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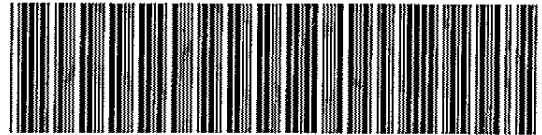
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July 8, 2005

Secretary of State
Division of Corporations
Bureau of Corporate Records
P. O. Box 6327
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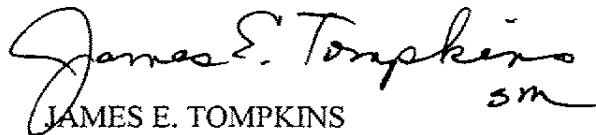
Re: **MOON RANCH ESTATES PROPERTY OWNERS' ASSOCIATION, INC.**

Gentlemen:

Enclosed please find an original and one copy of Articles of Incorporation for the above corporation, together with our check no. 40140, in the amount of \$70.00 representing filing fee and resident agent designation. Please conform and return the copy of the Articles directly to this office. I have enclosed a stamped, self-addressed envelope for your convenience.

If you have any questions, please advise.

Very truly yours,


JAMES E. TOMPKINS

JET/sm

Encl.

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DIVISION OF CORPORATE RECORDS
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**ARTICLES OF INCORPORATION
OF
MOON RANCH ESTATES
PROPERTY OWNERS' ASSOCIATION, INC.**

A Florida Non-Profit Corporation

In compliance with the requirements of the Laws of the State of Florida, the undersigned hereby, for the purpose of forming a corporation not for profit, certifies:

ARTICLE I - NAME

The name of the corporation is **MOON RANCH ESTATES PROPERTY OWNERS' ASSOCIATION, INC.**, a Florida Non-Profit Corporation, hereinafter called the Association.

ARTICLE II – Duration

The term of the Association shall be perpetual.

ARTICLE III – Definitions

All definitions in the Declaration of Restrictions to which these Articles are attached as Exhibit "A" and recorded in the Public Records of Highlands County, Florida, are incorporated herein by reference and made a part hereof.

ARTICLE IV – Purpose

This Association does not contemplate pecuniary gain or profit for itself nor to the members thereof, and the specific purposes for which this corporation is organized are to provide for the operation and maintenance of the surface water management system facilities within that certain real property described in the "Declaration of Restriction" to which these Articles of Incorporation are attached as Exhibit "A", as recorded in the Public Records of Highlands County, Florida, (hereinafter referred to as the "Declaration"), and for homeowners' association purposes within the meaning of Section 501(C)(3) of the Internal Revenue Codes of 1986 or the corresponding provision of any future United States Internal Revenue Law.

Notwithstanding any other provision of these Articles, the Association shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income tax under Section 501(C)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE V— Powers of the Association

The Association shall have all the powers and duties reasonably necessary to operate and maintain the Association, including, but not limited to, the following:

(a) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(b) To operate and maintain the surface water management system facilities, including all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, floodplain compensation areas, wetlands and any associated buffer areas, and wetland mitigation areas;

(c) To fix, levy, collect, and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration or By-Laws of the Association; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes, or governmental charges levied or imposed against the property of the Association;

(d) To acquire (by gift, purchase, or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer or otherwise dispose of real or personal property in connection with the affairs of the Association;

(e) To borrow money, and with the assent of two-thirds (2/3rds) of each class of members at a duly called meeting of the Association, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(f) To dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective without obtaining consent of two-thirds (2/3rds) of the members to such dedication, sale or transfer in writing or by vote at a duly called meeting of the Association, and unless prior written consent of Declarant is obtained for so long as Declarant owns a lot;

(g) To participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the consent and approval of the class B member, or subsequent to termination of class B membership, the assent and approval of two-thirds (2/3rds) of the class A members, at a duly called meeting of the Association, except as otherwise provided in the Declaration;

(h) To promulgate or enforce rules, regulations, by-laws, covenants, restrictions or agreements to effectuate all of the purposes for which the Association is organized;

(i) To sue and be sued;

(j) To have and to exercise any and all powers, rights and privileges which a non-profit corporation organized under the Laws of the State of Florida may now or hereafter have or exercise;

(j) To contract for management of the Association and/or for operation and maintenance of the surface water management system facilities and to delegate in such contract all or any part of the powers and duties of the Association, and to contract for services to be provided the Owners including, but not limited to, maintenance, utilities and master antenna or cable television and/or radio system.

ARTICLE VI- Membership

The owner(s) of every lot in the real property included in the Declaration shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any lot.

ARTICLE VII – Voting Rights

The Association shall have two (2) classes of voting membership:

Class A. Class A members shall be all Property Owners with the exception of the Declarants, their successors and/or assigns, and shall be entitled to one (1) vote for each lot owned. When more than one (1) person holds an interest in any lot, all such persons shall be members. The vote for such lot or unit shall be exercised as they determine, but in no event shall more than one (1) vote be cast with respect to any lot.

Class B. The Class B member shall be Declarants, their successors and/or assigns, and shall be entitled to 50 votes. The Class B membership shall cease on the happening of any of the following events, whichever occurs earliest:

(a) Upon the conveyance by Declarants, their successors and/or assigns, of the last lot owned by Declarant, their successors and/or assigns, which is located within a portion of the properties; or

(b) At such earlier date as Declarants, their successors and/or assigns may determine.

ARTICLE VIII – Principal Office

The street address of its principal office and mailing address is: **655 Moon Ranch Road, Sebring, Florida 33870.**

ARTICLE IX – Initial Registered Agent and Address

The street address of the corporation's initial registered office is **655 Moon Ranch Road, Sebring, Florida 33870**, and the name of its initial registered agent at that office is **GARY L. RAPP**, who has filed his written acceptance.

ARTICLE X – Initial Board of Directors

The affairs of the Association shall be managed by a Board of Directors consisting of not less than three (3) nor more than five (5) persons who need not be members of the Association. The first Board shall consist of three (3) members. Thereafter the number of Directors may be increased to a maximum of five (5) by a majority vote of the Board of Directors.

The first election of directors shall be held when Class B membership ceases as provided in Article VIII hereof at a meeting of the members called for that purpose. Three (3) directors shall be elected at this first election, one (1) for a term of one (1) year, one (1) for a term of two (2) years, and one (1) for a term of three (3) years. If the number of directors is increased by the Board of Directors as provided above, then said Board shall also determine the term of each new directorship so created.

At each annual meeting thereafter a number of directors equal to that of those whose terms have expired shall be elected for the term of three (3) years. At the expiration of any term of three (3) years, any director may be re-elected.

The directors named in these Articles shall serve until the first election of directors, and any vacancies in their number occurring before the first election shall be filled by the remaining directors. The names and addresses of the first Board of Directors of the Association who shall hold office until their successors are elected and are qualified, or until removed, are as follows:

<u>Name</u>	<u>Address</u>
Gary L. Rapp	655 Moon Ranch Road, Sebring, Florida 33870
Kathleen G. Rapp	655 Moon Ranch Road, Sebring, Florida 33870
Terrill L. Morris	307 South Commerce Avenue, Sebring, Florida 33870

ARTICLE XI – Officers

The Board of Directors shall elect the President and Secretary-Treasurer and as many Vice-Presidents, Assistant Secretaries and Assistant Treasurers as the Board of Directors shall, from time to time, determine.

The names and addresses of the Officers who shall serve until their successors are designated by the Board of Directors are as follows:

President: Gary L. Rapp, 655 Moon Ranch Road, Sebring, Florida 33870

Secretary-Treasurer: Kathleen G. Rapp, 655 Moon Ranch Road, Sebring, Florida 33870

ARTICLE XII – By-Laws

The original By-Laws of the Association shall be adopted by a majority vote of the Directors. Thereafter, the By-Laws of the Association may be amended, altered or rescinded at a regular or special meeting of the members by a vote of a majority of a quorum of members present in person or by proxy.

ARTICLE XIII – Indemnification of Officers and Directors

The Association shall and does hereby indemnify and hold harmless every Director and every Officer, their heirs, executors and administrators, against all loss, cost and expenses reasonably incurred in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a Director or Officer of the Association, including reasonable counsel fees, except as to any matter wherein he shall be finally adjudged in such action, suit or proceeding to be liable for or guilty of gross negligence or willful misconduct. The foregoing rights shall be in addition to, and not exclusive of, all other rights to which such Director or Officer may be entitled.

ARTICLE XIV – Transaction in Which Directors or Officers are Interested

No contract or transaction between the Association and one (1) or more of its Directors or Officers, or between the Association and any other corporation, partnership, association, and other organization in which one (1) or more of its officers or directors are officers or directors of this Association shall be invalid, void or voidable solely for this reason, or solely because the officer or director is present at, or participates in, meetings of the Board or Committee thereof which authorized the contract or transaction, or solely because said officers' or directors' votes are counted for such purposes. No director or officer of the Association shall incur liability by reason of the fact that said director or officer may be interested in any such contract or transaction.

Interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a Committee that authorized the contract or transaction.

ARTICLE XV – Dissolution

In the event of the dissolution of the Association, other than incident to a 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 the Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE XVI - Amendment

Amendment of these Articles shall require the assent of a majority of the votes of the entire membership.

ARTICLE XVII – Incorporator

The name and address of the person signing these Articles is:

Gary L. Rapp 655 Moon Ranch Road, Sebring, Florida 33870

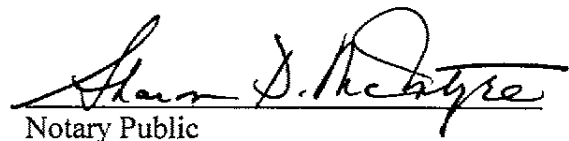
8th IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this day of July, 2005.


GARY L. RAPP

STATE OF FLORIDA
COUNTY OF HIGHLANDS

BEFORE ME, a Notary Public authorized to take acknowledgements in the state and county set forth above, personally appeared **GARY L. RAPP** who [X] is personally known to me, or who [] has produced _____ as identification, who did not take an oath, and who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 8th day of July, 2005.


Notary Public

(Notary Seal)

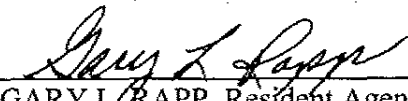


"OFFICIAL SEAL"
Sharon D. McIntyre
My Commission Expires 11/4/2006
Commission #DD 162668

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of **MOON RANCH ESTATES PROPERTY OWNERS' ASSOCIATION, INC.**, which is contained in the foregoing Articles of Incorporation.

Dated this 8th day of July, 2005



GARY L. RAPP, Resident Agent

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