

ARTICLES OF INCORPORATION

OF

SOUTHERN OAKS OF PASCO HOMEOWNERS' ASSOCIATION, INC.
A NOT-FOR-PROFIT FLORIDA CORPORATION

In compliance with the requirements of the Florida Statutes, the undersigned, all of whom are residents of Pasco and Pinellas County, Florida, and of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not-for-profit. The undersigned hereby certify:

ARTICLE I

The name of the corporation is SOUTHERN OAKS OF PASCO HOMEOWNERS' ASSOCIATION, INC., (hereinafter referred to as "Association").

ARTICLE II

The principal and initial registered office of the Association is located at: 6709 Ridge Road, Suite 300, Port Richey, Florida 34668.

The registered agent is: CHRISTOPHER C. DEMETREE

ARTICLE III

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 ownership, maintenance and preservation of the "Common Area" and other commonly enjoyed improvements and areas as defined in the Declaration of Covenants, Conditions and Restrictions (hereinafter referred to as the "Declaration"), and to provide, according to the provisions of the Declaration, within that certain tract of property or so much thereof as has been made subject to the Declaration (hereinafter referred to as "Property") as shown and described in Exhibit "A", attached hereto and by reference incorporated herein, for the promotion of the health, safety and welfare of the residents within the Property and any additions thereto as may hereafter be brought within the jurisdiction of

this Association, and in furtherance of these purposes, 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 the Declaration, as same may be amended from time to time as therein provided, said Declaration being incorporated herein by reference as though set forth in its entirety herein.

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 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.

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; provided, however, no such dedication or transfer shall be effective unless an instrument signed by not less than fifty-one percent (51%) of all the Members agreeing to such dedication or transfer has been recorded in the Public Records of Pasco County, Florida, with formalities necessary for the recordation of a deed.

D. Borrow money, 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. Dedicate, sell or transfer all or any part of the Common Area to public agency, authority, or utility for such purposes and subject to such conditions as may be provided in the Declaration, including but not limited to the Restrictions that have been or will be recorded in the Public Records of Pasco County, Florida, with formalities necessary for the recordation of a deed.

F. Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or

annex additional residential property and Common Area, and other commonly enjoyed improvements and areas, provided that such annexation shall be in accordance with the provisions of the Declaration.

G. Have and exercise any and all powers, rights and privileges which a corporation organized under Chapter 617, Corporations Not for Profit, Laws of the State of Florida, by law may or hereafter have or exercise.

The Association is organized and shall be operated exclusively for the purposes set forth above. The activities of the Association will be financed by assessments against members as provided in the Declaration and no part of any net earnings of the Association will inure to the benefit of any member.

ARTICLE IV

The Developer, to the extent provided in the Declaration, and every person or entity who is a record Owner of a fee or undivided fee interest in any unit and/or residential lot which is subject by the Declaration to assessment by the Association 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 performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any unit which is subject to assessment by the Association.

ARTICLE V

The period of duration of this Association shall be perpetual.

ARTICLE VI

The name and address of each subscriber is:

CHRISTOPHER C. DEMETREE
6709 Ridge Road, Suite 300
Port Richey, FL 34668

ARTICLE VII

The affairs and property of this corporation shall be managed and governed by a Board of Directors composed of not less

than three (3) persons who need not be members of the Association. The first Board of Directors shall have three (3) members, and in the future that number will be determined from time to time in accordance with the provisions of the By-Laws. The names and address of the persons who are to act initially in the capacity of director until the selection of his successor is: Christopher C. Demetree, Jack C. Demetree and Alex Deeb. 6709 Ridge Road, Suite 300, Ft. Richey, FL 34668.

ARTICLE VIII

The officers of this Association shall be a President, a Vice President, both of whom shall at all times be members of the Board of Directors, a Secretary and a Treasurer and such other officers as the Board may from time to time by resolution create. The election of officers shall take place at the first meeting of the Board of Directors.

ARTICLE IX

The By-Laws of the Association may be made, altered or rescinded at any annual meeting of the Association, or at any regular or special meeting duly called for such purpose, on the affirmative vote of not less than fifty-one percent (51%) of all the number of votes of the members existing at the time of any such meeting and present at the meeting in person or by proxy except that the initial By-Laws of the Association shall be made and adopted by the Board of Directors.

ARTICLE X

The Association shall have two classes ("A" and "B") of voting membership which shall exist and possess such rights and be subject to such limitations as set forth in the Declaration.

ARTICLE XI

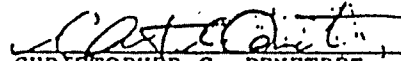
In the event of dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for the purposes similar to those for which this Association was created. In the event such dedication is refused acceptance, such assets shall be granted, conveyed and assigned

to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes, or distributed to the members as appurtenances (if real property or any interest therein) to the members' lots, subject to any and all applicable loans. This Article is subject to provisions of Florida Statutes 617.0105.

ARTICLE XII

Proposals for the alteration, amendment or rescission of these Articles of Incorporation may be made by not less than two-thirds (2/3rd) of the total number of votes of the membership voting in person or by proxy at a special or regular meeting of the members.

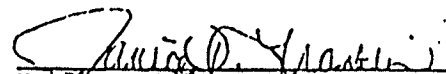
IN WITNESS WHEREOF, for the purposes of forming this corporation under the laws of the State of Florida, the undersigned, the incorporator of this Association, has executed these Articles of Incorporation this 14 day of November, 1988.


CHRISTOPHER C. DEMETREE

STATE OF FLORIDA)
COUNTY OF PASCO)

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, CHRISTOPHER C. DEMETREE, to me well known and known to me to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the said instrument as his free and voluntary act and deed for the use and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on this 14th day of November, 1988.


Notary Public - Janice D. Franklin
My Commission Expires: 1-6-89

POURSKI
AT LAW
K 716
REV. FLORIDA
1786
1-8439

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP. JAN. 6, 1989
RECEIVED FROM EXPIRED 183, 1980.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

Dated: November 11, 1988.


CHRISTOPHER C. DEMETREE
Registered Agent

R#26/E

FILED
JAN 27 PM 8:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Florida



Department of State

I certify that the attached is a true and correct copy of the Articles of Amendment, filed on February 28, 1989, to Articles of Incorporation for SOUTHERN OAKS OF PASCO HOMEOWNERS' ASSOCIATION, INC., a Florida corporation, as shown by the records of this office.

The document number of this corporation is N30373.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
28th day of February, 1989.



CR2EO22 (6-88)

Jim Smith
Secretary of State