

State of Florida

EXHIBIT B



Department of State

I certify that the attached is a true and correct copy of the Articles of Incorporation of WESTCHESTER LAKE TOWNHOMES HOMEOWNERS ASSOCIATION, INC., a corporation organized under the Laws of the State of Florida, filed on February 7, 1991, as shown by the records of this office.

The document number of this corporation is N42221.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
25th day of February, 1991.



EXHIBIT B

CR2EO22 (6-88)

Jim Smith

Jim Smith
Secretary of State

FILED
FEB - 7 11:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

WESTCHESTER LAKE TOWNHOMES HOMEOWNERS ASSOCIATION, INC.

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

The name of the corporation is Westchester Lake Townhomes Homeowners Association, Inc., hereinafter called the "Association".

ARTICLE II - PRINCIPAL OFFICE

The principal office of the Association is located at 2759 State Road 580, Suite 200, Clearwater, Florida 34621.

ARTICLE III - PURPOSE AND POWER OF THE ASSOCIATION

This 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, preservation, and architectural control of the residence Lots and Common Area within that certain tract of property described as shown on the survey attached hereto as Exhibit "A", maintenance and use of recreational facilities on adjoining property, and to promote the health, safety and welfare of the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the Office of the Clerk of the Circuit Court of Pinellas County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(b) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association, and the Association's share of such expenses for recreational properties located on adjoining properties;

(c) 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 in connection with the affairs of the Association;

(d) borrow money, and with the assent of two-thirds (2/3) of each class of members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) grant easements over and under, dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;

(f) participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members;

(g) have and to exercise any and all powers, rights, and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Florida by law may now or hereafter have or exercise;

(h) grant access easements over the common areas to adjoining residential communities.

ARTICLE V - MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

ARTICLE VI - VOTING RIGHTS

The Association shall have two classes of voting membership:

CLASS A. Class A members shall be all Owners, with the exception of the Declarant, and shall be entitled to one vote for each Lot owned. When more than one person holds 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 vote be cast with respect to any Lot.

CLASS B. The Class B member(s) shall be the Declarant (as defined in the Declaration), and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

(a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or

(b) on December 31, 1992.

ARTICLE VII - BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of not more than five (5) directors, who need not be members of the Association. The number of directors may be changed by amendment of the By-Laws 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:

Richard Geiger	2759 S.R. 580, Suite 200 Clearwater, FL 34621
Craig Burley	2759 S.R. 580, Suite 200 Clearwater, FL 34621
Catherine Geiger	2759 S.R. 580, Suite 200 Clearwater, FL 34621

ARTICLE VIII - OFFICERS

The officers who shall manage the corporation shall be the President, Vice President, Secretary and Treasurer, who shall be elected and serve pursuant to the By-Laws.

The officers who shall serve until the first election of officers are as follows:

Richard Geiger, President
Craig Burley, Secretary/Treasurer
Catherine Geiger, Vice President

At the first annual meeting, the members shall elect three (3) directors for a term of one (1) year, three (3) directors for a term of two (2) years, and three (3) directors for a term of three (3) years; and at each annual meeting thereafter the members shall elect three (3) directors for a term of three (3) years.

ARTICLE IX - DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class 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 pursuant to Florida Statutes 617.05.

ARTICLE X - DURATION

The corporation shall exist perpetually.

ARTICLE XI - AMENDMENTS

Amendment to these Articles shall require the assent of 75% of the entire membership, and shall be proposed by the Board of Directors at a regular or special meeting and shall be voted upon by the membership at the next regular or special meeting of the members of the Association (Florida Statute 617.013 (2) (J)).

ARTICLE XII - FHA/VA APPROVAL

As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration; annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution and amendment of these Articles.

ARTICLE XIII - SUBSCRIBERS

The subscribers to these Articles of Incorporation and their addresses are as follows:

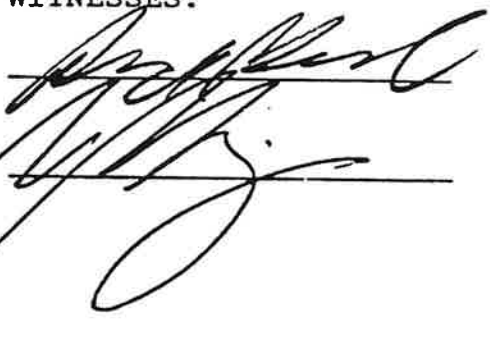
Richard Geiger	2759 S.R. 580, Suite 200 Clearwater, FL 34621
Craig Burley	2759 S.R. 580, Suite 200 Clearwater, FL 34621
Catherine Geiger	2759 S.R. 580, Suite 200 Clearwater, FL 34621

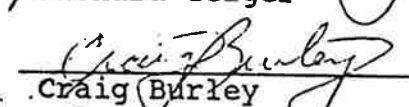
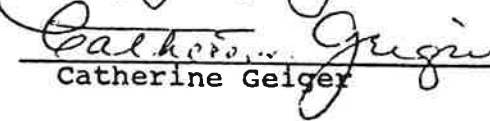
ARTICLE XIV - REGISTERED AGENT

The Registered Agent shall be Craig Burley, who shall accept service of process. The registered office shall be 2759 S.R. 580, Suite 200, Clearwater, Florida 34621.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Florida, we, the undersigned, constituting the Incorporators of this Association, have executed these Articles of Incorporation this ___ day of February, 1991.

WITNESSES:




Richard Geiger

Craig Burley

Catherine Geiger

STATE OF FLORIDA
COUNTY OF PINELLAS

Before me personally appeared Richard Geiger, Craig Burley, and Catherine Geiger, to me well known and known to me to be the persons described in and who executed the foregoing instrument, and acknowledged to and before me that they executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this 21st day of February, 1991.

Catherine M. Geiger
Notary Public

My Commission Expires:

Notary Public, State of Florida
My Commission Expires Sept. 24, 1993
Bonded Thru Troy Fain Insurance Inc.

PARCEL 6:

PINELLAS COUNTY FLA.
OFF. REC. BK 7532 PG 2259

A tract of land lying in Section 29, Township 28 South, Range 16 East, Clearwater, Pinellas County, Florida, and being more particularly described as follows:

Commence at the Northwest corner of Section 29; thence North 89 deg. 45' 34" East, along the North line of said Section 29, for 208.00 feet; thence South 0 deg. 02' 06" West, along the East line of a 208.00 foot wide Florida Power Corporation right-of-way, for 190.06 feet; thence South 89 deg. 57' 54" East, for 625.00 feet; thence South 00 deg. 02' 06" West, for 1008.23 feet to the Point of Beginning; thence South 79 deg. 52' 08" East, for 683.45 feet; thence South 11 deg. 47' 00" East, for 39.73 feet; thence South 25 deg. 25' 23" West, for 140.49 feet; thence North 79 deg. 52' 08" West for 630.53 feet; thence North 0 deg. 02' 06" East for 175.08 feet to the Point of Beginning.

PARCEL 7:

A tract of land lying in Section 29, Township 28 South, Range 16 East, Clearwater, Pinellas County, Florida, and being more particularly described as follows:

Commence at the Northwest corner of said Section 29; thence North 89 deg. 45' 34" East, along the North line of said Section 29, for 208.00 feet; thence South 0 deg. 02' 06" West, along the East line of a 208.00 foot wide Florida Power Corporation right-of-way, for 190.06 feet; thence South 89 deg. 57' 54" East, for 625.00 feet; thence 0 deg. 02' 06" West, for 907.16 feet; thence North 85 deg. 22' 30" East, for 625.71 feet to the Point of Beginning; thence North 4 deg. 37' 30" West, for 55.41 feet; thence North 85 deg. 22' 30" East, for 131.61 feet to a point on the Westerly right-of-way line of Countryside Boulevard (a 100 foot wide right of way), said point also being the intersection with the arc of a curve concave to the Southwest, and having a radial bearing of North 66 deg. 32' 32" East; thence Southeasterly along said right-of-way line and along the arc of said curve having a radius of 1150.00 feet; and a central angle of 8 deg. 17' 14", for 166.34 feet; thence South 80 deg. 30' 00" West, for 166.88 feet to the intersection with the arc of a curve concave to the Northeast, said intersection having a radial bearing of South 78 deg. 13' 00" West; thence Northwesterly along the arc of said curve having a radius of 959.24 feet, and a central angle of 7 deg. 09' 30", for 119.84 feet to the Point of Beginning.

PARCEL 8:

A tract of land lying in Section 29, Township 28 South, Range 16 East, Clearwater, Pinellas County, Florida, and being more particularly described as follows:

Commence at the Northwest corner of said Section 29; thence North 89 deg. 45' 34" East, along the North line of said Section 29, for 208.00 feet; thence South 0 deg. 02' 06" West, along the East line of a 208.00 foot wide Florida Power Corporation right-of-way, for 190.06 feet; thence South 89 deg. 57' 54" East, for 625.00 feet; thence South 0 deg. 02' 06" West, for 1008.23 feet; thence South 79 deg. 52' 08" East, for 683.45 feet to the Point of Beginning; thence North 11 deg. 47' 00" West, for 156.50 feet; thence North 80 deg. 30' 00" East, for 166.88 feet to a point on the Westerly right-of-way line of Countryside Boulevard (a 100 foot wide right-of-way), said point also being the intersection with the arc of a curve to the Southwest, said intersection having a radial bearing of North 74 deg. 49' 46" East, thence Southeasterly along said right-of-way line and along the arc of of said curve having a radius of 1150.00 feet, and a central angle of 7 deg. 48' 03" for 156.57 feet; thence South 80 deg. 30' 00" West, for 165.47 feet to the Point of Beginning.

A tract of land lying in Section 29, Township 28 South, Range 16 East, Clearwater, Pinellas County, Florida, and being more particularly described as follows:

Commence at the Northwest corner of said Section 29; thence North 89 deg. 45' 34" East, along the North line of said Section 29, for 208.00 feet; thence South 0 deg. 02' 06" West, along the East line of a 208.00 foot wide Florida Power Corporation right-of-way, for 190.06 feet; thence South 89 deg. 57' 54" East, for 625.00 feet; thence South 0 deg. 02' 06" West, for 1008.23 feet; thence South 79 deg. 52' 08" East, for 683.45 feet to the Point of Beginning; thence North 80 deg. 30' 00" East, for 165.47 feet to a point on the Westerly right-of-way line of Countryside Boulevard (a 100 foot wide right-of-way), said point also being the intersection with the arc of a curve concave to the West, and having a radial bearing of North 82 deg. 37' 49" East; thence Southerly along said right-of-way line and along the arc of said curve having a radius of 1150.00 feet, and a central angle of 9 deg. 15' 47", for 185.92 feet; thence South 88 deg. 03' 51" West, for 224.41 feet; thence North 25 deg. 25' 23" East, for 140.49 feet; thence North 11 deg. 47' 00" West, for 39.73 feet to the Point of Beginning.

PARCEL 10:

A tract of land lying in Section 29, Township 28 South, Range 16 East, Clearwater, Pinellas County, Florida, and being more particularly described as follows:

Commence at the Northwest corner of said Section 29, thence North 89 deg. 45' 34" East, along the North line of said Section 29, for 208.00 feet; thence South 0 deg. 02' 06" West, along the East line of a 208.00 foot wide Florida Power Corporation right-of-way, for 190.06 feet; thence South 89 deg. 57' 54" East, for 625.00 feet; thence South 0 deg. 02' 06" West, for 1183.31 feet; thence South 79 deg. 52' 08" East, for 630.53 feet to the Point of Beginning; thence North 88 deg. 03' 51" East, for 224.41 feet to a point on the Westerly right-of-way line of Countryside Boulevard (a 100 foot wide right-of-way), said point also being the intersection with the arc of a curve concave to the West, and having a radial bearing of South 88 deg. 06' 24" East; thence Southerly along said right-of-way line, and along the arc of said curve having a radius of 1150.00 feet, and a central angle of 16 deg. 06' 24", for 323.28 feet to a point of tangency; thence continue along said right-of-way line South 18 deg. 00' 00" West, for 58.42 feet; thence North 72 deg. 00' 00" West, for 20.00 feet to the point of curvature of a curve concave to the South; thence Westerly along the arc of said curve having a radius of 1225.00 feet, and a central angle of 2 deg. 52' 24", for 61.43 feet; thence North 15 deg. 07' 36" East, for 30.38 feet to the point of curvature of a curve concave to the Southwest; thence Northwesterly along the arc of said curve having a radius of 100.00 feet, and a central angle of 39 deg. 48' 24", for 69.48 feet to a point of tangency; thence North 24 deg. 40' 48" West, for 59.52 feet; thence North 7 deg. 39' 55" East, for 63.55 feet; thence North 24 deg. 40' 48" West, for 140.23 feet to the Point of Beginning.

EXHIBIT A

A tract of land lying in Section 29, Township 28 South, Range 16 East, Clearwater, Pinellas County, Florida, and being more particularly described as follows:

Commence at the Northwest corner of said Section 29; thence North 89 deg. 45' 34" East, along the North line of said Section 29, for 208.00 feet; thence South 0 deg. 02' 06" West, along the East line of a 208.00 foot wide Florida Power Corporation right-of-way, for 190.06 feet; thence South 89 deg. 57' 54" East, for 625.00 feet; thence South 0 deg. 02' 06" West, for 1183.31 feet; thence South 79 deg. 52' 08" East; for 316.84 feet to the Point of Beginning; thence continue South 79 deg. 52' 08" East, for 313.69 feet; thence South 24 deg. 40' 48" East, for 140.23 feet; thence South 7 deg. 39' 55" West, for 63.55 feet; thence South 24 deg. 40' 48" East, for 59.52 feet to the point of curvature of a curve concave to the West; thence Southerly along the arc of said curve having a radius of 100.00 feet, and a central angle of 39 deg. 48' 24", for 69.48 feet to a point of tangency; thence South 15 deg. 07' 36" West, for 30.38 feet to the radial intersection with the arc of a curve concave to the South; thence Westerly along the arc of said curve having a radius of 1225.00 feet, and a central angle of 10 deg. 05' 29", for 215.76 feet; thence North 25 deg. 14' 34" West, for 397.04 feet to the Point of Beginning.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA