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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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LAW OFFICES
WILLIAMS, SMITH & SUMMERS, P.A.

CHRISTOPHER J. SMITH
GARY L. SUMMERS
ROBERT Q. WILLIAMS

380 WEST ALFRED STREET
TAVARES, FLORIDA 32778-3298

TELEPHONE:
(352) 343-6655
FAX (352) 343-4267

August 4, 2005

Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

Re: **Lighthouse Plaza Property Owners Association, Inc.**

Gentlemen:

Enclosed are the original and one copy of the Articles of Incorporation for Lighthouse Plaza Property Owners Association, Inc. If the Articles meet with your approval, please file them and return the copy to our office with a stamp showing that it has been filed.

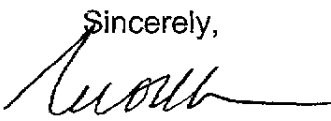

Enclosed is a check to cover the costs of this corporation, which are as follows:

\$ 35.00 - Filing fee
8.75 - Certificate of Status
35.00 - Registered Agent Designation

\$ 78.75 Total

Thank you for your cooperation in this matter.

Sincerely,


 Gary L. Summers

GLS/ds
Enclosures

c: Alan A. Parrow

ARTICLES OF INCORPORATION
OF

FILED
05 AUG -8 AM 11: 01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LIGHTHOUSE PLAZA PROPERTY OWNERS ASSOCIATION, INC.

The undersigned, acting as incorporator of a nonprofit corporation under Chapter 617, Florida Statutes, hereby adopts the following Articles of Incorporation for such corporation.

ARTICLE I
Name of Corporation

The name of this corporation shall be LIGHTHOUSE PLAZA PROPERTY OWNERS ASSOCIATION, INC. The principal office and mailing address of the corporation shall be 2801 South Bay Street, Eustis, Florida 32726.

ARTICLE II
Purposes

The corporation is organized in connection with the commercial development known as Lighthouse Plaza, which is located within the planned unit development known as Royal Harbor in the City of Tavares, Lake County, Florida. Pringle Properties, Inc., a Florida corporation (the "Developer") is the owner of certain real property (the "Subject Property") which the Developer is developing into a commercial subdivision to be known as Lighthouse Plaza. The developer intends to record a Declaration of Covenants, Conditions and Restrictions for Lighthouse Plaza Commercial Subdivision (the "Declaration") which will affect the Subject Property, with these articles of incorporation to be attached as an exhibit to the Declaration. All of the definitions contained in the Declaration shall apply to these articles and to the bylaws to be adopted by the corporation.

The specific purposes for which the corporation is organized are as follows:

a. To provide an entity to own, manage and/or maintain the common area property in Lighthouse Plaza and to provide other services for the owners of lands in Lighthouse Plaza so as to promote the health, safety and welfare of the owners of commercial property within the subdivision. The corporation is formed for the further purpose of providing a framework for the owners of lands within Lighthouse Plaza to make decisions about the common areas within the subdivision and the services to be provided to owners of commercial property in the subdivision; to impose and collect assessments for the performance of said functions; and to perform those duties, to make those decisions, and to carry out those actions that shall be

delegated to the corporation pursuant to the Declaration, as said Declaration shall be recorded in the Public Records of Lake County, Florida, and as said Declaration may be amended from time to time by subsequent instruments.

b. To carry out the general and specific purposes set forth in this Article II, the corporation shall have those rights, powers and duties given to not-for-profit corporations in Section 617.01011, et seq., Florida Statutes, and also shall have those powers and duties set forth in the bylaws for this corporation.

ARTICLE III Stormwater System

As part of the duties and powers of the corporation, the corporation shall operate, maintain and manage the surface water or stormwater management system in Lighthouse Plaza in a manner consistent with the requirements of the St. Johns River Water Management District permit number 40-069-67253-7 and in accordance with applicable District rules, and shall assist in the enforcement of the provisions in the Declaration which relate to the surface water or stormwater management system.

The corporation shall levy and collect adequate assessments against members of the corporation for the cost of maintenance and operation of the surface water or stormwater management system. The assessments so collected shall be used for the maintenance and repair of the surface water or stormwater management system, including, but not limited to work within retention areas, drainage structures and drainage easements. Nothing in this article shall be construed to prevent the levy and collection of other assessments for purposes other than surface water and stormwater management system.

ARTICLE IV Duration

The existence of the corporation shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The corporation shall exist in perpetuity.

ARTICLE V Membership and Voting

1. The members of the corporation shall consist of all of the record owners of Lots and the Marina Association, as stated below and as defined in the Declaration. Membership shall be established as to a given Lot upon the recording of the Declaration and the plat for Lighthouse Plaza. Transfer of membership interests, provisions for annual and special meetings

of the members, the share of each member in the funds and assets of the corporation, restrictions on transfers, assignments or pledges of membership interests, and voting rights for Lots owned by more than person shall be governed by provisions set forth in the Declaration or the Bylaws.

2. The corporation shall have the following classes of voting members:

a. Class A. Class A members shall be all Owners, except the Developer, and shall be entitled to one vote for each ownership interest owned by the Owner, as defined in the Declaration.

b. Class B. The Class B member shall be the Developer, who shall be entitled to ten votes for each ownership interest owned by the Developer, as defined in the Declaration. Class B membership shall remain in effect as long as the Developer owns any property within Lighthouse Plaza, unless the Developer voluntarily relinquishes the rights of Class B membership and voluntarily converts its ownership interests to Class A membership at an earlier date. If Class B membership is converted to Class A membership before the Developer has sold and conveyed all of the property in Lighthouse Plaza, then the Developer, subsequent to said conversion, shall be entitled to vote as a Class A member on the basis of one vote for each ownership interest owned by the Developer in Lighthouse Plaza.

3. In the event that a marina is established adjacent to the Lighthouse Plaza commercial subdivision, the corporation shall have the following class of non-voting members: the Marina Association, as defined in the Declaration, and its successors and/or assigns, shall be the Class C member. The Class C member shall not have voting rights in the corporation.

4. The remaining rights and responsibilities of members of the corporation shall be set forth in the Declaration and/or the Bylaws.

ARTICLE VI Board of Directors

The number of directors and the manner in which the directors are elected or appointed shall be as stated in the bylaws of the corporation. The names and addresses of the initial directors of the corporation are as follows:

John A. Pringle
2801 South Bay Street
Eustis, Florida 32726

Alan A. Parrow
2801 South Bay Street
Eustis, Florida 32726

Anthony P. DeLuca
2801 South Bay Street
Eustis, Florida 32726

ARTICLE VI
Dissolution

In the event of termination, dissolution or final liquidation of the corporation, the responsibility for the operation and maintenance of the surface water or stormwater management system must be transferred to and accepted by an entity which would comply with Section 40C-42.027, F.A.C., and be approved in writing by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

ARTICLE VII
Initial Registered Agent and Street Address

The address of this corporation's initial registered office is 380 West Alfred Street, Tavares, Florida 32778-3298, and the name of its initial registered agent at said address is Gary L. Summers.

ARTICLE VIII
Incorporator

The name and address of the incorporator are as follows:

Alan A. Parrow
2801 South Bay Street
Eustis, Florida 32726

ARTICLE IX
Earnings and Activities

The corporation is organized and shall be operated exclusively for the purposes set forth above. The activities of the corporation will be financed by assessments against members as provided in the restrictions. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

FILED

IN WITNESS WHEREOF, the undersigned, being the incorporator of this corporation, for the purpose of forming this not-for-profit corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 4 day of August, 2005.

INCORPORATOR



Alan A. Parrow

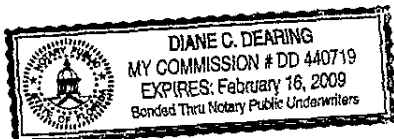
I hereby accept appointment as registered agent of LIGHTHOUSE PLAZA PROPERTY OWNERS ASSOCIATION, INC. I am familiar with and accept the obligations of the position of registered agent for this corporation.



Gary L. Summers
Registered Agent

STATE OF FLORIDA
COUNTY OF LAKE

The foregoing instrument was acknowledged before me this 4th day of Aug, 2005, by Alan A. Parrow, [☒] who is personally known to me or [] who has produced _____ as identification.



Notary Public

Diane C Dearing
Printed Notary Signature

My Commission Expires: 2-16-2009