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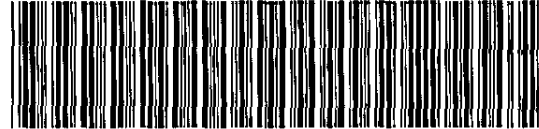
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J. Stivers JUL 28 2005
NO 5-30856

**ARTICLES OF INCORPORATION
OF
SOUTHPOINT AIRPARK COMMUNITY ASSOCIATION, INC.**

The undersigned subscribers to these Article of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation not-for-profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is SOUTHPOINT AIRPARK COMMUNITY ASSOCIATION, INC.

ARTICLE II - GENERAL PURPOSE

The general nature of the objects and purposes of this corporation shall be to promote the betterment of the land and of all land owners who own property in SOUTHPOINT AIRPARK, a subdivision located in Hendry County, Florida.

ARTICLE III - MEMBERS

The membership of this corporation shall consist of those persons who own any real property in SOUTHPOINT AIRPARK, a subdivision in Hendry County, Florida. Those members or their successors shall have voting rights as provided in the Declaration of Covenants and Restrictions and the Bylaws of the corporation.

ARTICLE IV - PERPETUAL EXISTENCE

This corporation shall have a perpetual existence. However, if the Association is dissolved, the property consisting of the surface water management system shall be conveyed to an appropriate agency of local government. If it is not accepted, then the surface water management system must be dedicated to a similar non-profit corporation.

ARTICLE V - INCORPORATORS

The names and residences of the subscribers are:

- a. Robert H. Morrison, 110 Kirby Thompson Road, Alva, FL, 33920.
- b. Robert B. Haas, 6044 West Hwy 80, Alva, FL. 33920.
- c. Charles Nickerson, 5261 Queens Kew, Bonita Springs, FL, 34134.

The registered office shall be at 110 Kirby Thompson Road, Alva, FL, 33920, and the resident agent that address is Robert H. Morrison. The principal office and the mailing address of the corporation shall be 110 Kirby Thompson Road, Alva, FL, 33920. The Board of Directors shall have the right to change the principal office and/or mailing address of the corporation.

ARTICLE VI - BOARD OF DIRECTORS

The corporation shall have three (3) members on the Board of Directors. The names and street addresses of the first Board of Directors are:

- a. Class 3: Robert H. Morrison, 110 Kirby Thompson Road, Alva, FL, 33920.
- b. Class 2: Robert B. Haas, 6044 West Hwy 80, Alva, FL, 33920.
- c. Class 1: Charles Nickerson, 5261 Queens Kew, Bonita Springs, FL, 34134.

ARTICLE VII - OFFICERS

The officers of the corporation shall be President, a Vice-President, and a Secretary/Treasurer and such other officers as may be provided in the Bylaws. The names and street addresses of the persons who are to serve as officers of the corporation until the first meeting of the Board of Directors are:

| | |
|----------------|---------------------|
| President | Robert H. Morrison. |
| Vice President | Robert B. Haas. |
| Sec'y/Treas. | Charles Nickerson. |

The affairs of the corporation shall be managed by a President, Vice-President and Secretary-Treasurer who shall serve until such time as new officers are elected. Such officers shall be elected by a majority vote of the Board of Directors at the annual meeting.

ARTICLE VIII - BY-LAWS

The Bylaws of the corporation may be made, altered or rescinded by a majority vote of the Board of Directors present at any regular or special meeting called for that purpose and by the members as provided in the By-Laws.

ARTICLE IX - POWERS

The corporation shall have all powers provided by Florida Statutes Section 617.0302 as it exists from time to time, together with the following general powers:

a. to sue and be sued, to defend any and all actions and proceedings in its corporate name to the same extent as a natural person;

b. to make contracts and incur liabilities, including contracts to provide the services for operation and maintenance;

c. to borrow money at such rates of interest as the corporation may determine, issue its notes, bonds or other obligations and secure any other obligations by mortgage and pledge of all or any part of its property or income.

d. to operate and maintain common properties and specifically the conservation easement and surface water management system as permitted by the South Florida Water Management District including lakes, detention areas, culverts and related appurtenances;

e. levy assessments for maintenance of roads and drainage, drainage ditches, culverts and other appurtenances thereto, levy assessments for corporate expenses, impose fines as provided by the covenants and restrictions, to set and collect assessments as provided in the Declaration of Covenants and Restrictions, and enforce said assessments by lien upon landowners' lots and to foreclose same as a mortgage if it remains unpaid for more than a reasonable time as determined by the Board of Directors;

f. own, hold, use and convey, transfer, dispose of and to mortgage or encumber such real estate and personal property as shall be necessary for its corporate purposes;

g. to receive and maintain a fund or funds of real or personal property, or both, and to use and apply the whole or any part thereof.

h. to establish rules and regulations by the Board of Directors.

i. In addition to the foregoing powers, all of those powers set forth in the Florida Statutes for a non-profit corporation.

ARTICLE X AMENDMENTS

These Articles of Incorporation may be amended by a vote of two-thirds of the votes of a quorum of the members present in person or by proxy at any meeting duly noticed.

IN WITNESS WHEREOF, the undersigned, as Incorporators, have executed

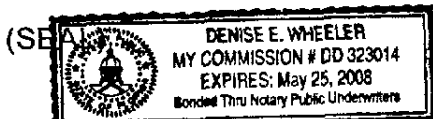
the foregoing Articles of Incorporation this 13th day of June 2003

Robert H. Morrison
ROBERT H. MORRISON

Robert B. Haas
ROBERT B. HAAS

Charles Nickerson
CHARLES NICKERSON

BEFORE ME, a Notary Public personally appeared ROBERT H. MORRISON, to me personally known and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation this 13th day of June, 2003.



Denise E. Wheeler
Notary Public
My Commission Expires:

BEFORE ME, a Notary Public personally appeared ROBERT B. HAAS, to me personally known and who executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed to these Articles of Incorporation this 14th day of June, 2003.



Nancy Perkins
Notary Public
My Commission Expires:

BEFORE ME, a Notary Public personally appeared CHARLES NICKERSON, to me personally known and who executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed to these Articles of Incorporation this 14th day of June, 2003.

(SEAL)

Nancy Perkins
Notary Public
My Commission Expires:

