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PLEASE REPLY TO:
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TALLAHASSEE OFFICE
117 S. GADSDEN
TALLAHASSEE, FLORIDA 32301

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DAVID W. STEEN
PAUL A. STRASKE

December 22, 1997

Division of Corporations
PO Box 6327
Tallahassee, FL 32314

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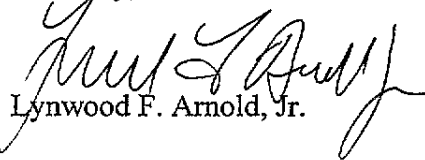
Re: South Court Homeowners' Association, Inc.
File No: E111/11768

Dear Ladies/Gentlemen:

Enclosed you will find an original and one copy of the Articles of Incorporation for the above non-profit corporation, along with a check made payable to the Secretary of State in the amount of \$70.00 which represents the necessary filing fee.

If you have any questions, please do not hesitate to contact this office.

Sincerely,


Lynwood F. Arnold, Jr.

LFA/lk
Enclosure

cc: Mr. and Mrs. Donald Evans
Mr. William Higgins

G:\WPDOCS\LFA\EVANS\DIVCORP.LTR

FILED
SECRETARY OF STATE
JAN 9 1998
TALLAHASSEE, FLORIDA

RP
1-9-98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 26, 1997

MCWHIRTER, REEVES, MCGLOTHLIN, ET.AL.
P.O. BOX 3350
TAMPA, FL 33601-3350

SUBJECT: SOUTH COURT HOMEOWNERS' ASSOCIATION, INC.
Ref. Number: W97000028658

We have received your document for SOUTH COURT HOMEOWNERS' ASSOCIATION, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

Please return the original and one copy of 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) 487-6929.

Randall Purintun
Document Specialist

Letter Number: 697A00060418

ARTICLES OF INCORPORATION OF
SOUTH COURT HOMEOWNERS' ASSOCIATION, INC.
(A Corporation Not For Profit)

FILED
CLERK OF STATE
98 JAN -9 AM 11:04

In compliance with the requirements of the Laws of the State of Florida, the undersigned hereby associate themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I

The name of the corporation is SOUTH COURT HOMEOWNERS' ASSOCIATION, INC., hereinafter called the "Association".

ARTICLE II

The street address of the initial principal office and the initial registered office of the Association is 2406 Jetton Avenue, Tampa, Florida, and the name of the initial Registered Agent at that address is Donald C. Evans.

ARTICLE III

All definitions in the Declaration of Covenants, Conditions, Restrictions and Easements of South Court Homeowners' Association, Inc. and recorded in the Public Records of Hillsborough County, Florida, to which a copy of these Articles is attached as Exhibit "B" (the "Declaration"), are incorporated herein by reference and made a part hereof.

ARTICLE IV

PURPOSE OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for operation, maintenance, preservation and architectural control of the Lots and Common Area and improvements thereon, within that certain real property (and any additions thereto) described in the Declaration (the "Property"), which has been subdivided into a subdivision known as Townhouses of Suburb Beautiful (the "Project") and to promote the health, safety and welfare of the members of the Association.

ARTICLE V

POWERS OF THE ASSOCIATION

The Association shall have all the powers and duties reasonably necessary to operate and maintain the Association, including, but not limited to, the following:

(a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(b) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration or By-Laws of the Association; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(c) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer or otherwise dispose of real or personal property in connection with the affairs of the Association;

(d) Borrow money, and with the assent of three-fourths (3/4) of the members at a duly called meeting of the Association, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) Dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as maybe agreed to by the members. No such dedication or transfer shall be effective without obtaining consent of three-fourths (3/4) of the members to such dedication, sale or transfer in writing or by vote at a duly called meeting of the Association, and unless prior written consent of Declarant is obtained for so long as Declarant owns a Lot;

(g) To promulgate or enforce rules, regulations, by-laws, covenants, restrictions or agreements to effectuate all of the purposes for which the Association is organized;

(h) To have and to exercise any and all powers, rights and privileges which a non-profit corporation organized under the laws of the State of Florida may now or hereafter have or exercise;

(i) To contract for management of the Association and to delegate in such contract all or any part of the powers and duties of the Association, and to contract for services to be provided the Owners including garbage pick-up and other utilities.

ARTICLE VI

MEMBERSHIP

Every Owner of a Lot shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Lot.

ARTICLE VII

VOTING RIGHTS

The Association shall have one (1) class of membership, with each Lot entitled to one (1) vote. In cases where a Lot is owned by more than one (1) person or by an entity, the Owner or Owners shall file with the Secretary of the Association a written Designation of Voting Member, signed by all the Owners or by the authorized representative of the entity Owner, designating the person who shall cast the vote for said Lot. Said Designation of Voting Member may be changed in the manner set forth for the original designation.

ARTICLE VIII

BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors consisting of four (4) Directors. After at least three (3) of the Lots have been sold, all Directors shall be Owners. One Director shall be designated from each Lot by the Voting Member for said Lot. Until the sale of a Lot, Declarant shall appoint the person to be the Board member representing said Lot. Board members shall serve until the next annual meeting of the Members, at which the Voting Members shall designate the Board member to represent each of their Lots. In the absence of such designation, the Board member shall serve until a replacement is named by the Voting Member for said Lot.

The Directors named in these Articles shall serve until the first election of Directors, and any vacancies in their number occurring before the first election shall be filled by the remaining Directors. The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

NAME

ADDRESS

Donald C. Evans
Barbara L. Evans
William O. Higgins

2406 Jetton Avenue, Tampa FL 33629
2406 Jetton Avenue, Tampa FL 33629
3801 Bay to Bay Blvd, Tampa FL 33629

ARTICLE IX

DISSOLUTION

In the event of the dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE X

DURATION

The corporation shall exist perpetually.

ARTICLE XI

AMENDMENTS

Amendment of these Articles shall require the assent of a three-fourths (3/4) of the votes of the entire membership.

ARTICLE XII

SUBSCRIBERS

The names and street addresses of the Subscribers to these Articles of Incorporation are as follows:

NAME

ADDRESS

Donald C. Evans
Barbara L. Evans
William O. Higgins

2406 Jetton Avenue, Tampa FL 33629
2406 Jetton Avenue, Tampa FL 33629
3801 Bay to Bay Blvd, Tampa FL 33629

ARTICLE XIII

OFFICERS

The Board of Directors shall elect the President, Secretary, Treasurer, and as many Vice-Presidents, Assistant Secretaries and Assistant Treasurers as the Board of Directors shall from time to time determine.

The names and addresses of the Officers who shall serve until their successors are designated by the Board of Directors are as follows:

President: Donald C. Evans, 2406 Jetton Avenue, Tampa FL 33629

Secretary-Treasurer: William O. Higgins, 3801 Bay to Bay Blvd, Tampa FL 33629.

ARTICLE XIV

The original By-Laws of the Association shall be adopted by a majority vote of the Directors. Thereafter, the By-Laws of the Association may be amended, altered or rescinded at a regular or special meeting of the members by a vote of three-fourths (3/4) of members present in person or by proxy.

ARTICLE XV

IDENTIFICATION OF OFFICERS AND DIRECTORS

The Association shall and does hereby indemnify and hold harmless every Director and every Officer, their heirs, executors and administrators, against all loss, cost and expenses reasonably incurred in connection with any action, suit or proceeding to which he or she may be made a party by reason of his or her being or having been a Director or Officer of the Association, including reasonable counsel fees, except as to matters wherein he or she shall be finally adjudged in such action, suit or proceeding to be liable for or guilty of gross negligence or willful misconduct. The foregoing rights shall be in addition to, and not exclusive of, all other rights to which such Director or Officer may be entitled.

ARTICLE XVI

TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

No contract or transaction between the Association and one (1) or more of its Directors or Officers, or between the Association and any other corporation, partnership, association, or other organization in which one (1) or more of its officers or directors are Officers or Directors of this Association shall be invalid, void or voidable solely for this reason, or solely because the Officer or Director is present at, or participates in, meetings of the Board or Committee thereof which authorized the contract or transaction, or solely because said Officers, or Directors' votes are counted for such purpose. No Director or Officer of the Association shall incur liability by reason of the fact that said Director or Officer may be interested in any such contract or transaction.

Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a Committee which authorized the contractor transaction.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the Laws of the State of Florida, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 12th day of December, 1997.

Donald C. Evans
DONALD C. EVANS
Barbara L. Evans
BARBARA L. EVANS
William O. Higgins
WILLIAM O. HIGGINS

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me the 12 day of December, 1997, by Donald C. Evans, who is personally known to me or furnished Drivers license, Florida as identification.

(SEAL)



Michelle Vesely
Notary Public-State of Florida
My Commission Expires:

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me the 12 day of December, 1997, by Barbara L. Evans, who is personally known to me or furnished drivers license, Florida as identification.

(SEAL)



Michelle Vesely
Notary Public-State of Florida
My Commission Expires:

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me the 15th day of December, 1997, by William O. Higgins, who is personally known to me or furnished _____ as identification.

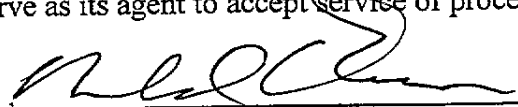
(SEAL)

Robert Young, III
Notary Public-State of Florida
My Commission Expires:



CERTIFICATE ACCEPTING DESIGNATION
AS REGISTERED AGENT

I HEREBY CERTIFY that I have accepted the designation as Registered Agent of South Court Homeowners' Association, Inc., and agree to serve as its agent to accept service of process within this State at its Registered Office.


Donald C. Evans

FILED
CLERK OF STATE
98 JAN -9 AM 11:04