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No 2000004821

June 19, 2002

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

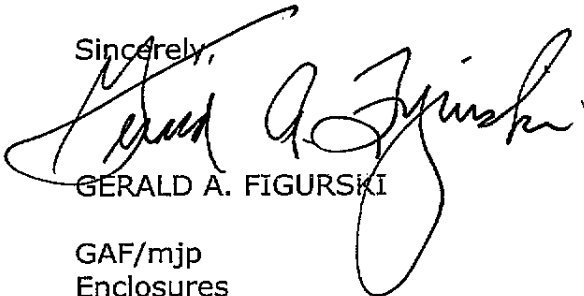
RE: Sunset Bay Club Members Association, Inc.

Dear Madam Secretary:

Enclosed for filing please find an original and one copy of the Articles of Incorporation for Sunset Bay Club Members Association, Inc., along with your letter dated June 5, 2002. Please return a certified copy of the filed Articles to our office.

Thank you for your assistance in this matter.

Sincerely,


GERALD A. FIGURSKI

GAF/mjp
Enclosures

02 JUN 24 AM 10:17
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2002-16307

QB 6/25



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 5, 2002

GERALD A. FIGURSKI, ESQ.
THE HOLIDAY TOWER
2435 U.S. HIGHWAY 19, SUITE 350
HOLIDAY, FL 34691

SUBJECT: SUNSET BAY CLUB MEMBERS ASSOCIATION, INC.
Ref. Number: W02000016207

We have received your document for **SUNSET BAY CLUB MEMBERS ASSOCIATION, INC.** and check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following reason(s):

You must list the corporation's principal office and/or a mailing address in the document.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6972.

Doris Brown
Document Specialist
New Filings Section

Letter Number: 402A00036712

Articles of Incorporation

of

SUNSET BAY CLUB MEMBERS ASSOCIATION, INC.
A Nonprofit Corporation

FILED
02 JUN 24 AM 10:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned natural persons of legal age, at least two of whom are citizens of the State of Florida, acting as incorporators of a corporation under Chapter 617 of the Florida Statutes, hereby adopt the following articles of incorporation:

Article I

The name of the corporation is SUNSET BAY CLUB MEMBERS ASSOCIATION, INC. (hereinafter the "Association"), and the principal office and mailing address is 8517 South Park Circle, Suite 210, Orlando, Florida 32819.

Article II

The association is a nonprofit corporation.

Article III

The period of its duration is perpetual.

Article IV

The registered office of said corporation shall be in Orange County, Florida, which address shall be 8517 South Park Circle, Suite 210, Orlando, Florida 32819, and JOANNA F. BROOKS, is hereby designated as the Registered Agent for service of process for said corporation at said address.

Article V

The association is formed for the primary purpose of providing for the maintenance, preservation, and continued enhancement of the lots and common property within a certain parcel of real property described on Exhibit "A" attached hereto and incorporated herein by reference, and to promote the health, safety, and welfare of the owners and of the residents of the various buildings within the above-described property and such additions thereto as may hereafter be brought within the jurisdiction of the association for such purpose.

In furtherance of such purposes, the association will have the power to:

(a) Perform all of the duties and obligations of the association as set forth in a certain Declaration of Covenants, Conditions, and Restrictions (the "Declaration") applicable to the property and to be recorded in the public records of Pasco County, Florida;

(b) Affix, levy, and collect all charges and assessments pursuant to the terms of the Declaration, and enforce payment thereof by any lawful means; and pay all expenses in connection therewith, and all office

and other expenses incident to the conduct of the business of the association, including all licenses, taxes, or governmental charges levied or imposed on the property of the association;

(c) Acquire by gift, purchase, or otherwise, own, hold, improve, build on, operate, maintain, convey, sell, lease, transfer, dedicate to public use, or otherwise dispose of real and personal property in connection with the affairs of the association;

(d) Dedicate, sell, or transfer all or any part of the common areas to any municipality, public agency, authority, or utility for such purposes and subject to such conditions as may be agreed on by the members. No such dedication or transfer will be effective unless an instrument has been signed by three quarters of each of the members, agreeing to such dedication, sale, or transfer;

(e) Have and exercise all powers, rights and privileges that a corporation organized under Chapter 617 of the Florida Statutes by law may now or hereafter have or exercise.

The association is organized and will be operated exclusively for the above purposes. The activities of the association will be financed by assessments on members as provided in the Declaration, and no part of any net earnings will inure to the benefit of any member.

Article VI

The street address of the initial registered office of the association is 8517 South Park Circle, Suite 210, Orlando, Florida 32819, and the name of its initial registered agent at that address is Joanna F. Brooks.

Article VII

Every person or entity who/which is a record owner of a fee or undivided fee interest in any lot which is subject by covenants of record to assessments by the association, including contract sellers, but excluding persons holding title merely as security for performance of an obligation, will be a member of the association. Membership will be appurtenant to and may not be separated from ownership of a lot which is subject to assessment by the association.

Article VIII

The association will have two classes of voting members, defined as follows:

All Owners excluding the declarant, as that term is defined in the Declaration. Members will be entitled to one vote for each lot owned. When more than one person holds an interest in any lot, all of those persons will be members. The vote for such lot will be exercised as such members determine among themselves, but in no event will more than one vote be cast with respect to any lot owned by members. The Declarant will be entitled to two votes for each lot owned.

Article IX

The number of directors constituting the initial board of directors of the association shall not be less than three (3) but no more than nine (9), and the method of election of directors is as stated in the bylaws. The names and addresses of the persons who are to serve as the initial directors are:

Name	Address
Patrick B. Kirkland	4360 Chamblee Dunwoody Road, Suite 407 Atlanta, Georgia 30341
Joanna F. Brooks	8517 South Park Circle, Suite 210 Orlando, Florida 32819
Claire Lello	8517 South Park Circle, Suite 210 Orlando, Florida 32819

Article X

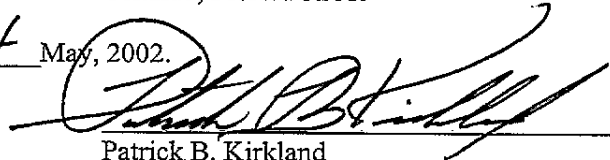
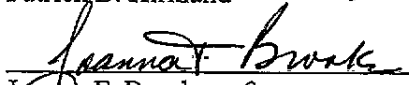
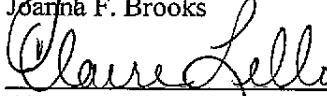
On dissolution, the assets of the association will be distributed to an appropriate public agency to be used for purposes similar to those for which the association was created. In the event such distribution is refused acceptance, such assets will be granted, conveyed, and assigned to any nonprofit corporation, association, trust, or other organization organized and operated for such similar purposes.

Article XI

The name and street address of each incorporator is:

Name	Address
Patrick B. Kirkland	4360 Chamblee Dunwoody Road, Suite 407 Atlanta, Georgia 30341
Joanna F. Brooks	8517 South Park Circle, Suite 210 Orlando, Florida 32819
Claire Lello	8517 South Park Circle, Suite 210 Orlando, Florida 32819

Executed at Orlando, Florida, on 24 May, 2002.


 Patrick B. Kirkland

 Joanna F. Brooks

 Claire Lello

State of ~~Florida~~ GA

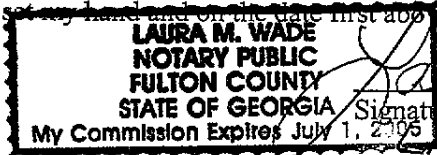
County of Fulton

I, Laura M. Wade, a notary public, certify that on the 24th day of May, 2002, PATRICK B. KIRKLAND, JOANNA F. BROOKS, and CLAIRE LELLO, being first duly sworn, personally appeared before me and declared that they are the persons who signed the foregoing document as incorporators, and that the statements contained therein are true, and that they are personally known to me or have provided

NA

as identification.

In witness, I have set my hand and on the date first above-written.



Signature of Notary Public

Laura M. Wade
Name of Notary typed or printed

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISION OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

Dated: 5/24, 2002

Joanna F. Brooks
JOANNA F. BROOKS
Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 JUN 24 AM 10:17

FILED