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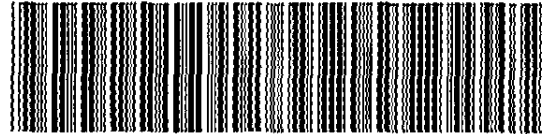
(Business Entity Name)

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2006 JAN 20 PM 4: 10
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TALLAHASSEE, FLORIDA

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GRAY | ROBINSON
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January 20, 2006

Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Via Hand Delivery

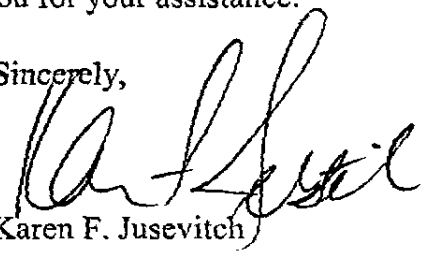
To Whom It May Concern:

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 fees to obtain a **Certified Copy** of the **Articles of Incorporation** for the following entity:

MAGNOLIA PRESERVE HOMEOWNERS ASSOCIATION, INC.

Upon receipt, please "date-stamp" the copy of the letter provided and call me at 577-9090, when the document is ready. Thank you for your assistance.

Sincerely,


Karen F. Jusevitch
Paralegal

KFJ/hs
Enclosures

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**ARTICLES OF INCORPORATION
OF
MAGNOLIA PRESERVE HOMEOWNERS ASSOCIATION, INC.**

2006 JAN 20 PM 4: 1
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, for the purpose of forming a corporation not-for-profit, pursuant to Chapter 617 of the Florida Statutes does hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I. NAME

The name of the corporation is Magnolia Preserve Homeowners Association, Inc., hereinafter called the "Association."

ARTICLE II. PRINCIPAL OFFICE

The principal office of the Association is located at 1925 East Edgewood Drive, Suite 100, Lakeland, FL 33803. The Board of Directors of the Association may change the location of the principal office of said Association from time to time.

ARTICLE III. REGISTERED AGENT

Edward H. Laderer, Jr., whose address is 1925 East Edgewood Drive, Suite 100, Lakeland, FL 33803, is hereby appointed the initial registered agent of this Association.

ARTICLE IV. PURPOSE AND POWERS OF ASSOCIATION

LM PROPERTIES OF POLK COUNTY, INC., a Florida corporation ("Developer"), has developed a residential subdivision in Polk County, Florida, known as Magnolia Preserve, the plat of which, together with any additions thereto as permitted by the Declaration, will be recorded in the public records of Polk County, Florida, which will be referred to hereinafter as the "Subdivision". The Subdivision is subject to the terms of that certain Declaration of Covenants, Easements, Restrictions, Limitations and Conditions to be recorded in the public records of Polk County, Florida, which will refer to the Association and which will be referred to herein collectively as the "Declaration". This Association does not contemplate pecuniary gain or profit to its members and is formed as the Association described and referred to in the Declaration and shall have the power and responsibility to perform the maintenance and other obligations and responsibilities specified in the Declaration, shall have the power and authority to enforce the terms, restrictions and other provisions of the Declaration. The Association shall also have such other authority as may be necessary for the purpose of promoting the health, safety, and general welfare of the residents, and of the owners of lots in the Subdivision who are members of the Association.

In furtherance of such purposes, the Association shall have the power to:

(a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration, as the same may be amended from

time to time as therein provided, the terms of which Declaration are incorporated herein by reference;

(b) Fix, levy, collect, and enforce payment by any lawful means of all charges and assessments pursuant to the terms of the Declaration and the Bylaws of the Association; 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, 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;

(d) Borrow money, and with the assent of two-thirds (2/3) 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;

(e) Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, provided that any such merger or consolidation shall have the assent of two-thirds (2/3) of each class of the members;

(f) Operate and maintain common property, specifically including, without limitation, the surface water management system, as permitted by Southwest Florida Water Management District, including all lakes, retention areas, water management areas, pipes, ditches, culverts, structures and related appurtenances; and

(g) Have and to 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, as well as all other express and implied powers of corporations not-for-profit.

The Association shall be conducted as a nonprofit organization for the benefit of its members. 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 in accordance with the Bylaws and no part of any net earnings of the Association will inure to the benefit of any member.

ARTICLE V. MEMBERS

Every person or entity who is a record owner of a fee or undivided fee interest in any lot (as defined in the Declaration and referred to herein as "Lot") in the Subdivision shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of a Lot. Voting of Members at any meeting of the Members of the Association shall be in accordance with the provisions of the Bylaws.

ARTICLE VI. DURATION

The period of duration of the Association shall be perpetual, unless sooner dissolved pursuant to provisions of Florida Statutes 617, as amended.

ARTICLE VII. INCORPORATOR

The name and residence address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Edward H. Laderer, Jr.	1925 East Edgewood Drive, Suite 100 Lakeland, FL 33803

ARTICLE VIII. OFFICERS AND DIRECTORS

The affairs of the Association shall be managed by a Board of Directors who, except for those Directors selected by the Developer, shall be members of the Association. The Board of Directors shall be elected at the annual meeting of the Association. Vacancies on the Board of Directors may be filled until the next annual meeting in such a manner as provided by the Bylaws. The officers shall be: a President, Vice President, Secretary, and Treasurer. The officers shall be elected by the Board of Directors. The officers and members of the Board of Directors shall perform such duties, hold office for such term, and take office at such time as shall be provided by the Bylaws of the Association.

ARTICLE IX. INITIAL DIRECTORS

The number of persons constituting the first Board of Directors of the Association shall be three (3). The first Board of Directors who shall serve until the first election at the regular annual meeting are:

<u>NAME</u>	<u>ADDRESS</u>
Edward H. Laderer, Jr.	1925 East Edgewood Drive, Suite 100 Lakeland, FL 33803
Gregory A. Masters	1925 East Edgewood Drive, Suite 100 Lakeland, FL 33803
Sang Hui Kwon	1925 East Edgewood Drive, Suite 100 Lakeland, FL 33803

ARTICLE X. BYLAWS

The Bylaws of the Association may be made, altered, or rescinded as provided for in the Bylaws of the Association. However, the initial Bylaws of the Association shall be made and adopted by the initial Board of Directors of the Association.

ARTICLE XI. AMENDMENT OF ARTICLES OF INCORPORATION

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 two-thirds (2/3rds) of each class of the membership existing at the time of, and present at such meeting. A copy of each amendment shall be filed with the Secretary of State, pursuant to the provisions of the applicable Florida Statutes and a copy certified by the Secretary of State shall be recorded in the public records of Polk County, Florida. Without the prior written approval of Southwest Florida Water Management District, there shall be no amendment to these Articles of Incorporation which would affect the surface water management system, the Retention Areas and Drainage Facilities described in the Declarations or which would affect the obligation of this Association to maintain the foregoing. So long as the Developer owns at least five percent (5%) of the Lots in the Subdivision, no amendment to these Articles of Incorporation shall be made without the prior written consent of the Developer.

ARTICLE XII. DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by no less than two-thirds (2/3) of the members. Upon dissolution of the Association, other than incident to merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed, and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes. So long as the Developer owns at least five percent (5%) of the Lots in the Subdivision, this Association shall not be dissolved without the prior written consent of the Developer.

ARTICLE XIII. FHA/VA APPROVAL

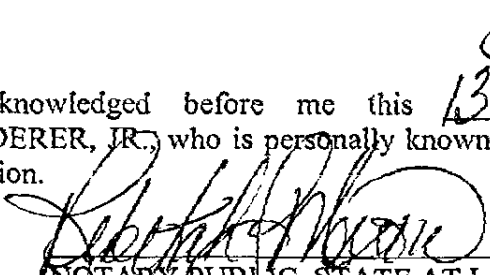
So long as there is a Class B membership, the following actions will require the prior written approval of the Federal Housing Administration or the Veterans' Administration: Annexation of additional properties, merger and consolidations, mortgaging of the assets of the Association, dedication of any of the assets of the Association for public purposes, dissolution and amendment to these Articles of Incorporation.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned subscriber has executed these Articles of Incorporation this 13th day of January, 2006.

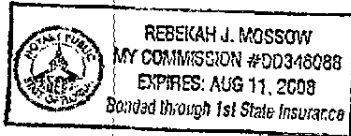

EDWARD H. LADERER, JR.

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 13th day of Jan, 2006, by EDWARD H. LADERER, JR., who is personally known to me or produced a Florida driver's license as identification.


NOTARY PUBLIC, STATE AT LARGE
REBEKAH J. MOSSOW
(Type or print name of Notary)
My Commission Expires: 8/11/08

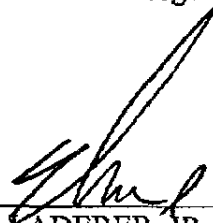
(AFFIX NOTARY SEAL)



ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the appointment as registered agent of MAGNOLIA PRESERVE HOMEOWNERS ASSOCIATION, INC., as set forth in the foregoing Articles of Incorporation.

DATED this 13th day of January, 2006.


EDWARD H. LADERER, JR.
Registered Agent