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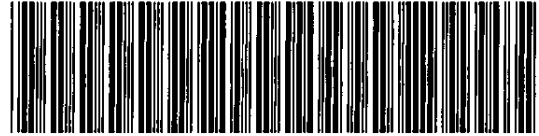
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TROMBLEY, SCHOMMER, DISLER & ACCORSI

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MICHAEL J. TROMBLEY, P.A.
Bar Certified, Elder Law

NICHOLAS G. SCHOMMER, P.A.
Certified Circuit and Family Mediator

MICHAEL M. DISLER

ANTHONY A. ACCORSI

July 28, 2006

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: The Villas At Pine Key Owners Association, Inc.

To whom it may concern:

Enclosed herewith please find the following with regard to the above referenced:

1. Original and one copy of the Articles of Incorporation of THE VILLAS AT PINE KEY OWNERS ASSOCIATION, INC. to be filed accordingly.
2. A check in the amount of \$122.50 for filing costs.

Kindly return a copy of the Articles of Incorporation upon filing and advise should you need any additional information. Thank you for your courteous assistance in this manner.

Sincerely,



Michael M. Disler

MMD/ts
enc.

**ARTICLES OF INCORPORATION
OF
THE VILLAS AT PINE KEY OWNERS ASSOCIATION, INC.**
(a non-profit corporation)

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TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a non-profit corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is:

THE VILLAS AT PINE KEY OWNERS ASSOCIATION, INC.

ARTICLE II. PURPOSES AND POWERS

The purpose and powers of the corporation are:

(a) To own, maintain and operate THE VILLAS AT PINE KEY property in Highlands County, Florida, and to establish rules and regulations and collect assessments from members for maintenance, management and other matters, in accordance with the terms of these articles of incorporation, the by-laws of this corporation, and the Declaration of Covenants and Restrictions recorded in the public records of Highlands County, Florida. The corporation shall be conducted as a non-profit corporation.

(b) To own, convey, rent, lease, operate and maintain sufficient real and personal property to carry out the purposes hereinabove expressed.

(c) To own, operate and maintain the surface water management system facilities for The Villas at Pine Key, 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 wetlands mitigation areas.

(d) To receive donations, gifts, or bequests of money or other property, and to accept the same, subject to such conditions or trusts as may be attached thereto, and to obligate itself to perform and execute, and to perform and execute any and all such conditions or trusts.

(e) To contract debts and to borrow money, to issue, sell and pledge bonds, debentures, notes and other evidences of indebtedness.

(f) To sue and be sued.

(g) To contract for services to provide for operation and maintenance of the surface water management system facilities if the corporation employs a maintenance company.

(h) To do everything necessary, proper, advisable, or convenient for the accomplishment of the purposes or powers set forth in this article, and to all other things incidental thereto or connected therewith, which are not forbidden by law or these articles of incorporation.

(i) To carry out any of the purposes or powers set forth in this article in any state, territory, district, or possession of the United States of America, or in any foreign country, to the extent that such purposes are not forbidden by the law of such place.

(j) The purposes or powers set forth in this article are not in limitation of the general powers conferred by the non-profit corporation law of the State of Florida.

ARTICLE III. MEMBERS

The owners of all units in THE VILLAS AT PINE KEY shall be members of the corporation and no other persons or entities shall be entitled to membership. 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 unit. 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 by-laws which may be hereafter adopted, and in the Declaration of Covenants and Restrictions and any amendments thereto recorded in the Public Records of Highlands County, Florida.

ARTICLE IV. TERM OF EXISTENCE

The corporation is to exist perpetually. If the corporation is ever dissolved, the control or right of access to the property containing the surface water management system facilities shall be conveyed or dedicated to an appropriate governmental unit or public utility and that if not accepted, then the surface water management system facilities shall be conveyed to a non-profit corporation similar to the corporation.

ARTICLE V. ADDRESS

The street address of the principal office of the corporation in the

State of Florida is 1913 Pine Key Blvd., Sebring, Florida 33870. The Board of Directors may from time to time move the principal office to any other address in Florida, and may establish branch offices in such other place or places as may be designated by the Board of Directors.

ARTICLE VI. OFFICERS

The affairs of the corporation are to be managed by a President and Secretary-Treasurer and such other officers as may be provided in the by-laws, who shall be elected at the annual meeting of the members on the first day of November. Officers who are to serve until the next election of officers are:

<u>NAME:</u>	<u>OFFICE:</u>
Michael Secor	President
Michael Disler	Secretary-Treasurer

ARTICLE VII. DIRECTORS

The corporation shall be managed by a board of not less than two directors. The Directors who are to serve until the first election of directors is:

MICHAEL SECOR
MICHAEL DISLER

The Directors shall be elected by the method stated in the bylaws of this corporation.

ARTICLE VIII. INCORPORATOR

The names and street addresses of the incorporator to these Articles of Incorporator to these Articles of Incorporation is:

MICHAEL SECOR
1913 Pine Key Blvd.
Sebring, Florida 33870

ARTICLE IX. AMENDMENT OF ARTICLES OF INCORPORATION AND BY-LAWS

The corporation reserves the right to amend, alter, change or appeal any provision contained in these articles of incorporation in the manner now or hereafter prescribed by law. Each amendment submitted to the members for approval must be approved by majority of the members entitled to vote

thereon.

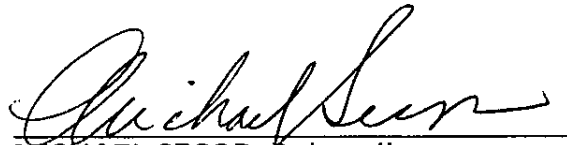
ARTICLE X. NON-PROFIT CHARACTER

This corporation is one which does not contemplate pecuniary gain or profit to the members, directors or officers. Upon dissolution of the corporation all corporate assets remaining after payment of all liabilities shall be distributed to charitable, religious, scientific, literary or educational organizations. The private property of the members shall not be subject to the payment of corporate debts of the corporation; provided that this provision shall not in any manner limit the obligation of each member unto the corporation as set forth and contained in the Articles of Incorporation, the By-Laws which may be hereafter adopted, and the Declaration of Covenants and Restrictions; or limit the right of the corporation to levy and assess members for their proportionate share of the expenses of the corporation, and to enforce collection of such assessments in such manner as may be reserved to the corporation in the Articles, said By-Laws and the Declaration of Covenants and Restrictions.

ARTICLE XI. REGISTERED OFFICE AND REGISTERED AGENT

The corporation hereby designates as its registered office 1913 Pine Key Blvd., Sebring, Florida 33870, and its registered agent, MICHAEL SECOR, who is located at the same address for service of process.

IN WITNESS WHEREOF, I, the undersigned Incorporator, have hereunto set my hand and seal this 28~~th~~ day of July, 2006, for the purpose of forming this non-profit corporation under the laws of the State of Florida, and I hereby make and file in the office of the Secretary of State of the State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true.


MICHAEL SECOR, Subscriber

STATE OF FLORIDA
COUNTY OF HIGHLANDS

I HEREBY CERTIFY that on this day, before me, a notary public duly authorized in the state and county named above to take acknowledgments, personally appeared, MICHAEL SECOR, to me known to be the person described as subscriber in or who produced _____ as identification and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of

Incorporation.

WITNESS my hand and official seal in the state and county names above
this 28~~th~~ day of July, 2006.



Michael M. Disler

Notary Public, State of Florida

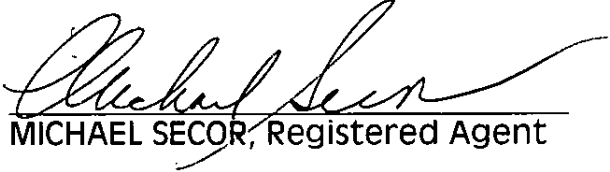
Printed Name: _____

Commission No.: _____

My Commission Expires: _____

(affix notarial seal)

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


MICHAEL SECOR, Registered Agent

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