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FLORIDA NON-PROFIT CORPORATION

Southern Trace Property Owner's Association, Inc.

Certificate of Status	1
Certified Copy	0
Page Count	09
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION
OF
SOUTHERN TRACE
PROPERTY OWNERS ASSOCIATION, INC.

THE UNDERSIGNED HEREBY ASSOCIATE THEMSELVES FOR THE PURPOSE OF FORMING A CORPORATION NOT-FOR-PROFIT UNDER AND PURSUANT TO CHAPTER 617, FLORIDA STATUTES, AND DO HEREBY CERTIFY AS FOLLOWS:

ARTICLE I

NAME

1.1 The name of the Corporation shall be **SOUTHERN TRACE PROPERTY OWNERS ASSOCIATION, INC.** and its initial principal place of business and mailing address shall be 1100 Main Street, The Villages, Florida 32159. For convenience, the Corporation shall be herein referred to as the "Association." Terms not defined herein shall be as defined in the Declaration of Covenants, Conditions and Restrictions for Southern Trace recorded in Official Records Book 786, Page 595, Public Records of Sumter County, Florida as supplemented from time to time ("Declaration").

ARTICLE II

PURPOSES AND POWERS

2.1 Purposes. The specific primary purposes for which the Association is organized are to provide for maintenance, preservation and architectural control of the Tracts and Common Elements within a certain parcel of real property more fully described in the Bylaws of Southern Trace Property Owner's Association, Inc., and to promote the health, safety and welfare of the owners within the above-described development and such additions thereto as may hereafter be brought within the jurisdiction of the Association for such purpose.

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2.2 Powers. In furtherance of such purposes set forth in Section 2.1 above, the Association shall have the power to:

- a. Perform all of the duties and obligations of the Association as set forth in the Declaration.
- b. Affix, levy, collect and enforce payment by any lawful means of all charges and assessments pursuant to the terms of the Declaration; and pay all expenses in connection therewith, and all office and other expenses incidental to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied on or imposed against the property of the Association.
- c. Acquire (by gift, purchase or otherwise), own, hold and improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate to public use, or otherwise dispose of real and personal property in connection with the affairs of the Association.
- d. Borrow money and, subject to the consent by vote or written instrument of two-thirds (2/3) of the Members, mortgage, pledge, convey by deed of 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 elements to any municipality, public agency, authority, Community Development District, or utility for such purposes and subject to such conditions as may be agreed upon by the Members. No such dedication, sale or transfer shall be effective

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unless an instrument has been signed by two-thirds (2/3) of the Members, agreeing to such dedication, sale or transfer.

f. Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, or annex additional residential property or common elements, provided that any merger, consolidation or annexation shall have the assent by vote or written instrument of two-thirds (2/3) of the Members.

g. Have and exercise any and all powers, rights and privileges that a nonprofit corporation organized under Chapter 617 of the Florida Statutes by law may now or hereafter have or exercise.

2.3 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 III

MEMBERS

3.1 Every person or entity who is a record owner of a fee or undivided fee interest in any Tract, as defined in the Bylaws of the Association, including contract sellers, but excluding persons or entities 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 Tract which is subject to assessment by the Association.

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ARTICLE IV

DURATION

4.1 The period of duration of the Association shall be perpetual.

ARTICLE V

OFFICERS AND DIRECTORS

5.1 The affairs of the Association will be managed by a Board of Directors, a President and Vice President, who shall at all times be members of the Board of Directors, and a Secretary and Treasurer. Such officers shall be elected at the first annual meeting of the Board of Directors.

5.2 The names and addresses of the officers who shall hold office until their successors are elected and have qualified, or unless removed for cause, are as follows:

<u>OFFICERS</u>	<u>TITLE</u>	<u>ADDRESS</u>
D. W. Mathews	President	1100 Main Street The Villages, Florida 32159
Mark G. Morse	Vice President	1100 Main Street The Villages, Florida 32159
Martin L. Dzuro	Secretary/Treasurer	1100 Main Street The Villages, Florida 32159

5.3 The number of persons constituting the first Board of Directors of the Association shall be three (3), and thereafter, the membership shall consist of not less than three (3) and not more than five (5), and the names and addresses of the persons who shall serve as Directors until the first election are:

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DIRECTORS

ADDRESS

D.W. Mathews

1100 Main Street
The Villages, Florida 32159

Mark G. Morse

1100 Main Street
The Villages, Florida 32159

Martin L. Dzuro

1100 Main Street
The Villages, Florida 32159

5.4 The method by which Directors are elected shall be as set forth in the Bylaws.

ARTICLE VI

BYLAWS

6.1 The Bylaws of the Association may be made, altered or rescinded at any annual meeting of the Association, or at special meeting duly called for such purpose, on the affirmative vote of a majority of the number of total votes of the Membership entitled to vote at the time of such meeting, except that the initial Bylaws of the Association shall be made and adopted by the Board of Directors.

ARTICLE VII

AMENDMENTS

7.1 Amendments to these Articles of Incorporation may be proposed by any Member of the Association. These Articles may be amended at any annual meeting of the Association, or at any special meeting duly called and held for such purpose, on the affirmative vote of a majority of the number of total votes of the Membership entitled to vote at the time of such meeting.

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ARTICLE VIII

VOTING

8.1 The Association shall have one class of voting Members which shall be all owners of a fee simple interest in any Tract, as defined in the Bylaws of the Association. There shall be a total of 1,000 votes within the Association's voting class, which votes shall be apportioned among the Members, and shall be prorated for all Members according to the ratio of the square footage any one Tract which is subject to assessment by the Association represents to the total square footage of all Tracts which are subject to assessment by the Association excluding Common Elements.

If there are more than one Owner on any Tract, then the number of votes entitled to that Tract shall be apportioned among the Owners according to the percentage of land ownership held within such Tract.

ARTICLE IX

INCORPORATOR

Martin L. Dzuro

1100 Main Street
The Villages, Florida 33707

ARTICLE X

DISSOLUTION

10.1 Upon a two-thirds (2/3) vote of the Members, the Association may be dissolved. The procedures for dissolution will be as set forth in Chapter 617 Florida Statutes.

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ARTICLE XI

REGISTERED AGENT

11.1 The initial registered agent of the corporation shall be Craig W. Little and the initial registered address of the corporation shall be 976 Del Mar Drive, The Villages, Florida 32159.

ARTICLE XII

EFFECTIVE DATE

12.1 The effective date of this Corporation shall be upon filing with the Office of the Secretary of State of the State of Florida.

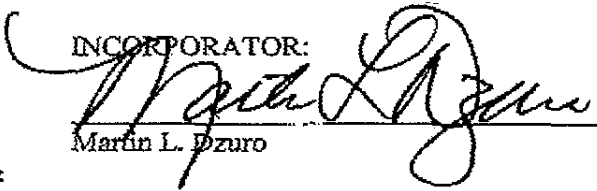
ARTICLE XIII

INDEMNIFICATION

13.1 Each Director and Officer of this Association shall be indemnified by the Association against all costs and expense reasonable incurred or imposed upon him or her in connection with or arising out of any action, suit or proceedings in which he or she may be involved or to which he or she may be made a party by reason of his or her having been a Director or Officer of this Association, such expense to include the cost of reasonable settlements (other than amounts paid to the Association itself).

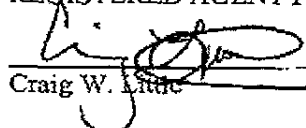
IN WITNESS WHEREOF, I have hereunto set my hand and seal at The Villages, Florida, this 2nd day of January, 2003.

INCORPORATOR:


Martin L. Dzuro

ACCEPTANCE BY REGISTERED AGENT:

I AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT FOR SAID CORPORATION.


Craig W. Little

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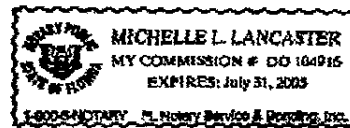
STATE OF FLORIDA
COUNTY OF LAKE

I HEREBY CERTIFY that on this 2nd day of January, 2003, before me, the undersigned authority, personally appeared Martin L. Dzuro, to me known to be the person described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

Michelle L. Lancaster
NOTARY PUBLIC - STATE OF FLORIDA

SEAL

Michelle L. Lancaster
Printed Name of Notary Public
Commission Number: TD 104916



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