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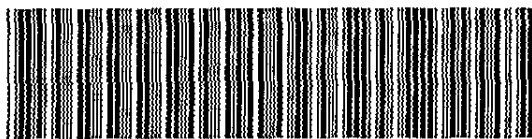
(Business Entity Name)

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Certified Copies _____ Certificates of Status _____

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**SOUTH LAKES HOMES PROPERTY OWNERS' ASSOCIATION, INC.
1740 COUNCIL DRIVE
SUN CITY CENTER, FLORIDA 33573**

December 10, 2002

Florida Department of State
Corporate Records Bureau, Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Enclosed is a copy of our Articles of Incorporation for permanent recording along with our check in the amount of \$78.25 to cover the cost of the following:

Filing fee for Articles of Incorporation	\$ 35.00
Application for Registered Name	35.00
Certified copy	<u>8.25</u>
Total	\$ 78.25

Please return the Certified Copy to my attention. Thank you.

Sincerely,


Warren W. Griffin
Incorporator

1740 Council Drive
Sun City Center, FL 33573
(813) 634-6749

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2002 DEC 16 AM 10:02

FILED IN PUBLIC RECORDS

ARTICLES OF INCORPORATION
OF
SOUTH LAKE HOMES PROPERTY OWNERS' ASSOCIATION, INC.
(A Homeowners' Association)

THE UNDERSIGNED INCORPORATOR to these Articles of Incorporation hereby proposes the incorporation under Chapter 617, Florida Statutes, of a corporation not for profit, and hereby makes, subscribes, acknowledges and files with the Secretary of State of the State of Florida, Articles of Incorporation, and hereby certifies as follows:

ARTICLE I: NAME AND LOCATION

The name of this corporation shall be SOUTH LAKE HOMES PROPERTY OWNERS' ASSOCIATION, INC. (hereinafter referred to as "Association"), and its initial office for the transaction of its affairs shall be 1740 Council Drive, Sun City Center, FL 33573.

ARTICLE II: PURPOSES

This Association does not contemplate pecuniary gain or profit to the members thereof, and no distribution of income to its members, directors or officers shall be made, except that nothing herein shall prevent the Association from compensating persons who may be members, directors or officers in exchange for services actually rendered to, or costs actually incurred for the benefit of the Association in furtherance of one or more of its purposes. The general purpose of this Association is to promote the common interests of the property owners of Lots 16 through 27, Block B-G, in Del Webb's Sun City, Unit No.9, according to map or plat thereof recorded in Plat Book 39 on Page 33 of the Public Records of Hillsborough County, Florida (consisting of 14 Homes hereinafter collectively referred to as "South Lake Homes"). The specific purpose of this Association is to perform the functions of the Association as contemplated in the Second Amendment to the Declaration of Restrictions for Unit 9 which was recorded on January 15, 1964 in Official Records Book 1237, Pages 301 through 303, amended as recorded October 5, 1965 in Official Records Book 1350, Pages 488 and 489, and duly preserved from extinguishment on April 19, 1994 as recorded in Official Records Book 7362, Pages 865 through 881, all in the Public Records of Hillsborough County, Florida (hereinafter referred to as the "Declaration"); as the same may in the future be amended, which purposes shall include but not be limited 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 Declaration;

(b) Fix, levy, collect and enforce payment, by any lawful means, all charges or assessments pursuant to the terms of the Declaration;

(c) To pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association;

(d) Have and exercise any and all other powers, rights and privileges of a homeowners' association organized under the law of the State of Florida.

ARTICLE III: MEMBERSHIP AND VOTING RIGHTS

A. Eligibility. Every person, whether an individual, corporation or other entity, who is the record owner of a Home that is subject to assessment pursuant to the Declaration shall become a member of the Association upon the recording of the instrument of conveyance. If title to a Home is held by more than one person, each such person shall be a member. A Homeowner of more than one Home is entitled to membership for each Home owned. No person other than a Homeowner may be a member of the Association, and a membership in the Association may not be transferred except by the transfer of title to a Home.

If more than one person owns a fee interest in any Home, all such persons are members, but there may be only one vote cast with respect to such Home. Such vote may be exercised as the co-owners determine among themselves, but no split vote is permitted. Prior to any meeting at which a vote is to be taken, each co-owner must file a certificate with the secretary of the Association naming the voting co-owner entitled to vote at such meeting, unless such co-owners have filed a general voting certificate with the Secretary applicable to all votes until rescinded. Notwithstanding the foregoing, no separate certificate shall be necessary if title to any Home is held in a tenancy by the entirety, and in such event either tenant is entitled to cast the vote for such Home unless and until the Association is notified otherwise in writing by such co-tenants by the entirety.

B. Classes of Membership and Voting: The Association shall have one class of voting membership who shall be all Homeowners of properties in South Lake Homes. Subject to the provisions of Section A of this Article, members are entitled to cast one vote for each Home owned. There shall be no cumulative voting for Directors or any other matters.

C. Transferability. Each membership is appurtenant to the Home upon which it is based and is transferred automatically by conveyance of title to that Home whether or not mention thereof is made in such conveyance of title.

ARTICLE IV: TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE V: INCORPORATOR

The name and residence of the Incorporator to these Articles of Incorporation is the following:

<u>NAME</u>	<u>ADDRESS</u>
Warren W. Griffin	1740 Council Drive Sun City Center, Florida 33573

ARTICLE VI: MANAGEMENT

The affairs of the Corporation shall be managed by its Board of Directors, which shall consist of not less than three (3) nor more than seven (7) individuals, the precise number to be fixed in the Bylaws or by the Board of Directors of the Association from time to time. Directors shall be elected for one year terms by the members at the annual members' meeting, to be held as scheduled by the Board of Directors in the last quarter of each fiscal year in the manner prescribed in the Bylaws of the Association, and shall hold office until their respective successors are duly elected and qualified. The Board shall elect a President, a Vice President, a Secretary and a Treasurer of the Association, and such other officers as may, in the opinion of the Board, from time to time be necessary to adequately administer the affairs of the Association. Such officers are to hold office at the pleasure of the Board or until their successors are duly elected and qualified. Officers may be Directors. Officers and Directors must be members of the Association. Any individual may hold two (2) corporate offices. The officers shall have such duties as may be specified by the Board or the Bylaws of the Association. Vacancies occurring on the Board and among the officers shall be filled in the manner prescribed by the Bylaws of the Association.

ARTICLE VII: INITIAL OFFICERS

The names of the initial officers who are to serve until their successors are elected under the provisions of these Articles of Incorporation and the Bylaws are the following:

<u>Title</u>	<u>Identity</u>
President	Warren W. Griffin
Vice President	John L. Pendleton

Secretary
Treasurer

Karin M. Griffin
Warren W. Griffin

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The number of persons constituting the initial Board of Directors of the Association shall be three (3) and the names and addresses of the members of such first Board of Directors, who shall hold office until their respective successors are elected pursuant to the provisions of these Articles of Incorporation and the Bylaws, are the following:

Warren W. Griffin	1740 Council Drive Sun City Center, Florida 33573
John L. Pendleton	1732 Council Drive Sun City Center, Florida 33573
Karin M. Griffin	1744 Council Drive Sun City Center, Florida 33573

ARTICLE IX: BYLAWS

After approval of a majority of the then owners of all Homes subject to the governance by the Association, the Bylaws of the Association shall be adopted by the initial Board of Directors, as constituted under Article VIII above, at the organizational meeting of the Board. Thereafter the Bylaws may be altered, amended, or rescinded by the affirmative vote of two-thirds (2/3) of the Board of Directors, and after notice to the members, by the majority vote of members at any regular or special meeting of the membership.

ARTICLE X: AMENDMENTS

Amendments to these Articles of Incorporation shall be made in the following manner:

(a) The Board of Directors shall adopt a resolution setting forth a proposed amendment and directing that it be submitted to a vote at a meeting of members, which may be either the annual or a special meeting.

(b) Written notice setting forth the proposed amendment or a summary of the changes to be affected thereby shall be given to each member of record entitled to vote thereon within the time and in the manner provided by Florida Statutes for the giving of notice of meetings of members. If the meeting is an annual meeting, the

proposed amendment or such summary may be included in the notice of such annual meeting.

(c) At such meeting, a vote of the members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of a majority of the votes of all members entitled to vote thereon.

(d) Any number of amendments may be submitted to the members and voted upon by them at one meeting.

(e) Notwithstanding anything herein to the contrary, no amendment to these Articles of Incorporation shall be valid which constitutes a material change concerning:

- (1) voting rights of members;
- (2) boundaries of any Lot;
- (3) convertibility of Lots into Common Properties; and


(4) imposition of any restrictions on an Owner's right to sell or transfer his or her Home.

ARTICLE XI: REGISTERED OFFICE AND AGENT

Pursuant to Section 48.091 and Section 607.0501, Florida Statutes, the name and address of the Initial Registered Agent for service of process upon the Association is:

James P. Hines, Jr.
315 S. Hyde Park Ave.
Tampa, FL 33606

The above address is also the address of the registered office of the Association.


Warren W. Griffin, Incorporator

The foregoing instrument was acknowledged before me this 27 day of November, 2002, by WARREN W. GRIFFIN being known to me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged to me that he executed the same as his free act and deed for the uses and purposes therein set forth. He is personally known to me.

My Commission Expires:

(AFFIX NOTARY SEAL)



Carol R. Donner
MY COMMISSION # CC933826 EXPIRES
June 20, 2004
BONDED THRU TROY FAIR INSURANCE, INC.

Carol R. Donner
(Signature)

Name: CAROL R. DONNER
(Legibly Printed)

Notary Public, State of Florida

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, having been named as registered agent and to accept service of process for SOUTH LAKE HOMES PROPERTY OWNERS' ASSOCIATION, INC., hereby accepts the appointment as registered agent and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of statutes relating to the proper and complete performance of his duties and is familiar with and accepts the obligations of his position as registered agent.

J. P. Hines, Jr.
James P. Hines, Jr.