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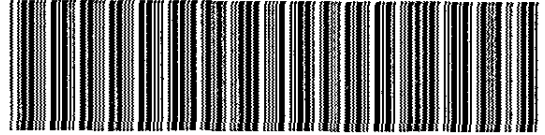
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August 28, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: Sugar Mill Gardens Commercial Lot Owners' Association, Inc.

Dear Sirs:

Enclosed please find Articles of Incorporation, along with a copy of same concerning the above-referenced corporation. I have also enclosed this firm's check in the amount of \$70.00 for your various filing fees.

Please return a conformed copy of the Articles of Incorporation to this office.

Sincerely yours,


SID C. PETERSON, JR.

SCP/ljs
Enclosures

ARTICLES OF INCORPORATION

OF

**SUGAR MILL GARDENS COMMERCIAL LOT OWNERS'
ASSOCIATION, INC.**

(A Florida Not For Profit Corporation)

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DIVISION OF CORPORATIONS

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Filed _____ - Secretary of State, Tallahassee, Florida

We, the undersigned, hereby associate ourselves together for the purpose of forming a non-profit corporation under the laws of the State of Florida, pursuant to Chapter 617, Florida Statutes, and hereby certify as follows:

ARTICLE I

The name of this Corporation shall be: **SUGAR MILL GARDENS COMMERCIAL LOT OWNERS' ASSOCIATION, INC.** Principal office and mailing address being 2248 State Road 44, New Smyrna Beach, Florida 32168.

ARTICLE II

The general purpose of this non-profit corporation is to be the "Owners' Association" for the operation of the commercial subdivision known as **SUGAR MILL GARDENS COMMERCIAL** to be located in New Smyrna Beach, Volusia County, Florida, and to operate and administer said commercial subdivision, the land comprising the commercial subdivision to the jurisdiction and control of the Association.

ARTICLE III

All persons who are owners of lots within said commercial subdivision shall automatically be members of this corporation. Such membership shall automatically terminate when such person is no longer an owner of a lot. Membership in the corporation shall be limited to such owners of lots within the commercial area of **SUGAR MILL GARDENS** (identified as Lots C1, C2, C3 and C4).

Subject to the foregoing, admission to and termination of membership shall be governed by the Declaration of Covenants, Conditions and Restrictions that shall be filed for said subdivision among the Public Records of Volusia County, Florida.

ARTICLE IV

This Corporation shall have perpetual existence.

ARTICLE V

The name and residence address of the incorporator to these Articles of Incorporation is as follows:

DALE L. WILLIAMS
2248 State Road 44
New Smyrna Beach, Florida 32168

ARTICLE VI

Section 1. The affairs of the Corporation shall be managed and governed by a Board of Directors composed of not less than three (3) members. The Directors, shall be elected at the annual meeting of the membership, for a term of one year, or until their successors shall be elected and shall qualify. Provisions for such election and provisions respecting the removal, disqualification and resignation of directors and for filling vacancies of the Board of Directors, shall be established by the By-laws.

Section 2. The principal officers of the corporation shall be: President, Secretary and Treasurer, and any other office as the Board of Directors may deem necessary, who shall each be elected from time to time in the manner set forth in the By-laws adopted by the Corporation.

ARTICLE VII

The names of the officers who are to serve until the election of officers, pursuant to the terms of the Declaration of Covenants, Conditions and Restrictions and By-laws, are as follows:

President ***HORST HENRICH***

Secretary/Treasurer ***DALE L. WILLIAMS***

ARTICLE VIII

The following shall constitute the first Board of Directors and shall serve until the first election of the Board of Directors at the first regular meeting of the membership:

HORST HENRICH

DONNIE H. WILLIAMS

DALE L. WILLIAMS

ARTICLE IX

The By-laws of the Corporation shall initially be made and adopted by its first Board of Directors and attached to the Declaration of Covenants, Conditions & Restrictions to be filed in the Public Records of Volusia County, Florida. The By-laws may be altered, amended or rescinded at any duly called meeting of the members in the manner provided by the By-laws.

ARTICLE X

Section 1. Proposals for the alteration, amendment or rescission of these Articles of Incorporation which do not conflict with the Declaration of Covenants, Conditions & Restrictions, or applicable law may be made by a majority of the Board of Directors or a majority of the voting members of the Association. Such proposals shall set forth the proposed alteration, amendment or rescission, shall be in writing, filed by the Board of Directors or a majority of voting members, and delivered to the President. The President shall thereupon call a Special Meeting of the Association not less than ten (10) days nor later than sixty (60) days from receipt of the proposed amendment, the notice for which shall be given in the manner provided in the By-laws. An affirmative vote of two-thirds (2/3) of the Board of Directors, and an affirmative vote of three-fourths (3/4) of all voting members of the Association shall be required for the requested alteration, amendment or rescission. In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water or storm water management system must be transferred to and accepted by an entity which would comply with Section 40C-42.027, F.A.C., and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

ARTICLE XI

This Corporation shall have all of the powers set forth in Section 617.0302 Florida Statutes, and all powers granted to it by the Declaration of Covenants, Conditions & Restrictions and exhibits annexed thereto. In addition thereto the Association shall operate, maintain and manage the surface water or storm water management system(s) in a manner consistent with the St. Johns River Water Management District permit no. 40-127-90311-1 requirements and applicable District rules, and shall assist in the enforcement of the Declaration of Covenants and Restrictions which relate to the surface water or storm water management system. The Association shall levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the surface water or storm water management system.

ARTICLE XII

There shall be no dividends paid to any of the members, nor shall any part of the income of the Corporation be distributed to its Board of Directors or officers. In the event there are any excess receipts over disbursements as a result of performing services, such excess shall be applied against future expenses. The Corporation may pay compensation in a reasonable amount to its members, directors and officers for services rendered, may confer benefits upon its

members in conformity with its purposes, and upon dissolution or liquidation, may make distribution to its members as is permitted by the Court having jurisdiction thereof, and no such payment, benefit or distribution shall be deemed to be a dividend or distribution of income.

ARTICLE XIII

The street address of the initial registered office of this Corporation shall be 418 Canal Street, New Smyrna Beach, Volusia County, Florida 32168, and the name of the initial registered agent of this Corporation at that address is ***SID C. PETERSON, JR.***


ARTICLE XIV

Three-fourths (3/4) of the members entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the members. The affirmative vote of a majority of the members represented at the meeting and entitled to vote on the subject matter shall be the act of the members, unless the vote of a greater number is required by these Articles or the By-laws.

ARTICLE XV

The Association shall indemnify and hold harmless every director and every officer, their heirs, executors and administrators, to the fullest extent allowed by law including, without limitation, against all loss, costs and expenses (including reasonable attorneys fees) incurred by them in connection with any action, suit or proceeding to which they may be made a party by reason of their being or having been a director or officer of the corporation (except as to matters wherein they shall be finally adjudged in such action, suit or proceeding to be liable for, or guilty of, gross negligence or willful misconduct). The Corporation shall, to the extent it is available, obtain insurance covering all of its officers and directors against liability or loss in connection with the foregoing matters for which indemnification is appropriate and for such other matters as is allowed by law. The foregoing rights shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

IN WITNESS WHEREOF, the undersigned as Incorporator has executed the foregoing Articles of Incorporation on this 25th day of AUGUST, 2006.



DALE L. WILLIAMS

STATE OF FLORIDA

COUNTY OF VOLUSIA

BEFORE ME, a Notary Public, personally appeared, **DALE L. WILLIAMS**, who is personally known to me or who has produced PERSONALLY KNOWN as identification and who executed the foregoing Articles of Incorporation of **SUGAR MILL GARDENS COMMERCIAL OWNERS' ASSOCIATION, INC.**, a Florida Corporation, not-for-profit, for the purposes therein expressed.

WITNESS MY HAND and official seal at the State and County aforesaid, this 25th day of August, 2006.

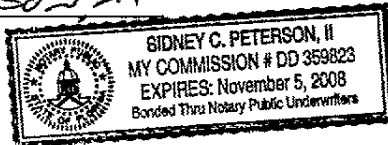

SIDNEY C. PETERSON, II

(Notary - print name)

Notary Public - State of Florida

Commission No.:

My Commission Expires:



CERTIFICATE CHANGING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First – ***SUGAR MILL GARDENS COMMERCIAL LOT OWNERS' ASSOCIATION, INC.***, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, at the City of Edgewater, County of Volusia, State of Florida, has named ***SID C. PETERSON, JR.***, Volusia County, Florida, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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



SID C. PETERSON, JR., as Registered Agent

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