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## FLORIDA PROFIT/NON PROFIT CORPORATION

Association of Homeowners at Eagles Point Phase II,

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
ASSOCIATION OF HOMEOWNERS AT EAGLES POINT PHASE II, INC.

(A Florida Corporation Not for Profit)

ARTICLE 1.

Name

The name of this corporation is Association of Homeowners at Eagles Point Phase II, Inc.  
(hereinafter called the "Corporation").

ARTICLE 2.

Principal Place of Business and Mailing Address

The address of the principal office of the Corporation shall be 129 Lake Shore Drive,  
Leesburg, Florida 34748.

ARTICLE 3.

Duration

The period of duration of the Corporation is perpetual unless dissolved according to law.

ARTICLE 4.

Purpose

The specific primary purposes for which the Association is organized are to provide for maintenance and preservation of the lots and common areas within a certain tract of real estate known as Eagles Point, and to promote the health, safety and welfare of the residents within the above-described development and such additions thereto as may hereafter be brought within the jurisdiction of the Association for such purposes.

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**ARTICLE 5.****Powers**

The Corporation shall have the power to acquire, own, maintain and use its assets for the purposes for which it is organized; to raise funds by any legal means for the encouragement of its purposes; to acquire, hold, own, use and dispose of real or personal property in connection with the purposes of the Corporation; and to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized; and to exercise all powers granted to a corporation not for profit under Florida law. In addition to the powers specified, the Corporation shall have the additional powers specified in its Bylaws.

**ARTICLE 6.****Management**

Management of the Corporation shall be vested in the Corporation's Board of Directors. The number and method of election of the directors of the Corporation who shall serve following the terms of the initial directors of the Corporation shall be as stated in the bylaws.

**ARTICLE 7.****Initial Board of Directors**

The number constituting the initial Board of Directors of the Corporation is three (3). The name and address of the persons who shall serve as the initial Directors of the Corporation is as follows:

Paul M. Buchanan	129 Lake Shore Drive Leesburg, Florida 34748
R. Dewey Burnsed	1028 Lake Sumter Landing The Villages, Florida 32162
Walter S. McLin, III	1000 West Main Street Leesburg, Florida 34748

**ARTICLE 8.****Members**

The Corporation shall have one or more classes of members. The qualifications for membership in the Corporation, the method of selecting and admitting members to the Corporation

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and the rights and responsibilities of members shall be as set forth in the Bylaws.

#### ARTICLE 9.

##### Disposition of Assets upon Dissolution

Upon dissolution of the Corporation, any assets remaining after the payment of its debts shall be disposed of by transfer to one or more organizations that are described in Section 501(c)(3) and in Section 509(a)(1), (2) or (3) of the Code, or corresponding sections of any future Federal tax code, to be used for one or more of the purposes of the Corporation, or to the State of Florida or any political subdivision or agency thereof to be used for exclusively public purposes, in such proportions as the Board of Directors of the Corporation shall determine. Any such assets not so disposed of shall be disposed of by a Florida court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for public purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

#### ARTICLE 10.

##### 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 in Article 4 hereof.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code, or corresponding section of any future Federal tax code, or (b) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055, 2106(a)(2) and 2522 of the Code, or corresponding sections of any future Federal tax code.

In the events that the Corporation shall be considered to be a private foundation, as such term is defined in Section 509(a) of the Code, or corresponding section of any future Federal tax code, then in that event, the Corporation:

- A. shall distribute its income for each tax year at such time and in such manner as not

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to become subject to the tax on undistributed income imposed by Section 4942 of the Code, or corresponding section of any future Federal tax code; and

- B. shall not (i) engage in any act of self-dealing as defined in Section 4941(d) of the Code, or corresponding section of any future Federal tax code; (ii) retain any excess business holdings as defined in Section 4943(c) of the Code, or corresponding section of any future Federal tax code; (iii) make any investments in such manner as to subject it to tax under Section 4944 of the Code, or corresponding section of any future Federal tax code; or (iv) make any taxable expend as defined in Section 4945(d) of the Code, or corresponding section of any future Federal tax code.

#### ARTICLE 11.

##### Indemnification of Directors

The Corporation shall indemnify and advance expenses to, and may purchase and maintain insurance on behalf of, its officers and directors to the fullest extent permitted by law as now or hereafter in effect. Without limiting the generality of the foregoing, the Bylaws may provide for indemnification and advancement of expenses to officers, directors, employees and agents on such terms and conditions as the Board may deem appropriate or advisable from time to time.

#### ARTICLE 12.

##### Bylaws

The Bylaws of the Corporation may be amended, altered, or repealed and new Bylaws may be adopted only by the affirmative vote of a two-thirds (2/3) of the then members of the Board of Directors. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or with these Articles of Incorporation.

#### ARTICLE 13.

##### Amendment

These Articles of Incorporation shall be amended only by the affirmative vote of the Members of the Corporation.

#### ARTICLE 14.

##### Registered Office/Registered Agent

The street address of the Corporation's initial registered office in the State of Florida is 1028

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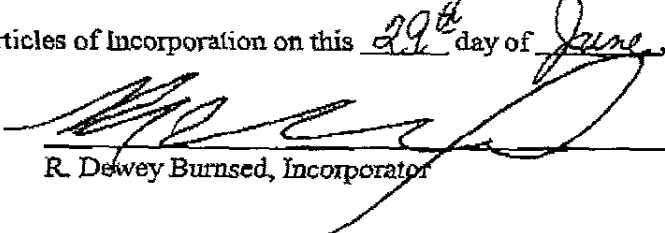
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Lake Sumter Landing, The Villages, Florida 32162, and the name of its initial registered agent at such office is: R. Dewey Burnsed.

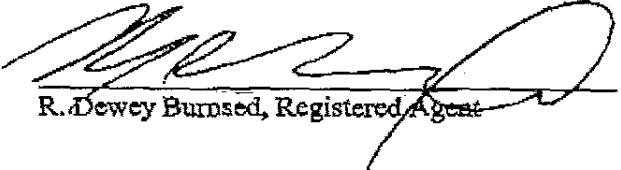
**ARTICLE 15.****Incorporator**

The name and address of the sole incorporator is: R. Dewey Burnsed (hereinafter called the "Incorporator").

**IN WITNESS WHEREOF**, the undersigned, being the Incorporator for the purpose of forming a Corporation pursuant to the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, as amended, has signed these Articles of Incorporation on this 29<sup>th</sup> day of June, 2006.

  
R. Dewey Burnsed, Incorporator**ACCEPTANCE BY REGISTERED AGENT:**

I AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT FOR SAID CORPORATION.

  
R. Dewey Burnsed, Registered Agent

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