N99000001893

THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 182565 80472A

AUTHORIZATION :

COST LIMIT : $ PPD

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 25 PM 12:23

ORDER DATE : March 25, 1999

ORDER TIME : 1:49 PM

ORDER NO. : 182565-005

CUSTOMER NO: 80472A

200002819122--7
-03/26/99--01006--002
*****78.75 *****78.75

CUSTOMER: Robert D. Sumner, Esq
SUMNER & MANN, P.A.
SUMNER & MANN, P.A.

14150 6th Street
Dade City, FL 33525

RECEIVED
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DOMESTIC FILING

NAME: TRAVELERS REST ACTIVITIES GROUP, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS: 3/26/99

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ARTICLES OF INCORPORATION OF TRAVELERS REST ACTIVITIES GROUP, INC., A FLORIDA CORPORATION NOT FOR PROFIT

The undersigned subscriber, desiring to form a corporation not for profit under Chapter 617, Florida Statutes, as amended, hereby adopts the following Articles of Incorporation:

ARTICLE I
NAME

The name of this Corporation is **TRAVELERS REST ACTIVITIES GROUP, INC.** The mailing address and the principal office address of this Corporation is 29129 Johnston Road, Dade City, Florida 33525.3

The Corporation is hereinafter sometimes referred to as the "Association".

ARTICLE II
DURATION

This Corporation shall have perpetual existence, commencing with the filing of these Articles of Incorporation with the Secretary of State.

ARTICLE III
PURPOSES

The Corporation does not contemplate pecuniary gain or profit, direct or indirect, to its members. The purposes for which it is formed are:

1. To promote the health, safety and welfare of the residents of the Travelers Rest community;

2. To effect the establishment and operation of facilities for the exclusive pleasure, recreation and entertainment of members of the Travelers Rest community and eligible guests, and to maintain and operate the same for the use and enjoyment of all of the members of the community, subject to such rules, regulations and restrictions as are set forth in the Bylaws of this Corporation and as determined by action of the Board of Directors in regular meeting;

3. Insofar as permitted by law, to do any other thing that in the opinion of the Board of Directors, will promote the common benefit and enjoyment of the residents of the Travelers Rest community; and

4. Generally, to engage in any other lawful enterprise or activity and to do and perform all acts and things that may be deemed necessary or expedient for the proper and successful prosecution of the objects and purposes for which this Corporation is organized.

ARTICLE IV
POWERS

The powers of the Association shall include, but not be limited to, the following:

1. The Association shall have all of the common law and statutory powers of a corporation not for profit not in conflict with the terms of these Articles.

2. The Association shall have the power to adopt and establish Bylaws for the operation of the Association;

3. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Bylaws of the Association.

ARTICLE V
MEMBERSHIP

The qualifications for the members of this non-profit corporation and the manner of their admission shall be regulated by the Bylaws of this Corporation.

ARTICLE VI
THE SUBSCRIBER

The name and post office address of the subscriber of these Articles of Incorporation are as follows:

EDMUND F. ZITZER
29129 Johnston Road, 21-24
Dade City, Florida 33523-6128

ARTICLE VII
OFFICERS

The Officers shall be a President, two Vice Presidents, a Secretary and a Treasurer.

The names and addresses of the Officers who shall serve until their successors are designated by the Board of Directors are as follows:

President:	**EDMUND F. ZITZER** **29129 Johnston Road, 21-24** **Dade City, Florida 33523-6128**
1st Vice President:	**JIM MOSS** **29129 Johnston Road, #2549** **Dade City, Florida 33523-6128**
2nd Vice President:	**JOHN HODGE** **29129 Johnston Road, #2614** **Dade city, Florida 33523-6128**

Secretary: JUNE SUTHERLAND
29129 Johnston Road, #2552
Dade City, Florida 33523-6128

Treasurer: ROBERT FREELAND
29129 Johnston Road, 4-15
Dade City, Florida 33523-6128

ARTICLE VIII
BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of not less than six (6) Directors, who need not be members of the Association.

The names and addresses of those persons who are to act as Directors until the election of their successors are:

EDMUND F. ZITZER
29129 Johnston Road, 21-24
Dade City, Florida 33523-6128

JIM MOSS
29129 Johnston Road, #2549
Dade City, Florida 33523-6128

JOHN HODGE
29129 Johnston Road, #2614
Dade city, Florida 33523-6128

JUNE SUTHERLAND
29129 Johnston Road, #2552
Dade City, Florida 33523-6128

ROBERT FREELAND
29129 Johnston Road, 4-15
Dade City, Florida 33523-6128

MICKY GRAHAM
29129 Johnston ?Road, #2538
Dade City, Florida 33523-6128

JERI MILLER
29129 Johnston Road, #11-25
Dade city, Florida 33523-6128

JANET SCHROEDER
29129 Johnston Road, #2542
Dade City, Florida 33523-6128

MARGARET CARTER
291219 Johnston Road, 4-4
Dade City, Florida 33523-6128

Successor directors shall be elected in the following manner: At the first election by the full membership of replacements for the directors, the directors shall be elected to staggered terms so that each year for the following three (3) years, the terms of two (2) of the six (6) directors expire; and thereafter, all directors shall serve for three (3) years.

ARTICLE IX
RESIDENT AGENT

The office and street address of the initial registered office of the corporation is 29129 Johnston Road, Dade City, Florida 33523, and the initial Registered Agent at such address is **EDMUND F. ZITZER.**

ARTICLE X
BYLAWS

The Bylaws of the Corporation may be made, altered, amended or rescinded by seventy-five percent (75%) of the votes of all Members present in person or by proxy at a duly called meeting of the Membership; provided that those provisions of the Bylaws which are governed by these Articles of Incorporation may not be amended except as provided in these Articles of Incorporation.

ARTICLE XI
AMENDMENT TO THE ARTICLES OF INCORPORATION

1. Proposals to any amendment to the Articles of Incorporation may be made by any of the voting members. Such proposals shall set forth the proposed alterations, amendment or

rescission, shall be in writing, and delivered to the President not less than twenty (20) days prior to the membership meeting at which such proposal is voted upon. The Secretary will give each voting member notice by a copy of the proposal and the time of the meeting at which such proposal will be voted upon. Such notice shall be given not less than fifteen (15) days prior to the date set for such meeting, and in a manner provided in the Bylaws.

2. Any voting member may waive any or all of the requirements of this Article as to notice of a proposal of change of these Articles, either before, at, or after a membership meeting at which a vote is taken to change these Articles.

3. These Articles may be amended by the Members by seventy-five percent (75%) of the votes of all the Members present in person or by proxy at a duly called meeting of the Membership. Provided, however, that no such amendment shall affect or interfere with vested property rights previously acquired by an owner or a first mortgagee.

ARTICLE XII
DISPOSITION OF ASSETS UPON DISSOLUTION

In the event of dissolution, the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501 (c)(3) and 170 (c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or local government for exclusive public purpose.

Notwithstanding any other provision of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal Income Tax under Section 501 § (c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law, or (b) a corporation contributions to which are deductible under Section 170 § (c)(2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue law.

IN WITNESS WHEREOF, the said subscriber has hereunto set his hand and seal this 15th day of March, 1999.

Signed, Sealed and Delivered
in the Presence of:

Bernetta Gobel
BERNETTA GOBEL

Robert D. Sumner
Robert D. Sumner

Edmund F. Zitzer (SEAL)
EDMUND F. ZITZER

STATE OF FLORIDA
COUNTY OF PASCO

I HEREBY CERTIFY that on this 15th day of March, 1999, before me, an officer duly authorized and qualified to take acknowledgments, personally appeared **EDMUND F. ZITZER**, and he acknowledged before me that he executed the foregoing instrument. The said **EDMUND F. ZITZER**, is:

[X] personally known to me; or
[ ] has produced ______________________ as identification.

Phyllis Rhoden
(Signature of Notary Public)
Phyllis Rhoden
(Printed or Typed Name of Notary)
Notary Public - State of Florida
Commission No. ____________

PHYLLIS RHODEN
Comm. No. CC 578830
My Comm. Exp. Oct. 23, 2000
Bonded thru Pichard Ins. Agcy.

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99 MAR 25 PM 12: 23

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First--That **TRAVELERS REST ACTIVITIES GROUP, INC.**, desiring to organize under the laws of the State of **Florida**, with its principal office, as indicated in the articles of incorporation at City of **Dade City**, County of **Pasco**, State of **Florida**, has named **EDMUND F. ZITZER**, located at **29129 Johnston Road**, City of **Dade City**, County of **Pasco**, State of **Florida**, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

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 provision of said Act relative to keeping open said office.

Edmund F. Zitzer
EDMUND F. ZITZER

3-15-99
(Date)