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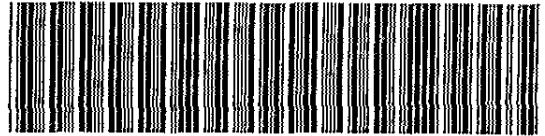
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SCOTT & SHEPPARD, P.A.
ATTORNEYS AT LAW

99 Orange Street
St. Augustine, Florida 32084-3564

Allen C.D. Scott, II
Holly Scott Sheppard
Sean P. Sheppard*

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* ALSO ADMITTED TO PRACTICE
IN NEW YORK & NEW JERSEY

October 2, 2003

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

RE: WELAKA VILLAGE PROPERTY OWNERS ASSOCIATION, INC.

Gentlemen:

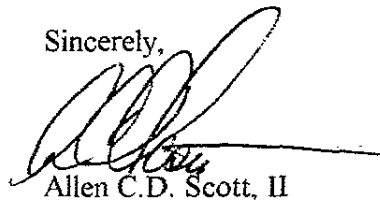
Enclosed herewith please find the original together with one fully executed copy of the Articles of Incorporation for WELAKA VILLAGE PROPERTY OWNERS ASSOCIATION, INC.

I have also enclosed my check in the amount of \$78.75 to cover the filing fee and cost of a certified copy of the Articles after filing with your agency.

You will see that the Articles contain, as a part thereof, the required declaration of Resident Agent.

Should you have questions regarding the foregoing, please feel free to contact me. Otherwise, I would appreciate your filing the original Articles and returning a certified copy to me at your earliest convenience.

Sincerely,



Allen C.D. Scott, II

ACDS/jjs

**ARTICLES OF INCORPORATION
OF
WELAKA VILLAGE PROPERTY OWNERS ASSOCIATION, INC.
A NONPROFIT CORPORATION**

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, do hereby adopt the following articles of incorporation for such corporation:

ARTICLE I

The name of the corporation (called the association) is

WELAKA VILLAGE PROPERTY OWNERS ASSOCIATION, INC.

ARTICLE II

The association is a non-profit corporation.

ARTICLE III

The period of its duration is perpetual.

ARTICLE IV

The specific primary purposes for which the association is formed are to provide for maintenance, preservation, and architectural control of the residence lots and common areas within a certain subdivided tract of real property described in Exhibit "A" attached hereto and by this reference incorporated herein, and to promote the health, safety, and welfare of the residents within the above-described subdivision 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 shall have 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 subdivision to be recorded in the Public Records of Putnam 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

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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) Borrow money and, subject to the consent by vote or written instrument of two-thirds of each class of members, mortgage, pledge, convey by deed of trust, or hypothecate any or all of its real or personal property security for money borrowed or debts incurred;

(e) 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 shall be effective unless an instrument has been signed by two-thirds of each class of members, agreeing to such dedication, sale, or transfer;

(f) Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, or annex additional residential property and common areas, provided that any merger, consolidation, or annexation shall have the consent by vote or written instrument of two-thirds of each class of members;

(g) Have and exercise any and 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 shall be operated exclusively for the aforementioned purposes. The activities of the association shall be financed by assessments on members as provided in the declaration, and no part of any net earnings shall inure to the benefit of any member.

ARTICLE V

The street address of the initial registered office of the association is 99 Orange Street, St. Augustine, Florida 32084, and the name of its initial registered agent at such address is Allen C.D. Scott, II. The principal office and mailing address of the corporation is 99 Orange Street, St. Augustine, Florida 32084.

ARTICLE VI

Every person or entity who 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, shall be a member of the association. Membership shall be appurtenant to and may not be separated from ownership of a lot which is subject to assessment by the association.

ARTICLE VII

The association shall have two classes of voting members as follows:

Class A. Class A members shall be all owners with the exception of the declarant as such term is defined in the declaration, and shall be entitled to one vote for each lot owned. When more than one person holds an interest in any lot, all such persons shall be members. The vote for such lot shall be exercised as such members may determine among themselves, but in no event shall more than one vote be cast with respect to any lot owned by Class A members.

Class B. The Class B member shall be the declarant, as such term is defined in the declaration, who shall be entitled to five (5) votes for each lot owned. The Class B membership shall cease and be converted to Class A membership as provided in the declaration.

ARTICLE VIII

The number of directors constituting the initial board of directors of the association is three (3), and the names and addresses of the persons who are to serve as the initial directors are:

Allen C.D. Scott, II, 99 Orange Street, St. Augustine, Florida 32084
Janet J. Scott, 99 Orange Street, St. Augustine, Florida 32084
Edwin L. Klipstine, 306 Main Street, Hastings, Florida 32145

ARTICLE IX

On dissolution, the assets of the association shall 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 shall be granted, conveyed, and assigned to any nonprofit corporation, association, trust, or other organization organized and operated for such similar purposes.

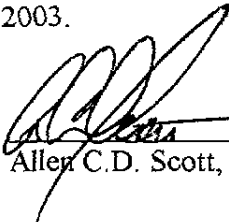
IN WITNESS WHEREOF, the undersigned, being the subscriber hereinbefore named, for the purposes of forming a corporation pursuant to Chapter 617, Florida Statutes, has signed and acknowledged the Articles of Incorporation at St. Augustine, St. Johns County, Florida, this 2ND day of OCTOBER A.D., 2003.


Allen C.D. Scott, II

ACCEPTANCE OF RESIDENT AGENT

I, Allen C.D. Scott, II, having been named to accept the service of process for WELAKA VILLAGE PROPERTY OWNERS ASSOCIATION, INC., certify that I am a permanent resident of Putnam County, Florida, and do hereby accept to act in this capacity, and agree to comply with the laws of the State of Florida relative to keeping open said office.

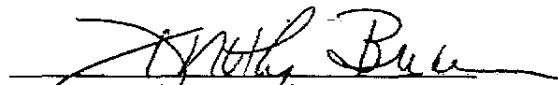
DATED at St. Augustine, St. Johns County, Florida, this 2ND day of OCTOBER, A.D., 2003.

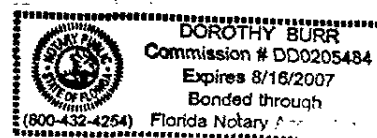

Allen C.D. Scott, II

STATE OF FLORIDA)
COUNTY OF ST. JOHNS)

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared ALLEN C. D. SCOTT, II, to me personally known and known to be the person described as the subscriber in and who executed the foregoing Articles of Incorporation, and Acceptance of Registered Agent and acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunder set my hand and affixed my official seal at Hastings, St. Johns County, Florida, this 2ND day of OCTOBER, A.D., 2003.


Notary Public, State of Florida
Printed Name: _____
My Commission Expires: _____



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LEGAL DESCRIPTION:

PART OF GOVERNMENT LOT 5 AND 6, SECTION 3, TOWNSHIP 12 SOUTH, RANGE 26 EAST, PUTNAM COUNTY, FLORIDA, DESCRIBED AS FOLLOWS: BEGIN AT THE SOUTHEAST CORNER OF SAID LOT #5 AND RUN S-89°09'46"-W ALONG THE NORTH LINE OF THE TRIAY GRANT, A DISTANCE OF 2190.53 FEET; THENCE RUN N-01°37'50"-E A DISTANCE OF 1070.80 FEET TO A POINT ON THE NORTH LINE OF GOVERNMENT LOT #5; THENCE RUN N-89°23'33"-E, ALONG SAID NORTH LINE OF GOVERNMENT LOT #5, A DISTANCE OF 632.30 FEET; THENCE RUN N-00°52'50"-W A DISTANCE OF 284.08 FEET TO A POINT ON THE SOUTH RIGHT-OF-WAY OF STATE ROAD #309-A; THENCE RUN N-65°38'31"-E, ALONG THE SAID RIGHT-OF-WAY LINE, A DISTANCE OF 85.05 FEET TO THE POINT OF CURVATURE OF A CURVE TO THE RIGHT, SAID CURVE HAVING A CENTRAL ANGLE OF 19°37'00" AND A RADIUS OF 1070.05 FEET; THENCE RUN NORTHEASTERLY ALONG ARC OF SAID CURVE, A DISTANCE OF 366.36 FEET TO THE POINT OF TANGENCY OF SAID CURVE; THENCE RUN N-85°15'31"-E A DISTANCE OF 783.49 FEET TO THE POINT OF CURVATURE OF A CURVE TO THE LEFT, SAID CURVE HAVING A CENTRAL ANGLE OF 16°58'46" AND A RADIUS OF 996.06 FEET; THENCE RUN NORTHEASTERLY, ALONG THE ARC OF SAID CURVE A DISTANCE OF 285.20 FEET TO A POINT ON THE EAST LINE OF GOVERNMENT LOT #6; THENCE RUN S-00°52'50"-E, ALONG THE SAID EAST LINE, A DISTANCE OF 526.74 FEET TO THE SOUTHEAST CORNER OF SAID GOVERNMENT LOT #6; THENCE RUN S-00°49'59"-E, ALONG THE EAST LINE OF GOVERNMENT LOT #5, A DISTANCE OF 1086.24 FEET TO THE SOUTHEAST CORNER OF SAID GOVERNMENT LOT #5, AND THE POINT OF BEGINNING. CONTAINING 69.00 ACRES, MORE OR LESS, BEING THE SAME LANDS AS DESCRIBED IN THAT CERTAIN DEED FROM WELAKA GROVES, INC., A CORPORATION EXISTING UNDER THE LAWS OF THE STATE OF FLORIDA, TO JAMES B. TAFEL AND IDA MAY TAFEL, HUSBAND AND WIFE, DATED AUGUST 25, 1965 AND RECORDED IN OFFICIAL RECORDS BOOK 151, PAGE 661, PUBLIC RECORDS OF PUTNAM COUNTY, FLORIDA, AND IN THAT CERTAIN DEED FROM JAMES B. TAFEL AND IDA MAY TAFEL, HUSBAND AND WIFE, TO WYMAN ATKINS INVESTMENT CORPORATION, A DELAWARE CORPORATION, AUTHORIZED TO DO BUSINESS IN THE STATE OF FLORIDA, DATED DECEMBER 29, 1971, RECORDED IN OFFICIAL RECORDS BOOK 275 AT PAGE 140, PUBLIC RECORDS OF PUTNAM COUNTY, FLORIDA.

EXHIBIT "A"