

EXHIBIT "B"

**ARTICLES OF INCORPORATION
OF
LAKE SAWYER SOUTH
COMMUNITY ASSOCIATION, INC.**

**ARTICLE I
NAME**

The name of this corporation shall be LAKE SAWYER SOUTH COMMUNITY ASSOCIATION, INC. For convenience, the corporation shall be referred to in these Articles of Incorporation as the "Association."

**ARTICLE II
DURATION**

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, State of Florida. The Association shall have perpetual existence.

**ARTICLE III
PURPOSE AND POWERS OF THE ASSOCIATION**

The Association is organized for the purpose of enforcing, and fulfilling the objectives and purposes stated in, the Declaration of Covenants, Conditions, Easements and Restrictions For Lake Sawyer South ("Declaration") recorded in the Public Records of Orange County, Florida. Capitalized terms used herein without definition shall have the same meanings given to such terms in the Declaration. The Association shall have all the powers of a not for profit corporation organized under Chapter 617 of the laws of the State of Florida, subject, however, only to such limitations upon the exercise of such powers as are expressly set forth in these Articles of Incorporation, the Bylaws of the Association, the Declaration or the Association Act. The Association shall have the power and obligation to do any and all lawful things which may be authorized, assigned, required or permitted to be done by the Declaration, these Articles of Incorporation and the Bylaws of the Association, including, but not limited to, (i) the ownership and maintenance of all Common Property, including the Surface Water Management System and Conservation Areas, (ii) the levy and collection of Assessments against Members of the Association, and (iii) to do and perform any and all acts which may be necessary or proper for, or incidental to, the exercise of any of the duties or powers of the Association as specified in the Declaration. Unless otherwise specifically prohibited, any and all functions, duties and powers of the Association shall be fully transferable in whole or in part. Any instrument affecting such a transfer shall specify the duration thereof and the means of revocation. The Association is not formed for pecuniary profit and the Association shall not pay dividends, and no part of any income or assets of the Association shall be distributed to its Members, directors or officers.

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ARTICLE IV
PRINCIPAL OFFICE

The initial principal office and mailing address of the Association is located at c/o Black Amber Florida, Inc., 56 E. Pine Street, Suite 301, Orlando, Florida 32801.

ARTICLE V
REGISTERED OFFICE AND AGENT

American Information Services, Inc., a Florida corporation, whose address is 255 S. Orange Avenue, 17th Floor, Orlando, Florida 32801, is hereby appointed the initial registered agent of the Association and the registered office shall be at said address.

ARTICLE VI
DISSOLUTION OF THE ASSOCIATION

Upon dissolution of the Association, all of its assets remaining after provision for creditors and payment of all costs and expenses of such dissolution shall be distributed in the following manner:

6.1 Real property contributed to the Association without the receipt of other than nominal consideration by the Class C Member (or its predecessor in interest) shall be returned to the Class C Member (whether or not a Class C Member at the time of such dissolution), unless it refuses to accept the conveyance (in whole or in part).

6.2 Conveyance to a not for profit corporation homeowners' association similar to the Association or dedication to any applicable municipal or other governmental authority determined by the Board of Directors of the Association to be appropriate for such dedication, which authority is willing to accept such dedication, of any property and responsibilities of the Association, which association or governmental authority shall then be responsible for the operation and maintenance thereof. With respect to the Association's responsibility for the operation and maintenance of the Surface Water Management System and Conservation Areas, such obligation must be transferred to and accepted by an entity which satisfies the requirements of Section 40E-4.361(3), Florida Administrative Code, and be approved by the SFWMD prior to dissolution. If no other association or governmental authority will accept such property and responsibilities then it will be conveyed to a trustee appointed by the Circuit Court of Orange County, Florida, which trustee shall sell such property free and clear of the limitations imposed hereby upon terms established by the Circuit Court of Orange County, Florida. That portion of the property consisting of the Surface Water Management System and Conservation Areas cannot be altered, changed or sold separate from the lands associated therewith. The proceeds of such a sale shall first be used for the payment of any debts or obligations constituting a lien on such property, then for the payment of any obligations incurred by the trustee in the operation, maintenance, repair and upkeep of such property. The excess proceeds, if any, from the property shall be distributed among Members in a proportion that is equal to the proportionate share of such Members in the Common Expenses of the Association.

ARTICLE VII
MEMBERSHIP

Every person or entity which qualifies as a Member of the Association in accordance with the Declaration shall be a Member of the Association, and such membership shall carry all rights, restrictions, benefits, interests and limitations granted pursuant to the Declaration, these Articles of Incorporation, the Bylaws of the Association, any rules and regulations promulgated by the Association, the Florida Not For Profit Corporation Act and the provisions of the Association Act.

ARTICLE VIII
VOTING RIGHTS

A Member's right to vote shall vest immediately upon such Member's qualification for membership as provided in the Declaration and these Articles of Incorporation. All voting rights of a Member shall be exercised in accordance with and subject to the restrictions and limitations provided in the Declaration, these Articles of Incorporation, and the By-Laws of the Association, including, but not limited to, the following:

- 8.1 The Association shall have three (3) classes of voting membership as follows:

Class A. Class A Members shall be all Owners of Lots, with the exception of the Declarant (prior to Turnover). Class A Members shall be allocated one vote for each Lot in which they hold the interest required for membership in the Association pursuant to Article VII, above.

Class B. Class B Members shall be Owners of Residential Property, other than the Declarant (prior to Turnover), that has not been subdivided or platted into Lots. It is contemplated, but not required, that Class B Members shall be builders or developers who purchase an unsubdivided pod or parcel of land from Declarant with the intention of platting the pod or parcel into Lots. Class B Members shall be allocated one vote for each Unit planned for, or allocated to, such Residential Property pursuant to the Land Use Plan or any site plan or preliminary plat or subdivision plan approved by Declarant, whichever is more recent. Class B Members shall automatically become Class A Members as to any Lots created upon subdivision or platting of the pods or parcels upon which their Class B Membership is based.

Class C. The Class C Member shall be the Declarant, or its specifically designated (in writing) successor. The Class C Member shall be allocated a number of votes equal to three times the total number of Class A and Class B votes at any given time; provided, however, that Class C membership shall cease and become converted to Class A or B membership, as appropriate, upon Turnover of the Association as set forth in Article XI of the Declaration.

- 8.2 Notwithstanding anything in the foregoing provisions of this Article VIII or the Bylaws of the Association to the contrary, and without regard to the number of votes allocated to the Declarant, the Declarant shall have the power at all times while the Declarant holds fee

simple title to at least five percent (5%) of the total number of the combined Lots and Units within the Lake Sawyer Neighborhood, exercisable in Declarant's sole discretion, to elect at least one (1) director to the Board of Directors of the Association. Nothing contained in the foregoing, however, is intended, nor shall be deemed, to create any obligation upon the Declarant to exercise such right to elect such one (1) director.

8.3 Notwithstanding anything to the contrary in the foregoing provisions of this Article VIII, voting of Members, other than the Declarant prior to Turnover, on all Association matters shall be conducted by and through Neighborhood Representatives and the Neighborhood Representative process established in this Section 8.3 of this Article VIII.

A. Declarant may designate in writing the identification of the various Neighborhoods within the Property and the specific identification of the Lots and Units designated as being included within such Neighborhoods. Each Lot and Unit within the Property shall be included within a Neighborhood. Until such time as Declarant has divested itself of title to all of the property located within the area included within the Lake Sawyer Neighborhood, Declarant shall have the unilateral right, without the necessity of obtaining the approval of any party, including any Owner, to redesignate the composition of the Neighborhoods established pursuant to this Section 8.3, including increasing or decreasing the number of such Neighborhoods. It shall not be necessary that the Lots or Units designated to a particular Neighborhood be contiguous, or that each Neighborhood have included within it the exact same number of Lots and/or Units, but Declarant shall, to the extent reasonably practicable, use its best efforts to allocate such numbers of Lots and/or Units to each Neighborhood as to most fairly allocate between the Neighborhoods the voting interests of all Members of the Association. The written designations by Declarant of the Neighborhoods, as described above, as well as the identification of the Neighborhood Representative for each Neighborhood, as described below, shall be maintained by the Association along with the other records of the Members of the Association, which records shall be open for inspection and copying by the Members of the Association pursuant to the applicable provisions of the Bylaws of the Association. Unless and until such time as Declarant designates the Neighborhoods as described above, the provisions of this Section 8.3 of this Article VIII shall be of no force or effect.

B. The Members, other than the Declarant prior to Turnover, owning Lots and/or Units within any designated Neighborhood shall elect a Neighborhood Representative. Once elected by Members with respect to a Neighborhood, a Neighborhood Representative shall be entitled, and shall have the exclusive authority, to represent the Members that own Lots and/or Units within such Neighborhood as to all matters that may be brought before the Membership of the Association pursuant to this Declaration, the Articles of Incorporation and Bylaws, including, but not limited to, the casting of all votes attributable to the Members owning the Lots and/or Units within such Neighborhood. Each Neighborhood Representative shall have one vote for each Lot and Unit included within the Neighborhood represented by such Neighborhood Representative. The Neighborhood Representative shall have absolute discretion as to the exercise of the membership rights and votes attributable to the Members owning Lots and/or Units within such Neighborhood.

C. Neighborhood Representatives shall be elected by the Members owning Lots and/or Units within a Neighborhood by a plurality of the votes of such Members under a

straight voting method. Voting for a Neighborhood Representative shall occur at an annual meeting of the Members within such Neighborhood, which meeting shall be held prior to the annual meeting of Members of the Association. The conduct of any meeting of Members of a Neighborhood shall be consistent with and governed by the terms and provisions of meetings of the Members of the Association as established in the Bylaws. Neighborhood Representatives shall serve a term of one (1) year and until their successors shall have been elected and qualified or until their earlier resignation, removal from office or death. Neighborhood Representatives may be removed from office, with or without cause, upon the vote of a majority of the Members owning Lots and/or Units within the Neighborhood for which such Neighborhood Representative was appointed, which vote shall occur at a Special Meeting of such Members held for the purpose of removing such Neighborhood Representative.

8.4 Unless elsewhere specifically provided to the contrary in the Declaration or these Articles of Incorporation, any provision of these Articles of Incorporation which requires the vote or approval of a majority or other specified fraction or percentage of the total voting power of the Association, shall be deemed satisfied by either of the following:

A. The vote in person or by proxy of the majority or other specified fraction or percentage of the total voting power of the Association at a meeting duly called and noticed pursuant to the provisions of the Bylaws of the Association dealing with annual or special meetings of the Members of the Association; provided, however, that a Neighborhood Representative may not vote by proxy.

B. Written consents signed by the majority or other specified fraction or percentage of the total voting power of the Association.

ARTICLE IX BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors who shall be elected by the Members pursuant to the provisions of the Declaration and these Articles of Incorporation and following the procedures set forth in the Bylaws of the Association. The number of directors constituting the initial Board of Directors shall be three (3). The number of directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three (3) nor more than seven (7), and shall always be an odd number (i.e., 3, 5, 7). Any increase or decrease in the number of directors shall require the affirmative vote of a majority of the voting interests of the Members at any Special Meeting of the Members called for the purpose of changing the number of directors of the Association. So long as there shall be a Class C Member, directors need not be Members of the Association and need not be residents of the State of Florida; thereafter, all directors, other than any director elected by the Declarant pursuant to Section 8.2 of these Articles of Incorporation, shall be Class A Members of the Association or designated representatives of Class B Members of the Association, and residents of the State of Florida. The term of office of the initial directors of the Association shall expire at the first meeting of Members at which directors are elected. The terms of office of all other directors will expire at the next annual meeting of Members following the election of such directors. Despite the expiration of a director's term, the director will continue to serve until a successor is elected and qualifies or until there is a decrease in the number of directors.

Any director may be removed from office at any time, with or without cause, by the affirmative vote of a majority of the Members. The names and addresses of the persons who are to act in the capacity of initial directors until the election and qualification of their successors are:

<u>Name</u>	<u>Address</u>
Russell Allan	Allan Realty International 6 Rachael Street Toronto, Ontario, Canada M4W1M5
Paul Shakespeare	Great Gulf Group of Companies 3751 Victoria Park Avenue Toronto, Ontario, Canada M1W 3Z4
Kevin Clark	Ashton Woods Homes 125 S. Swoope Avenue, Suite 210 Maitland, Florida 32751

ARTICLE X OFFICERS

The affairs of the Association shall be administered by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors at its first meeting, and they shall serve at the pleasure of the Board of Directors.

ARTICLE XI AMENDMENT

These Articles of Incorporation may be changed, amended or modified, at any time and from time to time, by the Members, as and to the extent provided in, and pursuant to the procedures set forth in, the Declaration.

ARTICLE XII INDEMNIFICATION

12.1 Every director, officer and Neighborhood Representative of the Association shall be indemnified by the Association against all expenses and liabilities, including attorneys' and other professionals' fees, reasonably incurred by or imposed upon him in connection with any proceeding whether civil, criminal, administrative or investigative, or any settlement of any proceeding, or any appeal from such 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, officer or Neighborhood Representative of the Association, or having served at the Association's request as a director or officer of any other corporation, whether or not he so serves the Association at the time such expenses are incurred, regardless of by whom the proceeding is brought, except in relation to

matters as to which any such director, officer or Neighborhood Representative shall be adjudged liable for gross negligence or willful misconduct, provided that in the event of a settlement, the indemnification shall apply only when the Board of Directors of the Association approves such settlement and reimbursement as being for the best interest 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.

12.2 Expenses incurred in defending a suit or proceeding whether civil, criminal, administrative or investigative may be paid by the Association in advance of the final disposition of such action, suit or proceeding if authorized by a majority of the directors upon receipt of an undertaking by or on behalf of the director or officer to repay such amount if it shall ultimately be determined that he is not to be indemnified by the Association as authorized by these Articles of Incorporation.

12.3 The Association shall have the power to purchase at its expense and maintain insurance on behalf of any person who is or was a director, officer or Neighborhood Representative of the Association, or is or was serving at the request of the Association as a director or officer of another corporation, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of these Articles.

ARTICLE XIII BYLAWS

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

ARTICLE XIV INCORPORATOR

The name and address of the Incorporator of this corporation is as follows:

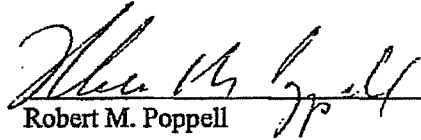
<u>Name</u>	<u>Address</u>
Robert M. Poppell	255 South Orange Avenue 17th Floor Orlando, Florida 32801

ARTICLE XV NON-STOCK CORPORATION

The Association is organized on a non-stock basis and shall not issue shares of stock evidencing membership in the Association; provided, however, that membership in the Association may be evidenced by a certificate of membership which shall contain a statement that the Association is a corporation not for profit.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation
this 30 day of June, 2004.

"INCORPORATOR"


Robert M. Poppell

**CERTIFICATE DESIGNATING REGISTERED AGENT
FOR SERVICE OF PROCESS**

Pursuant to the provisions of Chapters 48 and 617, Florida Statutes, the corporation identified below hereby submits the following statement in designation of the Registered Office and Registered Agent in the State of Florida.

LAKE SAWYER SOUTH COMMUNITY ASSOCIATION, INC., desiring to organize as a corporation under the laws of the State of Florida, with its registered office at 255 S. Orange Avenue, 17th Floor, Orlando, Florida 32801, has named AMERICAN INFORMATION SERVICES, INC., a Florida corporation, located at the above-registered office, as its Registered Agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named as Registered Agent for the above-stated corporation at the place designated in this Certificate, I hereby acknowledge that I am familiar with the obligations of a registered agent under the laws of the State of Florida and accept to act as Registered Agent for the above-stated corporation and agree to comply with the provisions of all laws applicable to the performance of such office.

AMERICAN INFORMATION SERVICES, INC.,
a Florida corporation

By: Rebecca S. Matz
Name: Rebecca Matz
Title: Asst. Secretary

Dated: June 30, 2004