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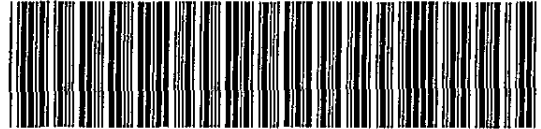
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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
04 JUN 24 AM 11:01

MIDDLE LAKE ASSOCIATION, INC.
1804 BUNKER HILL DRIVE
SUN CITY CENTER, FLORIDA 33573

May 27, 2004

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

Enclosed is a copy of our Articles of Incorporation for permanent recording along with our check in the amount of \$78.25 to cover the cost of the following:

Filing fee for Articles of Incorporation	\$ 35.00
Application for Registered Name	35.00
Certified copy	<u>8.25</u>
Total	\$ 78.25

Please return the Certified Copy to my attention. Thank you.

Sincerely,



Charles P. Collins III
Incorporator

1804 Bunker Hill Dr
Sun City Center, FL 33573
(813) 634-6564

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MIDDLE LAKE ASSOCIATION, INC.
(A Homeowners' Association)

ARTICLES OF INCORPORATION

THE UNDERSIGNED INCORPORATOR to these Articles of Incorporation hereby proposes the incorporation under Chapter 617, Corporations Not for Profit and Chapter 720, Homeowners Associations, Florida Statutes, and hereby makes, subscribes, acknowledges and files with the Secretary of State of the State of Florida, Articles of Incorporation, and hereby certifies as follows:

ARTICLE I

NAME AND LOCATION

The name of this corporation shall be MIDDLE LAKE ASSOCIATION, INC. (hereinafter referred to as the "Association"), and its initial office for the transaction of its affairs shall be 1804 Bunker Hill Dr, Sun City Center, Florida 33573-5008.

ARTICLE II

PURPOSES

This non-stock Association does not contemplate pecuniary gain or profit to the members thereof, and no distribution of income to its members, directors or officers shall be made, except that nothing herein shall prevent the Association from compensating persons who may be members, directors or officers in exchange for services actually rendered to, or costs actually incurred for the benefit of the Association in furtherance of one or more of its purposes. The general purpose of this Association is to promote the common interests of the property owners in Del Webb's Sun City, Unit No. 25, according to map or plat thereof recorded in Plat Book 42 on Page 15 of the Public Records of Hillsborough County, Florida (hereinafter referred to as "Middle Lake"), and the specific purpose is to perform the functions of the Association as contemplated in the Declaration of Restrictions for Middle Lake as recorded in the Public Records of Hillsborough County, Florida (hereinafter referred to as the "Covenants"); as the same may in the future be amended, which purposes shall include but not be limited to:

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24 JUN 24 AM 11:01

1. Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Covenants;

2. Fix, levy, collect and enforce payment, by any lawful means, all charges or assessments pursuant to the terms of the Covenants;

3. Pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association; and

4. Have and exercise any and all other powers, rights and privileges of a homeowners' association organized under the law of the State of Florida.

ARTICLE III

MEMBERSHIP AND VOTING RIGHTS

A. Eligibility. Every person, whether an individual, corporation or other entity, who is the record owner of an aforementioned Lot that is subject to assessment pursuant to the Declaration shall become a member of the Association upon the recording of the instrument of conveyance. If title to a Lot is held by more than one person, each such person shall be a member. A Homeowner of more than one Lot is entitled to membership for each Lot owned. No person other than a Homeowner may be a member of the Association, and a membership in the Association may not be transferred except by the transfer of title to a Lot.

B. Classes of Membership and Voting: The Association shall have one class of voting membership which shall be all persons owning record title to the Lots in Unit 25. Subject to the provisions of Section A of this Article, members are entitled to cast one vote for each Lot owned. There shall be no cumulative voting for Directors or any other matters.

C. Transferability: Each membership is appurtenant to the Lot upon which it is based and is transferred automatically by conveyance of title to that Lot whether or not mention thereof is made in such conveyance of title.

ARTICLE IV

TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE V

INCORPORATOR

The name and residence of the Incorporator to these Articles of Incorporation is the following:

NAME

Charles P. Collins III

ADDRESS

1804 Bunker Hill Dr
Sun City Center, Florida 33573

ARTICLE VI

MANAGEMENT

The affairs of the Corporation shall be managed by its Board of Directors, which shall consist of not less than three (3) nor more than nine (9) individuals, the precise number to be fixed in the Bylaws or by the Board of Directors of the Association from time to time. Directors shall be elected for one year terms by the members at the annual members' meeting, to be held as scheduled by the Board of Directors each year in the manner prescribed in the Bylaws of the Association, and shall hold office until their respective successors are duly elected and qualified. The Board shall elect a President, Vice President, Secretary and Treasurer of the Association, and such other officers as may, in the opinion of the Board, from time to time be necessary to adequately administer the affairs of the Association. Such officers are to hold office at the pleasure of the Board or until their successors are duly elected and qualified. Officers may be Directors. Officers and Directors must be members, in good standing, of the Association. Any individual may hold no more than two (2) corporate offices. The officers shall have such duties as may be specified by the Board or the Bylaws of the Association. Vacancies occurring on the Board and among the officers shall be filled in the manner prescribed by the Bylaws of the Association.

ARTICLE VII

INITIAL OFFICERS

The names of the initial officers who are to serve until their successors are elected under the provisions of these Articles of Incorporation and the Bylaws are the following:

<u>Title</u>	<u>Identity</u>
President	Charles P. Colins III
Vice President	Constance L. Barrs
Secretary	Marie A. Hamly
Treasurer	Ann M. Carl

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

The number of persons constituting the initial Board of Directors of the Association shall be four (4) and the names and addresses of the members of such first Board of Directors, who shall hold office until their respective successors are elected pursuant to the provisions of these Articles of Incorporation and the Bylaws, are the following:

Charles P. Colins III	1804 Bunker Hill Dr, Sun City Center, Florida 33573
Constance L. Barrs	1531 Del Webb Blvd W, Sun City Center, Florida 33573
Marie A. Hamly	1514 Blackstone Cir, Sun City Center, Florida 33573
Ann M. Carl	1802 Bunker Hill Dr, Sun City Center, Florida 33573

ARTICLE IX

BYLAWS

After approval of a majority of the then owners of all lots subject to the governance by the Association, the Bylaws of the Association shall be adopted by the initial Board of Directors, as constituted under Article VIII above, at the organizational meeting of the Board. Thereafter the Bylaws may be altered, amended, or rescinded by the affirmative vote of two-thirds (2/3) of the Board of Directors, and after notice to the members, by the majority vote of members at any regular or special meeting of the membership.

ARTICLE X

AMENDMENTS

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

1. The Board of Directors shall adopt a resolution setting forth a proposed amendment and directing that it be submitted to a vote at a meeting of members, which may be either the annual or a special meeting.

2. Written notice setting forth the proposed amendment or a summary of the changes to be affected thereby shall be given to each member of record entitled to vote thereon within the time and in the manner provided by Florida Statutes for the giving of notice of meetings of members.

If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

3. 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 two-thirds (2/3) of the votes of members entitled to vote thereon. For voting purposes, the collective owners of each lot shall be considered as one member.

Any number of amendments may be submitted to the members and voted upon by them at one meeting.

Notwithstanding anything herein to the contrary, no amendment to these Articles of Incorporation shall be valid which constitutes a material change concerning:

- a. voting rights of members;
- b. boundaries of any Lot;
- c. convertibility of Lots into Common Properties; and
- d. imposition of any restrictions on an Owner's right to sell or transfer his or her Unit or Lot.

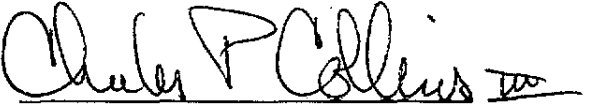
ARTICLE XI

REGISTERED OFFICE AND AGENT

Pursuant to Section 48.091 and Section 607.0501, Florida Statutes, the name and address of the Initial Registered Agent for service of process upon the Association is:

James P. Hines, Jr.
315 S. Hyde Park Ave.
Tampa, FL 33606

The above address is also the address of the registered office of the Association.


Charles P. Collins III, Incorporator

The foregoing instrument was acknowledged before me this 27th day of May, 2004, by Charles P. Collins III, personally known to me, or who produced _____ (type of identification i.e. driver's license) as identification who is the person who executed the foregoing Articles of Incorporation, and who acknowledged to me that he executed the same as his free act and deed for the uses and purposes therein set forth.

My Commission Expires: December 11, 2006

Judith Hill
(Signature)

(AFFIX NOTARY SEAL)



Judith Hill
MY COMMISSION # DD171119 EXPIRES
December 11, 2006
BONDED THRU TROY FAIN INSURANCE, INC.

Name: Judith Hill
(Legibly Printed)
Notary Public, State of Florida

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, having been named as registered agent and to accept service of process for MIDDLE LAKE ASSOCIATION, INC., hereby accepts the appointment as registered agent and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of statutes relating to the proper and complete performance of his duties and is familiar with and accepts the obligations of his position as registered agent.

James P. Hines, Jr.
James P. Hines, Jr.

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