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February 17, 2006

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

Re: Southern Oaks of Sebring Homeowners Association, Inc.

Gentlemen:

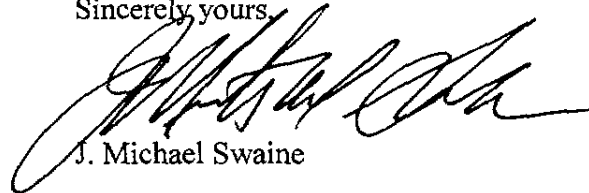
Enclosed are the original and one copy of the proposed Articles of Incorporation for Southern Oaks of Sebring Homeowners Association, Inc., a Florida not for profit corporation. Please approve and file the original, file stamp the copy and return it to us along with the charter number.

Also enclosed is a check for your charges as follows:

Filing fee for Articles of Incorporation	\$ 35.00
Filing Registered Agent's Certificate	<u>35.00</u>
Total	<u>\$ 70.00</u>

If you have any questions or if anything further is required, please contact me.

Sincerely yours,



J. Michael Swaine

JMS:tw

Enc.

cc: Daniel F. Dorrell

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**ARTICLES OF INCORPORATION
OF
SOUTHERN OAKS OF SEBRING HOMEOWNERS ASSOCIATION, INC.**

(a non-profit corporation)

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a non-profit corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is:

SOUTHERN OAKS OF SEBRING HOMEOWNERS ASSOCIATION, INC.

ARTICLE II. PURPOSES AND POWERS

The purposes and powers of the corporation are:

(a) To own, maintain and operate Southern Oaks of Sebring property in Highlands County, Florida, and to establish rules and regulations and collect assessments from members for maintenance, management and other matters, in accordance with the terms of these articles of incorporation, the by-laws of this corporation, and the Declaration of Covenants and Restrictions recorded in the public records of Highlands County, Florida. The corporation shall be conducted as a non-profit corporation.

(b) To own, convey, rent, lease, operate and maintain sufficient real and personal property to carry out the purposes hereinabove expressed.

(c) To own, operate and maintain the surface water management system facilities for Southern Oaks of Sebring, 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.

(d) To receive donations, gifts, or bequests of money or other property, and to accept the same, subject to such conditions or trusts as may be attached thereto, and to obligate itself to perform and execute, and to perform and execute any and all such conditions or trusts.

(e) To contract debts and to borrow money, to issue, sell and pledge bonds, debentures, notes and other evidences of indebtedness.

(f) To sue and be sued.

(g) To contract for services to provide for operation and maintenance of the surface water management system facilities if the corporation employs a maintenance company.

(h) To do everything necessary, proper, advisable, or convenient for the accomplishment of the purposes or powers set forth in this article, and to do all other things incidental thereto or connected therewith, which are not forbidden by law or these articles of incorporation.

(i) To carry out any of the purposes or powers set forth in this article in any state, territory, district, or possession of the United States of America, or in any foreign country, to the extent that such purposes are not forbidden by the law of such place.

(j) The purposes or powers set forth in this article are not in limitation of the general powers conferred by the non-profit corporation law of the State of Florida.

ARTICLE III. MEMBERS

The owners of all units in Southern Oaks of Sebring shall be members of the corporation and no other persons or entities shall be entitled to membership. The interest of a member in the funds and assets of the corporation cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to his unit. The funds and assets of the corporation shall belong solely to the corporation subject to the limitation that the same be expended, held or used for the benefit of the Membership and for the purposes authorized herein, in the by-laws which may be hereafter adopted, and in the Declaration of Covenants and Restrictions and any amendments thereto recorded in the Public Records of Highlands County, Florida.

ARTICLE IV. TERM OF EXISTENCE

The corporation is to exist perpetually. If the corporation is ever dissolved, the control or right of access to the property containing the surface water management system facilities shall be conveyed or dedicated to an appropriate governmental unit or public utility and that if not accepted, then the surface water management system facilities shall be conveyed to a non-profit corporation similar to the corporation.

ARTICLE V. ADDRESS

The street address of the principal office of the corporation in the State of Florida is 150 North Commerce Avenue, Sebring, FL 33870. The mailing office of the corporation is P.O. Box 73, Sebring, FL 33871. The Board of Directors may from time to time move the principal office to any other address in Florida, and may establish branch offices in such other place or places as may be designated by the Board of Directors.

ARTICLE VI. OFFICERS

The affairs of the corporation are to be managed by a President and Secretary-Treasurer and such other officers as may be provided in the by-laws, who shall be elected at the annual meeting of the members on the first day of November. Officers who are to serve until the next election of officers are:

NAME:

OFFICE:

Charles S. Cullens

President

Daniel F. Dorrell

Treasurer

Jack H. McGhee

Secretary

ARTICLE VII. DIRECTORS

The corporation shall be managed by a board of not less than three directors. The Directors who are to serve until the first election of directors is:

Charles S. Cullens

Daniel F. Dorrell

Jack H. McGhee

P.O. Box 341

P.O. Box 73

P.O. Box 7365

Sebring, FL 33871

Sebring, FL 33871

Sebring, FL 33872

The Directors shall be elected by the method stated in the bylaws of this corporation.

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Daniel F. Dorrell

P.O. Box 73

Sebring, FL 33871

ARTICLE IX. INDEMNIFICATION OF OFFICERS AND DIRECTORS

The corporation 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 or may be made a party by reason of his or her having been a Director or Officer of the corporation, including reasonable attorney fees, except as to matter wherein he or she 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 X. TRANSACTIONS IN WHICH DIRECTORS
OR OFFICERS ARE INTERESTED**

No contract or transaction between the corporation and one (1) or more of its Directors or Officers, or between the corporation and any other corporation, partnership, association, or other organization in which one (1) or more of its officers or directors are Officers or Directors of this corporation 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 purpose. No Director or Officer of the corporation shall incur liability by reason of the fact that said Director or Officer may be interested in any such contractor 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 which authorized the contract or transaction.

**ARTICLE XI. AMENDMENT OF ARTICLES OF INCORPORATION
AND BY-LAWS**

The corporation reserves the right to amend, alter, change or appeal any provision contained in these articles of incorporation in the manner now or hereafter prescribed by law. Each amendment submitted to the members for approval must be approved by majority of the members entitled to vote thereon.


ARTICLE XII. NON-PROFIT CHARACTER

This corporation is one which does not contemplate pecuniary gain or profit to the members, directors or officers. Upon dissolution of the corporation all corporate assets remaining after payment of all liabilities shall be distributed to charitable, religious, scientific, literary or educational organizations. The private property of the members shall not be subject to the payment of corporate debts of the corporation; provided that this provision shall not in any manner limit the obligation of each member unto the corporation as set forth and contained in the Articles of Incorporation, the By-Laws which may be hereafter adopted, and the Declaration of Covenants and Restrictions; or limit the right of the corporation to levy and assess members for their proportionate share of the expenses of the corporation, and to enforce collection of such assessments in such manner as may be reserved to the corporation in the Articles, said By-laws and the Declaration of Covenants and Restrictions.

ARTICLE XIII. REGISTERED OFFICE AND REGISTERED AGENT

The corporation hereby designates as its registered office 150 North Commerce Avenue, Sebring, FL 33870, and its registered agent, **Daniel F. Dorrell**, who is located at the same address for service of process.

IN WITNESS WHEREOF, I, the undersigned Incorporator, have hereunto set my hand and seal this ____ day of January, 2006, for the purpose of forming this non-profit corporation under the laws of the State of Florida, and I hereby make and file in the office of the Secretary of State of the State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true.

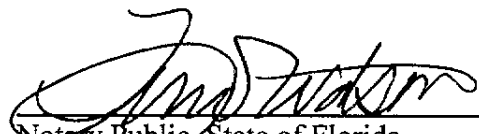

Daniel F. Dorrell, Subscriber

**STATE OF FLORIDA
COUNTY OF HIGHLANDS**

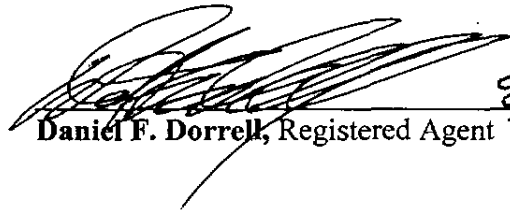
I HEREBY CERTIFY that on this day, before me, a notary public duly authorized in the state and county named above to take acknowledgments, personally appeared **Daniel F. Dorrell**, to me known to be the person described as subscriber in or who produced _____ as identification and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the state and county named above this 17 day of ~~January~~, 2006.
FEB 2 2006




Notary Public, State of Florida
Printed Name: _____
Commission No. _____
My commission expires: _____
(affix notarial seal)

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.


Daniel F. Dorrell, Registered Agent

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DIVISION OF CORPORATIONS
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