

ARTICLES OF INCORPORATION
OF
LAKE BERKLEY RESORT MASTER ASSOCIATION, INC.

In compliance with the requirements of Florida Statutes, Chapter 617, the undersigned, a resident of the State of Florida competent to contract, this day executes these Articles of Incorporation for the purpose of forming a corporation not for profit, and does hereby certify:

ARTICLE I - NAME AND ADDRESS

The name of the corporation is LAKE BERKLEY RESORT MASTER ASSOCIATION, INC., a Florida not for profit corporation (hereafter called the "Master Association"). The principal office of the Master Association is located at 5401 Kirkman Road, Suite 525, Orlando, Florida 32819.

ARTICLE II - DEFINITIONS

All terms used in these Articles of Incorporation have the same meaning as defined in the Master Declaration of Covenants and Restrictions for Lake Berkley Resort, as the same may be amended and supplemented from time to time ("Master Declaration"), unless these Articles of Incorporation specifically provide otherwise, or unless the context dictates a contrary meaning.

ARTICLE III - PURPOSE AND POWERS OF THE MASTER ASSOCIATION

This Master Association does not contemplate pecuniary gain or profit to the Members thereof, and the specific purposes for which it is formed are to provide for maintenance, operation preservation and architectural control of the Master Property, and to promote the health, safety and welfare of the residents of the Master Property for the following purposes:

(a) to exercise all of the powers and privileges and to perform all of the duties and obligations of the Master Association as set forth in the Master Declaration as the same may be amended from time to time as therein provided, said Master Declaration being incorporated herein as if set forth at length;

(b) to fix, levy, collect and enforce payment by any lawful means all charges or assessments pursuant to the terms of the Master Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Master Association;

(c) 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 or personal property of the Master Association in connection with the affairs of the Master Association;

(d) to borrow money, and with the approval of at least two-thirds (2/3) of the Board and the consent of Declarant (to the extent Declarant still owns any portion of the Master Property), the power and authority to mortgage the property of the Master Association and to pledge the

revenues of the Master Association as security for loans made to the Master Association which loans shall be used by the Master Association in performing its functions:

(e) to dedicate, sell or transfer all or any part of the Common Area to any governmental unit, public utility, or private party approved by at least two-thirds (2/3) of the Board and (to the extent Declarant still owns any portion of the Master Property) Declarant:

(f) to operate and maintain the Common Area in accordance with the Master Declaration;

(g) to have and exercise any and all powers, rights and privileges which a corporation organized under the Florida Corporation Not For Profit Corporation Act by law may now or hereafter have or exercise; and

(h) to have and exercise any and all powers, rights and privileges set forth under the Master Declaration and the Bylaws.

ARTICLE IV - MEMBERSHIP

The Members of the Master Association shall be the Owners of the respective Development Tracts (as the same may exist from time to time). However, to the extent a Neighborhood Association is created with respect to any Development Tract, such Neighborhood Association shall be deemed the Member and not the Owners of individual Residential Units. Membership shall be appurtenant to and may not be separated from ownership of Development Tracts.

ARTICLE V - BOARD OF DIRECTORS

Section 1. Voting Rights. The affairs of the Master Association will be managed by the Board. Each Member shall be entitled to appoint one Director to the Board. However, to the extent that a Member is a Neighborhood Association, the President of such Neighborhood Association shall automatically be deemed to be the Director appointed on behalf of such Neighborhood Association. Each Director shall be entitled to cast one vote; provided, however, that nothing herein shall prevent the same person from holding more than one directorship on behalf of multiple Members, in which case such person shall be entitled to cast all the votes allocated to such directorships. All affairs of the Master Association shall be governed by the affirmative vote of a majority of the Directors in attendance at a duly called meeting unless otherwise specifically provided for in the Master Declaration. Neither the Members of the Master Association nor the Owners of Residential Units shall have any voting rights in the Master Association.

Section 2. Initial Directors. As of the date of the filing of these Articles of Incorporation, Declarant is the only Member of the Master Association. The following individuals have been duly appointed by the Declarant to serve as the initial Directors of the Board on behalf of the respective Development Tracts:

Tract A:	Suresh Gupta	5401 Kirkman Road, Suite 525 Orlando, FL 32819
Tract B:	Suresh Gupta	5401 Kirkman Road, Suite 525 Orlando, FL 32819