CAPITAL CONNECTION, INC. 417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302 242-8062 • Fax (850) 222-1222 (850) 224-8976 9806 Club, Inc. 000003224950--0 -04/26/00--01059--004 ******78.75 ******78.75 Art of Inc. File_Ce

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ARTICLES OF INCORPORATION

OF

WATER OAK RESIDENTS' SOCIAL CLUB, INC.

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The undersigned, acting as incorporators of a corporation not for profit under Chapter 617, Florida Statutes, adopt the following Articles of Incorporation:

ARTICLE I. NAME

The name of this corporation is WATER OAK RESIDENTS' SOCIAL CLUB, INC..

ARTICLE II. PRINCIPAL OFFICE OR MAILING ADDRESS OF CORPORATION

The principal office and mailing address of this corporation is 106 Evergreen Lane, Lady Lake, Florida 32159.

ARTICLE III. PURPOSE

The purpose of this Corporation shall be to encourage, plan and provide social activities for the residents of the Water Oak community in Lady Lake, Lake County, Florida, including but not limited to entertainment, dancing and dining.

ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 104 South Old Dixie Highway, Lady Lake, Florida 32159, and the name of the initial registered agent of this corporation at that address is KEVIN A. SENTNER, ESQ..

ARTICLE V. SUBSCRIBERS

The names and addresses of the Subscribers of these Articles are:

CONCETTA A. GISONE also known as C. A. GISONE 830 Green Street, Lady Lake, FL 32159

RUTHEDA POFF 622 Holly Circle Lady Lake, FL 32159

MARY LaNOCE 710 East Norman Street Lady Lake, FL 32159.

ARTICLE VI. DIRECTORS

The Corporation's affairs shall be managed by a Board of Directors which shall be composed of no less than three members. The initial Directors of the Corporation are:

CONCETTA A. GISONE also known as C. A. GISONE 830 Green Street, Lady Lake, FL 32159

RUTHEDA POFF 622 Holly Circle Lady Lake, FL 32159

MARY LaNOCE 710 East Norman Street Lady Lake, FL 32159

JELENNE WIMMER 717 East Norman Street Lady Lake, FL 32159

SHARON SCHLIFER 421 Bemen Drive Lady Lake, FL 32159

RUSS BRUTON 103 Evergreen Lane Lady Lake, FL 32159.

ARTICLE VII. BYLAWS

The Corporation's bylaws shall be adopted by the general membership at a meeting called for that purpose. The membership may alter or amend the bylaws from time to time as may be provided therein.

ARTICLE VIII. DISSOLUTION

No person or entity shall ever receive any profit or dividend from this Corporation, and upon a dissolution of the Corporation, any assets remaining after satisfaction of all Corporate obligations shall be distributed to one or more non-profit entities, to be selected by the Corporation's final Board of Directors, which entities, in the judgement of the Directors, share some or all of the purposes of this Corporation.

ARTICLE IX. INDEMNIFICATION

The Corporation shall indemnify any officer, director or agent of the Corporation to the fullest extent permitted by law.

ARTICLE X. EFFECTIVE DATE

The effective date of the Corporation's existence shall be the date on which these Articles are filed with the Secretary of State of Florida, and the Corporation's existence shall be perpetual, unless dissolved by operation of law, or in accordance with its bylaws.

ARTICLE XI. MEMBERSHIP

Any person who is a homeowner in the community of Water Oak may become a member of the Corporation, in accordance with the bylaws.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation

as of the 24 day of April, 2000.

C. A. GISONE, Incorporator

RUTHEDA POFF, Incorpora

MARY LaNOCE, Incorporator

ACCEPTANCE BY REGISTERED AGENT:

I AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES OF REGISTERED AGENT FOR THE ABOVE NAMED CORPORATION.

Dated: April 24, 2000.

KEVIN A. SENTNER

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SECRETARY OF STATE