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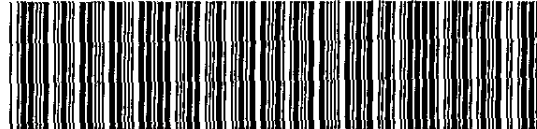
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ABEL | BAND

ATTORNEYS AND COUNSELORS AT LAW

Mailing Address: P.O. Box 49948, Sarasota, FL 34230-6948

240 South Pineapple Avenue
Sarasota, FL 34236
TEL 941-366-6660
FAX 941-366-3999

WWW.ABELBAND.COM

Scott E. Gordon

Board Certified Real Estate Attorney

Writer's Direct Line: (941) 364-2736

Direct E-mail: sgordon@abelband.com

Please refer to our file number: 14321-1

April 19, 2004

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: ***Southern Pines Homeowners Association of Bradenton, Inc.***

Dear Sir or Madam:


In connection with the above referenced matter, we enclose the following items:

1. Original and one copy of the Articles of Incorporation.
2. Check in the amount of \$78.75 payable to Florida Department of State, Division of Corporations.

We would appreciate your filing the Articles of Incorporation at your earliest convenience and returning a copy of the filed document to the undersigned. Should you have any questions, please do not hesitate to contact me.

Very truly yours,

ABEL, BAND, RUSSELL, COLLIER,
PITCHFORD & GORDON, CHARTERED



Scott E. Gordon

SEG:blt
Enclosures

SARASOTA, FLORIDA

VENICE, FLORIDA

DENVER, COLORADO

ABEL, BAND, RUSSELL, COLLIER, PITCHFORD & GORDON, CHARTERED

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ARTICLES OF INCORPORATION

04 APR 22 PM 5:34

OF

SOUTHERN PINES HOMEOWNERS ASSOCIATION OF BRADENTON, INC.

The undersigned, each with the capacity to contract, hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a not-for-profit corporation under and by virtue of the laws of the State of Florida as contained in Chapter 617, Florida Statutes, and under Chapter 723, Florida Statutes, as amended (the "Acts").

ARTICLE 1. NAME

The name of the corporation shall be SOUTHERN PINES HOMEOWNERS ASSOCIATION OF BRADENTON, INC. The principal office and mailing address of the corporation is c/o Scott E. Gordon, Esquire, 240 South Pineapple Avenue, Sarasota, Florida 34236.

ARTICLE 2. DURATION

The date of commencement of corporate existence shall be on the date the Articles are filed with the Department of State, and the period of duration of the corporation shall be perpetual.

ARTICLE 3. PURPOSE AND POWERS

The general purpose for which the corporation is initially organized is to engage in, conduct and carry on the business of operation of a home owners association pursuant to F.S. Chapter 723; the corporation has the power to negotiate for, acquire and operate the mobile home park on behalf of the home owners; to engage in activities which are necessary, suitable or convenient for the accomplishment of that purpose, or which are incidental thereto or connected

therewith; and to transact any or all lawful business for which corporations may be incorporated under the Acts. In addition, the corporation shall have all the powers specified in Section 617.0302, Florida Statutes. In the event the corporation purchases SOUTHERN PINES MOBILE HOME PARK in Bradenton, Manatee County, Florida, it shall convert the same to a condominium, cooperative or other type of ownership.

ARTICLE 4. MEMBERSHIP

The members of the corporation are bona fide owners of a mobile home as defined in Chapter 723, Florida Statutes, located in SOUTHERN PINES MOBILE HOME PARK, in Bradenton, Manatee County, Florida, over two-thirds (2/3) of which have consented in writing to the formation of the corporation.

ARTICLE 5. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 240 South Pineapple Avenue, Sarasota, Florida 34236, and the name of the initial registered agent of the corporation at such address is SCOTT E. GORDON.

ARTICLE 6. DIRECTORS

The initial Board of Directors shall consist of no more than nine (9) members who are elected according to the Bylaws of the corporation. The names and addresses of the persons who are to serve as directors until the first annual meeting of the members or until their successors be elected and qualify, or until their earlier resignation, removal from office or death, are as follow:

Name:	Address:
Ana Rodriguez	925-301 Blvd. East, Lot 66, Bradenton, FL 34203
Dorothy Weaver	925-301 Blvd. East, Lot 53, Bradenton, FL 34203
Ivette Torres	925-301 Blvd. East, Lot 13, Bradenton, FL 34203

Deborah Abney	925-301 Blvd. East, Lot 14, Bradenton, FL 34203
Rosalia Rivera	925-301 Blvd. East, Lot 72, Bradenton, FL 34203
Nancy Minnick	925-301 Blvd. East, Lot 65, Bradenton, FL 34203
Leonor Ortega	925-301 Blvd. East, Lot 86, Bradenton, FL 34203
Ruth Ven Harrikissoon	925-301 Blvd. East, Lot 50, Bradenton, FL 34203
Brunilda Lopez	925-301 Blvd. East, Lot 47, Bradenton, FL 34203

ARTICLE 7. INCORPORATORS

The names and address of the incorporators of the corporation are as follows:

Name:	Address:
Demple Milton	925-301 Blvd. East, Lot 22, Bradenton, FL 34203
Dorothy Weaver	925-301 Blvd. East, Lot 53, Bradenton, FL 34203

ARTICLE 8. PROVISIONS FOR THE REGULATION OF THE BUSINESS AND FOR THE CONDUCT OF THE AFFAIRS OF THE CORPORATION

8.1 Meetings of Members and Directors. Meetings of the members and directors of the corporation may be held within the State of Florida at such place or places as may from time to time be designated in the bylaws or by resolution of the Directors.

8.2 Amendments to Articles of Incorporation. The power to amend the Articles of Incorporation shall be in the members, but the affirmative vote of two-thirds (2/3) of the members shall be necessary to exercise that power; except, however, upon the acquisition of the mobile home park and conversion to a condominium, cooperative or other type of ownership, in which event, the affirmative vote of the majority of the members of the Board of Directors shall be sufficient to amend these Articles of Incorporation so that the corporation shall have all the

powers necessary and/or convenient for the operation and management of such condominium, cooperative or other type of resident-owned mobile home community, including, but not limited to, changing the qualifications for membership in the corporation.

8.3. Bylaws. The initial Bylaws of the corporation shall be adopted by the Directors. The power to amend or repeal the Bylaws or to adopt new Bylaws shall be in the members, but the affirmative vote of the majority of the members shall be necessary to exercise that power; except, however, upon the acquisition of the mobile home park and conversion to a condominium, cooperative or other type of ownership, the affirmative vote of the majority of the members of the Board of Directors shall be sufficient to amend the Bylaws so that the corporation shall have all the powers necessary and/or convenient for the operation and management of such condominium, cooperative or other type of resident-owned community, including, but not limited to, changing the qualifications for membership in the corporation. The Bylaws may contain any provisions for the regulation and management of the corporation which are consistent with the Acts and these Articles of Incorporation.

8.4 Contract in Which Directors Have an Interest. No contract or other transaction of the corporation with any person, firm or corporation or no contract or other transaction in which the corporation is interested shall be invalidated or affected by (a) the fact that one or more of the directors or officers is a director or officer of another corporation, or (b) the fact that any director, individually or jointly with others, may be party to or may be interested in the contract or transaction; and each person who may become a director of the corporation is hereby relieved from any liability that might otherwise arise by reason of his contracting with the corporation for the benefit of himself or any firm, or corporation in which he may be interested.

**ARTICLE 9. RESTATEMENT IN THE EVENT
OF A PURCHASE OF THE PARK**

In the event the corporation purchases SOUTHERN PINES MOBILE HOME PARK, and before the issuance of any cooperative membership certificate, these Articles may be amended and restated in order to create a residential cooperative association under Chapter 719, Florida Statutes by a resolution of the Board of Directors.

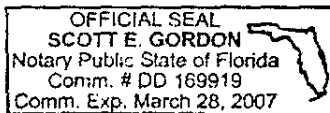
IN WITNESS WHEREOF, the undersigned have executed these Article of Incorporation on this 19 day of April, 2004.

Dorothy Weaver
Dorothy Weaver, Incorporator

Demple Milton
Demple Milton, Incorporator

STATE OF FLORIDA
COUNTY OF Sarasota

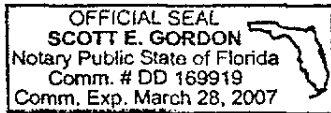
The foregoing instrument was acknowledged before me this 19 day of April, 2004, by **Dorothy Weaver**, who is personally known to me or who produced her Florida driver's license as identification.



[Signature]
Notary Public

STATE OF FLORIDA
COUNTY OF SANMORA

The foregoing instrument was acknowledged before me this 19 day of April, 2004, by **Dempe Milton**, who is personally known to me or who produced her Florida Driver License as identification.

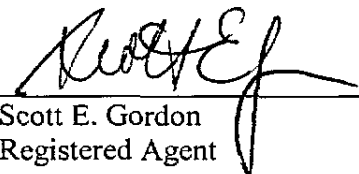




Notary Public

ACCEPTANCE OF REGISTERED AGENT

I have been designated as Registered Agent in the above Articles. Simultaneously, I hereby accept the appointment as Registered Agent.



Scott E. Gordon
Registered Agent

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