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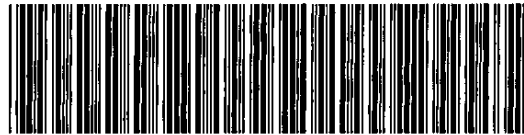
(Business Entity Name)

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TALLAHASSEE FLORIDA

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GEORGE F. WILSEY
Board Certified Wills,
Trusts and Estates;
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STEVEN M. WILSEY
Also Certified
Public Accountant

Of Counsel
W. JOSEPH REYNOLDS

DAVID F. WILSEY

Retired/Inactive
ROBERT W. FISHER

May 24, 2006

Division of Corporations
Division of Corporations - New Filings
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: LAKEWOOD RANCH ESTATES
HOMEOWNERS' ASSOCIATION, INC.
Articles of Organization

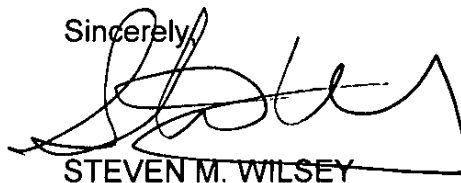
To Whom It May Concern:

Enclosed are the following is the Articles of Organization of Lakewood Ranch Homeowners' Association, Inc., and the Resident Agent Designation. Also enclosed is our firm check for Filing Fee as follows:

Filing Fee	\$ 35.00
Resident Agent Designation	35.00
Certified Copy	<u>8.75</u>
Total	<u>\$ 78.75</u>

Please return a certified copy to my office. Thank you for your attention to this matter.

Sincerely,



STEVEN M. WILSEY

Enclosure

**ARTICLES OF INCORPORATION
OF
LAKEWOOD RANCH ESTATES HOMEOWNERS' ASSOCIATION, INC.**

A Nonprofit Corporation

The undersigned has, for the purpose of forming a non-profit corporation under the laws of Florida, adopted the following Articles of Incorporation.

Article I.

The name of the corporation is LAKEWOOD RANCH ESTATES HOMEOWNERS' ASSOCIATION, INC. (hereinafter the "association").

Article II.

The association is a nonprofit corporation.

Article III.

The period of its duration is perpetual. The association shall exist in perpetuity, however if the association is 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 association;

Article IV.

The principal place of business and mailing address of the corporation is:

300 31st Street North, Ste. 120
St. Petersburg, FL 33713

Article V.

The association is formed for the primary purpose of providing for the maintenance, preservation, and architectural control of the residence lots and common area and surface water management system facilities within a certain subdivided tract of real property located in St. Petersburg, Pinellas County, Florida described as follows: LAKEWOOD RANCH ESTATES SUBDIVISION, as recorded in the Public Records of Pinellas County, Florida in Plat Book 130, Page 84-85 and to promote the health, safety, and welfare of the residents within the above-described subdivision and such additions thereto as may hereafter be brought within the jurisdiction of the association for such purpose.

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In furtherance of such purposes, the association will have the power to:

- (a) establish rules and regulations and perform all of the duties and obligations of the association as set forth in a certain Declaration of Covenants, Conditions, and Restrictions (the "Declaration") applicable to the subdivision and to be recorded in the public records of Pinellas, Florida;
- (b) sue and be sued;
- (c) require all lot, parcel or unit owners within said LAKEWOOD RANCH ESTATES SUBDIVISION to be members and to assess members and enforce assessments as well as affix, levy, and collect all charges and assessments pursuant to the terms of the Declaration, and enforce payment thereof by any lawful means; and 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 on the property of the association;
- (d) acquire (by gift, purchase, or otherwise), own, hold, improve, build on, operate, maintain, convey, sell, lease, transfer, dedicate to public use, or otherwise dispose of real and personal property in connection with the affairs of the association;
- (e) 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;
- (f) contract for services to provide for operation and maintenance of the surface water management system facilities if the association contemplates employing a management company;
- (g) borrow money and, subject to the consent by vote or written instrument of two-thirds of each class of members, mortgage, pledge, convey by deed of trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

- (h) dedicate, sell, or transfer all or any part of the common areas to any municipality, public agency, authority, or utility for such purposes and subject to such conditions as may be agreed on by the members. No such dedication or transfer will be effective unless an instrument has been signed by two-thirds of each class of members, agreeing to such dedication, sale, or transfer;
- (i) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, or annex additional residential property and common areas, provided that any merger, consolidation, or annexation must have the consent by vote or written instrument of two-thirds of each class of members;
- (j) have and exercise all powers, rights and privileges that a corporation organized under Chapter 617 of the Florida Statutes by law may now or hereafter have or exercise and take any other action necessary for the purposes for which the association is organized.

The association is organized and will be operated exclusively for the above purposes. The activities of the association will be financed by assessments on members as provided in the Declaration, and no part of any net earnings will inure to the benefit of any member.

Article VI.

Registered Agent. This corporation appoints KENNETH B. WILLIAMS, who has been a bona fide resident of the State of Florida for at least three years, as its Registered agent in and for the State of Florida. The complete name and address of the Registered Agent is:

LEROY WILLIAMS
300 31st Street North, Ste. 120
St. Petersburg, FL 33713

Article VII.

Every person or entity who/which is a record owner of a fee or undivided fee interest in any lot which is subject by covenants of record to assessments by the association, including contract sellers, but excluding persons holding title merely as security for performance of an obligation, will be a member of the association. Membership will be appurtenant to and may not be separated from ownership of a lot which is subject to assessment by the association.

Article VIII.

The association will have two classes of voting members, which are defined as follows:

Class A. Class A members will include all owners with the exception of the declarant, as that term is defined in the Declaration. Class A members will be entitled to one vote for each lot owned. When more than one person holds an interest in any lot, all of those persons will be members. The vote for such lot will be exercised as such members determine among themselves, but in no event will more than one vote be cast with respect to any lot owned by Class A members.

Class B. The Class B member will be the declarant, as that term is defined in the Declaration. The declarant will be entitled to Nine, (9), votes for each lot owned. The Class B membership will cease and be converted to Class A membership as provided in the Declaration.

Article IX.

The directors shall be elected or appointed as stated in the bylaws of the corporation. The number of directors of the corporation shall be fixed and may be altered from time to time as may be provided in the by-laws, but shall never be less than those required by Florida Statute 617.0803. In case of any increase in the number of directors, the additional directors may be elected by the directors or by the members at an annual or special meeting, as shall be provided in the by-laws.

The names and addresses of the members of the initial Board of Directors, who shall serve until their successors are qualified according to the by-laws, are:

KENNETH WILLIAMS, 300 31st Street, North, Ste. 120, St. Petersburg, FL 33713

LEROY WILLIAMS, 300 31st Street, North, Ste. 120, St. Petersburg, FL 33713

JAMES ROBINSON, 300 31st Street North, Ste. 120, St. Petersburg, FL 33713

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Article X.

The name and street address of the incorporator is LEROY WILLIAMS, 300 31st Street, North, Ste. 120, St. Petersburg, FL 33713.

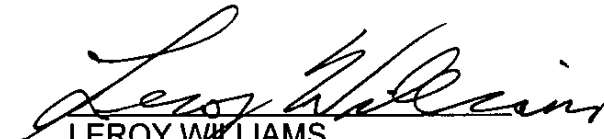
Executed at St. Petersburg, Florida, on May 24th, 2006.


LEROY WILLIAMS

ACCEPTANCE BY REGISTERED AGENT

Having been named as a registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

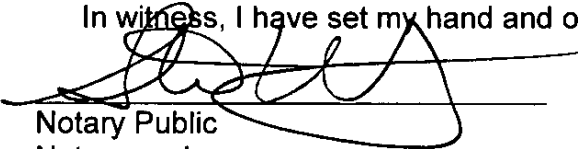
DATE: May 24th, 2006.


LEROY WILLIAMS

State of Florida
County of Pinellas

I, certify that on May 24th, 2006, LEROY WILLIAMS, who is ~~personally known to me or produced~~ as identification, being first duly sworn, personally appeared before me and declared that he is the person who signed the foregoing document as incorporator and registered agent, and that the statements contained therein are true.

In witness, I have set my hand and on the date first above-written.


Notary Public
Notary seal



Steven M. Wilsey
Commission # DD368001
Expires October 7, 2008
Dorland Troy Pelt - Insurance, Inc. 800-355-7018