted by the initial Board of Directors, no portion of the By-laws may be altered, amended, or rescinded in such a manner as it will prejudice the rights of Westlake Plantation, LC, a Florida limited liability company, or mortgagees of real property located within BAKER'S CROSSING subdivision as described in the Declaration of Covenants, Conditions and Restrictions of BAKER'S CROSSING recorded among the public records of Seminole County, Florida.

ARTICLE XI - AMENDMENTS TO ARTICLES

These Articles may be amended in the manner provided for under Florida Law and the By-laws of THE BAKER'S CROSSING HOMEOWNERS ASSOCIATION. In no event, however, may these Articles be amended without the vote of two-thirds (2/3) of the members of the Association.

ARTICLE XII
DISSOLUTION

In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water or stormwater management system must be transferred to and accepted by an entity which would comply with Section 40C-42.027, F.A.C., and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation. In the event of a dissolution of the Association, all assets shall be dedicated to a public body or conveyed to a non-profit organization with similar purposes.

ARTICLE XIII
MATTER REQUIRING APPROVAL BY THE UNITED STATES
DEPARTMENT OF HOUSING AND URBAN DEVELOPMENT

So long as the Association has Class "B" Members, the United States Department of Housing and Urban Development ("HUD") shall have the right to approve annexations of additional property by the Association, mergers and consolidations by the Association, mortgaging of common areas, dissolution of the Association, and amendments to these Articles.

IN WITNESS WHEREOF the undersigned have made and subscribed to these articles of incorporation at Longwood, Seminole County, Florida, on this 21 day of January, 2002.

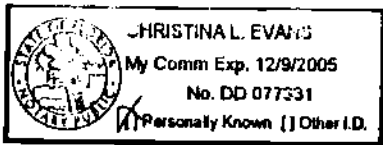
Michael E. Murray
Michael E. Murray

STATE OF FLORIDA
COUNTY OF SEMINOLE

Before me, the undersigned notary public, the foregoing instrument was sworn to, acknowledged and subscribed to before me this 21 day of January, 2002, by Michael E. Murray, who did take an oath.

Check One:

- He/~~she~~ is personally known to me; or
- He/she has produced _____ as identification.



Christina Evans
NOTARY PUBLIC

(typed-printed or stamped name of Notary)
My Commission Expires:

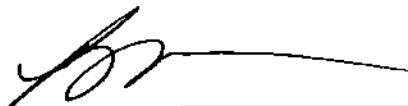
**CERTIFICATE DESIGNATING REGISTERED AGENT
FOR THE SERVICE OF PROCESS IN THIS STATE**

The following is submitted in compliance with laws of the state of Florida:

THE BAKER'S CROSSING HOMEOWNERS ASSOCIATION, Inc., a not-for-profit corporation organizing under the laws of the State of Florida with its principal office located at 235 South Maitland Avenue, Suite 216, Maitland, Florida 32751, hereby designates Berry J. Walker, Jr., as its agent at that address to accept service of process within this state.

ACCEPTANCE

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to put my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.



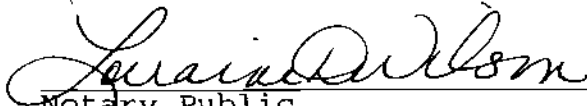
Berry J. Walker, Jr.

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, this day personally appeared BERRY J. WALKER, JR., who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct and that he has executed the same for the purpose expressed therein.

WITNESS my hand and official seal in the County and State last aforesaid this 21 day of January, 2002.

(SEAL)



Notary Public
State of Florida
My Commission Expires:

