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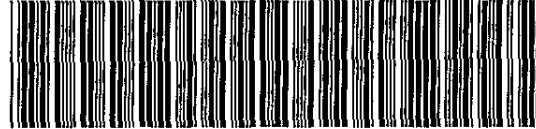
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2004 MAR 29 PM 12:50
TALLAHASSEE FLORIDA

4/5/04

Melanie A. McGahee

Attorney at Law

417 West Sugarland Highway Clewiston, Florida 33440

Telephone (863) 983-1677

Fax (863) 983-1973

March 24, 2004

Corporation Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32301

FILED
2004 MAR 29 PM 12:50
TALLAHASSEE FLORIDA
DEPT OF STATE

RE: Crescent Oaks Townhomes of Clewiston
Homeowners' Association, Inc.

Sir or Madam:

In regard to the above styled incorporation, please find the Articles of Incorporation and Resident Agent form for filing with your office, together with my firm check in the amount of \$87.50 in payment of the following fees:

Filing Fee	\$ 35.00
Resident Agent Form	35.00
Certificate of Good Standing	8.75
Certified Copy of the Articles of Incorporation	<u>8.75</u>
TOTAL:	<u>\$ 87.50</u>

We have included a self addressed, stamped envelope for your convenience in providing the certified copy of Articles of Incorporation to my office.

Thank you for your cooperation in this matter.

Sincerely,



Melanie A. McGahee

MAM:ct
Enclosures

ARTICLES OF INCORPORATION

CRESCENT OAKS TOWNHOMES OF CLEWISTON
HOMEOWNERS' ASSOCIATION, INC.

2004 MAR 29 PM 12: 50

STATE
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation, for the purpose of forming a corporation not-for-profit, pursuant to Chapter 617 of the Florida Statutes does hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I. NAME

The name of the corporation is Crescent Oaks Townhomes of Clewiston Homeowners' Association, Inc., hereinafter called the "Association."

ARTICLE II. PRINCIPAL PLACE OF BUSINESS

The principal place of business and mailing address of the Association is located at 535 E. El Paso Avenue, Clewiston, Florida 33440. The Board of Directors of the Association may change the location of the principal place of business and mailing address of said Association from time to time.

ARTICLE III. PURPOSE AND POWERS OF ASSOCIATION

Covenant Land Development, Inc., a Florida corporation ("Developer"), has developed a residential subdivision in Hendry County, Florida, known as Crescent Oaks Townhomes of Clewiston, the plat of which has been or will be recorded among the public records of Hendry County, Florida. This Association does not contemplate pecuniary gain or profit to its members and is formed as the Association described and referred to in the Declarations and shall have the power and responsibility to maintain the entrance sign and wall located within any sign and wall easement, shall have the power and authority to enforce the terms and provisions of the Declarations, shall have the power and authority to develop and implement a security system, shall pay the cost of street lighting for the Subdivision, shall contribute its proportionate share of the costs of maintenance of lighting and irrigation of the Subdivision, specifically including, the landscaped areas within the landscape easements in the Subdivision. The term "proportionate share" shall be deemed to mean the ratio of the number of lots in the Subdivision to the total number of developed lots within those areas of the Subdivision obligated to contribute to the foregoing maintenance costs. Maintenance shall include repair, replacement and costs of irrigation. The Association shall also have such other authority as may be necessary for the purpose of promoting the health, safety, and general welfare of the residents, and of the owners of lots in the Subdivisions who are members of the Association.

In furtherance of such purposes, the Association shall have the power 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 Declarations, as the same may be amended from

time to time as therein provided, the terms of which Declarations are incorporated herein by reference;

(b) Fix, levy, collect, and enforce payment by any lawful means of all charges and assessments pursuant to the terms of the Declarations and the Bylaws of the Association; and pay all expenses in connection therewith, and all office and other expenses incidental to the conduct of the business of the Association, including all licenses, taxes, or governmental charges levied on 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;

(d) Borrow money, and with the assent of two-thirds (2/3) of each class of members, 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) Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, provided that any such merger or consolidation shall have the assent of two-thirds (2/3) of the members; and

(f) Have and to exercise any and all powers, rights and privileges that a nonprofit corporation organized under Chapter 617 of the Florida Statutes by law may now or hereafter have or exercise, as well as all other express and implied powers of corporations not-for-profit.

The Association shall be conducted as a nonprofit organization for the benefit of its members. 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 Declarations and in accordance with the bylaws and no part of any net earnings of the Association will inure to the benefit of any member.

ARTICLE V. MEMBERS

Every person or entity who is a record owner of a fee or undivided fee interest in any lot (as defined in the Declarations and referred to herein as "Lot") in the Subdivision 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. Membership in the Association shall be appurtenant to the ownership of a Lot and it may not be transferred separate from the ownership of a Lot. The owner of each Lot shall be entitled to one (1) vote at any meeting of members of the Association.

ARTICLE VI. DURATION

The period of duration of the Association shall be perpetual, unless sooner dissolved pursuant to provisions of Florida Statutes 617, as amended.

ARTICLE VII. INCORPORATOR

The name and residence address of each incorporator is:

James L. Pittman
535 E. El Paso Avenue
Clewiston, FL 33440

ARTICLE VIII. OFFICERS AND DIRECTORS

The affairs of the Association shall be managed by a Board of Directors who shall be members of the Association. The Board of Directors shall be elected at the annual meeting of the Association. Vacancies on the Board of Directors may be filled until the next annual meeting in such a manner as provided by the Bylaws. The officers shall be: a President, Vice President, Secretary, and Treasurer. They shall be elected by the Board of Directors. The officers and members of the Board of Directors shall perform such duties, hold office for such term, and take office at such time as shall be provided by the Bylaws of the Association.

ARTICLE IX. INITIAL DIRECTORS

The number of persons constituting the first Board of Directors of the Association shall be three (3). The first Board of Directors who shall serve until the first election at the regular annual meeting are:

James L. Pittman
535 E. El Paso Avenue
Clewiston, FL 33440

Paula Y. Pittman
535 E. El Paso Avenue
Clewiston, FL 33440

Melanie R. Pittman
535 E. EL Paso Avenue
Clewiston, FL 33440

ARTICLE X. BYLAWS

The Bylaws of the Association may be made, altered, or rescinded as provided for in the Bylaws of the Association. However, the initial Bylaws of the Association shall be made and adopted by the initial Board of Directors of the Association.

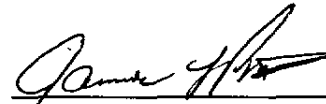
ARTICLE XI. AMENDMENT OF ARTICLES OF INCORPORATION

Amendments to these Articles of Incorporation may be proposed by any member of the Association. These Articles may be amended at any annual meeting of the Association, or at any special meeting duly called and held for such purpose, on the affirmative vote of three-fourths (3/4) of the membership existing at the time of, and present at such meeting. A copy of each amendment shall be filed with the Secretary of State, pursuant to the provisions of the applicable Florida Statutes and a copy certified by the secretary of State shall be recorded in the public records of Hendry County, Florida.

ARTICLE XII. DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by no less than two-thirds (2/3) of the members. Upon dissolution of the Association, other than incident to merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed, and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned subscriber has executed these Articles of Incorporation this 25th day of March, 2004.



JAMES L. PITTMAN

STATE OF FLORIDA
COUNTY OF HENDRY

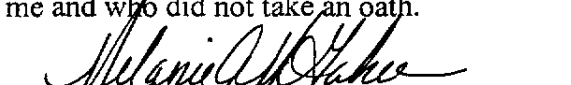
The foregoing instrument was acknowledged before me this 25th day of March, 2004 by JAMES L. PITTMAN, who is personally known to me and who did not take an oath.

(Seal)



Melanie A. McGahee
My Commission DD165617
Expires November 14, 2006

My commission expires:



NOTARY PUBLIC
Printed Name: Melanie A. McGahee

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CLERK OF STATE
TALLAHASSEE FLORIDA

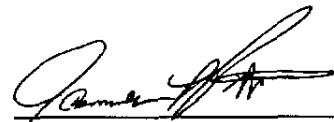
**CERTIFICATE OF DESIGNATION
OF RESIDENT AGENT AND
ACCEPTANCE OF DESIGNATION**

Pursuant to the provisions of the Florida Statutes, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating its Registered Office and Registered Agent in the State of Florida:

1. The name of the corporation is: CRESCENT OAKS TOWNHOMES OF CLEWISTON HOMEOWNERS' ASSOCIATION, INC.
2. The name and address of the Registered Agent and Office is:

James L. Pittman
535 E. El Paso Avenue
Clewiston, Florida 33440

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in the 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 am familiar with and accept the obligations of my position as Registered Agent.



James L. Pittman, Registered Agent

Date: March 25, 2004