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August 18, 1998

VIA FEDERAL EXPRESS
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Office of the Secretary of State
State of Florida
Corporate Division
409 East Gaines Street
Tallahassee, FL 32399

Re: VALRICO GROVE HOMEOWNERS ASSOCIATION, INC.
File No.: G331-36049

Dear Ladies and Gentlemen:

Please file the enclosed Articles of Incorporation for Valrico Grove Homeowners Association, Inc. and certify and return the enclosed duplicate original of the Articles of Incorporation. Our firm's check in the amount of \$122.50 is enclosed to cover the cost of filing, \$35.00, certified copy, \$52.50, and registered agent designation, \$35.00.

Please call the undersigned collect if you have any questions regarding the enclosures.

Thank you for your attention to this matter.

Very truly yours,


Christopher M. Fear

CMF/sf
Enclosures
cc: Robert L. Madden

APPROVED
AND
FILED
98 AUG 19 PM 4:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK AUG 20 1998

LANE, TROHN, BERTRAND & VREELAND, P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
VALRICO GROVE HOMEOWNERS ASSOCIATION, INC.**

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 Valrico Grove Homeowners Association, Inc., hereinafter called the "Association."

ARTICLE II. PRINCIPAL OFFICE

The principal office of the Association is located at 5015 South Florida Avenue, Suite 409, Lakeland, Florida 33813. 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

Robert L. Madden, whose address is 5015 South Florida Avenue, Suite 409, Lakeland, Florida 33813 is hereby appointed the initial registered agent of this Association.

ARTICLE IV. PURPOSE AND POWERS OF ASSOCIATION

Sally L., Inc., a Florida corporation ("Developer"), has developed a residential subdivision in Hillsborough County, Florida, known as Valrico Grove, the plat of which has been or will be recorded among the public records of Hillsborough County, Florida, which, together with any other residential subdivisions which the Developer or its successors or assigns may designate to be platted and whose lot owners are intended to be members of the Association, will be referred to hereinafter collectively as the ("Subdivisions"). The Subdivisions will be subject to the terms of those certain Declaration of Covenants, Restrictions, Limitations and Conditions to be recorded in the public records of Hillsborough County, Florida, which will refer to the Association and which will be referred to herein collectively as the ("Declarations"). This Association does not contemplate pecuniary gain or profit to its members and is formed as the Association described and referred to in the Declarations and shall have the power and responsibility to perform the maintenance and other

obligations and responsibilities specified in the Declarations, shall have the power and authority to enforce the terms, restrictions and other provisions of the Declarations. 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 Subdivisions 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 Declarations, as the same may be amended from time to time as therein provided, the terms of which Declarations 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 Declarations 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 the members; and

(f) 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 Declarations 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 Declarations and referred to herein as "Lot") in any of the Subdivisions shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of a Lot. Each Lot shall be entitled to one (1) vote exercised by the owner or owners at any meeting of members of the Association in accordance with 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>
Robert L. Madden	5015 South Florida Avenue, Suite 409 Lakeland, Florida 33813

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. They 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>
Robert L. Madden	5015 South Florida Avenue, Suite 409 Lakeland, Florida 33813
Bernard E. Garnett	5015 South Florida Avenue, Suite 409 Lakeland, Florida 33813
Edward M. Verner	110 East Reynolds Street, Suite 700 Plant City, Florida 33566

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 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 Hillsborough 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.

ARTICLE XII. DISSOLUTION

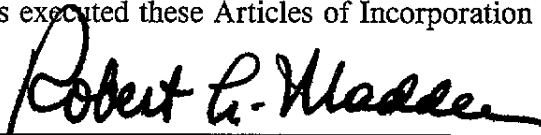
The Association may be dissolved with the assent given in writing and signed by no less than two-thirds (2/3) of the members. Upon dissolution of the Association, other than incident to merger or consolidation, the assets of the Association shall be dedicated to an appropriate

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.

ARTICLE XIII. FHA/VA APPROVAL

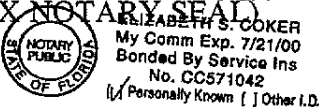
So long as there is a Class B membership, the following actions will require the prior written approval of the Federal Housing Administration or the Veterans' Administration: Annexation of additional properties, merger and consolidations, mortgaging of the assets of the Association, dedication of any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

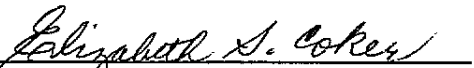
IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned subscriber has executed these Articles of Incorporation this 18th day of August, 1998.


ROBERT L. MADDEN

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 18th day of August, 1998, by ROBERT L. MADDEN, who is personally known to me and who did not take an oath.

(AFFIX NOTARY SEAL)



NOTARY PUBLIC, STATE AT LARGE
Print Name: ELIZABETH S. COKER
My Commission Expires: 7/21/00

ACCEPTANCE OF REGISTERED AGENT

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

DATED this 18th day of August, 1998.


ROBERT L. MADDEN
Registered Agent

APPROVED
AND
FILED
98 AUG 19 PM 4:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA