

EXHIBIT "C"
ARTICLES OF INCORPORATION OF THE ASSOCIATION

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ARTICLES OF INCORPORATION
OF
FORESTBROOKE COMMUNITY OWNER'S ASSOCIATION, INC.
(A Corporation Not-for-Profit)

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned natural person of legal age, acting as incorporator for the purpose of creating a corporation not-for-profit under the laws of the State of Florida as provided in Chapter 617, Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I
Name and Address

The name and address of this corporation shall be: FORESTBROOKE COMMUNITY OWNER'S ASSOCIATION, INC. 1031 West Morse Boulevard, Suite 325, Winter Park, Florida, 32789.

ARTICLE II
Not for Profit

The Corporation is a corporation not for profit as defined in Section 617.01, Florida Statutes. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Directors or Officers, except to the extent permissible under law.

ARTICLE III
Commencement of Corporation Existence and Duration

The date when corporate existence shall commence is the date of filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The duration (term) of the Corporation is perpetual.

ARTICLE IV
Purposes

The Corporation is organized, and shall be operated exclusively for, the following purposes:

1. To enforce the Declaration of Covenants, Conditions and Restrictions for ForestBrooke (the "Declaration"), consisting of home sites in the City of Ocoee, Orange County, Florida to be the Association referred to in said Declaration, and to assess Owners in accordance with said Declaration, and levy and collect adequate assessments against its Members for the cost of maintenance and operation of the surface water or stormwater management system as well as any other costs provided for in the Declaration.

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2. Operate, maintain and manage the surface water or stormwater management system(s) in a manner consistent with the St. Johns River Water Management District requirements and applicable District rules, and shall assist in the enforcement of the Declaration that relate to the surface water or stormwater management system.
3. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount of value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, manage, option, donate, or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.
4. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE V
Limitation

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, Directors or Officers, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV (Purposes) hereof.

ARTICLE VI
Dissolution

In the event of termination, dissolution or final liquidation of the Corporation, the responsibility for the operation and maintenance of the surface water or stormwater management system must be transferred to and accepted by an entity that would comply with Section 40C-42.027, F.A.C. and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

ARTICLE VII
Members

Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is subject to covenants of record to assessments by the Association, including contract sellers, but excluding persons holding title merely as security for performance of an obligation, shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of a lot which is subject to assessment by the Association.

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ARTICLE VIII
Initial Registered Office and Agent

The street address of the initial Registered Office of the Corporation is 1031 West Morse Boulevard, Suite 325, Winter Park, FL 32789, and the name of its initial Registered Agent at that address is Allan E. Keen, 1031 West Morse Boulevard, Suite 325, Winter Park, FL 32789.

ARTICLE IX
Initial Board of Directors

The management of the Corporation shall be vested in the Board of Directors. The number of Directors constituting the initial Board of Directors is three. 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. The Members shall elect the Directors at the annual meeting of Members. The Bylaws may provide for ex-officio and honorary Directors, and their rights and privileges. The name and address of each initial Director of the Corporation are as follows:

Name	Address
Allan E. Keen	1312 Bridgeport Drive Winter Park, FL 32789
Jay E. Folk	1275 Sidney Court Altamonte Springs, FL 32714
Cheryl M. Kirst	1025 Lake Gracie Drive Bustis, FL 32726

ARTICLE X
Officers

The Officers of the Corporation shall consist of a President, Vice President, Secretary, Treasurer and such other Officers and Assistant Officers as may be provided in the Bylaws. Each Officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws. The name and address of each initial Officer of the Corporation are as follows:

Title	Name	Address
President	Jay E. Folk	1275 Sidney Court Altamonte Springs, FL 32714

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Vice President	Allan E. Keen	1312 Bridgeport Drive Winter Park, FL 32789
Secretary/Treasurer	Cheryl M. Kirst	1025 Lake Gracie Drive Bustis, FL 32726

ARTICLE XI
Incorporator

The name and address of the Incorporator are as follows

Name	Address
Jay E. Folk	1031 West Morse Boulevard, Suite 325 Winter Park, FL 32789

ARTICLE XII
Bylaws

The Bylaws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors.

ARTICLE XIII
Amendment

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Directors and Officers are subject to this reservation.

ARTICLE XIV
Indemnification


The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by the General Corporation Act and the Not For Profit Corporation Act.

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19th IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation of this day of August, 2002.



Print Name: Jay E. Folk

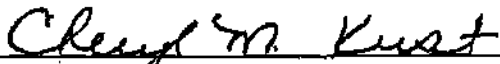
STATE OF FLORIDA
COUNTY OF Orange

The foregoing instrument was acknowledged before me this 19th day of August, 2002, by Jay E. Folk, who is personally known to me or who produced _____ as identification and who ~~did~~ (did not) take an oath.

[Seal]



Cheryl M. Kirst
MY COMMISSION # CC985792 EXPIRES
JANUARY 21, 2005
BONDED THROUGH TROY FAIR INSURANCE INC

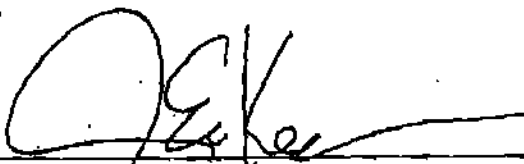


Notary Public
Print Name: Cheryl M. Kirst
My Commission Expires: 1-21-2005

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of FORESTBROOKE COMMUNITY OWNER'S ASSOCIATION, INC. which is contained in the foregoing Articles of Incorporation. Having been named as registered agent to accept service of process for the above state corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Dated: August 19, 2002.



Print Name: Allen E. Keen

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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