EXHIBIT "B"

FILED

02 AUG 26 AM 8:55

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OR BK 05125 PG 0483

ARTICLES OF INCORPORATION

OF

WYNDWOOD AT LAKE HIGHLAND HOMEOWNERS ASSOCIATION, INC.

The undersigned individuals, acting as Incorporators of a corporation under §617.1007, Florida Statutes, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

NAME: The name of the corporation is the **Wyndwood at Lake Highland Homeowners Association, Inc.**, hereafter referred to as the "Association."

ARTICLE II

PURPOSE AND POWERS: The Association is being established in connection with that certain residential real estate development commonly known as "Wyndwood at Lake Highland." The purpose for which the Association is organized is to provide an entity for the maintenance and preservation of the residential lots, common areas, and such other areas located within Wyndwood at Lake Highland which will be made subject to a Declaration of Covenants and Restrictions ("Declaration"), or such other areas over which the Association may own or acquire easement or other rights which are outside the subdivision, and to maintain the common area and other areas including, but not limited to, landscape areas, signage, entrance ways, roads, open spaces, landscape buffer areas, lakes, water retention and management areas, active and passive recreation areas, drainage systems, conservation areas and conservation buffer.

The Association is organized and shall exist as a corporation not for profit under the laws of the State of Florida, and no portion of any earnings of the Association shall be distributed or inure to the private benefit of any member, Director or officer of the Association. For the accomplishment of its purposes, the Association shall have all of the common law and statutory powers and duties of a corporation not for profit except as limited or modified by these Articles, the Declaration or Chapter 617 and Chapter 720, Florida Statutes, as it may hereafter be amended, including, but not limited to, the following:

(A) To make and collect assessments against members of the Association to defray the costs, expenses and losses of the Wyndwood at Lake Highland Homeowners Association, Inc., and to use the proceeds of assessments in the exercise of its powers and duties.

(B) To protect, maintain, repair, replace and operate the common areas.

(C) To purchase insurance upon the Association property for the protection of the Association and its members.

(D) To reconstruct improvements after casualty and to make further improvements of the property.

(E) To make, amend and enforce reasonable rules and regulations governing the use of the common areas, lots, and the operation of the Association.

(F) To approve or disapprove the transfer of ownership, leasing and occupancy of lots, as provided by the Declaration.

(G) To enforce the provisions of the Declaration, these Articles, and the By-Laws and any Rules and Regulations of the Association.

(H) To contract for the management and maintenance of common areas to delegate any powers and duties of the Association in connection therewith except such as are specifically required by the Declaration to be exercised by the Board of Directors or the membership of the Association.

(I) To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Association.

(J) To acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use, or otherwise dispose of real and personal property in connection with the affairs of the Association.

(K) To borrow or raise money for any of the purposes of the Association, and from time to time without limit as to amount; to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable instruments and evidences of indebtedness; and to secure the payment of any thereof, and of the interest thereon, any mortgage, pledge, conveyance or assignment in trust, of the hole or any part of the rights or property of the Association, whether at the time owned or thereafter acquired.

All funds and the title to all property acquired by the Association shall be held for the benefit of the members in accordance with the provisions of the Declaration, these Articles of Incorporation and the By-Laws.

ARTICLE III

MEMBERSHIP:

(A) The members of the Association shall consist of all record owners of a fee simple interest in one or more lots and improvements constructed thereon in Wyndwood at Lake Highland, as further provided in the By-Laws.

(B) The share of a member in the funds and assets of the Association cannot be assigned or transferred in any manner except as an appurtenance to his lot and improvements constructed thereon.

(C) The owners of each lot and improvements constructed thereon, collectively, shall be entitled to the number of votes in Association matters as set forth in the Declaration and the By-Laws. The manner of exercising voting rights shall be as set forth in the By-Laws.

VOTING RIGHTS:

(A) The Association shall have two (2) classes of voting membership as follows:

CLASS A. Class A members shall be all owners (with the exception of the declarant of the community), each of whom shall be entitled to one (1) vote for each lot owned in the subdivision. When more than one (1) person holds an interest in any lot, all such persons shall be members, however, the vote for such lot shall be determined, but in no event shall more than one (1) vote be cast with respect to any single lot.

CLASS B. The Class B member shall be the declarant, its successors and assigns, who shall be entitled to three (3) votes for each lot owned in the subdivision by the declarant. The Class B membership shall terminate no later than the earlier of the following events:

(i) Three (3) months after ninety percent (90%) of the lots in the community that will ultimately be operated by the Homeowners Association have been conveyed to those other than the declarant;

(ii) Five (5) years following of the conveyance of the first lot from the declarant to an owner. Not withstanding any other provisions contained in the governing documents, the declarant shall be entitled to elect at least one member of the Board of Directors of the Association as long as the declarant holds for sale in the ordinary coarse of business at least five percent (5%) of the lots in the subdivision.

Declarant shall retain its Class "B" voting Status and rights for any Lots transferred to a Builder as defined in the Declaration. In such case, declarant's Class "B" votes shall not be converted to Class "A" until such time as title is transferred from the Builder to a Non-Builder Owner.

ARTICLE IV

TERM: The term of the Association shall be perpetual.

ARTICLE V

BY-LAWS: The By-Laws of the Association may be altered, amended, or rescinded in the manner provided therein.

ARTICLE VI

DIRECTORS AND OFFICERS:

(A) The affairs of the Association will be administered by a Board of Directors consisting of the number of Directors determined by the By-Laws, but not less than three (3) Directors, and in the absence of such determination shall consist of three (3) Directors. Directors need not be members of the Association.

(B) Directors of the Association shall be elected by the members in the manner determined by the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

(C) The business of the Association shall be conducted by the officers designated in the By-Laws. The officers shall be elected each year by the Board of Directors at its first meeting after the annual meeting of the members of the Association, and they shall serve the pleasure of the Board.

ARTICLE VII

AMENDMENTS: Amendments to these Articles shall be proposed and adopted in the following manner:

(A) Proposal. Amendments to these Articles may be proposed by a majority of the Board.

(B) Procedure. Upon any amendment or amendments to these Articles being proposed by said Board, such proposed amendment or amendments shall be submitted to a vote of the members not later than the next annual meeting for which proper notice can be given.

(C) Vote Required. Except as otherwise required for by Florida law, these Articles of Incorporation may be amended by vote of a majority of the voting interests at any annual or special meeting, provided that notice of any proposed amendment has been given to the members of the Association, and that the notice contains a fair statement of the proposed amendment.

(D) Effective Date. An amendment shall become effective upon filing with the Secretary of State and recording a copy in the Public Records of Polk County, Florida.

(E) Declarant Amendment. As long as there remains a Class B Membership, the declarant will have the right to amend these Articles of Incorporation without obtaining the consent of the Association's membership. As long as there remains a Class B Membership, no amendment to these Articles of Incorporation shall be effective without the written consent of the declarant.

ARTICLE VIII

REGISTERED AGENT:

The registered office of the Association shall be at:

Larsen & Associates, P.A.
34 East Pine Street
Orlando, FL 32801

The registered agent at said address shall be:

Richard E. Larsen, Esq.
Larsen & Associates, P.A.
34 East Pine Street
Orlando, FL 32801

PRINCIPAL ADDRESS/
INCORPORATOR ADDRESS:

The incorporator's street address is:
209 Town Center Blvd.
Davenport, FL 33896

ARTICLE IX

INDEMNIFICATION: To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director and every officer of the Association against all expenses and liabilities, including attorneys fees, actually and reasonably incurred by or imposed on him in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he may be a party because of his being or having been a Director or officer of the Association. The foregoing right of indemnification shall not be available if a judgment or other final adjudication establishes that his actions or omissions to act were material to the cause adjudicated and involved:

(A) Willful misconduct or a conscious disregard for the best interests of the Association, in a proceeding by or in the right of the Association to procure a judgment in its favor.

(B) A violation of criminal law, unless the Director or officer had no reasonable cause to believe his action was unlawful or had reasonable cause to believe his action was lawful.

(C) A transaction from which the Director or officer derived an improper personal benefit.

(D) Wrongful conduct by Directors or officers appointed by the declarant, in a proceeding brought by or on behalf of the Association.

In the event of a settlement, the right to indemnification shall not apply unless the Board of Directors approves such settlement as being in the best interest of the Association. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which a Director or officer may be entitled.

IN WITNESS WHEREOF, the incorporators, being the undersigned individuals, have hereunto affixed their signatures on the dates set forth below.

By: John Marling, Incorporator

Dated: 7/3/02

FILED

02 AUG 26 AM 8:55

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF ORANGE

THE FOREGOING instrument was acknowledged before me this 3rd day of July, 2002 by John Marling, who is personally known to me or produced identification (type of identification produced) _____.

Printed Name:
Notary Public - State of Florida
My Commission Expires:
Commission No.:

RICHARD E. LARSEN
MY COMMISSION # CC 803164
EXPIRES: February 6, 2003
Bonded Thru Notary Public Underwriters

Having been named to accept service of process for the above stated Corporation, at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 617.0505 Florida Statutes.

Richard E. Larsen, Esquire
REGISTERED AGENT