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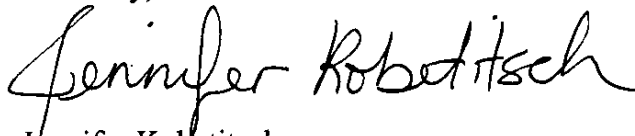
To Whom It May Concern:

Enclosed for filing, please find the **ARTICLES OF INCORPORATION**, along with a check in the amount of **\$78.75** for the applicable filing fees and fees to obtain a **Certified Copy of the Articles of Incorporation** for the following entity:

BLACKWATER OAKS HOMEOWNERS ASSOCIATION, INC.

Upon receipt, please "date-stamp" the copy of the letter provided and call me at 577-9090, when the document is ready. Thank you for your assistance.

Sincerely,



Jennifer Kobetitsch
Office Administrator

Enclosures

**ARTICLES OF INCORPORATION
OF
BLACKWATER OAKS HOMEOWNERS ASSOCIATION, INC.**

(A Corporation Not For Profit)

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ARTICLE I - NAME

This corporation shall be known as BLACKWATER OAKS HOMEOWNERS ASSOCIATION, INC., hereinafter referred to as the "ASSOCIATION." The principal office of the ASSOCIATION shall be located at 120 Allamanda Drive, Lakeland, Florida 33803, but meetings of the members and directors may be held at such places within the State of Florida, County of Polk, as may be designated by the Board of Directors.

ARTICLE II - REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office is 120 Allamanda Drive, Lakeland, Florida 33803. The Board of Directors may from time to time change the principal office of the ASSOCIATION to any other address in the State of Florida. The name of the initial registered agent is Keith Clarkson.

ARTICLE III - PURPOSES AND POWERS

The purpose for which this ASSOCIATION is organized is to create an entity which can provide for maintenance and architectural control of the Subdivision and common properties and architectural control of the residential lots within that certain tract of property described as follows, to-wit:

See Exhibit "A".

Together with any and all other property added to the control of the ASSOCIATION by amendment to the Declaration of Covenants, Conditions and Restrictions affecting the above-described property, and to promote the health, safety and welfare of the residents within the Subdivision and shall have the power to:

a. Exercise all of the powers and privileges and perform all of the duties and obligations of the ASSOCIATION as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "DECLARATION," applicable to the property and recorded in the Public Records of Polk County, Florida, as same may be amended from time to time as therein provided, said DECLARATION being incorporated herein as if set forth at length;

b. Fix, levy, collect, and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the DECLARATION, to 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 against the property of the ASSOCIATION;

c. Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use, or otherwise dispose of real or personal property in connection with the affairs of the ASSOCIATION;

d. Borrow money and, with the assent of two-thirds (2/3) of members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

e. Dedicate, sell, or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members; no such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of the members agreeing to such dedication, sale, or transfer;

f. Participate in mergers and consolidations with other non-profit corporations organized for the same purposes, or annex additional property and Common Area, provided that any such merger, consolidation, or annexation shall have the consent of two-thirds (2/3) of each class of members except that for a period of two years after recording the plat, the Declarant may annex additional property as provided in the DECLARATION;

g. Have and exercise any and all powers, rights and privileges which a corporation not for profit organized under the Florida law may now or hereafter have or exercise by law.

h. Pay assessments to the Master Association as an Affiliate Member of the Master Association in accordance with the Master Declaration and the Affiliation Agreement recorded in Official Records Book 4539, Page 855, public records of Polk County, Florida ("Affiliation Agreement").

i. Adopt such rules and regulations as the Directors shall deem appropriate concerning the use of any portion of the Common Area, including, without limitation, such rules and regulations as the Directors deem appropriate to restrict or prohibit entry upon the retention areas and the Preservation Area.

j. Convey all or any portion of the Preservation Area to any public entity in connection with the perpetual preservation and protection of the Preservation Area.

k. 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.

l. Sue and be sued.

m. Contract for services to provide for operation and maintenance of the surface water management system facilities if the association contemplates employing a maintenance company.

ARTICLE IV - QUALIFICATION AND MANNER OF ADMISSION OF MEMBERS

Every person or entity who is a record owner of a lot, either individually or jointly with others which is subject by covenants of record to assessment by the ASSOCIATION, including a contract seller, shall be a member of the ASSOCIATION. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to assessment by the ASSOCIATION.

A member, unless acting in the capacity of a duly elected officer of the ASSOCIATION, does not have the authority to act for the ASSOCIATION solely by virtue of being a member.

ARTICLE V - VOTING RIGHTS/TRANSITION OF CONTROL

The ASSOCIATION shall have two classes of voting membership:

Class A. Class A members shall be all owners, with the exception of the Declarant, and shall be entitled to one (1) vote for each lot owned. When more than one (1) person or entity holds an interest in a lot, then the vote attributable to such lot shall be exercised as they determine, but in no event shall more than one (1) vote be cast with respect to any lot.

Class B. Class B members shall be the Declarant, as defined in the DECLARATION, who shall be entitled to three (3) votes for each lot owned, as set forth in the DECLARATION. Class B membership shall cease and be converted to Class A membership when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership.

Notwithstanding the foregoing, members other than the Declarant (which excludes builders, contractors, or others who purchase a Lot for the purpose of constructing improvements thereon for resale) are entitled to elect at least a majority of the members of Board of Directors three months after ninety percent (90%) of the Lots in the Subdivision have been conveyed to members.

Declarant shall be entitled to elect at least one member to the Board of Directors as long as Declarant holds at least five percent (5%) of the Lots for sale in the ordinary course of business.

After Declarant relinquishes control of the ASSOCIATION, Declarant may continue to vote any Declarant owned lots in the same manner as any other member.

In all events, Class B membership shall cease to exist and be converted to Class A and shall not thereafter be reinstituted on December 31, 2010.

ARTICLE VI - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII - INCORPORATOR

The name and address of the Incorporator is Keith Clarkson, 120 Allamanda Drive, Lakeland, FL 33803.

ARTICLE VIII - BOARD OF DIRECTORS

The business affairs of this ASSOCIATION shall be managed by the Board of Directors, which shall initially consist of three (3) members. The number of Directors may be increased or decreased from time to time as provided in the Bylaws, but shall never be less than three (3).

The members of the Board of Directors need not be members of the ASSOCIATION and shall serve for a term as set forth in the Bylaws.

The President of the ASSOCIATION shall at all times be a member of the Board of Directors, and members of the Board of Directors shall be elected and hold office in accordance with the Bylaws.

The names and street addresses of the persons who are to serve as the first Board of Directors of the corporation are:

1. Keith Clarkson
120 Allamanda Drive
Lakeland, Florida 33803
2. Fred Lintz
120 Allamanda Drive
Lakeland, Florida 33803
3. Lisa Castanet
120 Allamanda Drive
Lakeland, Florida 33803

ARTICLE IX - OFFICERS

The officers of this ASSOCIATION shall be a President, who shall at all times be a member of the Board of Directors, a Vice President and Secretary/Treasurer, and such other officers as the Board of Directors may from time to time create.

The names of the persons who are to serve as officers of this ASSOCIATION until the first election are:

President:	Keith Clarkson
Vice President:	Fred Lintz
Secretary/Treasurer:	Lisa Castanet

The officers shall be selected at the annual meeting of the Board of Directors as provided in the Bylaws and each shall hold office until he shall sooner resign or shall be removed or otherwise disqualified to serve. Officers shall serve at the pleasure of the Directors.

ARTICLE X - DISSOLUTION

The ASSOCIATION may be dissolved with the assent given in writing and signed by not less than three-fourths (3/4) of the members. Upon dissolution of the ASSOCIATION, other than incident to a merger or consolidation, the assets of the ASSOCIATION shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this ASSOCIATION was created. In the event that acceptance of such dedication is refused, the assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE XI - AMENDMENTS

These Articles of Incorporation may be amended by a two-thirds (2/3) vote of the total members at a special meeting of the membership called for that purpose.

Amendments may also be made at a regular meeting of the membership by a two-thirds (2/3) vote of the total members upon notice given, as provided by the Bylaws, of intention to submit such amendments. However, no amendment shall be effective without the written consent of the Declarant until after five (5) years from date of filing these Articles of Incorporation with the Secretary of State, State of Florida.


ARTICLE XII - DEFINITIONS

The terms used herein shall have the same definition as set forth in the DECLARATION and the Bylaws.

ARTICLE XIII - FHAVA APPROVAL

As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration and/or the Veterans Administration: Annexation of additional properties (except as provided in the DECLARATION), mergers and consolidations, mortgaging of common area, dedication of common area, and dissolution and amendment of these Articles.

IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, have hereunto set my hand and seal this 8th day of June, 2006, for the purpose of forming this corporation not for profit under the laws of the State of Florida.



Keith Clarkson
Incorporator

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing was acknowledged before me this 8 day of Aug, 2006, by Keith Clarkson, who personally appeared before me and is personally known to me.



RESIDENT AGENT'S CERTIFICATE

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

BLACKWATER OAKS HOMEOWNERS ASSOCIATION, INC., a Florida Corporation Not For Profit, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, in Lakeland, Polk County, Florida, has named Keith Clarkson, 120 Allamanda Drive, Lakeland, FL 33803, as its agent to accept service of process within this State.

Acknowledgment and Acceptance

Having been named to accept service of process for the above stated corporation (or Association) at the place designated in this Certificate, I hereby accept such

designation and agree to comply with the provisions of said Act relative to keeping open said office.


Keith Clarkson

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This Instrument Prepared By:
Phillip A. Pugh
Emmanuel Sheppard & Condon
30 South Spring Street
Pensacola, FL 32502

EXHIBIT "A"
PROPOSED BLACKWATER OAKS

THAT PART OF SECTION 34, TOWNSHIP 29 SOUTH, RANGE 23 EAST, POLK COUNTY, FLORIDA,
DESCRIBED AS:

COMMENCE AT THE SOUTHWEST CORNER OF SAID SECTION 34 AND RUN THENCE ALONG THE WEST BOUNDARY OF SAID SECTION 34 N-00°02'32"-W, 32.32 FEET TO THE POINT OF BEGINNING, SAID POINT LIES ON THE NORTH RIGHT OF WAY LINE OF OLD HIGHWAY 60, SAID POINT ALSO BEING THE SOUTHEAST CORNER OF LOT 51A "OAK MEADOWS ESTATES ADDITION", ACCORDING TO THE PLAT THEREOF AS RECORDED IN PLAT BOOK 81, PAGE 43, PUBLIC RECORDS OF POLK COUNTY, FLORIDA; THENCE CONTINUE ALONG SAID WEST BOUNDARY OF SAID SECTION 34, ALSO BEING THE EAST BOUNDARIES OF THE FOLLOWING THREE (3) SUBDIVISIONS: SAID "OAK MEADOWS ESTATES ADDITION", "SHADY BROOKE" ACCORDING TO THE PLAT THEREOF RECORDED IN PLAT BOOK 87, PAGE 48, PUBLIC RECORDS OF POLK COUNTY, FLORIDA, AND "PINEVIEW ESTATES PHASE II" ACCORDING TO THE PLAT THEREOF RECORDED IN PLAT BOOK 93, PAGE 14, PUBLIC RECORDS OF POLK COUNTY, FLORIDA, AND CONTINUING N-00°02'32"-W, 3721.61 FEET; THENCE ALONG A NON RADIAL LINE AND THE SOUTH BOUNDARY OF "IMPERIALAKES PHASE TWO SECTION ONE B" ACCORDING TO THE PLAT THEREOF RECORDED IN PLAT BOOK 69, PAGES 21, 22, 23, 24, 25 AND 26, PUBLIC RECORDS OF POLK COUNTY, FLORIDA, AND ITS WESTERLY PROJECTION, N-89°58'30"-E, 1265.46 FEET TO AN ANGLE POINT IN THE BOUNDARY OF SAID "IMPERIALAKES PHASE TWO SECTION ONE B", SAID POINT ALSO BEING A POINT OF CURVE THE RADIUS POINT FOR WHICH BEARS S-69°24'28"-E; THENCE ALONG THE BOUNDARY OF SAID "IMPERIALAKES PHASE TWO SECTION ONE B" THE FOLLOWING THREE (3) COURSES: NORTHEASTERLY ALONG SAID CURVE HAVING A RADIUS OF 1964.53 FEET, A CENTRAL ANGLE OF 17°20'26", A CHORD DISTANCE OF 592.30 FEET, A CHORD BEARING OF N-29°15'45"-E, FOR AN ARC DISTANCE OF 594.57 FEET; THENCE ALONG A NON-RADIAL LINE S-52°04'55"-E, 109.87 FEET TO POINT OF CURVE THE RADIUS POINT FOR WHICH BEARS S-52°05'47"-E; THENCE SOUTHWESTERLY ALONG SAID CURVE HAVING A RADIUS OF 1854.53 FEET, A CENTRAL ANGLE/Delta OF 01°23'09", A CHORD DISTANCE OF 44.85 FEET, A CHORD BEARING OF S-37°12'39"-W, FOR AN ARC DISTANCE OF 44.85 FEET TO THE MOST WESTERLY CORNER OF LOT 192 OF SAID "IMPERIALAKES PHASE TWO SECTION ONE B", SAID POINT ALSO BEING THE MOST NORTHERLY CORNER OF LOT 1 "LEIGH LAKES" ACCORDING TO THE PLAT THEREOF AS RECORDED IN PLAT BOOK 96, PAGE 40, PUBLIC RECORDS OF POLK COUNTY, FLORIDA, SAID POINT ALSO BEING A POINT ON A CURVE THE RADIUS FOR WHICH BEARS S-53°25'47"-E; THENCE ALONG THE BOUNDARY OF SAID "LEIGH LAKES" THE FOLLOWING FOUR (4) COURSES: SOUTHWESTERLY ALONG SAID CURVE HAVING A RADIUS OF 1854.53 FEET, A CENTRAL ANGLE/Delta OF 11°25'59", A CHORD DISTANCE OF 369.45 FEET, A CHORD BEARING OF S-30°51'14"-W, FOR AN ARC DISTANCE OF 370.06 FEET; THENCE ALONG A NON-RADIAL LINE S-78°06'02"-E, 204.35 FEET; THENCE S-24°07'45"-W, 100.00 FEET; THENCE S-59°35'08"-E, 303.47 FEET TO THE MOST SOUTHERLY CORNER OF SAID "LEIGH LAKES"; THENCE S-80°36'24"-E, 200.00 FEET; THENCE S-64°01'07"-E, 1403.83 FEET; THENCE S-35°18'24"-E, 1205.13 FEET; THENCE S-00°01'44"-E, 129.98 FEET; THENCE S-89°44'59"-W, 402.64 FEET; THENCE S-00°30'57"-E, 347.23 FEET; THENCE ALONG A NON-RADIAL LINE S-89°50'40"-E, 20.42 FEET TO A POINT ON A CURVE THE RADIUS POINT FOR WHICH BEARS N-60°19'22"-E; THENCE SOUTHEASTERLY ALONG SAID CURVE HAVING A RADIUS OF 123.12 FEET, A CENTRAL ANGLE/Delta OF 76°00'40", A CHORD DISTANCE OF 151.61 FEET, A CHORD BEARING OF S-67°40'57"-E, FOR AN ARC DISTANCE OF 163.33 FEET; THENCE ALONG A TANGENT LINE N-74°18'43"-E, 83.43 FEET TO A POINT OF CURVE TO THE RIGHT; THENCE SOUTHEASTERLY ALONG SAID CURVE HAVING A RADIUS OF 35.00 FEET, A CENTRAL ANGLE/Delta OF 75°38'09", A CHORD DISTANCE OF 42.92 FEET, A CHORD BEARING OF S-67°52'13"-E, FOR AN ARC DISTANCE OF 46.20 FEET TO A POINT OF COMPOUND CURVE TO THE RIGHT; THENCE SOUTHEASTERLY ALONG SAID CURVE HAVING A RADIUS OF 165.38 FEET, A CENTRAL ANGLE/Delta OF 20°54'50", A CHORD DISTANCE OF 60.03 FEET, A CHORD BEARING OF S-19°35'42"-E, FOR AN ARC DISTANCE OF 60.37 FEET; THENCE ALONG A TANGENT LINE S-09°08'18"-E, 184.86 FEET TO A POINT OF CURVE TO THE RIGHT; THENCE SOUTHWESTERLY ALONG SAID CURVE HAVING A RADIUS OF 59.21 FEET, A CENTRAL ANGLE/Delta OF 83°22'49", A CHORD DISTANCE OF 78.76 FEET, A CHORD BEARING OF S-32°33'06"-W, FOR AN ARC DISTANCE OF 88.16 FEET; THENCE ALONG A TANGENT LINE S-74°14'31"-W, 52.70 FEET TO A POINT OF CURVE TO THE LEFT; THENCE SOUTHWESTERLY ALONG SAID CURVE HAVING A RADIUS OF 132.69 FEET, A CENTRAL ANGLE/Delta

OF 40°45'10", A CHORD DISTANCE 92.40 FEET, A CHORD BEARING OF S-53°51'56"-W, FOR AN ARC DISTANCE OF 94.38 FEET; THENCE ALONG A TANGENT LINE S-33°29'20"-W, 52.28 FEET TO A POINT OF CURVE TO THE LEFT; THENCE SOUTHWESTERLY ALONG SAID CURVE HAVING A RADIUS OF 205.01 FEET, A CENTRAL ANGLE/DELTA OF 31°24'19", A CHORD DISTANCE OF 110.97 FEET, A CHORD BEARING OF S-17°47'11"-W, FOR AN ARC DISTANCE OF 112.37 FEET; THENCE ALONG A TANGENT LINE S-02°05'02"-W, 106.11 FEET TO A POINT OF CURVE TO THE LEFT; THENCE SOUTHEASTERLY ALONG SAID CURVE HAVING A RADIUS OF 2198.62 FEET, A CENTRAL ANGLE/DELTA OF 05°47'39", A CHORD DISTANCE OF 222.25 FEET, A CHORD BEARING OF S-00°48'47"-E, FOR AN ARC DISTANCE OF 222.34 FEET; THENCE ALONG A TANGENT LINE S-03°42'37"-E, 157.32 FEET TO A POINT ON THE NORTH RIGHT OF WAY LINE (50' WIDE) OF FOURTH STREET; THENCE ALONG SAID NORTH RIGHT OF WAY LINE OF FOURTH STREET S-89°53'21"-W, 201.80 FEET; THENCE N-26°08'37"-W, 330.54 FEET; THENCE N-87°52'40"-W, 125.05 FEET; THENCE N-44°51'32"-W, 259.80 FEET; THENCE S-89°54'10"-W, 144.88 FEET; THENCE S-00°25'45"-E, 342.61 FEET TO A POINT ON THE NORTH BOUNDARY OF THE UNRECORDED SUBDIVISION "FULLER HEIGHTS"; THENCE ALONG THE NORTHERLY BOUNDARY AND WESTERLY BOUNDARY OF SAID "FULLER HEIGHTS" THE FOLLOWING FOURTEEN (14) COURSES: S-89°42'32"-W, 240.42 FEET; THENCE N-00°18'51"-W, 150.06 FEET; THENCE N-89°50'42"-W, 118.99 FEET; THENCE N-02°37'47"-W, 39.91 FEET; THENCE S-89°44'24"-W, 397.11 FEET; THENCE S-00°22'58"-W, 190.13 FEET; THENCE S-89°58'49"-W, 600.35 FEET; THENCE S-00°04'15"-E, 149.84 FEET; THENCE S-89°40'18"-W, 39.87 FEET; THENCE S-01°22'24"-E, 39.32 FEET; THENCE S-89°41'22"-W, 119.59 FEET; THENCE S-00°17'07"-W, 150.07 FEET; THENCE S-89°51'05"-W, 120.18 FEET; THENCE S-00°07'14"-E, 147.07 FEET TO A POINT ON THE NORTH RIGHT OF WAY LINE OF OLD HIGHWAY 60; THENCE ALONG SAID NORTH RIGHT OF WAY LINE S-89°24'35"-W, 1271.05 FEET TO THE POINT OF BEGINNING.

LESS AND EXCEPT:

ENCLAVE AT IMPERIAL LAKES AS RECORDED IN PLAT BOOK 134, PAGES 32-35 OF THE PUBLIC RECORDS OF POLK COUNTY, FLORIDA.

ALSO LESS AND EXCEPT:

THE LANDS DESCRIBED IN THAT CERTAIN DEED RECORDED IN OFFICIAL RECORDS BOOK 2888, PAGE 1966, PUBLIC RECORDS OF POLK COUNTY, FLORIDA.