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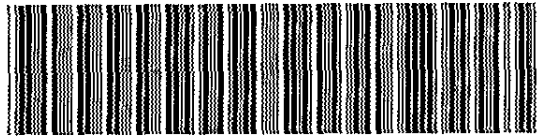
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DIVISION OF CORPORATIONS

FILED
02 NOV 15 PM 2:56
SECRETARY OF STATE
TALLAHASSEE FLORIDA

CT CORPORATION

November 15, 2002

Secretary of State, Florida
409 East Gaines Street
N/A
Tallahassee FL 32399

Re: Order #: 5723492 SO
Customer Reference 1:
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

Kathleen Properties Subdivision Association, Inc. (FL)
Incorporation
Florida

Kathleen Properties Subdivision Association, Inc. (FL)
Cert Copy of Articles of Inc
Florida

Kathleen Properties Subdivision Association, Inc. (FL)
Certificate of Status/Authorization-Domestic
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

CT CORPORATION

Sincerely,

Melanie S Strickland
Fulfillment Specialist
Melanie_Strickland@cch-lis.com

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

A CCH LEGAL INFORMATION SERVICES COMPANY

**ARTICLES OF INCORPORATION
OF
KATHLEEN PROPERTIES SUBDIVISION
ASSOCIATION, INC.
a Not for Profit Association**

FILED
02 NOV 15 PM 2:56
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned hereby associate themselves for the purposes of forming a corporation not for profit under and pursuant to the Florida Not-for-Profit Corporation Act (the "Act") and do hereby adopt the following Articles of Incorporation: —

ARTICLE I

Name

The name of this not for profit corporation is KATHLEEN PROPERTIES SUBDIVISION ASSOCIATION, INC. (the "Association").

All capitalized terms utilized herein shall have the meanings ascribed to them in the Declaration of Restrictive Covenants for Kathleen Properties Subdivision recorded in the Public Records of Polk County, Florida (the "Declaration"), unless otherwise defined herein.

ARTICLE II

Purposes and Powers

The general purposes for which the Association is formed are as follows:

1. To acquire, own, convey, equip, manage, maintain, and repair the Common Areas and other real property, and to perform all the Association Duties described in the Declaration and to exercise all powers, do all acts and perform all duties, and responsibilities required in connection therewith;

2. To establish Bylaws for the administration of the Association's business and the performance of all the Association Duties (the "Bylaws"), to promulgate rules and regulations governing the use and operation of the Subdivision consistent with the Declaration (the "Rules and Regulations"), and to enforce the provisions of the Declaration, these Articles of Incorporation, the Bylaws, and the Rules and Regulations;

3. To perform all the Association Duties set forth in the Declaration, including, without limitation, the operation and maintenance of the Surface Water Management System Facilities, including all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, floodplain compensation areas, wetlands and any associated buffer areas, and wetland mitigation areas.

4. To establish and collect Assessments from all Owners of Sites in the Subdivision so that the Association may perform all the Association Duties, and operate, maintain, insure, and improve the Common Areas and other properties within the Subdivision for which the

Association has or assumes operation, maintenance or improvement responsibilities, and to enforce liens for assessments by legal action, if necessary;

5. To purchase, convey, lease, encumber, and maintain any real and personal property that may be necessary or useful in the conduct of the Association's business;

6. To sue and be sued;

7. To enter into contracts and engage in any activity permitted a not for profit corporation under the Act, unless otherwise prohibited by these Articles or by the Bylaws of the Association or by the Declaration, including, without limitation, contracts concerning the operation and maintenance of the Surface Water Management System Facilities, if the Association elects to employ a maintenance company;

8. To exercise all other powers provided to the Association by the Act, the Declaration, these Articles of Incorporation, and the Bylaws, and to engage in any other activity or business and to transact any business permitted under the Act.

The Association shall use all of its assets and earnings exclusively for the purposes set forth herein, no part of the assets or the net earnings of this Association shall inure to the benefit of any individual Member or other person. The Association may, however, reimburse its Members for actual expenses incurred for or in behalf of the Association and may compensate them in a reasonable amount for actual services rendered to the Association.

ARTICLE III Offices of Association

The principal office and mailing address for the Association shall initially be located at 400 North Ashley Drive, Suite 1700, Tampa, Florida 33602.

ARTICLE IV Existence

The Association shall come into existence on the date of filing of these Articles of Incorporation in the office of the Secretary of State of Florida. The Association's existence shall be perpetual.

If, for any reason, the Association ceases to exist, the control of or right of access to the Common Areas containing the Surface Water Management System Facilities shall be conveyed by the Association or dedicated by the Association to an appropriate governmental unit or public utility and, if such dedication is not accepted, then the Surface Water Management System Facilities shall be conveyed by the Association to another not for profit corporation similar to the Association.

ARTICLE V
Amendments to Articles of Incorporation

Any proposed amendment to these Articles of Incorporation may be made in writing signed by at least ten percent (10%) of the Members, delivered to a Director or the President of the Association. Such proposed amendment shall be considered by the Members of the Association in accordance with the procedure set forth in the Bylaws and shall be adopted only upon the affirmative vote of 100% of the total number of votes allocated to all Sites in the Subdivision on the date of the vote. No modification of, amendment to, or supplement to these Articles of Incorporation shall be effective unless and until the modification, amendment, or supplement is recorded in the Public Records of Polk County, Florida.

Any amendment to these Articles of Incorporation affecting the Surface Water Management System Facilities or the operation and maintenance of the Surface Water Management System Facilities shall be effective only upon the prior written approval of the Southwest Florida Water Management District or any successor governmental agency having jurisdiction over the Surface Water Management System Facilities.

No amendment to these Articles of Incorporation shall be effective to the extent that it impairs or prejudices the rights or liabilities of any existing lender holding a mortgage lien encumbering a Site in the Subdivision, unless such amendment is approved by the affected lender.

ARTICLE VI
Bylaws

The Bylaws shall be adopted by the Board of Directors and recorded with the Declaration in the Public Records of Polk County, Florida. The power to adopt, alter, amend, supplement, or repeal the Bylaws shall be vested in the Board of Directors and the Members in accordance with the procedures set forth in the Bylaws.

Any amendment to the Bylaws affecting the Surface Water Management System Facilities or the operation and maintenance of the Surface Water Management System Facilities shall be effective only upon the prior written approval of the Southwest Florida Water Management District or any successor governmental agency having jurisdiction over the Surface Water Management System Facilities.

No amendment to the Bylaws shall be effective to the extent that it impairs or prejudices the rights or liabilities of any existing lender holding a mortgage lien encumbering a Site in the Subdivision, unless such amendment is approved by the affected lender.

ARTICLE VII
Members of Association

Each individual or legal entity that is an Owner of a Site in the Subdivision shall be a Member of the Association. Membership in the Association is an appurtenance to the fee

simple estate granted to each Owner for each Site in the Subdivision, and membership may not be separated from such fee simple estate. The initial Members of the Association are TC Lakeland #1, Inc., a Delaware corporation, and Kathleen Properties, a Florida general partnership. The identity of each subsequent Member shall be evidenced by the deed to such Owner of a Site, recorded in the Public Records of Polk County, Florida.

For all actions of the Association requiring the affirmative vote of the Members, each Site shall have one vote for each full acre of land contained in the Site and a portion of one vote for each partial acre of land contained in the Site. For example, if a Site consists of 1.59 acres, the Site shall be entitled to 1.59 votes with respect to all actions of the Association requiring the vote of its Members. The Person authorized to cast the votes for each Site shall be determined in accordance with the provisions of the Bylaws.

The share of each Member in the funds and assets of the Association cannot be assigned, hypothecated, conveyed, or otherwise transferred in whole or in part, absolutely or as security for an obligation, in any manner except as an appurtenance to the Site. No part of the income of the Association shall be distributed to its Members, directors, or officers.

ARTICLE VIII
Initial Board of Directors

The affairs and properties of the Association shall be managed and governed by a Board of Directors composed of not less than three persons (the "Board of Directors" and the "Directors"). The names and street addresses of the initial Directors of the Association are as follows:

<u>Names of Initial Directors</u>	<u>Street Addresses for Initial Directors</u>
Robert R. Abberger	400 North Ashley Drive, Suite 1700 Tampa, Florida 33602
Gerard Corbino	400 North Ashley Drive, Suite 1700 Tampa, Florida 33602
Darrell L. Smith	14025 Riveredge Drive, Suite 550 Tampa, Florida 33637

The initial Directors shall serve until the first election of Directors by the Members as provided in the Bylaws. Any vacancies on the Board of Directors occurring before the first election of Director(s) shall be filled by an appointee selected by the remaining Directors as provided in the Bylaws, and such appointee shall serve until the first election occurs. The elected term of each Director shall be one year, and a Director may serve for any number of terms. Any vacancy on the Board of Directors that occurs during an elected term shall be filled by an appointee selected by the remaining Directors as provided in the Bylaws, and such appointee shall serve for the balance of the unexpired term.

ARTICLE IX
Initial Officers

Subject to the direction of the Board of Directors, the affairs of the Association shall be administered by Officers who shall be elected by and serve at the pleasure of the Board of Directors. The following persons shall constitute the initial Officers of the Association, and they shall continue to serve as such Officers until they resign or they are removed by the Board of Directors:

Robert R. Abberger	as the President
Gerard Corbino	as the Secretary/Treasurer

ARTICLE X
Indemnification

Every Director and Officer of the Association shall be indemnified by the Association against all expenses and liabilities, (including attorneys' fees) reasonably incurred by or imposed upon such Director or Officer in connection with any proceedings or any settlement thereof, to which such Director or Officer may be joined as a party, or in which such Director or Officer may become involved by reason of being or having been a Director or an Officer of the Association, whether or not such person is a Director or Officer at the time such expenses are incurred, to the fullest extent permitted by the Act; provided, that all settlements must be approved by the Board of Directors as being in the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled.

ARTICLE XI
Initial Registered Office and Agent

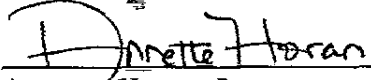
The street address of the initial registered office of the Association shall be 1200 South Pine Island Road Plantation, FL 33324, and the initial registered agent of the association at such address is CT Corporation System.

ARTICLE XII
Incorporators

The names and street addresses of the incorporator(s) of the Association are as follows:

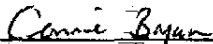
<u>Names of Incorporator(s):</u>	<u>Street Address of Incorporator(s):</u>
Annette Horan	100 South Ashley Drive, Suite 1700 Tampa, Florida 33602

IN WITNESS WHEREOF, the incorporator(s) have executed these Articles of Incorporation on November 14, 2002.


Annette Horan, Incorporator

ACKNOWLEDGMENT

I hereby accept my appointment as Registered Agent of the above named corporation and agree to act as such in accordance with the provisions of all statutes relative to the proper and complete performance of such duties.


Registered Agent

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02 NOV 15 PM 2:56
SECRETARY OF STATE
TALLAHASSEE FLORIDA