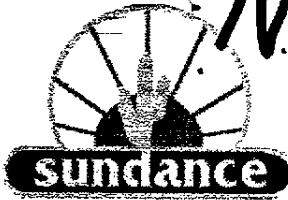


N26985



Sundance Homeowners Assn., Inc.
6315 Santa Fe Drive
Zephyrhills, FL 33540

August 8, 1998

Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

Subject: Articles of Incorporation Ref. #N26985

600002632956--9
-09/04/98-01069-022
*****35.00 *****35.00

Gentlemen:

Enclosed are restated Articles of Incorporation. Document contains written acceptance by registered agent. The document, also, contains signatures of three directors of the Association.
Enclosed is check for \$35.00 to cover filing fee.

Sincerely,

Lynn Satterlee
President Sundance Homeowners Association
6315 Santa Fe Drive
Zephyrhills, FL 33540

Enc.

FILED
98 OCT - 7 PM 3:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ATTN: Need to film
Front & back pages
on 2 pages

Restated
10-7-98
cc



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 15, 1998

SUNDANCE HOMEOWNERS ASSOCIATION, INC.
6315 SANTA FE DRIVE
ZEPHYRHILLS, FL 33540

SUBJECT: SUNDANCE HOMEOWNERS ASSOCIATION, INC.
Ref. Number: N26985

We have received your document for SUNDANCE HOMEOWNERS ASSOCIATION, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Please entitle your document Restated Articles of Incorporation.

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 998A00046593



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 25, 1998

SUNDANCE HOMEOWNERS ASSOCIATION, INC.
LYNN SATTERLEE
6315 SANTE FE DR.
ZEPHYRHILLS, FL 33540

SUBJECT: SUNDANCE HOMEOWNERS ASSOCIATION, INC.
Ref. Number: N26985

We have received your document for SUNDANCE HOMEOWNERS ASSOCIATION, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The statement about the adoption by the members must be contained within the amendment document, not as a letter attachment.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 398A00048423

SUNDANCE HOMEOWNERS ASSOCIATION, INC.
6315 SANTA FE DRIVE
ZEPHYRHILLS, FLORIDA 33540
SEPTEMBER 19, 1998

CHERYL COULLIETTE
DOCUMENT SPECIALIST

REF. NUMBER: N26985 LETTER NUMBER: 998A00046593

We have received your letter in regard to the Reference Number above. We are sending this reply to your letter.

The RESTATED ARTICLES OF INCORPORATION are enclosed. A statement relating to the adoption of the Articles and the Amendments approved on January 27, 1998 by the members of the SUNDANCE HOMEOWNERS ASSOCIATION at the annual meeting. The changes were approved by 87% of the members that voted. A vote of at least 2/3s of the members was the requirement for passage.

Very sincerely,

Lynn Satterlee
Lynn Satterlee, President
SUNDANCE HOME OWNERS ASSOCIATION, INC.

10/5/98

The above subject statement regarding adoption, by the members, of Articles of Incorporation has been added to "Article 9 Amendments of Articles"
Lynn Satterlee

RESTATED ARTICLES OF INCORPORATION

To further common purposes the undersigned persons agree to organize under these articles of incorporation.

ARTICLE 1. NAME

The name of this organization shall be SUNDANCE HOMEOWNERS ASSOCIATION, INC.

ARTICLE 2. PRINCIPAL OFFICE

The principal office of the association shall be at 6315 Santa Fe Drive, Zephyrhills, Florida, 33540.

ARTICLE 3. PURPOSES

The purposes for which this association is formed are:

A. To own, operate, and maintain a club exclusively for the pleasure, entertainment, recreation and protection of homeowners at SUNDANCE MOBILE HOME PARK, Zephyrhills, Florida.

B. To do anything necessary and proper for the accomplishment of any purposes set forth in the statement of purposes adopted by the founders of this association.

C. The association is organized and operated exclusively for the above stated purposes, and for other nonprofit purposes, and no part of any net earnings shall inure to the benefit of any member.

ARTICLE 4. POWERS

In furtherance of the objectives described above, but not in limitation thereof, the association shall have the power, insofar as such power is conferred, or is not limited, by law, to make and perform contracts for any lawful purpose, to engage in various funding and fund-raising activities, and to acquire, own, hold, operate, and maintain such property as is necessary to effectuate its purposes.

In addition, the association shall have the power to negotiate for, acquire and operate the mobile home park on behalf of Homeowners Association and if so purchased, the Homeowners Association shall have the power to convert the mobile home park, once acquired, to a condominium, a cooperative form of ownership, or other type of ownership.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Upon acquisition of the property by the association, the association shall be the entity that creates a condominium or offers condominium parcels for sale or lease in the ordinary course of business, or, if the homeowners choose a different form of ownership, the entity that owns the record interest in the property and that is responsible for the operation for the property.

ARTICLE 5. MEMBERSHIP

A. The association shall have only one class of members. Membership shall be limited to homeowners.

B. The rights and privileges of members, their liability for dues and assessments, and the termination and transfer of membership shall be as stated in the bylaws.

ARTICLE 6. VOTING

At a special meeting on December 6, 1993, an amendment was made to ARTICLE SIX (6) voting to read: There will be one vote per dues paying member of the Homeowners Association. The details and total ballots is filed with the meeting minutes in the Secretary's Cabinet.

ARTICLE 7. GOVERNING BODY

The powers of the association shall be exercised and its property controlled by the Board of Directors, comprised of nine (9) members. The qualifications, the time and manner of electing, the terms and duties of office, and the manner of filing vacancies shall be set forth in the bylaws.

ARTICLE 8. OFFICERS AND COMMITTEES

Elective officers: The officers of this association shall be president, vice president, secretary, and treasurer. The qualifications of, the time and manner of electing, the duties of, the terms of office, and the manner of removing, officers shall be set forth in the bylaws.

ARTICLE 9. AMENDMENTS OF ARTICLES

The articles may be amended or repealed, in whole or in part, only by a majority vote of the registered voters of this association. Such vote shall take place only at a duly organized annual or special meeting called for that purpose.

THE CHANGES IN THE ARTICLES OF INCORPORATION WERE APPROVED BY 87% OF THE MEMBERS THAT VOTED. A VOTE OF AT LEAST 2/3s OF THE MEMBERS WAS THE REQUIREMENT FOR PASSAGE.

ARTICLE 10. BYLAWS

Bylaws will be hereafter adopted. Such bylaws may be amended or repealed, in whole or in part, in the manner provided therein, and the amendments to the bylaws shall be binding on all members, including those who may have voted against them.

ARTICLE 11. DISSOLUTION

This association shall be dissolved and its affairs wound up by a majority vote of the association's membership.

In the event of dissolution, property of the association shall be distributed in any manner lawfully entitled by law and approved by majority vote of the association's membership.

ARTICLE 12. REGISTERED AGENT

This corporation has named JOHN HOLDEN, located at 6315 Santa Fe Drive, Zephyrhills, Florida 33540, as its agent to accept service of process within this state.

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

IN PERSUANCE OF CHAPTER 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED, IN COMPLIANCE WITH THE SAID ACT:

FIRST—THAT SUNDANCE HOMEOWNERS 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 CITY OF ZEPHYRHILLS, COUNTY OF PASCO, STATE OF FLORIDA, HAS NAMED JOHN HOLDEN, 6315 SANTA FE DRIVE, ZEPHYRHILLS, FLORIDA 33540, COUNTY OF PASCO, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THIS STATE.

ACKNOWLEDGEMENT

HAVING BEEN NAMED TO ACCEPT SERVICES 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 PROVISION OF SAID ACT RELATIVE TO KEEPING OPEN SAID OFFICE.

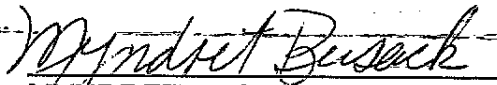
BY: Diarmuid P. Kelly, Inc. Reg. 11
JOHN HOLDEN, REGISTERED AGENT

THESE ARTICLES OF INCORPORATION ARE ADOPTED ON THE

27TH DAY OF JANUARY, A.D., 1998 AT

ZEPHYRHILLS, FLORIDA


LYNN SATTERLEE, DIRECTOR


MYNDRET BUSACK, DIRECTOR


JOHN SCHAEFFER, DIRECTOR

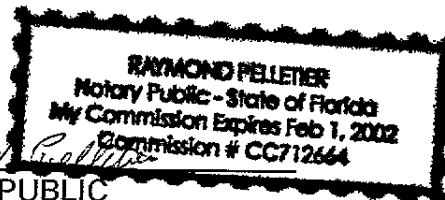
STATE OF FLORIDA

COUNTY OF PASCO

I HEREBY CERTIFY THAT ON THIS DAY, BEFORE ME, AN OFFICER DULY AUTHORIZED IN THE STATE AND COUNTY AFORESAID TO TAKE ACKNOWLEDGEMENTS, PERSONALLY APPEARED, LYNN SATTERLEE, MYNDRET BUSACK, AND JOHN SCHAEFFER, TO BE KNOWN TO BE THE DIRECTORS OF THE CORPORATION, WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION.

WITNESS MY HAND AND SEAL THIS 4th DAY OF

August A.D. 1998.




NOTARY PUBLIC