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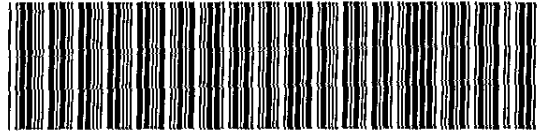
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✓ 9/19/03



Rhoades & Karlson, P.A.
Attorneys at Law

Clifford R. Rhoades
Pamela Taylor Karlson

REPLY ADDRESS: 227 North Ridgewood Drive • Sebring, FL 33870-7204

11 East Main Street • Avon Park, FL 33825-3942

15 North Oak Street • Lake Placid, FL 33852-6325

September 10, 2003

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

Re: Lake Apthorpe Country Estates Homeowners Association, Inc.
Our File Number 719-03

To whom it may concern:

I enclose the original and one (1) copy of the Articles of Incorporation of the above new corporation for filing and a check for filing same. Please proceed to file same and return a filed, date stamped, certified copy to the undersigned in the envelope provided for same.

If you have any questions, please call. Thank you for your courtesy and cooperation in this matter.

Very truly yours,

Pamela Taylor Karlson

PTK:klh
Enclosures - as stated above

Sybil Brady **CAVE**
AUTHORIZATION BY PHONE TO
CORRECT *effective date*
DATE *9-19-03*
DOC. EXAM *VB*

**ARTICLES OF INCORPORATION
OF**

LAKE APTHORPE COUNTRY ESTATES HOMEOWNERS ASSOCIATION, INC.

A Florida Non-Profit Corporation

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TALLAHASSEE, FLORIDA

ARTICLE I-Name

The name of this corporation is LAKE APTHORPE COUNTRY ESTATES HOMEOWNERS ASSOCIATION, INC., a Florida Non-Profit Corporation.

ARTICLE II-Duration

The existence of the corporation shall begin on September 8, 2003. This corporation shall have perpetual existence.

ARTICLE III- Principal Office

The address of the principal office is 808 Lake Apthorpe Drive, Lake Placid, Florida 33852, and the mailing address is 808 Lake Apthorpe Drive, Lake Placid, Florida 33852.

ARTICLE IV-Purpose

The purpose for which this corporation is organized are exclusively religious, charitable, literary, and educational within the meaning of Section 501(C)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income tax under Section (501)(C)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE V-Membership

The qualifications for members and the manner of their admission shall be regulated by the Bylaws.

ARTICLE VI- Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 227 North Ridgewood Drive, Sebring, Florida, 33870 and the name of the initial registered agent of this corporation at that address is Pamela Taylor Karlson.

ARTICLE VII - Initial Board of Directors

This corporation shall have three (3) directors initially, the number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than three (3). The manner in which the Directors are to be elected or appointed shall be stated in the Bylaws. The name and address of the initial Directors of this corporation are:

Bobby Prescott
838 Lake Aphorpe Drive
Lake Placid, Florida 33852

David Carnahan
711 Lake Aphorpe Drive
Lake Placid, Florida 33852

Dan Clark
139 Windy Point Road
Lake Placid, Florida 33852

ARTICLE VIII-Amendment

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto.

ARTICLE IX-Incorporator

The name and address of the person signing these articles is:

Bobby Prescott
838 Lake Aphthorp Drive
Lake Placid, Florida 33852

IN WITNESS WHEREOF, the undersigned subscribed has executed these Articles of
Incorporation this 29 day of August, 2003.

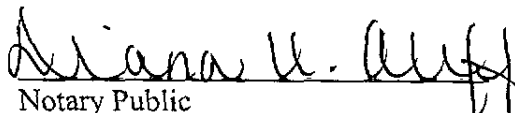

BOBBY PRESCOTT

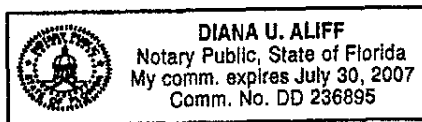
STATE OF FLORIDA

COUNTY OF HIGHLANDS

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared BOBBY PRESCOTT who [] is personally known to me or who [x] has produced driver's license as identification, who did not take an oath, and who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed by official seal, in the state and county aforesaid, this 29 day of August, 2003.

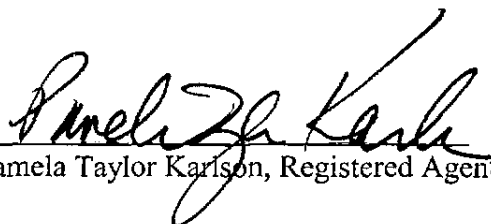

Notary Public
My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of LAKE APTHORPE COUNTRY ESTATES HOMEOWNERS ASSOCIATION, INC., which is contained in the foregoing Articles of Incorporation.

DATED this 29th day of August, 2003.


Pamela Taylor Karlson, Registered Agent

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