

CAPITAL CONNECTION, INC.

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

NO10000004898

Genesis Pointe Estates
Homeowners Association Inc

100004469401--5

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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 _____

X

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 _____

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DIVISION OF CORPORATIONS
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Signature _____

Requested by: KE 7/11

Name _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF
GENESIS POINTE ESTATES HOMEOWNERS' ASSOCIATION, INC.**

Pursuant to the provisions of Chapter 617 of the Florida Corporations Not for Profit Act, the undersigned hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation shall be GENESIS POINTE ESTATES HOMEOWNERS' ASSOCIATION, INC., hereinafter referred to as the "Association". The principal place of business shall be at 225 E. Park Ave., Lake Wales, Florida, 33853, or such other place as the Board of Directors may from time to time designate.

ARTICLE 2

PURPOSE

The purposes for which the Association is organized are as follows:

1. To promote the common good, health, safety and general welfare of all the residents residing on lands to be made subject to the control of this nonprofit corporation.
2. To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association arising from the Declaration of Restrictions (the "Declaration") applicable to GENESIS POINTE ESTATES HOMEOWNERS' ASSOCIATION, INC. , as the same may be amended from time to time and recorded or to be recorded in the public records of Polk County,

Florida.

3. To enforce applicable provisions of the Declaration and the bylaws and Rules and Regulations of the Association; to fix, levy, collect and enforce payment, by any lawful means, of all charges or assessments pursuant to the terms of the Declaration; to contract and pay all expenses in connection with the maintenance, utilities, materials, supplies and services relating to the common areas as the same may be defined in the Declaration; to employ such personnel as are reasonably necessary for administration and control of the common areas; and to pay all office and other expenses incident to the conduct of the business of the Association including, but not limited to, all licenses, taxes and special assessments which are or could become a lien on any portion of the common areas.

4. To have and to exercise any and all powers, rights and privileges including delegation of powers as permitted by law under Chapter 617, Florida Statutes, as a nonprofit corporation may now or hereafter have or exercise.

5. The Association shall make no distributions of income to its members, directors or officers, provided, however, that nothing herein contained shall be construed as prohibiting payments to such persons for services or materials furnished to the Association.

6. The foregoing statements of purposes shall be construed as a statement both of purposes and of powers, and purposes and powers in each clause shall not be limited or restricted by reference or inference from the terms or provisions of any other clause, but shall be broadly construed as independent purposes and powers. Notwithstanding any of the foregoing, the Association shall not, to any substantial degree, engage in any activity or exercise any powers that are not in furtherance of the primary purposes of the Association.

ARTICLE 3

POWERS

In addition to the general powers set forth in Article 2 hereof, the Association shall have the powers, rights and duties as may be imposed upon it by the Legislature of the State of Florida.

ARTICLE 4

MEMBERS

Membership. Every person who is the record owner of a fee or undivided fee interest in any residential lot that is subject to the Declaration of Restrictions for Genesis Pointe Estates Homeowners' Association, Inc. shall be deemed to have a membership in the Association. The foregoing is not intended to include persons who hold an interest merely as security for the performance of an obligation, and the giving of a security interest shall not terminate the Owner's membership. No owner, whether one or more persons, shall have more than one membership per residential lot. In the event of multiple owners of a residential lot, votes and rights of use and enjoyment shall be as provided herein. Membership shall be appurtenant to, and may not be separated from, ownership of any residential lot. ownership of a residential lot shall be the sole qualification for membership. The rights and privileges of membership, including the right to vote and to hold office, may be exercised by a member or the member's spouse, but in no event shall more than one vote be cast nor office held for each residential lot.

Voting. Members shall be entitled to one vote for each residential lot in which they hold the interest required for membership in the Association. When more than one person holds such interest in any residential lot, the vote for such residential lot shall be exercised as those owners themselves determine and advises the Secretary prior to any meeting. In the absence of such advice, the

residential lot's vote shall be suspended in the event more than one person seeks to exercise it.

ARTICLE 5

DIRECTORS

The Directors named in these Articles shall serve until the first election of directors, and any vacancies in their number occurring before the first election shall be filled by the remaining Directors.

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

Clay A. Terry
1133 North Lakeshore Boulevard
Lake Wales, FL 33853

D. Andrew Hunt
1015 Sunset Drive
Lake Wales, FL 33853

Robert L. Williams, Jr.
604 S. Lakeshore Boulevard
Lake Wales, FL 33853

ARTICLE 6

OFFICERS

The affairs of the Association shall be administered by the officers designated in the bylaws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors.

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

President

Clay A. Terry
1133 North Lakeshore Blvd.
Lake Wales, FL 33853

Secretary/Treasurer

D. Andrew Hunt
1015 Sunset Drive
Lake Wales, FL 33853

The directors and officers may lawfully and properly exercise the powers set forth herein, notwithstanding the fact that some or all of them who may be directly or indirectly involved in the exercise of such powers and in the negotiations and/or consummation of agreements executed pursuant to such powers are some or all of the persons with whom the Association enters into such agreements or who own some or all of the proprietary interest in the entity or entities with whom the Association enters into such agreements; and all such agreements shall be presumed conclusively to have been made and entered by the Directors and officers of this Association in the valid exercise of their lawful authority.

ARTICLE 7

INDEMNIFICATION

Every Director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a Director or officer of the Association, whether or not he is a Director or officer of the Association at the time such expenses are incurred, except when the Director or officer is adjudged guilty of wilful misfeasance or malfeasance in the performance of his duties, provided that in the event of a settlement, the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interests of

the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.

ARTICLE 8

BYLAWS

The first bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the bylaws.

ARTICLE 9

AMENDMENTS

Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, provided such approval is delivered to the Secretary at or prior to the meeting. Except as elsewhere provided,

(a) Such approvals must be by not less than two-thirds of the entire membership of the Board of Directors and by not less than two-thirds of the votes of the entire membership of the Association, or

(b) By not less than 80% of the votes of the entire membership of the Association.

Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of members.

ARTICLE 10

TERM

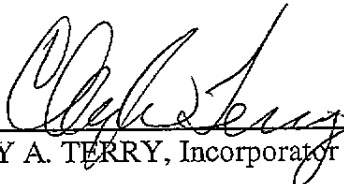
The term of the Association shall be perpetual.

ARTICLE 11

The name and address of the subscriber of the Articles of Incorporation is as follows:

Clay A. Terry
1133 North Lakeshore Blvd.
Lake Wales, FL 33853

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 9th day of July, 2001.


CLAY A. TERRY, Incorporator


STATE OF FLORIDA

COUNTY OF POLK

BEFORE ME, the undersigned authority, personally appeared CLAY A. TERRY, who is to me well known to be the person described in and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me, according to law, that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at

Lake Wales, Florida, in said county and state this 9th day of July, 2001.


Notary Public, State of Florida

MY COMMISSION EXPIRES:

NOTARY PUBLIC - STATE OF FLORIDA
BRENDA J. KAVELAK
COMMISSION # CC723223
EXPIRES 5/11/2002
BONDED THRU ASA 1-668-NOTARY1

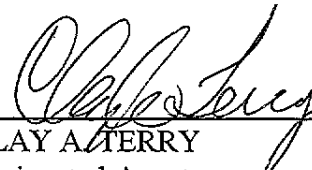
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENCY UPON WHOM PROCESS MAY BE SERVED

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

FIRST--That GENESIS POINTE ESTATES HOMEOWNERS' ASSOCIATION, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at Lake Wales, County of Polk, State of Florida, has named Clay A. Terry, located at 225 E. Park Ave., Lake Wales, Florida 33853, as its agent to accept service of process within this state.

Having been named to accept service of process for the above stated corporation, at 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.

By: _____


CLAY A. TERRY
Designated Agent

CAT/bjk

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