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June 14, 1995

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Corporate Records Bureau
Divisio of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32314

Re: SUMTER SQUARE OWNERS ASSOCIATION, INC.

Gentlemen:

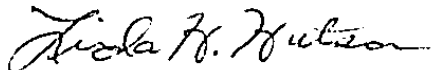
Find enclosed our firm's check in the amount of \$122.50 to cover the following fees of your office.

Filing Charter	\$35.00
Certification of Charter	52.50
Filing Resident Agent Form	35.00

We enclose original and one copy of Articles of Incorporation of this proposed nonprofit corporation, with executed resident agent form. Please endorse your approval on the copy of the Articles of Incorporation, certify same and return to us, together with acknowledgement of filing of resident agent.

Thank you for your attention to the above.

Yours, truly,



Linda H. Hutson
Legal Assistant

/lhh
Enclosures
(9276c.lhh)

SPC

**ARTICLES OF INCORPORATION
OF
SUMTER SQUARE OWNERS ASSOCIATION, INC.
(A non-profit Florida Corporation)**

We, the undersigned, hereby associate ourselves together and make, subscribe and acknowledge these Articles of Incorporation for the purpose of becoming incorporated in accordance with and under the laws of the State of Florida as a corporation not for profit.

ARTICLE I. NAME

The name of this corporation shall be SUMTER SQUARE OWNERS ASSOCIATION, INC.

ARTICLE II. TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE III. PURPOSES

The general purposes for which this corporation is organized are as follows:

A. To provide for the orderly enjoyment of SUMTER SQUARE, a non-residential development.

B. To promote the health, safety and welfare of the members of this corporation and to oversee the proper maintenance by members of this corporation of the property in SUMTER SQUARE.

C. To enforce the terms, covenants and conditions and restrictions appertaining to SUMTER SQUARE which are to be recorded in the Public Records of Sumter County, Florida.

D. To maintain, manage and operate the easements, rights of way, signs, any common areas, and the water system pertaining to SUMTER SQUARE.

E. To exercise all of the powers and privileges and to perform all of the duties, purposes and obligations of the owners of lots in SUMTER SQUARE, as established in the Declaration of Covenants and Restrictions for SUMTER SQUARE, as recorded in the public records of Sumter County, Florida, as the same may be amended from time to time as provided therein.

F. To establish, levy and collect assessments from members as appropriate and authorized by the By-Laws and to enforce such assessments if necessary.

G. To acquire and maintain such personal and real property in connection with the affairs of this corporation and to provide from the proceeds of the assessments for the operation, administration, maintenance, repair and improvements, replacements, insurance and utilities for other property as may be acquired or maintained by the corporation.

ARTICLE IV - POWERS

The corporation shall have all of the common law and statutory powers permissible under the laws of the State of Florida for a corporation not for profit now existing or as henceforth may exist, and all powers reasonably necessary to implement and effectuate the purposes of the corporation, including but not limited to the power:

A. To acquire by any means real and personal property.

B. To establish, levy and collect assessments and to enforce the collection of assessments by filing liens or filing suits.

C. To sell, convey, mortgage, pledge, lease, exchange, transfer or otherwise dispose of all or any part of the property and assets.

D. To manage, own and operate a water system.

ARTICLE V - MEMBERSHIP

Any owner of a lot as those terms are defined in the Declaration of Covenants, Conditions and Restrictions for SUMTER SQUARE shall automatically become a member of this Corporation upon the acquisition of an ownership interest in any lot of said development. Membership in this corporation automatically terminates upon divestment of said ownership regardless of the means of divestment.

The corporation shall have two classes of voting membership as follows:

Class A members shall be all members other than the Developer of SUMTER SQUARE and such members shall be entitled to one (1) vote for each lot owned in SUMTER SQUARE as provided herein.

Class B members shall be the Developer of SUMTER SQUARE who shall be entitled to one (1) vote for each lot owned by the Developer. Class B membership shall cease and be converted to Class A membership no later than the date in which the Developer has sold ninety-five percent (95%) of the lots in SUMTER SQUARE or five (5) years from the date of incorporation of the Association, whichever shall first occur. So long as there shall be Class B membership, Class A members shall not be entitled to vote. When Class B membership is converted to Class A membership, then, the Developer of SUMTER SQUARE shall be entitled to vote as a Class A member on a one lot/one vote basis.

ARTICLE VI - SUBSCRIBERS

The names and addresses of the subscribers to these Articles of Incorporation are:

Ronald D. Brown	7928 South Highway 441 Leesburg, FL 34748
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Dawn Kimmel	7928 South Highway 441 Leesburg, FL 34748
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Marybeth L. Pullum	P.O. Box 492160 Leesburg, FL 34749-2160 (mailing address of corporation)
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ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1330 W. Citizens Blvd., Suite 701, Leesburg, Florida, and the name of the initial registered agent of this corporation is MARYBETH L. PULLUM.

ARTICLE VIII - MANAGEMENT OF CORPORATION

The business affairs of this corporation shall be managed by a Board of Directors composed of not less than three (3) nor more than seven (7) members. The Directors of the corporation shall be elected as provided in the By-Laws by the membership entitled to vote at the regular annual meeting of the members of the corporation. The names and addresses of the Board of Directors who shall hold office until their successors are elected and have qualified are:

Ronald D. Brown	7928 South Highway 441 Loosburg, FL 34748
Dawn Kimmel	7928 South Highway 441 Loosburg, FL 34748
Robert Zahradnik	303 Waterwood Drive Yalaha, FL 34797

ARTICLE IX - OFFICERS

The officers of the corporation shall consist of a President, Vice-President and Secretary-Treasurer who are elected in accordance with the By-Laws of the Board of Directors. The names of the officers who shall serve until the first election are as follows:

President: Ronald D. Brown
Vice-President: Ronald D. Brown
Secretary/Treasurer: Ronald D. Brown

ARTICLE X - AMENDMENTS

Amendments to the Articles of Incorporation may be proposed by any member to the Board of Directors at any regular or special meeting of the Board of Directors. Any proposed amendment shall be first adopted by the Board of Directors upon a majority vote of the Board of Directors and proposed to the membership by the board of Directors at any regular or special meeting of the membership called in accordance with the By-Laws. Amendment will be finally adopted upon the affirmative vote of seventy-five percent of the qualified voting members.

ARTICLE XI - BY-LAWS

The By-Laws of the corporation shall be adopted by the affirmative vote of seventy-five percent of the qualified voting members and thereafter may be altered, amended or rescinded by seventy-five percent vote of the qualified voting members at a regular or special meeting called in accordance with the By-Laws.

IN WITNESS WHEREOF, we have hereunto set our hands and seals acknowledged and filed the foregoing Articles of Incorporation

under the laws of the State of Florida this 24th day of MAY, 1995.

Ronald D. Brown
Ronald D. Brown

Dawn Kimmel
Dawn Kimmel

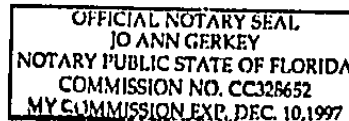
Marybeth L. Pullum
Marybeth L. Pullum

STATE OF FLORIDA
COUNTY OF LAKE

The foregoing instrument was acknowledged before me this 24th day of May, 1995, by Ronald D. Brown, Dawn Kimmel and Marybeth L. Pullum. Said persons did not take an oath and (check one) are personally known to me, produced a driver's license (issued by a state of the United States within the last five (5) years) as identification, or produced other identification, to wit: .

Jo Ann Gerkey
Printed Name: Jo Ann Gerkey
NOTARY PUBLIC State of Florida
Commission #
My Commission Expires:


(SSHA.1hh)



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

IN COMPLIANCE WITH SECTION 40.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST-- THAT SUMTER SQUARE OWNERS ASSOCIATION, INC.
DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF LEESBURG,
STATE OF FLORIDA, HAS NAMED MARYBETH L. PULLUM, LOCATED AT 1330 W.
CITIZENS BLVD., SUITE 701, CITY OF LEESBURG, STATE OF FLORIDA, AS
ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE 
(Corporate Officer)

TITLE President

DATE 5-24-95

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE 
(Resident Agent)

DATE 5-24-95

(9276C2.1hh)

FILED
95 JUN 16 AM 9:49
SECRETARY OF STATE
TALLAHASSEE FLORIDA