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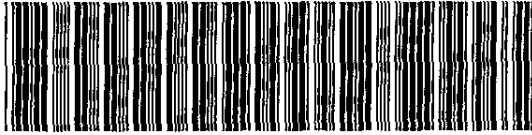
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

13-010-31

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

*The Plantation Reserve
Owners Association, Inc.*

- Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

Signature _____

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Name _____ Date _____ Time _____

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**ARTICLES OF INCORPORATION
OF
THE PLANTATION RESERVE OWNERS ASSOCIATION, INC.**
(A Florida Corporation Not-For-Profit)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby makes, subscribes and acknowledges these Articles of Incorporation for the purpose of forming a corporation not-for-profit under Chapter 617, Florida Statutes.

ARTICLE 1. Name and Principal Address. The name of the Corporation shall be The Plantation Reserve Owners Association, Inc. The principal address and mailing address of the corporation is 2331 Belleair Road, Clearwater, Florida 33764. For convenience, the Corporation shall be referred to in this instrument as the "Association".

ARTICLE 2. Purposes.

- (a) The purposes for which the Association is organized are:
 - (i) to be and constitute the Association to which reference is made in the Declaration of Covenants, Conditions, Restrictions and Easements for The Plantation Reserve Owners Association, Inc. (hereinafter the "Declaration"), and to perform all obligations and duties of the Association and to exercise all rights and powers of the Association, as specified therein, in the By-Laws and as provided by law; and
 - (ii) To provide an entity for the furtherance of the interests of the owners in the community known as The Plantation Reserve .
- (b) The Association shall make no distributions of income to its members, directors or officers.
- (c) All terms used herein which are not defined shall have the same meaning provided in the Declaration.

ARTICLE 3. Powers. The powers of the Association shall include and be governed by the following provisions:

- (a) The Association shall have all of the common law and statutory powers of a corporation not-for-profit which are not in conflict with the terms of these Articles, the Declaration and the By-Laws of this Association.
- (b) The Association shall have all of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles, the By-Laws or the Declaration, including, without limitation, the following:

- (i) to fix and to collect assessments or other charges to be levied against the Units;
- (ii) to manage, control, operate, maintain, repair and improve property subjected to the Declaration or any other property for which the Association by rule, regulation, Declaration or contract has a right or duty to provide such services;
- (iii) to enforce covenants, conditions or restrictions affecting any property to the extent the Association may be authorized to do so under any Declaration or By-Laws;
- (iv) to engage in activities which will actively foster, promote and advance the common interests of all owners;
- (v) to buy or otherwise acquire, sell or otherwise encumber, exchange, lease, hold, use, operate and otherwise deal in and with real, personal and mixed property of all kinds and any right or interest therein for any purpose of the Association;
- (vi) to borrow money for any purpose as may be limited in the By-Laws;
- (vii) to enter into, make, perform or enforce contracts of every kind and description and to do all other acts necessary, appropriate, or advisable in carrying out any purpose of the Association, with or in association with any other association, corporation or other entity or agency, public or private;
- (viii) to act as agent, trustee or other representative of other corporations, firms or individuals and as such to advance the business or ownership interests in such corporations, firms or individuals;
- (ix) to adopt, alter and amend or repeal such By-Laws as may be necessary or desirable for the proper management of the affairs of the Association; provided, however, such By-Laws may not be inconsistent with or contrary to any provisions of the Declaration; and
- (x) to provide any and all supplemental municipal services as may be necessary or proper.
- (xi) The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law; and the powers specified in each of the paragraphs of this Article 3 are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provision of Article 3.

ARTICLE 4. Members.

(a) The Association shall be a membership corporation without certificates or shares of stock.

(b) The owner of each Unit subject to the Declaration shall be a member of the Association and shall be entitled to vote in accordance with the formula set forth in the Declaration, except there shall be no vote for any Unit owned by the Association. The manner of exercising voting rights shall be determined by the By-Laws of the Association.

(c) Change of membership in the Association shall be established by recording in the public records of Pinellas County, Florida, a deed or other instrument establishing record title to a lot subject to the Declaration and written notice to the Association of such change in title. The owner designated by such instrument thus becomes a member of the Association and the membership of the prior owner is terminated.

(d) The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance of his Unit.

ARTICLE 5. Term. The Association shall be of perpetual duration. Any dissolution of the corporation shall comply with the Declaration.

ARTICLE 6. Directors.

(a) The affairs of the Association shall be conducted, managed and controlled by a Board of Directors. The Initial Board of Directors shall consist of three (3) directors.

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

Torrey K. Cooper	2331 Belleair Road Clearwater, Florida 33764
Don West	2331 Belleair Road Clearwater, Florida 33764
A. E. Yaro	2331 Belleair Road Clearwater, Florida 33764

(c) The method of election and term of office, removal and filling of vacancies shall be as set forth in the By-Laws. The Board may delegate such operating authority to such companies, individuals and committees as it in its discretion may determine.

ARTICLE 7. Officers. The affairs of the Association shall be administered by the officers designated by the By-Laws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the Association and they shall serve at the pleasure of the Board of Directors. The names of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

Torrey K. Cooper	President
Don West	Secretary
A. E. Yaro	Treasurer

ARTICLE 8. By-Laws. The By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the By-Laws.

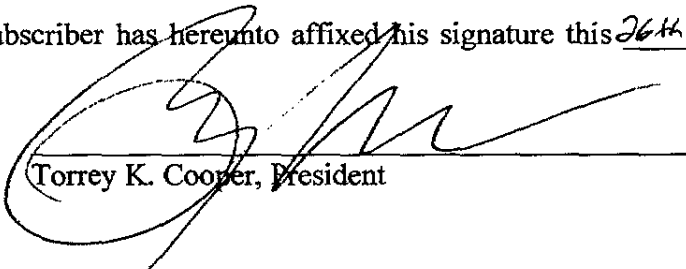
ARTICLE 9. Amendments. Amendments to the Articles of Incorporation may be proposed and adopted as provided in Chapter 617, Florida Statutes, provided that no amendment may be in conflict with the Declaration and provided further, no amendment shall be effective to impair or dilute any rights of members that are governed by such Declaration.

ARTICLE 10. Subscribers. The names and addresses of the subscriber to these Articles of Incorporation is:

Torrey K. Cooper	2331 Belleair Road Clearwater, Florida 33764
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ARTICLE 11. Registered Agent and Office. The initial registered office of the Corporation is 101 E. Kennedy Boulevard, Suite 2800, Tampa, Florida 33602 and the initial Registered Agent at such address is John S. Inglis.

IN WITNESS WHEREOF, the subscriber has hereunto affixed his signature this 26th day of October, 2005.



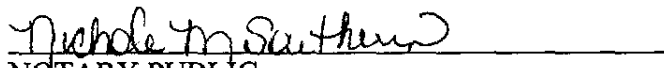
Torrey K. Cooper, President

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing Articles of Incorporation were acknowledged before me this 26th day of October, 2005 by Torrey K. Cooper, who, being duly sworn, severally acknowledged before me that he executed the same for the purposes expressed in such Articles. He is personally known to me.



Nichole M. Southern
Commission #DD273377
Expires: Dec 07, 2007
Bonded Thru
Atlantic Bonding Co., Inc.



NOTARY PUBLIC
Print Name: Nichole M. Southern
My Commission Expires: 12-7-07
[notary seal]

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, having been designated as Registered Agent for THE PLANTATION RESERVE OWNERS ASSOCIATION, INC., in its Articles of Incorporation, hereby accepts such designation and agrees to comply with the provisions of F.S. Section 48.091, relative to keeping the corporation's registered office open.



John S. Inglis
Registered Agent
October 26, 2005

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA