

N96000003634

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

No 52602

RE: Tri County Communities
Association, Inc.

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

| | | |
|---|------|--|
| <input type="checkbox"/> Capital Express™ | | |
| <input checked="" type="checkbox"/> Art. of Inc. File | | |
| <input type="checkbox"/> Corp. Record Search | | |
| <input type="checkbox"/> Ltd. Partnership File | | |
| <input type="checkbox"/> Foreign Corp. File | | |
| <input type="checkbox"/> () Cert. Copy(s) | | |
| <input type="checkbox"/> Art. of Amend. File | | |
| <input type="checkbox"/> Dissolution/Withdrawal | | |
| <input type="checkbox"/> C U S - | | |
| <input type="checkbox"/> Fictitious Name File | | |
| <input type="checkbox"/> Name Reservation | | |
| <input type="checkbox"/> Annual Report/Reinstatement | | |
| <input type="checkbox"/> Reg. Agent Service | | |
| <input type="checkbox"/> Document Filing | | |
| <input type="checkbox"/> Corporate Kit | | |
| <input type="checkbox"/> Vehicle Search | | |
| <input type="checkbox"/> Driving Record | | |
| <input type="checkbox"/> Document Retrieval | | |
| <input type="checkbox"/> UCC 1 or 3 File | | |
| <input type="checkbox"/> UCC 11 Search | | |
| <input type="checkbox"/> UCC 11 Retrieval | | |
| <input type="checkbox"/> File No.'s, _____ Copies | | |
| <input type="checkbox"/> Courier Service | | |
| <input type="checkbox"/> Shipping/Handling | | |
| <input type="checkbox"/> Phone () | | |
| <input type="checkbox"/> Top Priority | | |
| <input type="checkbox"/> Express Mail Prep. | | |
| <input type="checkbox"/> FAX () | pgs. | |
| SUBTOTALS _____ | | |

C.C. FEE
 DISBURSED
 FILED
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*****10.00 *****70.00

P. CHESSEB JUL 10 1996

| | | | |
|---------|-------|-----------|--------------|
| REQUEST | TAKEN | CONFIRMED | APPROVED |
| DATE | _____ | _____ | _____ |
| TIME | _____ | _____ | CK No. _____ |
| BY | _____ | _____ | _____ |

WALK-IN
 Will Pick Up _____

| | |
|--------------------------------|----------|
| FEE..... | \$ _____ |
| DISBURSED..... | \$ _____ |
| SURCHARGE..... | \$ _____ |
| TAX on corporate supplies..... | \$ _____ |
| SUBTOTAL..... | \$ _____ |
| PREPAID..... | \$ _____ |
| BALANCE DUE..... | \$ _____ |
| | \$ _____ |

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION
OF
TRI COUNTY COMMUNITIES ASSOCIATION, INC.

The undersigned, for the purpose of forming a corporation under the Florida Not For Profit Corporation Act, Florida Statutes Section 617 et. seq, hereby adopts the following Articles of Incorporation:

ARTICLE I
CORPORATE NAME

The name of the Corporation is:

TRI COUNTY COMMUNITIES ASSOCIATION, INC.

ARTICLE II
PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be:

777 South Flagler Drive, 8th Floor, West Tower, West Palm Beach, Florida 33401

ARTICLE III
CORPORATE PURPOSE

The general purposes for which the Corporation is organized, which do not contemplate pecuniary gain or profit to the members thereof, are:

1. To engage in the education of members of homeowners, condominium and cooperative association and members of the boards of directors of such organizations with regard to issues effecting homeowners, condominium and cooperative associations.

2. To engage in any other undertakings to facilitate or further the interests of the members of this Corporation or which can, in the opinion of the board of directors of the Corporation, be advantageously carried on in connection with the purposes of the Corporation.

3. It is the intention of the incorporator and the initial directors that this corporation qualify for not for profit status under the Internal Revenue Code §501(c)(3).

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TALLAHASSEE, FLORIDA

ARTICLE IV
CAPITAL STOCK

The Corporation shall not issue nor have shares of stock.

ARTICLE V
CORPORATE DURATION

The duration of this Corporation shall be perpetual, unless sooner dissolved in accordance with Florida law.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

The number of Directors constituting the Initial Board of Directors of the Corporation are four (4). The number of Directors may be increased or decreased from time to time and shall be elected and removed as provided for in the By-Laws of this Corporation as adopted by the Board of Directors.

The name(s) and address(es) of the member(s) of the Initial Board of Directors are:

| NAME | ADDRESS |
|----------------|---|
| William Uphoff | 777 South Flagler Drive, 8th Floor West Tower, West Palm Beach, FL 33401 |
| Michael Tarr | 777 South Flagler Drive, 8th Floor West Tower, West Palm Beach, FL 33401 |
| Eric Peterson | 777 South Flagler Drive, 8th Floor West Tower, West Palm Beach, FL 33401 |
| Steven Selz | 777 South Flagler Drive, 8th Floor West Tower, West Palm Beach, FL 33401 |

No Director shall receive compensation for any services which he or she shall render to the Corporation. Directors and officers are to be elected and serve pursuant to the provisions of the By-Laws of the Corporation as adopted from time to time by the Board of Directors.

ARTICLE VII
INCORPORATORS

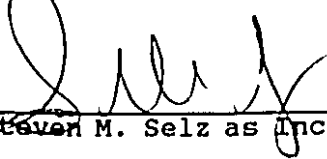
The name and address of the Incorporator executing these Articles of Incorporation is:

| NAME | ADDRESS |
|-------------|---|
| Steven Selz | 777 South Flagler Drive, 8th Floor West Tower, West Palm Beach, FL 33401 |

ARTICLE VIII
AMENDMENT OF ARTICLES

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto pursuant to the provisions of the By-Laws of the Corporation as adopted from time to time by the Board of Directors.

I, the undersigned Incorporator, have executed these Articles of Incorporation this 10TH day of JANUARY, 1996.



Steven M. Selz as Incorporator

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

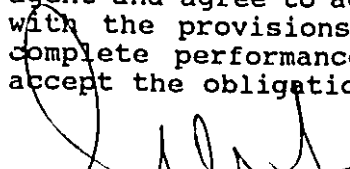
1. The name of the corporation is:

TRI COUNTY COMMUNITIES ASSOCIATION, INC.

2. The name and address of the registered agent and office is:

Steven M. Seiz
777 South Flagler Drive
8th Floor, West Tower
West Palm Beach, FL 33401

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Signature- Steven M. Seiz



Date

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ALLIANCE STATE