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August 17, 2001

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Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Encore Villas Homeowners Association, Inc.

Ladies and Gentlemen:

Enclosed please find the Articles of Incorporation for filing in connection with the above referenced matter.

After these documents have been filed, please return a filed copy to our office in the self addressed stamped envelope provided for you.

If you have any questions or need additional information, please give our office a call at your earliest convenience.

Sincerely,

Stephen M. Martin

Stephen M. Martin

SMM/mrm
Enclosures

FILED
01 AUG 27 AM 9:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PS 8/29/01 ✓

FILED

ARTICLES OF INCORPORATION

01 AUG 27 AM 9:42

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ENCORE VILLAS HOMEOWNERS' ASSOCIATION, INC.

We, the undersigned, hereby associate ourselves together for the purpose of forming a corporation not-for-profit under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is ENCORE VILLAS HOMEOWNERS' ASSOCIATION, INC. (the "Association").

ARTICLE II

LOCATION

The principal office of the Association is located in Polk County, Florida, at 5300 South Florida Avenue, Lakeland, Florida 33813.

ARTICLE III

PURPOSE AND POWERS

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to:

- i. Own and convey property;
- ii. Operate and maintain common property, specifically the surface water management systems as permitted by the Southwest Florida Water Management District including all lakes, retention area, culverts and related appurtenances;
- iii. Establish Association rules and regulations;
- iv. Assess members for Association operation funds and enforce said assessments;
- v. Sue and be sued;
- vi. Contract for services to provide for operation and maintenance of the surface water management system facilities if the Association contemplates employing a maintenance company.
- vii. Require all the homeowners, lot owners, property owners or unit owners to be members;

and

viii. Take any legal action reasonably necessary to achieve the purposes for which the Association is organized, and

ix. Take any other action permitted by law.

ARTICLE IV

MEMBERSHIP

Every person, homeowner, lot owner, property owner or unit owner or entity who is a record owner of a fee or undivided fee interest which is subject to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to assessment by the Association.

ARTICLE V

VOTING RIGHTS

Members shall be entitled to one vote for each lot owned by the member.

ARTICLE VI

SUBSCRIBERS

The name and residence address of each subscriber (incorporator) to these Articles of Incorporation is:

Scott Kelly
4141 South Florida Avenue
Lakeland, Florida 33813

ARTICLE VII

MANAGEMENT

The affairs and business of the Association shall be managed by a Board of Directors and by the following officers: President, Secretary and Treasurer, and such other officers as the Board shall appoint. These officers shall be elected by the Board at the first meeting of the Board following the annual meeting of the Association. The President shall be a director but no other officer need be a director. The same person may hold two offices, the duties of which are not incompatible, provided however, the office of President and Vice President shall not be held by the same person, nor shall the office of President and

Secretary or Assistant Secretary to be held by the same person.

ARTICLE VIII

The names of the officers who are to serve until the first election of officers by the Board are:

Scott Kelly - President and Secretary

ARTICLE IX

DIRECTORS

9.1 The Association shall have at least three (3) directors and never less than three (3).

9.2 The names and addresses of the persons who are to serve on the first Board are:

Scott Kelly
4141 South Florida Avenue
Lakeland, Florida 33813

Stephen M. Martin
Post Office Box 2765
Lakeland, Florida 33806

Joe B. Tedder
103 South Florida Ave.
Lakeland, Florida 33801

9.3 The initial directors will serve until the first annual meeting of the Association.

9.4 Until control of the Association is turned over to the members by the Declarant (or Declarant's assigns), the Declarant (defined as the incorporator) shall appoint the three members of the Board who shall serve at the pleasure of the Declarant. At the meeting when Declarant is to turn over control of the Association to the members, the members of the Association, including the Declarant if it is then still the Owner of a lot or an interest therein, shall elect the members of the Board by a plurality of the votes cast at such election. At the turnover meeting, such directors shall be elected to terms so that each year for the following three (3) years the term of one-third of directors shall expire. Thereafter all directors shall serve for terms of three (3) years. It is the intent of this paragraph that following the expiration of the power of appointment by the Declarant and the election of a full Board, each year the term of one-third of the directors will expire.

9.5 If there is a removal, resignation, death, or other vacancy of a director the vacancy shall be filled by the Declarant if such director had been appointed by the Declarant, otherwise is shall be filled by the Board. A replacement director shall serve the remainder of the term of his predecessor.

9.6 No member of the Board or any committee of the Association or any officer of the

Association, or the Declarant, or any employee of the Association, shall be personally liable to any member of the Association, or to any other party, including the Association, for any damage, loss or prejudice suffered or claimed on account of any act, omission, error, or negligence of such person or group, provided that such person or group has, upon the basis of such information as may be possessed by him, acted in good faith, without willful or intentional misconduct.

9.7 The Board of Directors shall determine the amounts of normal and special assessments in accordance with the provisions of the Declaration. Where there are multiple owners of a Lot such owners shall be jointly and severally liable for the payment of the assessments. In establishing the amount of the assessments, the Board may not provide that a member shall pay no assessments. The assessments shall be fixed by the Board annually and shall be based upon the costs and expenses expected to be incurred and to cover deficiencies from the previous year; or, at the end of each year the Board, as an alternate to increasing the coming year's assessments, may make a special assessment above and beyond the annual assessment if the costs and expenses of owning, operating, maintaining, and improving Association properties in that year exceeded the amount of the normal assessment and other income received by the Association. Special assessments for matters or activities deemed appropriate by the Board may be made at any time in accordance with the provisions of the Declaration.

9.8 The Declarant shall turn over control of the Association to the members on the schedule set forth in the Land Use Restrictions recorded for Meridian Subdivision, Polk County, Florida.

ARTICLE X

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be conveyed or dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. If a suitable public agency refuses to accept the dedication, the assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization formed and operated for similar purposes.

ARTICLE XI

DURATION

The corporation shall have perpetual existence. Provided, however, that if the Association is ever dissolved, the property consisting of the surface water management system shall be conveyed to an appropriate agency of local government, and if not accepted, the surface water management system shall be dedicated to a similar non-profit corporation;

ARTICLE XII

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 in the Bylaws.

ARTICLE XIII

AMENDMENTS

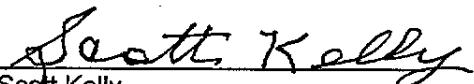
Amendments to the Articles of Incorporation shall be approved by the Board of Directors, proposed by them to the members and approved at any meeting by a two-thirds (2/3rds) vote of the members present, provided that not less than thirty (30) days notice by mail shall have been given to all of the members, setting forth the proposed amendment.

ARTICLE XIV

DESIGNATION OF REGISTERED AGENT

The street address of the corporation's initial registered office is c/o Stephen M. Martin, P.A., 5300 South Florida Avenue, Lakeland, Florida 33813, and the name of its initial registered agent at that address is Stephen M. Martin.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal at Lakeland, Florida, this 17th day of August, 2001.


Scott Kelly

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 17th day of August, 2001, by Scott Kelly, who is personally known to me or who has produced N/A as identification.



Melissa R Munn
My Commission CC699899
Expires December 2, 2001

Melissa R. Munn
Notary Public

(Affix notarial seal)

My Commission Expires: 12/02/01

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I, STEPHEN M. MARTIN, having been named to serve as Registered Agent for ENCORE VILLAS HOMEOWNERS' ASSOCIATION, INC., do hereby accept such office and agree to conduct myself therein according to law. I am familiar with, and accept the obligations of such office.

DATED this 17th day of August, A.D. 2001.

Stephen M. Martin

Stephen M. Martin

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SECRETARY OF STATE
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