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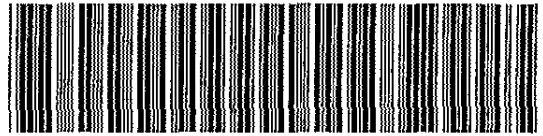
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**BOOTH & COOK, P. A.**  
Attorneys at Law

STEPHEN C. BOOTH  
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RIDGEWOOD EXECUTIVE CENTER  
7510 RIDGE ROAD  
PORT RICHEY, FLORIDA 34668  
727/842-9105  
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August 27, 2003

Secretary of State  
Division of Corporation  
P.O. Box 6327  
Tallahassee, FL 32312

Re: Paradise Estates of Pasco County Homeowner's Association, Inc.

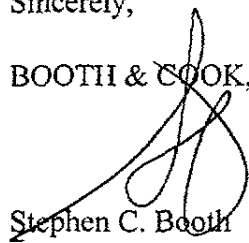
To Whom It May Concern:

Enclosed please find the Articles of Incorporation for the above referenced along with a check for the filing fees. Please file this and return to my office as soon as possible.

Thank you and if any further information is needed please call.

Sincerely,

BOOTH & COOK, P.A.



Stephen C. Booth

encl.  
/lan

ARTICLES OF INCORPORATION  
OF  
PARADISE ESTATES OF PASCO COUNTY HOMEOWNERS  
ASSOCIATION, INC.  
A FLORIDA NOT-FOR-PROFIT CORPORATION

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with the requirements of Chapter 617 of the Florida Statutes, the undersigned have this day voluntarily associated themselves together for the purpose of forming a not-for-profit corporation and hereby adopt the following Articles of Incorporation:

PREAMBLE

Sun South One Corporation, a Florida Corporation ("Developer") owns certain property in Pasco County, Florida (the "Property"), and intends to execute and record a Declaration of Covenants, Conditions and Restrictions of Paradise Estates (the "Declaration") which will affect the Property. This association is being formed as the association to administer the Declaration, and to perform the duties and exercise the powers pursuant to the Declaration, as and when the Declaration is recorded in the Public Records of Pasco County, Florida, with these Articles of incorporation attached as an exhibit. All of the definitions contained in the Declaration shall apply to these Articles of Incorporation and to the Bylaws of the Association.

ARTICLE I - NAME

The name of the corporation is PARADISE ESTATES OF PASCO COUNTY HOMEOWNERS' ASSOCIATION, INC., (hereinafter referred to as "Association").

ARTICLE II - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The location of the principal place of business and the mailing address of the Association shall be:

Sun South One Corporation  
8809 Old Post Road, Port Richey, FL 34668

ARTICLE III - REGISTERED OFFICE AND AGENT

The registered office of the Association is located at 8809 Old Post Road, Port Richey, FL 34668.

The registered agent is: James D. Markham.

#### ARTICLE IV - PURPOSES AND POWERS

This Association does not contemplate pecuniary gain or profit to the members thereof, and although there are no Common Areas contemplated at this time the specific purposes for which it is formed are to provide for ownership, maintenance and preservation of the "Common Area" and other commonly enjoyed improvements and areas as defined in the Declaration and to provide, according to the provisions of the Declaration, for the promotion of the health, safety and welfare of the residents within the Property and any additions thereto as may hereafter be brought within the jurisdiction of this Association, and in furtherance of these purposes, 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, as same may be amended from time to time as therein provided.

B. Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association.

C. Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association; provided, however, no such dedication or transfer shall be effective unless a resolution signed by the Board of Directors certifying that not less than fifty-one percent (51%) of the votes entitled to be cast for each class agreed to such dedication or transfer has been recorded in the Public Records of Pasco County, Florida, with formalities necessary for the recordation of a deed.

D. Borrow money, and with the consent of not less than fifty-one percent (51%) of the votes entitled to be cast for each class, mortgage, pledge, deed in trust or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.

E. Dedicate, sell or transfer all or any part of any Common Area to a public agency, authority, or utility for such purposes and subject to such conditions as may be provided in the Declaration.

F. Participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Area, and other commonly enjoyed improvements and areas, provided that such annexation shall be in accordance with the provisions of the Declaration.

G. To enforce the provisions of the Declaration, these Articles, and the Bylaws.

H. To make, establish and enforce reasonable rules and regulations governing the use of Common Areas, Lots, Units and other property under the jurisdiction of the Association.

I. Have and exercise any and all powers, rights and privileges which a corporation organized under Chapter 617, Corporations Not for Profit, Laws of the State of Florida, by law may or hereafter have or exercise.

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

#### ARTICLE V - MEMBERS

The Developer, to the extent provided in the Declaration, and every person or entity who is a record Owner of a fee or undivided fee interest in any Unit and/or residential Lot which is subject by the Declaration to assessment by the Association 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 performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Unit which is subject to assessment by the Association.

#### ARTICLE VI - DURATION

The period of duration of this Association shall be perpetual.

#### ARTICLE VII - DIRECTORS

The affairs and property of this corporation shall be managed and governed by a Board of Directors composed of not less than three (3) persons who need not be members of the Association. The first Board of Directors shall have three (3) members, and in the future that number will be determined from time to time in accordance with the provisions of the By-Laws. All of the duties and powers of the Association existing under the Declaration, these Articles and the Bylaws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by the members only when specifically required.

The names and address of the persons who are to act initially in the capacity of directors until the selection of their successors are:

James D. Markham, 8809 Old Post Road, Port Richey, FL 34668  
Richard E. Wiles, 4303 Beau Rivage, Lutz, FL 33558  
Russ Peate, 730 U.S. Hwy 19, Suite 17, Port Richey, FL 34668

#### ARTICLE VIII - OFFICERS

The officers of this Association shall be a President, a Vice President, both of who shall at all times be members of the Board of Directors, a Secretary and a Treasurer and such other officers as the Board may from time to time by resolution create. The election of officers shall take place

at the first meeting of the Board of Directors.

#### ARTICLE IX - BYLAWS

The By-Laws of the Association may be made, altered or rescinded at any annual meeting of the Association, or at any regular or special meeting duly called for such purpose, on the affirmative vote of not less than fifty-one percent (51%) of the votes entitled to be cast for each class existing at the time of any such meeting and present at the meeting in person or by proxy except that the initial By-Laws of the Association shall be made and adopted by the Board of Directors.

#### ARTICLE X - CLASSES OF MEMBERSHIP

The Association shall have two classes ("A" and "B") of voting membership which shall exist and possess such rights and be subject to such limitations as set forth in the Declaration.

#### ARTICLE XI - DISSOLUTION

In the event of dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for the purposes similar to those for which this Association was created. In the event such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes, or distributed to the members as appurtenances (if real property or any interest therein) to the members' lots, subject to any and all applicable laws.

#### ARTICLE XII - AMENDMENTS

Proposals for the alteration, amendment or rescission of these Articles of incorporation may be made and passed by the affirmative vote of not less than two-thirds (2/3rd) of the votes entitled to be cast for each class, at a special or regular meeting of the members.

#### ARTICLE XIII - INDEMNIFICATION

The Association shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or contemplated action, suit, or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Association) as a result of such person's status as a director or officer of the Association, against expenses (including attorneys' fees and costs), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with the action, suit or proceeding if such person acted in good faith and in a manner reasonably believed to be in the best interests of the Association and, with respect to any criminal action or proceeding, if there was no reasonable cause to believe the conduct was unlawful. Notwithstanding the foregoing, however, no indemnification shall be made with respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or willful misfeasance or malfeasance in

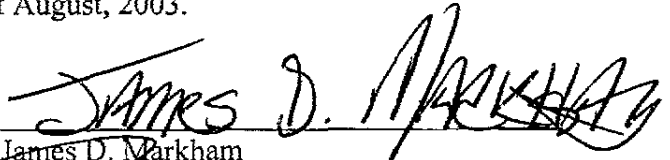

the performance of such person's duties to the Association.

ARTICLE XIV - INCORPORATORS

The name and address of each of the incorporators of the Association is:

James D. Markham, 8809 Old Post Road, Port Richey, FL 34668  
Richard E. Wiles, 4303 Beau Rivage, Lutz, FL 33558  
Russ Peate, 730 U.S. Hwy 19, Suite 17, Port Richey, FL 34668

IN WITNESS WHEREOF, for the purposes of forming this corporation under the laws of the State of Florida, the undersigned, the incorporators of this Association, have executed these Articles of Incorporation this 25<sup>th</sup> day of August, 2003.

  
\_\_\_\_\_  
James D. Markham  
  
\_\_\_\_\_  
Richard E. Wiles

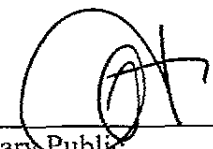
STATE OF FLORIDA  
COUNTY OF PASCO

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, the following persons, to-wit: James D. Markham and Richard E. Wiles, to me well known and known to me to be the persons described in and who executed the foregoing instrument and they acknowledged before me that they executed the said instrument as their free and voluntary act and deed for the use and purposes therein set forth and expressed.

25<sup>th</sup> IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on this day of August, 2003.



Joy M. Rullo  
MY COMMISSION # DD070366 EXPIRES  
November 19, 2005  
BONDED THRU TROY FAH INSURANCE, INC.

  
\_\_\_\_\_  
Notary Public

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

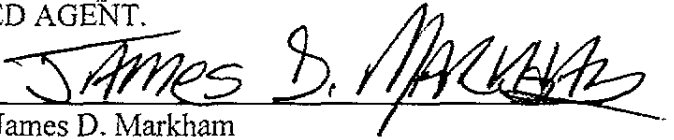
1. The name of the corporation is Paradise Estates of Pasco County Homeowners' Association, Inc.

2. The name and address of the registered agent and office is:

James D. Markham  
8809 old Post Road  
Port Richey, FL 34668

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

  
James D. Markham