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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

MACKINLEY'S HILL HOMEOWNERS ASSOCIATION, INC.

The undersigned incorporator, desiring to form a not for profit corporation under the provisions of Chapter 617 of the laws of the State of Florida, does hereby adopt the following Articles of Incorporation:

ARTICLE I

Name and Principal Office

The name of this corporation shall be MacKinley's Mill Homeowners Association, Inc. (the "Corporation") and its principal office shall be 211 North Magnolia Avenue, Orlando, Florida 32801

ARTICLE II

Term and Commencement

This corporation shall have perpetual existence unless dissolved according to law. Corporate existence shall commence with the delivery of these Articles of Incorporation to the Secretary of State of Florida.

ARTICLE III

PURPOSE

The purpose for which this Corporation is organized is to provide an entity for the operation and management of all problems associated with the subdivision known as MacKinley's Mill including Phase I and II and all future Phases (the "Property") including but not limited any problems with lot owners, common area, or the primary drainage system and to act as an organization exempt from federal income tax under Section 501, (c), (3) of the Internal Revenue Code of 1986, not for pecuniary profit, having powers to perform the activities as set forth in Article IV.

The Corporation shall have the power to exercise all powers conferred on a Corporation not for profit which are not in conflict with the terms of these Articles or the Declaration of Covenants.

ARTICLE IV

Powers and Duties

The Powers of the Corporation shall include and be governed by the following provisions:

(a) ASSESS. To make and collect assessments against members as lot owners to defray the costs, expenses and losses of the property.

(b) DISBURSE. To use the proceeds of assessments in the exercise of its powers and duties.

(c) MAINTAIN. To maintain, repair, replace and operate the property and the common area contained therein.

(d) INSURE. To purchase insurance upon the Corporation common areas and insurance for the protection of the Corporation and its members as lot owners, as well as liability insurance for the protection of Directors and Officers of the Corporation, and disburse insurance proceeds pursuant to the provisions of these Articles, the By-Laws of the Corporation and the relevant provisions of the Declaration of Covenants and Restrictions of MacKinley's Hill Subdivision dated September 27, 1988 and all amendments thereto (hereinafter referred to as the "Declaration of Covenants")

(e) RECONSTRUCT. To reconstruct improvements after casualty and further improve the property, pursuant to the terms of the relevant Declaration of Covenants.

(f) REGULATE. To make, amend and enforce reasonable Rules and Regulations respecting the use of the property including the common area.

(g) APPROVE. To approve or disapprove the repair or replacement of any improvement or landscaping to be constructed upon the property, as provided in the Declaration of Covenants.

(h) ENFORCE. To enforce by legal means the Declaration of Covenants, these Articles, the By-Laws of the Corporation and the Rules and Regulations for the use of the property including the enforcement by legal means of the collection of assessments.

(i) MANAGEMENT CONTRACT. To contract for the operation,

management and maintenance of the common area, and to authorize the management agent to assist the Corporation in carrying out its powers and duties by performing such functions as the collection of assessments, preparation of records, enforcement of rules, operation and maintenance of the common areas. The Corporation shall, however, retain the following powers including, but not limited to, the making of assessments, promulgation of rules, and execution of contracts on behalf of the Corporation. The Corporation shall not be bound either directly or indirectly to contracts or leases, unless there is a right of termination of any such contract or lease, without cause, which is exercisable without penalty upon not more than ninety (90) days notice to the other party. Any agreement providing for management services of the Developer for the Corporation may not exceed three (3) years.

(j) Employment. To employ personnel for reasonable compensation to perform the services required for proper administration of the purposes of the Corporation. Any agreement providing for services of the Developer of the Corporation may not exceed three (3) years. Any such agreement must provide for termination by either party without cause and without payment of a termination fee or penalty in ninety (90) days or less written notice.

(k) Payment of Liens. To pay taxes and assessments which are liens against any part of the Corporation other than individual lots and the appurtenances thereto, and to assess the same against the lots.

(l) Utilities. To pay the cost of all power, water, sewer and other utility services rendered to the property and not billed to lot owners.

(m) Bank. To maintain bank accounts on behalf of the Corporation.

(n) Sue and Be Sued. To 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.

(o) Committees. To appoint such committees from the membership of the Corporation as are deemed appropriate by the Board of Directors to make non-binding recommendations to the Board of Directors. The Board may, in its discretion, consider in making such appointments the specific areas of expertise of its membership which may be beneficial to such committees.

(p) Functions. To perform any and all functions, duties and responsibilities and exercise all powers as set forth in the Declaration of Covenants and the Bylaws.

ARTICLE V

Members

The qualifications for membership and the manner of their admission and expulsion shall be as regulated by the Bylaws and the Declaration of Covenants.

ARTICLE VI

Board of Directors

The initial Board of Directors shall be Terry Reiche, P. O. Box 581, Maitland, Florida 32751, D. Arthur Yergoy, 211 North Magnolia Avenue, Orlando, Florida 32801 and David A. Yergoy, Jr., 211 North Magnolia Avenue, Orlando, Florida 32801.

The Board of Directors shall be elected as provided in the Bylaws and the Declaration of Covenants.

ARTICLE VII

Registered Office and Registered Agent

The street address of the initial registered office of this Corporation is 211 North Magnolia Avenue, Orlando, Florida 32801, and the name of the initial registered agent of this Corporation is David A. Yergoy, Jr.

ARTICLE VIII

Restrictions and Interpretation

Section 1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, Directors, officers or other private person, except that the Corporation shall be authorized and empowered to pay reasonable

compensation for services rendered and to make payments and distributions in furtherance of the corporate purpose set forth in Article III hereof.

Section 2. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501, (c), (3) of the Code.

Section 3. The activities of the Corporation shall be directed to the instruction of individual members for the purpose of improving or developing their capabilities and the instruction of the public on subjects useful to its members and beneficial to the community.

Section 4. The Corporation shall not engage in a regular business of a kind ordinarily carried on for profit.

Section 5. All references herein to the provisions of the Internal Revenue Code of 1986 shall include both amendments thereto and the corresponding provisions of any future federal tax code.

ARTICLE IX

Dissolution

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation, which may include distribution to an organization or organizations organized and operated exclusively for such purpose, or shall distribute all of the assets of the Corporation to the federal government, or to a state or local government, for a public purpose.

ARTICLE X

Incorporators

The name and address of the incorporator of the Corporation is as follows:

Terry Reichs

P. O. Box 681

Amendment

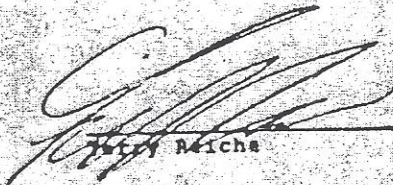
The Corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the members is subject to this reservation.

ARTICLE XV

Headings and Captions

The headings or captions of these Articles of Incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned incorporator does hereby make and file these Articles of Incorporation, declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto set his hand and seal this _____ day of February, 1989.



(Seal)

Terry Reichs

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SOUTH FLORIDA
COUNTY CLERK

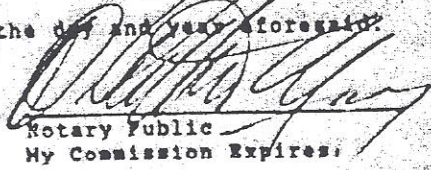
STATE OF FLORIDA

COUNTY OF ORANGE

I HEREBY CERTIFY that on this 15th day of Feb

1989, before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, this day personally appeared TERRY REICHS, to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the above and foregoing Articles of Incorporation for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at
Orlando, Orange County, Florida, the day and year aforesaid.


Notary Public
My Commission Expires:

Notary Public, State of Florida
My Commission Expires Aug. 28, 1972
Signed this 1st day of August, 1972

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

In compliance with Section 48.091 and 607.325, Florida Statutes, the following is submitted:

MacKinley's Mill Homeowners Association, Inc., (the "Company"), desiring to organize as a Florida Corporation, has named and designated David A. Yergey, Jr., as its Registered Agent to accept service of process within the State of Florida, with its registered office located at Yergey and Yergey, P.A., 211 North Magnolia Avenue, Orlando, Florida 32801.

Acknowledgment

Having been named as Registered Agent for 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 607.325, Florida Statutes, as the same may apply to the Company; and I further agree to comply with the provisions of Sections 48.091, Florida Statutes, and all other statutes, all as the same apply to the Company relating to the property and complete performance of my duties as Registered Agent.

Dated this 15th day of February, 1989.


David A. Yergey, Jr.
Registered Agent

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