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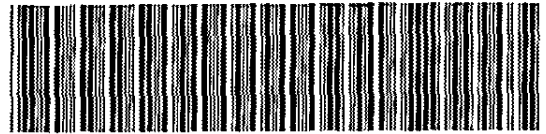
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January 15, 2004

Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, FL 32301

Via Hand Delivery

To Whom It May Concern:

Enclosed for filing, please find the **ARTICLES OF INCORPORATION**, along with a check in the amount of **\$78.75** for the applicable filing fees and to obtain a **CERTIFIED COPY** for the following entities:

**THE ESTATES OF LAKE ST. CHARLES HOMEOWNERS'
ASSOCIATION, INC.**

Upon receipt, please "date-stamp" the copy of the letter provided and call me at 222-7717, when the document is ready. Thank you for your assistance in this matter.

Very truly yours,



Debbie Frost
Office Administrator

/dyf
Enclosures

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

**THE ESTATES OF LAKE ST. CHARLES HOMEOWNERS' ASSOCIATION, INC.,
a not for profit corporation**

The undersigned subscribers, all of whom are above the age of 18 years and competent to contract, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit under the provisions of Chapter 617, Florida Statutes, and do hereby agree and certify as follows:

ARTICLE I - NAME

The name of this Corporation shall be **THE ESTATES OF LAKE ST. CHARLES HOMEOWNERS' ASSOCIATION, INC.** (the "Corporation" or "Association").

ARTICLE II - PURPOSE

The Corporation 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 Lots and Common Areas of The Estates of Lake St. Charles subdivision (the "Subdivision"), to be established by America's First Home, L.L.P., a Florida limited liability partnership (hereinafter called "Developer" or "Declarant") upon the following described property, situate, lying and being in Polk County, Florida:

see Exhibit "A" attached hereto and made a part hereof,

and to undertake the performance of the acts and duties incident to the administration of the operation and maintenance of said common areas and in accordance with the terms, provisions, conditions and authorizations contained in these Articles and which may be contained in the Declaration of Covenants, Conditions and Restrictions of The Estates of Lake St. Charles (the "Declaration"), which will be recorded in the Public Records of Polk County, Florida, at the time said property, and the improvements now or hereafter situate thereon, are submitted for platting; and to own, operate, lease, sell, trade and otherwise deal with such property, whether real or personal, as may be necessary or convenient in the administration of the Common Areas. The Corporation shall be conducted as a non-profit organization for the benefit of its members.

ARTICLE III - POWERS

The Corporation shall have the following powers:

A. All of the powers and privileges granted to corporations not for profit under the law pursuant to which this Corporation is chartered, and all of the powers and privileges which may be granted unto said Corporation or exercised by it under any other applicable laws of the State of Florida.

B. All of the powers reasonably necessary to implement and effectuate the purposes of the Corporation, including, but not limited to, the following:

1. To make and establish reasonable rules and regulations governing the use of the Lots and Common Areas in accordance with the terms as may be defined in the Declaration. The surface water management permit issued by St. John's River Water Management District and all of its conditions shall be attached as an exhibit to the rules and regulations of the Association.

2. To levy and collect assessments against members of the Corporation to defray the common expenses of the maintenance and operation of the Common Areas as may be provided in the Declaration and in the Bylaws of this Corporation which may be hereafter adopted, including the right to levy and collect assessments for the purposes of acquiring, operating, leasing, managing and otherwise trading and dealing with such property, whether real or personal, which may be necessary or convenient in the operation and maintenance of the Common Areas and in accomplishing the purposes set forth in the Declaration.

3. To maintain, repair, replace, operate and manage the Common Areas of this Subdivision and the property comprising same, including the right to reconstruct improvements after casualty and to make further improvement of said property.

4. To enforce the provisions of the Declaration and these Articles, the Bylaws of the Corporation which may be hereafter adopted, and the rules and regulations governing the use of the Common Areas as the same may be hereafter established.

5. To now or hereafter acquire and enter into leases and agreements of every nature, whereby the Corporation acquires leaseholds, memberships and other possessory or use interests in land or facilities, including recreational facilities, whether or not contiguous to lands of this Subdivision, to provide enjoyment, recreation, or other use of benefit to the owners of the property within this Subdivision, all as may be deemed by the Board of Directors to be in the best interests of the Corporation.

6. To exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to or imposed upon the Corporation pursuant to the Declaration.

7. To operate, maintain and manage the surface water or stormwater management system in a manner consistent with the St. John's River Water Management District Permit requirements and applicable District rules, and to assist in the enforcement of the restrictions and covenants contained therein.

8. To levy and collect adequate assessments against members of the Association for the costs of operation, maintenance and repair of the surface water or stormwater management systems, including but not limited to, work within retention areas, drainage structures and drainage easements.

9. To 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.

10. To borrow money, and with the assent of the representatives of two-thirds (2/3rds) 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.

11. To 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, sale or transfer shall be effective unless an instrument has been signed by the representatives of two-thirds (2/3rds) of each class of Members, agreeing to such dedication, sale or transfer. Provided, however, there shall be no requirement of participation by or agreement of the Members in the event the dedication, sale or transfer is incidental to a replatting of any portion of the Common Property.

12. To participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area.

13. To sue and be sued in a court of law.

14. To 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.

ARTICLE IV - MEMBERS

The qualification of the members, the manner of their admission to membership, termination of such membership, and voting by members shall be as follows:

A. The Declarant and the owners of all Lots in the Subdivision shall be members of the Corporation, and no other persons or entities shall be entitled to membership. Membership is appurtenant to, and inseparable from, ownership of a Lot.

B. Membership shall be established by the acquisition of fee title to a Lot in the Subdivision or by acquisition of a fee ownership interest therein, whether by conveyance, devise, judicial decree or otherwise, and the membership of a party shall be automatically terminated upon his or her being divested of all title to or his or her entire fee ownership interest in any Subdivision Lot, except that nothing herein contained shall be construed as terminating the membership of any party who may own two or more Subdivision Lots, so long as such party shall retain title to or a fee ownership interest in any Lot.

C. The interest of a member in the funds and assets of the Corporation cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to his or her Lot. The funds and assets of the Corporation shall belong solely to the Corporation, subject to the limitation that the same be expended, held or used for the benefit of the membership and for the purposes authorized herein in the Declaration and in the Bylaws.

D. The Association shall have two classes of voting membership:

1. CLASS A. Class A members shall be all Lot 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.

2. CLASS B. Class B member shall be the Declarant, who shall be entitled to three votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership ("Turnover") on the happening of any of the following events, whichever occurs earlier:

(a) the total votes outstanding in the Class A Membership equals the total votes outstanding in the Class B Membership; or

(b) the date exactly 6 years after the recording of the Declaration; or

(c) at the election of the Declarant (whereupon the Class A members shall be obligated to elect the Board of Directors and assume control of the Association); or

(d) three (3) months after 90% of the Lots have been conveyed to Owners.

ARTICLE V - TERM

Existence of the Corporation shall commence with the filing of these Articles with the Florida Secretary of State. The Corporation shall exist in perpetuity. In the event of termination, dissolution or final liquidation of the Corporation, the responsibility for the operation and maintenance of the surface water or stormwater management systems must be transferred to and accepted by an entity which would comply with Section 40C-42.027, Florida Administrative Code ("F.A.C."), and be approved by the St. John's River Water Management District prior to such termination, dissolution or liquidation. Any other assets will be dedicated to a public body, or conveyed to a non-profit organization of similar purposes.

ARTICLE VI - PRINCIPAL OFFICE

The principal office of the Corporation shall be located initially at 380 S. Northlake Blvd., Suite 1012, Altamonte Springs, Florida 32701, but the Corporation may maintain offices and transact business in such other places within or without the State of Florida as may from time to time be designated by the Board of Directors.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be located at 380 S. Northlake Blvd., Suite 1012, Altamonte Springs, Florida 32701, and the initial registered agent of the Corporation shall be Dawn Kleinsmith. The Corporation may change its registered agent or the location of

its registered office, or both, from time to time without amendment of these Articles. The registered agent for the Corporation shall maintain copies of all permits issued by St. John's River Water Management District for the benefit of the Corporation, so long as such copies are provided to the registered agent by the Corporation.

ARTICLE VIII - DIRECTORS

The affairs of the Corporation shall be managed by the Board of Directors. The number of members of the first Board of Directors of the Corporation shall be three (3). The number of members of succeeding boards of directors shall be three (3) except as changed from time to time by the Bylaws of the Corporation. The members of the Board of Directors shall be elected as provided by the Bylaws of the Corporation, which provide for election of directors at the annual meeting to be held on the second Tuesday of January of each year. The first annual meeting shall be held on or before January 11, 2005. The Board of Directors shall be members of the Corporation or shall be authorized representatives, officers or employees of a corporate member of this Corporation.

Any vacancies in the Board of Directors occurring before the first election will be filled by the remaining directors.

The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

<u>Name:</u>	<u>Address:</u>
Barry E. Frey	380 S. Northlake Blvd., Suite 1012 Altamonte Springs, Florida 32701
M. William Frey	380 S. Northlake Blvd., Suite 1012 Altamonte Springs, Florida 32701
Ronald E. Wilson	380 S. Northlake Blvd., Suite 1012 Altamonte Springs, Florida 32701

ARTICLE IX - OFFICERS

The Board of Directors shall elect a President, Vice President and Secretary/Treasurer and as many additional Vice Presidents and Assistant Secretary/Treasurers as the Board shall determine. The President shall be elected from among the membership of the Board of Directors but no other officer needs to be a director. The same person may hold two offices, the duties of which are not incompatible; provided, however, that the office of the President and Vice President shall not be held by the same person, nor shall the office of President and Secretary/Treasurer or Assistant Secretary/Treasurer be held by the same person.

The affairs of the Corporation shall be administered by the officers designated in the Bylaws of this Corporation. Said officers will be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and, with the approval of the Board of Directors, may employ a managing agent and/or such other managerial and

supervisory personnel or entities to administer or assist in the administration of the operation and management of the Common Areas and the affairs of the Corporation; and any such person or entity may be so employed without regard to whether such person or entity is a member of the Corporation or a Director of the Corporation.

The names and addresses of the officers who will serve until their successors are designated are as follows:

<u>Office:</u>	<u>Name:</u>	<u>Address:</u>
President	Terry Day	380 S. Northlake Blvd., Suite 1012 Altamonte Springs, Florida 32701
Vice President	Ronald E. Wilson	380 S. Northlake Blvd., Suite 1012 Altamonte Springs, Florida 32701
Secretary/Treasurer	Barry E. Frey	380 S. Northlake Blvd., Suite 1012 Altamonte Springs, Florida 32701

ARTICLE X - SUBSCRIBERS

The subscribers to these Articles of Incorporation are:

<u>Name:</u>	<u>Address:</u>
Barry E. Frey	380 S. Northlake Blvd., Suite 1012 Altamonte Springs, Florida 32701
M. William Frey	380 S. Northlake Blvd., Suite 1012 Altamonte Springs, Florida 32701
Ronald E. Wilson	380 S. Northlake Blvd., Suite 1012 Altamonte Springs, Florida 32701

ARTICLE XI - BYLAWS

The original Bylaws of the Corporation shall be adopted by the Board of Directors and thereafter, such Bylaws may be altered or rescinded by the Board in such manner as said Bylaws may provide.

ARTICLE XII - INDEMNIFICATION

Every director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including attorney's fees reasonably incurred by or imposed upon him or her in connection with any proceeding to which he or she may be a party, or in which he or she may become involved, by reason of his being or having been a director or officer of the Corporation, whether or not he is a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of

willful misfeasance or malfeasance in the performance of his or her duties. Provided, however, that in the event of any claim for reimbursement of indemnification hereunder based upon a settlement by the director of officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interests of the Corporation. 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 XIII - DISSOLUTION

The Association shall exist in perpetuity; provided, however, if the Association is dissolved, the assets and property of the Association, including the surface water management system, shall be conveyed to an appropriate agency of local government. In the event that such conveyance or dedication is refused, the assets and property of the Association, including the surface water management system, shall be conveyed or dedicated to a similar nonprofit corporation, association or other organization to be devoted to such similar purposes. In any event, the Association may only be dissolved with the assent given in writing and signed by not less than the representatives of two-thirds (2/3rds) of each class of Members.

ARTICLE XIV - COMMENCEMENT AND DURATION OF CORPORATE EXISTENCE

This Association shall commence corporate existence on the date of filing these Articles with the Florida Secretary of State and shall have perpetual existence unless sooner dissolved according to law.

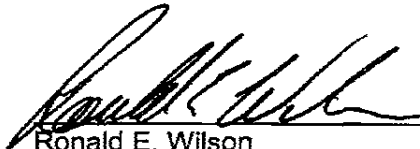
ARTICLE XV - AMENDMENTS

This Association reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, provided that it is approved by two thirds (2/3rds) of each class of Members.

ARTICLE XVI - DEFINITIONS

Capitalized terms contained herein shall have the definitions and meanings set forth in the Declaration.

IN WITNESS WHEREOF, the undersigned do hereby make and file these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribe thereto and hereunto set their hand and seal this 13th day of January, 2004.

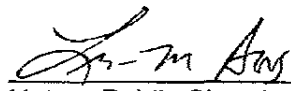

Ronald E. Wilson

STATE OF FLORIDA
COUNTY OF Sumner

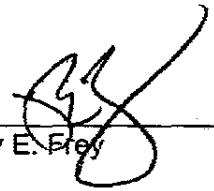
The foregoing instrument was acknowledged before me this 14th day of January, 2004,
by Ronald E. Wilson, who is personally known to me, or who produced _____
_____ as identification.

[Affix Notary Seal]




Notary Public Signature
My commission expires: 7/11/06

Lisa M. Sorg
Print Notary Public Name

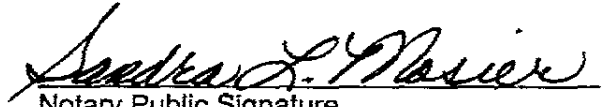


Barry E. Frey

STATE OF FLORIDA
COUNTY OF LEE

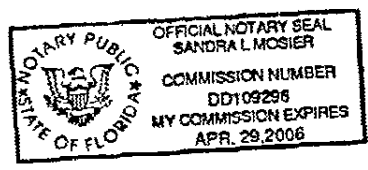
The foregoing instrument was acknowledged before me this 13th day of January, 2004,
by Barry E. Frey, who is personally known to me, or who produced _____
_____ as identification.

[Affix Notary Seal]



Notary Public Signature
My commission expires: 4-29-06
SANDRA L. MOSIER

Print Notary Public Name



M. William Frey
M. William Frey

STATE OF FLORIDA
COUNTY OF Lee

The foregoing instrument was acknowledged before me this 13th day of January, 2004,
by M. William Frey, who is personally known to me, or who produced _____
Drivers License as identification.

[Affix Notary Seal] 

Ronna D. Lepper
Notary Public Signature
My commission expires: 7/26/04
Ronna D. Lepper
Print Notary Public Name

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

THE ESTATES OF LAKE ST. CHARLES HOMEOWNERS' ASSOCIATION, INC.
desiring to organize as a corporation under the laws of the State of Florida with its registered office and principal place of business at 380 S. Northlake Blvd., Suite 1012, Altamonte Springs, Florida 32701, has named and designated Dawn Kleinsmith as its Registered Agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above named 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 relating to the proper and complete performance of my duties as Registered Agent.

Dated this 13th day of January, 2004.



Dawn Kleinsmith, Registered Agent

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TALLAHASSEE, FLORIDA
04 JAN 15 PM 1:32**

EXHIBIT "A"

LEGAL DESCRIPTION

- PLAT OF ESTATES OF LAKE ST. CHARLES

Tracts 18, 19, 20, 21, 22, 27, 28, 29, 30, 31 and a portion of Tract 26, lying in the Northeast $\frac{1}{4}$ of Section 6, Township 27 South, Range 27 East, Polk County, Florida as shown on the plat of the Florida Development Company Subdivision as recorded in Plat Book 3, Pages 60 through 63 of the Public Records of Polk County, Florida, further described as: Begin at the Southwest corner of said Tract 31 and run $N00^{\circ}17'44''W$ along the West boundary of said Tracts 18 and 31, 1298.09 feet; thence $N89^{\circ}51'35''E$, 1650.31 feet to the East boundary of said Tract 22; thence $S00^{\circ}11'45''E$, along said East boundary, 640.06 feet to the Northwest corner of said Tract 26; thence $N89^{\circ}48'31''E$ along the North boundary of said Tract 26, 175.00 feet; thence $S00^{\circ}14'33''E$, 654.92 feet to a point on the South boundary of the Northeast $\frac{1}{4}$; thence $S89^{\circ}45'27''W$ along said South boundary, 1823.58 feet to the Point of Beginning. Less existing platted right of way.

And

Tracts, 1, 2, 15 and 16, lying in the Northeast $\frac{1}{4}$ of Section 6, Township 27 South, Range 27 East, Polk County, Florida as shown on the plat of the Florida Development Company Subdivision, as recorded in Plat Book 3, Pages 60 through 63 of the Public Records of Polk County, Florida. Less existing platted right of way.