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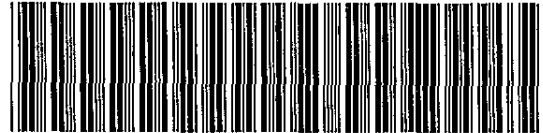
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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 217313 - 7390419

AUTHORIZATION : *Patricia Pigato*

COST LIMIT : \$ 78.75

ORDER DATE : August 25, 2003

ORDER TIME : 1:07 PM

ORDER NO. : 217313-005

CUSTOMER NO: 7390419

CUSTOMER: E. Mark Breed, Iii
Breed & Nunnallee, P.a.

325 North Commerce Avenue

Sebring, FL 33870

DOMESTIC FILING

NAME: WATERWAY PATIO HOMES
CONDOMINIUM ASSOCIATION,
INC., PHASE II

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Amanda Haddan - EXT. 1155

EXAMINER'S INITIALS: _____

ARTICLES OF INCORPORATION

OF

WATERWAY PATIO HOMES CONDOMINIUM ASSOCIATION, INC., PHASE II

A Not-For-Profit Corporation

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CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Not For Profit Corporation Act, do hereby adopt the following Articles of Incorporation:

Article 1. Name. The name of the Corporation is: WATERWAY PATIO HOMES CONDOMINIUM ASSOCIATION, INC., PHASE II, a Not-For-Profit corporation.

Article 2. Duration. The corporation shall have perpetual existence; however, if this Association is dissolved, the property consisting of the surface water management system shall be conveyed to an appropriate agency of local government, and if not accepted, then the surface water management system shall be dedicated to a similar non-profit corporation.

Article 3. Purpose. The general purposes for which the Corporation is organized are the following:

A. To maintain and operate certain real property, structures and improvements which may now or hereafter be placed on certain real property in Highlands County, Florida, known as Waterway Patio Homes Condominium, Phase II and to collect assessments for the maintenance, management and other matters, in accordance with the terms of these Articles of Incorporation, the By-Laws of this corporation, and the Declaration of Condominium recorded in the Public Records of Highlands County, Florida, pertaining to Waterway Patio Homes Condominium, Phase II. The corporation shall be conducted as a not-for-profit corporation;

B. To own, rent, lease, operate and maintain sufficient real and personal property to carry out the purposes hereinabove expressed;

C. To receive donations, gifts or bequeaths of money or other property, and to accept the same, subject to such conditions or trusts as may be attached thereto, and to obligate itself to perform and execute any and all such conditions or trusts;

D. To do everything necessary, proper, advisable or convenient for the accomplishment of the purposes or powers set

forth in this Article, and to do all other things incidental thereto or connected therewith, which are not forbidden by law or these Articles of Incorporation;

E. To carry out any of the purposes or powers set forth in this Article in any state, territory, district, or possession of the United States of America, or in any foreign country, to the extent such purposes are not forbidden by the laws of such place;

F. The purposes or powers set forth in this Article are not in limitation of the general powers conferred by not-for-profit corporation laws of the State of Florida;

G. To operate and maintain common property, specifically the surface water management system as permitted by the South Florida Water Management District and the Spring Lake Improvement District including all lakes, retention areas, culverts and related appurtenances;

H. To establish rules and regulations;

I. Assess members and enforce said assessments;

J. To sue and be sued; and

K. To contract for services to provide for operation and maintenance of the surface water management system.

Article 4. Members. The qualification of the members, the manner of their admission to membership and termination of such membership, and voting by the members shall be as follows:

A. The record owners of all units in Waterway Patio Homes, Phase II, shall be members of the corporation, and no other persons or entities shall be entitled to membership;

B. The interest of a member in the funds and assets of the corporation cannot be assigned, hypothecated, or transferred in any manner, except as an appurtenance to his property. The funds and assets of the corporation shall belong exclusively to the corporation subject to the limitation that the same be expended, held, or used for the benefit of the membership and for the purposes authorized herein, in the By-Laws which may be hereafter adopted, and in the Declaration of Condominium which have been or will be recorded in the Public Records of Highlands County, Florida, covering Waterway Patio Homes; and

C. On all matters upon which the membership shall be entitled to vote, there shall be one vote for each unit. Should

any member own more than one unit, such member shall be entitled to exercise or cast as many votes as he owns properties.

Article 5. Principal Office. The principal office and mailing address for the corporation shall be 100 Clubhouse Lane, Sebring, Florida 33870.

Article 6. Initial Registered Agent and Office. The name of the initial Registered Agent of the Corporation is E. Mark Breed III, and the address of the initial Registered Office of the Corporation is 325 North Commerce Avenue, Sebring, Florida 33870.

Article 7. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is three (3). The number of Directors may be increased or decreased from time to time in accordance with the By-Laws, but shall never be less than three (3). Directors shall be elected or appointed in accordance with the By-Laws. The name and address of each initial Director is as follows:

Michael Tellschow, 98 Clubhouse Lane, Sebring, FL 33876;
Christopher Duffey, 6400 Concord Street, Sebring, FL 33876; and
Anne Duffey, 6400 Concord Street, Sebring, FL 33876.

Article 8. Incorporators. The name and address of each incorporator is as follows:

Michael Tellschow, 98 Clubhouse Lane, Sebring, FL 33876.

Article 9. Organization. The Corporation is organized pursuant to the Florida Not-For-Profit Corporation Act, and is a not-for-profit corporation as described in Section 501(c)(3) of the Internal Revenue Code, as amended.

Article 10. Earnings. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its members, trustees, directors, or officers, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles of Incorporation.

Article 11. Assessments. The private property of the members shall not be subject to the payment of corporate debts of the Corporation; provided that this provision shall not in any manner limit the obligation of each member unto the Corporation as set forth and contained in the Articles of Incorporation, the By-Laws, which may hereafter be adopted, and the Declaration of Condominium; or, limit the right of the Corporation to levy and assess members

for their proportionate share of the expenses of the Corporation, and to enforce collection of such assessments in such manner as may be reserved to the Corporation in these Articles, the said By-Laws, and the Declaration of Condominium.

Article 12. By-Laws. The Board of Directors of this Corporation may provide By-Laws for the conduct of its business and the carrying out of its purposes as may be deemed necessary from time to time. Upon proper notice, the By-Laws may be amended, altered, or rescinded by a two-thirds majority vote of those members present at any regular meeting.

Article 13. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the members is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on the 20th day of August, 2003.

(SEAL)


MICHAEL TELLSCHOW

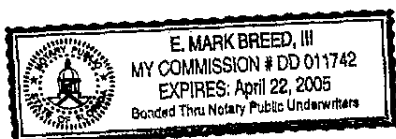
STATE OF FLORIDA
COUNTY OF HIGHLANDS

Before me personally appeared MICHAEL TELLSCHOW, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation, and acknowledged to and before me that he executed said instrument for the purposes described therein.

WITNESS my hand and official seal this 20th day of August, 2003.

(seal)


Notary Public, State of Florida
My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

The undersigned is familiar with the duties and responsibilities as Registered Agent and hereby accepts appointment as Registered Agent of WATERWAY PATIO HOMES CONDOMINIUM ASSOCIATION, INC., PHASE II, which is contained in the foregoing Articles of Incorporation.

DATED this 20th day of August, 2003.

E. Mark Breed III
E. MARK BREED III

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TALLAHASSEE, FLORIDA

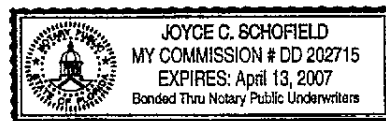
STATE OF FLORIDA
COUNTY OF HIGHLANDS

Before me personally appeared E. MARK BREED III, to me personally known and known to me as the person who executed said statement above and accepted his appointment as Registered Agent of WATERWAY PATIO HOMES CONDOMINIUM ASSOCIATION, INC., PHASE II, and who did take an oath.

WITNESS my hand and seal this 20th day of August, 2003.

(seal)

Joyce C. Schofield
Notary Public, State of Florida
My Commission Expires:



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