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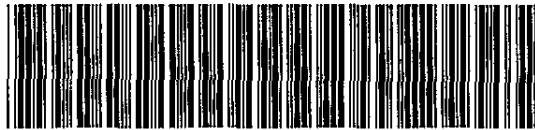
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TALLAHASSEE, FLORIDA

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March 29, 2006

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
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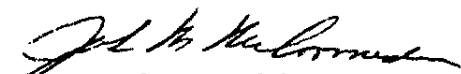
Re: Tuskawilla South Homeowners Association, Inc.  
Our File: L-123b

Gentlemen:

Enclosed is the original and one copy of the Articles of Incorporation for the above-captioned corporation.

Also enclosed is a check in the amount of \$78.75 which will cover the \$35.00 filing fee, \$8.75 fee for certified copy and \$35.00 registered agent fee. Please return the Certificate of Incorporation to the undersigned office.

Sincerely,



John M. McCormick  
JMM/bmh  
enclosures

ARTICLES OF INCORPORATION OF  
TUSKAWILLA SOUTH HOMEOWNERS ASSOCIATION, INC.  
(A Corporation Not-for-Profit)

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06 APR -1, PM 3:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate ourselves together for the purpose of becoming incorporated under the laws of the State of Florida as a corporation not-for-profit, and hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME AND REGISTERED OFFICE OF THE CORPORATION

The name of this corporation, hereinafter called the "Association", shall be TUSKAWILLA SOUTH HOMEOWNERS ASSOCIATION, INC. Its principal place of business shall be at 4020 Tuskawilla Road, Oviedo, FL 32765. Its registered office shall be 4020 Tuskawilla Road, Oviedo, FL 32765. The Board of Directors may from time to time move the principal office of the Association to any other address in the State of Florida. Further, the Association may from time to time do business under a fictitious name.

ARTICLE II - PURPOSE AND POWERS

Section 1. The purpose for which this Association is organized is to act as a governing "Association" within the meaning of TUSKAWILLA SOUTH HOMEOWNERS ASSOCIATION, INC. (Chapter 720, Florida Statutes) for TUSKAWILLA SOUTH HOMEOWNERS ASSOCIATION, INC., located in Seminole County, Florida. In addition, the general nature of business to be conducted by the Association shall also include and be the operation and management of the affairs and property of the Association.

Section 2. The Association shall have all the rights, powers, duties and functions of a governing association as set forth in these Articles, and all powers and duties reasonable necessary to administer, govern, and maintain the Association pursuant to these Articles as they may be amended from time to time, including but not limited to the following:

(a) To maintain, repair, replace, operate and use an electric gate and related fixtures and equipment hereafter referred to as the "Gate" owned by the property owners of the Association, granted to them under a grant of easement over, under, across and through a portion of Tract "F", ASHFORD PARK, recorded in Plat Book 64, Page 68, Public Records of Seminole County, Florida, also referred to as the access easement lying within Tract "F" which easement is recorded in Official Records Book 46, Page 389, Public Records of Seminole County, Florida.

(b) To make and collect assessments against members of the Association for the purpose of defraying the charges and expenses of the Association of all other properties of the Association shall hold. Assessments paid by property owners shall be

held in trust by the Association and used solely to pay: (1) the cost of repair of the Association property and other costs related thereto, and (2) the cost of administration of the affairs of the Association including payment of applicable taxes and the preservation of the Association's existence, to the extent properly allocable to the performance of the Association's duties under the Bylaws (all thereof, in the event that the Association undertakes no other activities), and (3) to pay all other common expenses as described in the Bylaws. To the extent not expended in the year in which paid, assessments shall continue to be held in trust by the Association for the benefit of the members to be expenses solely for the aforesaid purposes or, upon any termination of the Association, the unexpended portion shall be added to the common surplus for disbursement to the members or for maintenance reserves, at the discretion of the Board of Directors.

(c) To use the proceeds of assessments in the exercise of its powers and duties.

(d) To maintain, repair, replace and operate all Association property.

(e) To purchase insurance upon Association property and all properties the Association shall hold and insurance for the protection of the Association and its members.

(f) To improve the Association property further and, after casualty, to reconstruct improvements.

(g) To enforce by legal means the provisions of the Association, these Articles, the Bylaws of the Association and the rules and regulations for the use of the property of the Association.

(h) To contract for the maintenance, repair, replacement and operation of any and all of the Association properties and to delegate to a management contractor or contractors all powers and duties of this Association.

(i) To purchase, lease, receive by gift, or otherwise acquire possessory or use interests in real and personal property, whether or not contiguous to the lands of the Association, intended to provide for the enjoyment, recreation or other use or benefit of the members of the Association.

(j) To contract for the management, operation and upkeep of any and all property held or controlled by the Association.

(k) To borrow money and to encumber, mortgage, lease, convey or grant other possessory or use interests in any and all property which the Association may acquire or control, including, but not limited to, any recreational facilities.

(l) To enter into contracts or agreements for the maintenance of accounting and bookkeeping records and for the use of data processing facilities or services, so as to carry out the Association's responsibilities and to comply with the requirements of the law of the State of Florida with regard to maintenance of records.

(m) To select depositories for the Association funds.

(n) To enter into such other contracts or agreements reasonable necessary or convenient for the proper exercise of the rights, powers, duties and functions of the Association.

(o) To employ all personnel reasonable necessary to perform the services required for proper exercise of the rights, powers, duties and functions of the Association.

(p) To exercise any and all common law and statutory powers, although not specifically recited above, of a corporation not-for-profit, and of an Association within the meaning of the Homeowner's Association Act, reasonable necessary or convenient to carry out and perform the purpose for which the Association is organized and its enumerated powers.

(q) To enact and enforce rules and regulations concerning the use and enjoyment of the property, the common elements and of the property owned by the Association.

(r) All powers of the Association conferred by the Bylaws are incorporated into these Articles by reference.

Section 3. Any officer or director individually or any firm or corporation of which any officer or director shall be a member, stockholder, officer, director, employee, or agent, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Association, provided that the fact that he or such firm or corporation is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, prior to the making thereof.

### ARTICLE III - QUALIFICATION OF MEMBERS AND THE MANNER OF THEIR ADMISSION

Section 1. The subscribers constitute the sole members of this Association until the recording of these Articles of Incorporation as the association thereunder.

Section 2. Ownership of property shall be a prerequisite to exercising any rights as a member. Property may be owned by one or more persons or by a corporation, association, partnership, or trust.

Section 3. Membership shall not be transferable, except as provided herein. The membership of any property owner shall terminate upon the termination of the Association; or upon the trans of his ownership in the property. The transferor's membership shall automatically transfer and be vested in the new owner succeeding to the ownership interest in the property, subject to a lien thereon for all undischarged assessments, charges, and expenses. The Association may rely on a recorded deed as evidence of transfer of property and thereupon terminate the transferor's membership and recognize the membership of the transferee.

#### ARTICLE IV - TERM OF EXISTENCE

The Association shall have perpetual existence.

#### ARTICLE V - NAME AND RESIDENCE OF THE SUBSCRIBER

The name and address of the subscriber to these Articles is as follows:

<u>Name</u>	<u>Address</u>
Ivan L. Lawyer	Post Office Box 793 Goldenrod, Florida 32733

#### ARTICLE VI - OFFICERS

Section 1. The officers of the Association shall consist of a president, one or more vice-presidents, a secretary, a treasurer, and any assistants to such officers as the Board of Directors may deem appropriate from time to time.

Section 2. The names of the officers who are to serve until the first election are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Ivan L. Lawyer	President	P.O. Box 793 Goldenrod, Florida 32733
Mary Cox	Vice-President	4000 Tuskawilla Rd. S. Oviedo, Florida 32765
Melissa Bishop	Secretary	4001 Tuskawilla Rd. S. Oviedo, Florida 32765
Pam Lawyer	Treasurer	P.O. Box 793 Goldenrod, Florida 32733

Section 3. Officers of the Association shall be elected at each annual meeting of the Board of Directors and shall hold office at the pleasure of the Board of Directors. Any officer may be removed at any meeting by the affirmative vote of a majority of the members of the Board of Directors with or without cause, and any vacancy in any office may be filled by the Board of Directors at any meeting thereof.

#### ARTICLE VII - BOARD OF DIRECTORS

Section 1. The affairs and business of this Association shall be managed and conducted by a Board of Directors consisting of not less than three (3) nor more than seven (7) persons; provided, at all times there may only be an odd number of Directors on the Board.

Section 2. The names and addresses of the initial Board of Directors and their terms of office are as follows:

<u>Name</u>	<u>Address</u>	<u>Term</u>
Ivan L. Lawyer	P.O. Box 793 Goldenrod, Florida 32733	2 years
Mary Cox	4000 Tuskawilla Rd. S. Oviedo, Florida 32765	2 years
Melissa Bishop	4001 Tuskawilla Rd. S. Oviedo, Florida 32765	2 years
Pam Lawyer	P.O. Box 793 Goldenrod, Florida 32733	2 years

Section 3. Election of Directors shall be held at the annual meeting, except as provided here to the contrary. At the expiration of the term of each initial director, his successor shall be elected by the members of the Association to serve for a term of one (1) year. A director shall hold office until his successor has been elected and qualified.

Section 4. The election shall be by written ballot or voting machine (unless the Association, by the affirmative vote of a majority of the total voting interests, provides for different voting and election procedures in its Bylaws, which vote may be by proxy specifically delineating the different voting and election procedures) and by a plurality of the votes cast, each person voting being entitled to cast his votes for each of as many nominees as there are vacancies to be filled. There shall be no cumulative voting.

Section 5. Directors may be removed with or without cause and replaced as follows:

(a) Except as to vacancies resulting from removal of directors by members, vacancies in the Board of Directors occurring between annual meetings of members shall be filled by the remaining directors, provided that all vacancies in directorships to which the directors were appointed by the Developer pursuant to the provisions of Article VII, Section 7, hereof shall be filled by the Developer without the necessity of any meeting.

(b) Any director elected by the members may be removed from office with or without cause by the vote or agreement in writing by a majority of all the voting interest. A special meeting of the property owners to recall a member or members of the Board may be called by two-thirds (2/3%) percent of the voting interest giving notice of the meeting as required for a meeting of the property owners, and the notice shall state the purpose of the meeting.

(i) If the recall is approved by a majority of all voting interests at a meeting, the recall will be effective as provided herein. The Board shall duly notice and hold a Board meeting within five (5) full business days of the adjournment of the property owner meeting to recall one or more Board members. At the meeting, the Board shall either certify the recall, in which case such member or members shall be recalled effective immediately and shall turn over to the Board within five (5) full business days any and all records and property of the Association in their possession.

(ii) If a vacancy occurs on the Board as a result of a recall and less than a majority of the Board members are removed, the vacancy may be filled by the affirmative vote of a majority of the remaining directors, notwithstanding any provision to the contrary contained in this subsection. If vacancies occur on the Board as a result of a recall and a majority or more of the Board members are removed, the vacancies shall be filled in accordance with the procedural rules adopted by the Association.

(iii) If the Board fails to duly notice and hold a Board meeting within five (5) full business days of service of an agreement in writing or within five (5) full business days of the adjournment of the property owner recall meeting, the recall shall be deemed effective, and the Board members so recalled shall immediately turn over to the Board any and all records and property of the Association.

#### ARTICLE VIII - INDEMNIFICATION OF OFFICERS AND DIRECTORS

All officers and directors shall be indemnified by the Association against all expenses and liabilities, including counsel fees (including fees for appellate proceedings), reasonably incurred in connection with any proceeding or settlement thereof in which they

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may become involved by reason of holding such office, other than proceedings or claims resulting from willful misconduct or bad faith. The Association may purchase and maintain insurance on behalf of all officers and directors against any liability asserted against them or incurred by them in their capacity as officers or directors or arising out of their status as such.

#### ARTICLE X - AMENDMENTS TO THESE ARTICLES

Amendments to these Articles of Incorporation shall be proposed by a resolution adopted by a two-thirds (2/3) vote of the Board of Directors. The resolution shall then be presented to the membership of the Association. A majority vote of the voting interests cast at a duly called meeting shall be necessary to amend the Articles of Incorporation.

#### ARTICLE XI - VOTING

Section 1. Each property unit shall be entitled to one vote at the Association meetings, notwithstanding that the same owner may own more than one unit or that units may be joined together and occupied by one owner. In the event of a joint ownership of a property unit, the vote to which that unit is entitled may be exercised by one of such joint owners by agreement of the remainder of the joint owners.

Section 2. Votes may be cast either in person, by proxy as specifically provided herein or by a voting trustee or trustees, each of whom may, but need not, be an officer or director of the Association, or affiliated with the Developer or its successors or assigns.

#### ARTICLE XII - ADDITIONAL PROVISIONS

Section 1. No officer, director or member shall be personally liable for any debt or other obligation of the Association.

Section 2. The Association shall not be operated for profit. No dividend shall be paid, and no part of the income of the Association shall be distributed to its members, directors, or officers.

Section 3. Where the context of these Articles permits, the use of the plural shall include the singular and the singular shall include the plural, and the use of any gender shall be deemed to include all genders.


#### ARTICLE XII - SEVERABILITY

Should any paragraph, sentence, phrase, portion or provision of these Articles or of the Bylaws or rules and regulations be held invalid, it shall not affect the validity of the remaining instruments.

ARTICLE XIV - APPOINTMENT OF REGISTERED AGENT FOR  
SERVICE OF PROCESS

Pursuant to Section 48.091, Florida Statutes, IVAN L. LAWYER whose address is 4020 Tuskawilla Road, Oviedo, FL 32765, is appointed registered agent for service of process upon the Association.

IN WITNESS WHEREOF, the subscribing incorporator has hereunto set his hand and seal and caused these Articles of Incorporation to be executed this 16<sup>th</sup> day of March, 2006.

 (SEAL)  
IVAN L. LAWYER

I am familiar with and accept the duties as registered agent.

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing was acknowledged before me this 16 day of March, 2006, by IVAN L. LAWYER, who is personally known to me and who did not take an oath.

  
Notary Public  
State of Florida



**John M. McCormick**  
Commission # DD302852  
Expires May 1, 2008  
Bonded Troy Pain - Insurance, Inc. 800-368-7019