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LANE TROHN
ATTORNEYS AT LAW

JANET M. STUART
LAKELAND OFFICE

October 9, 1996

JOHN A. ATTAWAY, JR.
ROBERT J. BERTRAND
CLARENCE A. BOWWELL
NORMAN M. DRUSH
HARRIS B. CAMPBELL
THOMAS L. CLARKE, JR.
JANET L. CONNER
CHRISTINE G. DALY
CHRISTOPHER M. FEAR
JUDITH J. FLANDERS
MITCHELL D. FRANKS
STEPHEN D. FRENCH
CLAUDIA M. HARRIS, III
DONALD D. JACOBSEN
HARRIS H. HALEY
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EDWIN A. SCALZO, III
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KINGSWOOD SPROTT, JR.
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WYFFORD H. STINMAN
ROBERT D. STOKES
JANET M. STUART
JONATHAN B. TROHN
ROBERT L. TROHN
JOHN M. VREELAND
DONALD H. WILSON, JR.
A. H. LANE (RETIRED)

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

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Re: The Carroll Community Development Association, Inc.
Our File: C667-39107


Gentlemen:

Enclosed please find two fully executed copies of Articles of Incorporation for the above subject, together with my check in the amount of \$122.50, payable to the Secretary of State.

Please file these Articles and return one certified copy to me.

If you have any questions or problems with the enclosed, do not hesitate to call me.

Sincerely,


Janet M. Stuart

JMS/as
Encl. as noted
xc: Pamela A. Carroll (w/ encl.)
CARROLLSS

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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LANE, TROHN, CLARKE, BERTRAND, VREELAND & JACOBSEN, P.A.

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ARTICLES OF INCORPORATION

OF

THE CARROLL COMMUNITY DEVELOPMENT ASSOCIATION, INC.

Pursuant to the provisions of the Florida Not For Profit Corporation Act, the undersigned hereby adopts the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation shall be **THE CARROLL COMMUNITY DEVELOPMENT ASSOCIATION, INC.**, referred to hereinafter from time to time as the "corporation."

ARTICLE II

PURPOSE

The purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law. These purposes include but are not limited to the following:

(a) To receive contributions or donations of property, real, personal and mixed, and to apply the same to the tax-exempt purposes of the corporation;

(b) To provide that no part of the net earnings of the corporation shall inure to the benefit of any member, Director, officer, or any private individual, and no member, Director, officer, or any private individual shall be entitled to share in a distribution of any of the assets on dissolution of the corporation. No part of the activities of the corporation shall be carrying on propaganda or otherwise attempting to influence legislation, or participating in or intervening in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office;

(c) To provide that if at any time the corporation shall be a "private foundation" within the meaning of Section 509 of the Internal Revenue Code of 1986, as amended, the corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws;

(d) To provide that if at any time the corporation shall be a "private foundation" within the meaning of Section 509 of the Internal Revenue Code of 1986,

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as amended, the corporation shall not engage in any acts of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws;

(o) To provide that if at any time the corporation shall be a "private foundation" within the meaning of Section 509 of the Internal Revenue Code of 1986, as amended, the corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws;

(f) To provide that if at any time the corporation shall be a "private foundation" within the meaning of Section 509 of the Internal Revenue Code of 1986, as amended, the corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws;

(g) To provide that if at any time the corporation shall be a "private foundation" within the meaning of Section 509 of the Internal Revenue Code of 1986, as amended, the corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws;

(h) Notwithstanding any other provision of these Articles, this corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent federal tax laws.

ARTICLE III **MEMBERS**

The membership of this corporation shall constitute all persons hereinafter named as Directors and such other persons as, from time to time hereafter, may become members in the manner provided in the Bylaws of the corporation.

ARTICLE IV **CORPORATE EXISTENCE**

The corporation shall have perpetual existence.

ARTICLE V **PRINCIPAL PLACE OF BUSINESS**

The initial street address of this corporation shall be 534 Peninsular Drive, Lakeland, Florida 33813 and the initial mailing address of this corporation shall be Post Office Box 6189, Lakeland, Florida 33807-6189.

ARTICLE VI
INCORPORATOR

The name and address of the incorporator of the corporation is **PAMELA A. CARROLL**, whose address is 534 Peninsular Drive, Lakeland, Florida 33813.

ARTICLE VII
MANAGEMENT

The affairs of the corporation shall be managed by a Board of Directors consisting of not fewer than three (3) Directors, elected by the members of the corporation in the manner provided in the Bylaws of the corporation. Qualifications of the Directors, together with the terms of office, manner of election, removal, change of number (but not less than three (3)), filling of vacancies and newly created Directorships, powers, duties and liability shall, except as otherwise provided in these Articles or by the laws of the State of Florida, be as prescribed in the Bylaws.

The names and post office addresses of the persons who shall serve as initial Directors of the corporation until their successors are duly elected and qualified are as follows:

PAMELA A. CARROLL	534 Peninsular Drive Lakeland, Florida 33813
JEFFREY BROOKS LEWIS	1628 Dooley Lane Lakeland, Florida 33813
RANDY MATHEWS	502 Don El Street Lakeland, Florida 33813
K. K. ROSS	3803 Old Road 37 #46 Lakeland, Florida 33813

ARTICLE VIII
BYLAWS

The Bylaws of the corporation are to be made, altered or rescinded by a two-thirds (2/3) vote of all members present at any annual or special meeting of the membership, provided notice of such amendment shall be submitted to the membership not less than thirty (30) days prior thereto. Any proposal for a change in the Bylaws shall be presented to the Board of Directors for discussion at least forty-five (45) days prior to its presentation to the membership.

ARTICLE IX
AMENDMENTS TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by a two-thirds (2/3) vote of the members present at any annual or special meeting of the membership, provided that notice of such amendment shall have been submitted to the membership not less than thirty (30) days prior thereto. Any proposed amendments shall be presented to the Board of Directors for discussion at least forty-five (45) days prior to presentation to the membership.

ARTICLE X
INDEMNIFICATION OF DIRECTORS

Every Director of the corporation shall be indemnified by the corporation against all expenses and liabilities, including attorneys fees, reasonably incurred by or imposed upon him or her in connection with any civil or criminal proceedings to which that Director is a party or involved by reason of being or having been a Director of the corporation, whether or not he or she is a Director at the time such expenses are incurred, except in such cases where the Director is adjudged guilty of willful misfeasance in the performance of his or her duties as a Director. In the event any claim of indemnification is based upon a settlement, the indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interest of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director may be entitled under Florida law.

ARTICLE XI
MEETINGS

The annual meeting of members for the election of the Board of Directors shall be held as is provided in the Bylaws. The corporation may provide in its Bylaws for the holding of additional regular meetings and any special meetings, and shall provide notice of all such meetings in the manner provided in the Bylaws. The number of the members necessary to constitute a quorum for the holding of any meetings shall be determined in the Bylaws.

ARTICLE XII
DISTRIBUTION OF ASSETS UPON DISSOLUTION

In the event of dissolution, the residual assets of the corporation shall be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code, or the federal, state or local government for exclusive public purpose.

ARTICLE XIII
DESIGNATION OF REGISTERED AGENT

Janet M. Stuart, whose address is One Lake Morton Drive, Lakeland, Florida 33801, shall be the Registered Agent for the corporation. Said appointment has been consented to below.

DATED at Lakeland, Florida, this 8th day of October, 1996.


PAMELA A. CARROLL, Incorporator

STATE OF FLORIDA
COUNTY OF POLK

BEFORE ME, the undersigned authority, personally appeared PAMELA A. CARROLL, who is personally known to me to be the person described in and who subscribed the above Articles of Incorporation, and she did freely and voluntarily acknowledge before me according to law that she made and subscribed the same for the use and purpose therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, at Lakeland in said County and State this 8th day of October, 1996.




Notary Public
My commission expires:

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

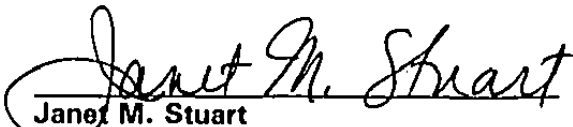
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That THE CARROLL COMMUNITY DEVELOPMENT 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 Lakeland, County of Polk, State of Florida, has named Janet M. Stuart, located at One Lake Morton Drive, City of Lakeland, County of Polk, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept said designation, and agree to comply with the provisions of said Act relative to said capacity.

By:


Janet M. Stuart
Registered Agent