State of Florida

Department of State

I certify that the attached is a true and correct copy of the Articles of Incorporation of GREATER HILLS HOMEOWNERS' ASSOCIATION, INC., a corporation organized under the Laws of the State of Florida, filed on September 19, 1990, as shown by the records of this office.

The document number of this corporation is N40009.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
19th day of September, 1990.

Jim Smith
Secretary of State

CR2E022 (8-89)

ARTICLES OF INCORPORATION
OF
GREATER HILLS HOMEOWNERS' ASSOCIATION, INC.

In compliance with the requirements of Chapter 617 of the Florida Statutes, the undersigned, all of whom are residents 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

The name of the corporation is GREATER HILLS HOMEOWNERS' ASSOCIATION, INC., hereinafter called the "Association."

ARTICLE II

PRINCIPAL OFFICE OF THE ASSOCIATION

The principal office of the Association is located at 215 North Eola Drive, Orlando, Florida 32801.

ARTICLE III

REGISTERED OFFICE AND REGISTERED AGENCY

The street address of the initial registered office of the Association is 215 North Eola Drive, Orlando, Florida 32801 and the name of the initial registered agent at that address is William A. Beckett.

ARTICLE IV

PURPOSE AND POWER OF THE CORPORATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are as follows:

A. To promote sound growth, progressive civic improvement, beautification and healthy residential and recreational development of the area included in, surrounding, and contiguous to the Greater Hills Subdivision.

B. To take such actions as may be necessary or helpful to enforce any and all covenants and restrictions of public record which have been imposed upon the real property located in the Greater Hills Subdivision, or any portion thereof, and to pursue such legal rights and remedies available to it for the enforcement of such covenants and restrictions.

C. To possess, maintain, develop and/or retain fee simple ownership of the Common Areas and any improvements located thereon in the Greater Hills Subdivision, or adjacent thereto.

D. To have and exercise any and all powers, rights and privileges which a corporation organized under the nonprofit corporation law of the State of Florida by law may now or hereafter have to exercise.

ARTICLE V

QUALIFICATIONS OF MEMBERS AND MANNER OF ADMISSION

Membership of the Association shall be open to owners of record of lots located in the Greater Hills Subdivision, according to the plats of the various sections thereof which have or shall be from time to time recorded among the Public Records of Lake County, Florida. Members shall be admitted to the Association upon application to the Board of Directors in the manner prescribed in the Bylaws.

ARTICLE VI

MEETINGS OF MEMBERS: QUORUM REQUIREMENTS

The presence at any meeting of members entitled to cast, or of proxies entitled to cast, a majority of the votes of the total membership shall constitute a quorum for any action except as otherwise provided in these Articles of Incorporation, or the Bylaws.

ARTICLE VII

VOTING MEMBERS

The Association shall have two classes of voting membership:

Class A. Class A Members shall be all Owners with the exception of the Developer, and shall be entitled to one (1) vote for each Lot owned. When more than one person owns 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 (1) vote be cast with respect to any Lot.

Class B. The Class B Member shall be The Greater Construction Corp., hereinafter referred to as the Developer, or its designated successor in interest, and shall be entitled to five (5) votes for each Lot owned. The Class B Membership shall cease and become converted to Class A Membership at such time as the total votes outstanding in the Class A Membership equals the total votes outstanding in the Class B Membership.

From and after the happening of said event, the Class B Member shall be deemed to be a Class A Member entitled to one (1) vote for each Lot in which it holds the interest required for membership as set forth in Article V hereinabove.

ARTICLE VIII

BOARD OF DIRECTORS

The affairs of this Association shall be managed initially by a Board of three (3) directors who shall serve until the organizational meeting and thereafter by a Board of three (3) Directors, who need not be members of the Association. The number of Directors may be changed by amendment of the Bylaws 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:

Name	Address
Robert A. Mandell	1105 Kensington Park Drive Altamonte Springs, Florida 32714
Richard E. Mandell	1105 Kensington Park Drive Altamonte Springs, Florida 32714
Simon D. Snyder	1105 Kensington Park Drive Altamonte Springs, Florida 32714

At the first annual meeting, the members shall elect three (3) Directors for a term of one (1) year. At each annual meeting thereafter the members shall elect three (3) Directors for a term of one (1) year.

ARTICLE IX

INITIAL OFFICERS

The affairs of the Association shall be managed by a President, Vice-President, Secretary and Treasurer, and such other officers as permitted in the Bylaws. The names an addresses of the corporation until the election of thei successors are:

Robert A. Mandell	President	1105 Kensington Park Drive Altamonte Springs, FL 32714
Richard E. Mandell	Vice President	1105 Kensington Park Drive Altamonte Springs, FL 32714
Simon D. Snyder	Secretary/ Treasurer	1105 Kensington Park Drive Altamonte Springs, FL 32714

The above-named officers are to serve until the first and organizational meeting of the Board of Directors of the corporation to be held as soon after incorporation as practicable. The officers shall be elected by the Directors at the first meeting of the Board of Directors and shall hold office for a one (1) year period from the date of their election.

ARTICLE X

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by members holding a majority of the total cumulative votes of both classes 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. This procedure shall be subject to court approval upon dissolution pursuant to section 617.05, Florida Statutes.

ARTICLE XI

DURATION

The Association shall exist perpetually.

ARTICLE XII

AMENDMENTS

Amendment of these Articles shall require the assent of a majority vote of the total cumulative votes of both classes of members. Amendment of these Articles may be proposed by the Board of Directors and shall be voted on at a Special Meeting of the Membership duly called for that purpose, or at an annual meeting of the Membership.

ARTICLE XIII

BYLAWS

The Bylaws of this Association shall be adopted by the Board of Directors and may be altered, amended or rescinded by a majority vote of a quorum of all members voting in person or by proxy.

ARTICLE XIV

The names and residences of the incorporators to these Articles of Incorporation are:

Robert A. Mandell
1105 Kensington Park Drive
Altamonte Springs, Florida 32714

Steven Zimmerman
1105 Kensington Park Drive
Altamonte Springs, Florida 32714

Simon D. Snyder
1105 Kensington Park Drive
Altamonte Springs, Florida 32714

ARTICLE XV

NON-PROFIT STATUS

No part of the net earnings of the Association shall inure to the benefit of any of its members or any other individual. Accordingly, the Association shall not carry on any activity for the profit of its members, or distribute any gains, profits, or dividends to any of its members as such, or engage, except to an insubstantial degree, in any activities which are not in furtherance of the specific and primary objects and purposes of the Association. The Association may, however, provide a rebate, reimbursement or refund of excess membership dues, fees or Assessments to its members. In determining whether there should be any such rebate, reimbursement or refund or the amount of any such rebate, reimbursement or refund, the earnings of the Association are not to be taken into account in any manner.

IN WITNESS WHEREOF, the undersigned Incorporators have made and subscribed to these Articles of Incorporation and declare and certify that the facts herein stated are true. Accordingly, we have hereunto set our hands and seals this 12 day of September, 1990.

Robert A. Mandell, Incorporator

Steven Zimmerman, Incorporator

Simon D. Snyder, Incorporator

STATE OF FLORIDA
COUNTY OF SEMINOLE

The foregoing instrument was acknowledged before me this 12 day of September, 1990, by Robert A. Mandell.

Notary Public
My Commission Expires:

Notary Public, State of Florida
My Commission Expires Jan. 29, 1994
Bonded Thru Troy Fain - Insurance Inc.

STATE OF FLORIDA
COUNTY OF SEMINOLE

The foregoing instrument was acknowledged before me this 12 day of September, 1990, by Steven Zimmerman.

Notary Public
My Commission Expires:

Notary Public, State of Florida
My Commission Expires Jan. 29, 1994
Bonded Thru Troy Fain - Insurance Inc.

STATE OF FLORIDA
COUNTY OF SEMINOLE

The foregoing instrument was acknowledged before me this 12 day of September, 1990, by Simon D. Snyder.

Notary Public
My Commission Expires:

Notary Public, State of Florida
My Commission Expires Jan. 29, 1994
Bonded Thru Troy Fain - Insurance Inc.

ACCEPTANCE OF REGISTERED AGENT

I hereby accept the designation as Registered Agent of GREATER HILLS HOMEOWNERS' ASSOCIATION, INC., a non-profit corporation.

William A. Beckett