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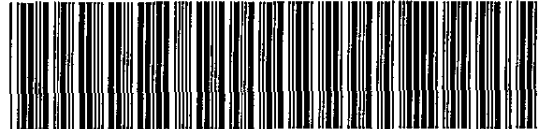
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2004 MAR 25 A 11:23

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W. Richard Thoreen

Attorney & Counselor at Law

*Florida Bar Association
Michigan Bar Association*

1015 Maitland Center Commons, Ste. 110
Maitland, Florida 32751
Telephone (407) 339-1812
Fax (407) 331-3187

March 23, 2004

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

Re: Corporate Filing

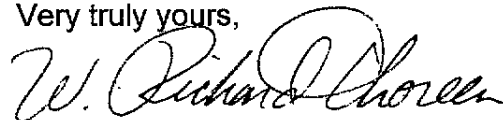
Dear Staff:

Please find enclosed the following for the new corporation to be known as Deltona Welcome Center Property Owners Association, Inc.:

1. Articles of Incorporation (original and one copy).
2. Designation and Acceptance of Registered Agent (original and one copy).
3. Check for \$70.00 - Filing Articles \$35.00; Designation of
and Acceptance by Registered Agent \$35.00.
4. Return envelope for stamped copy of Articles.

Thank you for your assistance in this matter.

Very truly yours,



W. Richard Thoreen

WRT/rt

Enclosures

ARTICLES OF INCORPORATION

FILED

OF

DELTONA WELCOME CENTER PROPERTY OWNERS ASSOCIATION, INC.

2004 MAR 25 A 11:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

By these Articles of Incorporation, the undersigned Subscriber forms a corporation not for profit in accordance with Chapter 617, Florida Statutes, and pursuant to the following provisions ("these Articles"):

ARTICLE I

NAME

The name of the corporation shall be Deltona Welcome Center Property Owners Association, Inc. For convenience, the corporation shall be referred to in this instrument as the "Association."

ARTICLE II

DURATION

The Association shall exist perpetually unless and until dissolved according to law, Pursuant to Section 617.014 Florida Statutes. Corporate existence of the Association shall commence upon the filing of these Articles with the Florida Department of State.

ARTICLE III

DEFINITIONS

All words and terms in these Articles not specifically defined herein shall have the same meaning as those defined terms set forth in that certain Declaration of Conditions, Covenants, and Restrictions for Deltona Welcome Center recorded in O.R. Book 4011, Page 4021, Public Records of Volusia County on June 8, 1995 ("the Declaration").

ARTICLE IV

PRINCIPAL OFFICE

The initial principal office of the Association is located at 110 Cypress Woods Ct., #2C, Deltona, Florida 32725.

ARTICLE V

REGISTERED OFFICE AND AGENT

W. Richard Thoreen, Attorney, whose address is 1015 Maitland Center Commons, Ste. 110, Maitland, Florida 32751, is hereby appointed the initial registered agent of the Association and the registered office shall be at said address.

ARTICLE VI

PURPOSE AND POWERS OF THE ASSOCIATION

The Association shall not pay dividends and no part of any income of the Association shall be distributed to its Members, directors or officers. The Association is formed to provide for among other things, the improvement, maintenance, preservation and architectural control of the Property and to promote the recreation, health, safety and welfare of the Owners. The Association shall have all the powers of a nonprofit corporation organized under the laws of the State of Florida, subject only to such limitations upon the exercise of such powers as are expressly set forth in these Articles, the Bylaws, or the Declaration. The Association shall have the power and duty to do all lawful things which may be authorized, assigned, required or permitted to be done by the Declaration, any Supplemental Declaration, these Articles and the Bylaws, and to do and perform any and all acts which may be necessary or proper for, or incidental to, the exercise of any of the duties or powers of the Association for the benefit of the Owners and for the maintenance, administration and improvement of the Property and the Common Property.

ARTICLE VII

MEMBERSHIP

Each Owner, including the Declarant, shall be a Member of the Association. Any person or entity who holds any interest merely as a security for the performance of any obligation shall not be a Member. The Association membership of each Owner shall be appurtenant to the lot giving rise to such membership, and shall not be transferred except upon the transfer of title to said lot and then only to the transferee of title thereto. Any prohibited separate transfer shall be void. Any transfer of title shall operate automatically to transfer the membership in the Association appurtenant thereto to the new Owner thereof.

ARTICLE VIII

VOTING RIGHTS

8.1 Voting Rights. The Association shall have two (2) classes of voting membership:

a) "Class A". Class A Members shall be all Owners, with the exception of the Declarant. Each Class A Member shall be entitled on all issues to one vote for each lot in which such Member holds a fee simple interest.

b) "Class B". The Class B Member shall be the Declarant and any successor to the Declarant who takes title to one or more lots for the purpose of development and sale and to whom the Declarant assigns in recorded writing all the Class B votes. The Class B Member shall be entitled to two votes for each lot in which it holds a fee simple interest. The Class B membership shall terminate and become converted to Class A membership five years from the date of recording of the Declaration. The Declarant shall have a veto power over all actions of the Association and the Board of Directors of the Association. This veto power shall expire at such time that the Declarant, or his successors or legal assigns, no longer remains the owner of at least two lots. No action authorized by the Association or the Board of Directors shall become effective nor shall any action, policy or program be implemented, until and unless the Declarant has waived its veto power or such veto power has expired. The foregoing veto power of the Declarant shall not extend or entitle the Declarant to veto the establishment of a reasonable budget for the Association or to veto the enforcement by the Association of the terms and provisions of the Declaration.

8.2 Multiple Owners. When more than one Person holds a fee simple interest in any lot, all such Persons shall be Members, but the vote for such lot shall be exercised only by that one Person designated in writing by a majority in interest of such lot Owners. If such Person designated in writing as the Person Entitled to Vote casts the vote on behalf of a particular lot, it shall thereafter be conclusively presumed for all purposes that he was acting with the authority and consent of all other Owners of such lot.

ARTICLE IX

BOARD OF DIRECTORS

The affairs of the Association shall be managed by a board of three (3) to five (5) directors who need not be Members. The initial Board shall be comprised of three (3) members, but may be enlarged to as many as five (5) members by amendment to these Articles; provided that there shall always be an odd number of directorships created; provided further that the Class A Members at all times shall have the right to elect at least one member to the Board of Directors. The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

Name

Address

Ted Suhl

P.O. Box 700
Warm Springs, Arkansas 72478

Laura Suhl

P.O. Box 700
Warm Springs, Arkansas 72478

Shirley Suhl

P.O. Box 700
Warm Springs, Arkansas 72478

ARTICLE X

OFFICERS

The affairs of the Association shall be administered by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors at its first meeting, and they shall serve at the pleasure of the Board of Directors.

ARTICLE XI

INDEMNIFICATION

11.1 Every director and every officer of the Association shall be indemnified by the Association, against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceedings whether civil, criminal, administrative or investigative, or any settlement of any proceeding, or any appeal from such proceeding to which he may be a party or in which he may become involved by reason of his being or having been a director or officer of the Association, or having served at the Association's request as a director or officer of any other corporation, whether or not he is a director or officer at the time such expenses are incurred, regardless of by whom the proceeding was brought, except in relation to matters as to which any such director or officer shall be adjudged liable for gross negligence or willful misconduct provided that in the event of a settlement, the indemnification shall apply only when the Board of Directors of the Association approves such settlement and reimbursement as being for the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

11.2 Expenses incurred in defending a suit or proceeding whether civil, criminal, administrative or investigative may be paid by the Association in advance of the final disposition of such action, suit or proceeding if authorized by all the non-interested directors upon receipt of an undertaking by or on behalf of the director or officer to repay such amount if it shall ultimately be determined that he is not to be indemnified by the Association as authorized by these Articles of Incorporation.

11.3 The Association shall have the power to purchase at its expense and maintain insurance on behalf of any person who is or was a director or officer of the Association, or is or was serving at the request of the Association as a director or officer of another association, against any liability asserted against him and incurred by him in

any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of these Articles.

ARTICLE XII

BYLAWS

The first Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the Bylaws.

ARTICLE XIII

AMENDMENTS

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

13.1 **Resolution.** The Board of Directors shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of both Classes of Members, which may be either the annual or a special meeting.

13.2 **Notice.** Within the time and in the manner provided in the Bylaws for the giving of notice of meetings to Members, written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each Member of record entitled to vote thereon. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

13.3 **Vote.** 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 at least 51% of the votes of Members of each Class.

13.4 **Multiple Amendments.** Any number of amendments may be submitted to the Members and voted upon by them at one meeting.

13.5 **Agreement.** If all of the Directors and all of the Members Entitled to Vote in both Classes of Members sign a written statement manifesting their intention that an amendment to these Articles be adopted, then the amendment shall thereby be adopted as though subsections 13.1 through 13.5 had been satisfied.

13.6 Limitations. No amendment shall make any changes in the qualifications for membership nor the voting rights of Members without approval in writing by all Members. No amendment shall be made that is in conflict with the Declaration.

13.7 Filing. A copy of each amendment shall be certified by the Secretary of State, State of Florida, and be recorded in the Public Records of Volusia County, Florida.

ARTICLE XIV

SUBSCRIBER

The name and address of the Subscriber to these Articles of Incorporation is as follows:

Ted Suhl, individually
and as Managing Member of Sonic Development Group, LLC
and as Managing Member of Maxus Development, LLC

P.O. Box 700
Warm Springs, Arkansas 72478

ARTICLE XV

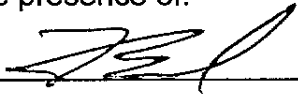
NONSTOCK CORPORATION

The Association is organized on a nonstock basis and shall not issue shares of stock evidencing membership in the Association; provided, however, that membership in the Association may be evidenced by a certificate of membership which shall contain a statement that the Association is a corporation not for profit.


These Articles are a reinstatement of that property owners association originally declared in the Plat in Plat Book 45, Page 17, and in the Declarations of Covenants, Conditions and Restrictions for Deltona Welcome Center recorded in O.R. Book 4011, Page 4021 and in the Articles recorded in O.R. Book 4011, Page 4034, all of the Public Records of Volusia County, Florida. Declarant is the successor to the original developer as set forth in the Declaration of Covenants, Conditions and Restrictions for Deltona Welcome Center.

IN WITNESS WHEREOF, the undersigned Subscriber has caused these present to be executed as of the 19th day of March 2004.

Signed, sealed, and delivered
In the presence of:



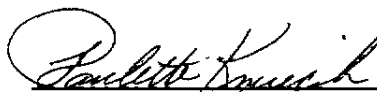



Ted Suhl, individually, and as
Managing Member of Sonic
Development Group, LLC, and as
Managing Member of Maxus
Development, LLC

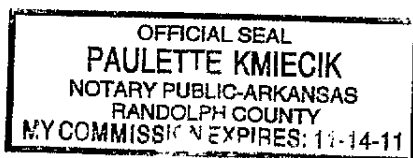
STATE OF ~~FLORIDA~~ ^{ARKANSAS})
 ^{RANDOLPH}) SS:
COUNTY OF ~~SEMINOLE~~)

I HEREBY CERTIFY that on this day, before me, an officer fully authorized in the State and County aforesaid to take acknowledgments, personally appeared Ted Suhl, the subscriber described in the foregoing Articles of Incorporation, and he acknowledged and swore to the execution of the said Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this
19th day of March 2004.


NOTARY PUBLIC
State of ~~Florida~~ ^{Arkansas} at Large

(NOTARY SEAL)



My Commission Expires:

11-14-11

FILED

2004 MAR 25 A 11: 23

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING REGISTERED
AGENT FOR SERVICE OF PROCESS

Pursuant to Chapters 48 and 617, Florida Statutes, the following is submitted in compliance with said Acts.

Deltona Welcome Center Property Owners Association, Inc., desiring to organize as a corporation under the laws of the State of Florida, with its registered office at 521 East State Road 434, Longwood, Florida 32750, has named W. Richard Thoreen, located at the above-registered office, as its Registered Agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Acts relative to keeping open said office.



W. Richard Thoreen
Registered Agent

Dated: 3/19/04