

MICHAEL SEAY WILSON
ATTORNEY AND COUNSELOR AT LAW

815 ORIENTA AVENUE, SUITE 5
ALTAMONTE SPRINGS, FLORIDA 32701

TELEPHONE
(407) 332-6644
FACSIMILE
(407) 332-5725

N98 00000000507
January 26, 1998

Division of Corporation
409 E. Gaines Street
Tallahassee, Florida 32314

700002411757--7
-01/26/98--01085--004
****122.50 ****122.50

Re: Lake Jane Association, Inc.

To Whom it May Concern:

Please find enclosed the original Articles of Incorporation of Lake Jane Association, Inc. This is a not-for-profit corporation, therefore we have enclosed a check #2503 in the amount of \$122.50 representing your fee to file same. Please return certificate of filing to the undersigned below.

Thank you for your assistance.

Sincerely,

Wendy A. Austin
Wendy A. Austin, Secretary to
Michael S. Wilson

WAA/
Enc.

FILED
98 JAN 26 PM 1:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CB
1-20-98

FILED
98 JAN 26 PM 1:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF
LAKE JANE ASSOCIATION, INC.

Notice is hereby given that the undersigned incorporator, being of full age, hereby forms this corporation not-for-profit, without capital stock, under the provisions of Chapters 607 and 617, Florida Statutes and does hereby accept all of the rights, privileges, benefits and obligations conferred and imposed by such law, and does hereby make, subscribe, acknowledge and file these Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation is Lake Jane Association, Inc. The principal place of business of the corporation shall be 815 Orienta Avenue, Suite 5, Altamonte Springs, Florida 32701.

ARTICLE II - CORPORATE PURPOSE

The corporation is organized and shall act as a governing association for the maintenance, improvement, and management of Lake Jane located in Longwood, Florida, and to engage in all necessary, incidental, and lawful activities or business associated therewith.

ARTICLE III - POWERS

The corporation shall have all of the rights, powers, duties, and functions of a corporation not-for-profit under the laws of the State of Florida as described in Chapter 617, Florida Statutes (the "Florida Not-For-Profit Corporation Act"), as it now exists or may hereafter be in effect, and all rights, powers, duties, and

functions necessary to carry out the purpose for which the corporation is organized, including, without limitation, the following:

(a) To enact rules and regulations for the governance of the corporation;

(b) To collect contributions from the members of the corporation and concerned third parties;

(c) To use the proceeds of the contributions for the purposes set forth herein;

(d) To sue and be sued;

(e) To contract for services; and

(f) To exercise any and all common law and statutory powers, although not specifically recited herein, of a corporation not-for-profit reasonably necessary or convenient to carry out and perform the purpose for which the corporation is organized.

ARTICLE IV - DURATION

The Corporation shall have perpetual existence.

ARTICLE V - MEMBERSHIP

The Corporation shall be a non-stock corporation. Every person or entity who is a record owner of a fee or undivided fee interest in any lot located on and underneath Lake Jane located in Longwood, Florida, may be a member of the corporation. If any lot is owned by more than one owner, each such owner may be a member of the corporation. A person having a leasehold or a security interest in a lot may be a member of the corporation only with the consent of the record owner(s). All members of the corporation

shall be subject to and bound by these Articles of Incorporation, the Bylaws of the corporation, and the rules and regulations of the corporation for so long as they are a member.

ARTICLE VI - VOTING RIGHTS

The corporation shall have two (2) classes of voting membership as follows:

(a) Class A: Class A members shall be all those owners as defined in Article V. Class A members shall be entitled to two (2) votes for each devisable lot in which they hold the interest required for membership by Article IV. When two (2) persons hold such interest or interests in any lot, each person shall have the right to exercise one vote on behalf of the subject lot. When more than two (2) persons hold such interest or interests in any lot, all such persons may be members, and the votes for such lot shall be exercised as they among themselves determine, but in no event shall more than two (2) votes be cast with respect to any such lot.

(b) Class B: Class B members shall be any other person or group of persons authorized in the Bylaws of the corporation, or by subsequent resolution of the Board of Directors, to be a member of this corporation. However, the Class B member shall not be entitled to vote.

Any person may conclusively rely on a certificate of the secretary of the corporation as to the vote of members of the corporation that may be required by law, the Articles of Incorporation, or the Bylaws of the corporation. Any member may resign from the corporation at any time by giving written notice to

the Board of Directors, the President, or the Secretary. Any director may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary. Any such resignation shall take effect at the time specified therein, or, if the time not be specified therein, upon its acceptance by the Board of Directors. This corporation may not create a lien on any member's residence. If a member of the corporation violates any rule or regulation of the corporation, the Board of Directors may suspend the right of such member to vote, but only after hearing which shall be held not less than ten (10) days, nor more than forty (40) days after delivery of written notice to the member of the corporation specifying the date, time, and place of the hearing in setting forth the nature of the alleged violation.

ARTICLE VII -- REGISTERED OFFICE; REGISTERED AGENT

The street address of the initial registered office of the corporation is 815 Orienta Avenue, Suite 5, City of Altamonte Springs, County of Seminole, State of Florida, 32701. The name of its initial registered agent at such address is Michael S. Wilson, Esquire.

ARTICLE VIII - OFFICERS AND DIRECTORS

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a Board of Directors. The number of directors of the corporation shall be five (5); provided, however, that such number may be changed by a Bylaw duly adopted pursuant to the Bylaws of this Corporation. Directors shall be elected or removed in accordance with the

procedure provided in the Bylaws. Directors need not be members of the corporation. The names and addresses of the initial directors of the corporation, who shall serve until their successors are duly elected and qualified, are:

<u>NAME</u>	<u>ADDRESS</u>
Mike Piel	476 Lake Avenue, Longwood, FL 32750
Mike Wilson	478 Lake Avenue, Longwood, FL 32750
Mel Mislivecek	401 Reider Avenue, Longwood, FL 32750
John Shamblim	418 Maine Avenue, Longwood, FL 32750
Bobbi Corbitt	730 Oak Street, Longwood, FL 32750

At any meeting of the directors, a director entitled to vote may vote by proxy executed in writing by the director or by the director's duly authorized attorney in fact in the presence of a notary or other officer authorized to take oaths, and acknowledged in writing by said notary or officer. Each director in attendance at any meeting of the Board may not cast more than one (1) vote by proxy on any matter in addition to their own vote. No proxy shall be valid after sixty (60) days from its date of execution unless otherwise provided in the proxy.

The officers of the corporation shall be the president, secretary, treasurer, and such other officers as the Board of Directors may provide. These officers shall be elected and shall hold office in the manner provided in the Bylaws of the corporation. Officers need not be members of the corporation.

ARTICLE IX - INCORPORATOR

The name and street address of the sole incorporator is as follows: Michael S. Wilson, 815 Orienta Avenue, Suite 5, Altamonte Springs, Florida 32701.

ARTICLE X - MODIFICATION OF BYLAWS

Subject to the limitations contained in the Bylaws and any limitations set forth in the laws of the State of Florida, the Bylaws of the corporation shall be made, altered or rescinded by a majority vote of the members of the Board of Directors present or voting by proxy at any meeting thereof; provided that notice thereof, which shall include the text of the Bylaws change, has been furnished in writing to each Director of the Corporation at least ten (10) days prior to the meeting at which such alteration to the Bylaws is to be voted upon.

ARTICLE XI - INDEMNIFICATION

The corporation may indemnify any officer, director, or employee of the corporation, or any former officer, director, or employee of the corporation to the full extent permitted by and as set forth in Chapters 607 and 617, Florida Statutes.

ARTICLE XII - AMENDMENT

The Articles of Incorporation of this Corporation shall be amended or additional provisions added or adopted by a two-thirds vote of the members of the Board of Directors present or voting by proxy at any meeting thereof; provided that notice thereof, which shall include the text of the change to Articles of Incorporation has been furnished in writing to each Director of the Corporation at least ten (10) days prior to the meeting at which such Articles of Incorporation change is to be voted upon, followed by the compliance with the Florida Statutes regarding amendments to articles of incorporation of non-profit corporations.

I, the undersigned, being the sole incorporator of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation on this 20th day of January, 1998.

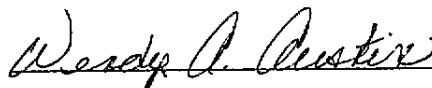

MICHAEL S. WILSON

STATE OF FLORIDA
COUNTY OF SEMINOLE

The foregoing instrument was acknowledged before me this 20th day of January, 1998, by MICHAEL S. WILSON, who is personally known to me or who has produced NA as identification and who did take an oath.



WENDY A AUSTIN
My Commission CC516534
Expires Dec. 06, 1999

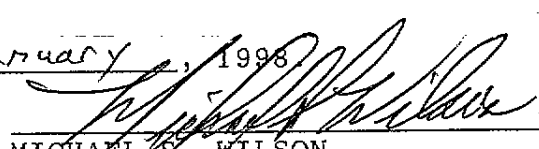


NOTARY PUBLIC, State of Florida
Commission No. AA 762815
My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in the Articles of Incorporation, 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, and I accept the duties and obligations of Section 607.325 Florida Statutes.

Dated this 20th day of January, 1998


MICHAEL S. WILSON
Registered Agent

FILED
98 JAN 26 PM 1:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA