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April 1, 1998

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*****70.00 *****70.00

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

FILED
98 MAY -1 AM 8:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: **Village Center Association, Inc.**

Dear Sir:

Enclosed are the Articles of Incorporation to be filed and a check for \$70 payable to the Department of State for such recording. If you need additional information, please feel free to call me at (813) 962-1307, or write me at 4008 Priory Circle, Tampa, FL 33624.

Thank you for your assistance in this matter.

Sincerely,

John L. Pare
John L. Pare

JLP:jlf
Enclosures as indicated

Phase II
4131 GUNN HIGHWAY
TAMPA, FLORIDA 33624

W-2557
8031

MAY 5 1998



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 9, 1998

FILED
98 MAY -1 AM 8:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JOHN L. PARE
~~4131 GUNN HWY~~ 4008 PRIORITY CIR
~~TAMPA, FL 33624~~ TAMPA, FL 33624-2722

SUBJECT: THE VILLAGE CENTER ASSOCIATION, INC.
Ref. Number: W98000008031

We have received your document for THE VILLAGE CENTER 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):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

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) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 898A00019010

Dear Mrs Chesser,

I added the written acceptance language to Article X. I also made a few changes to Articles III, VII, VIII, XII and had it signed and notarize again.

Sincerely,
John L. Pare

**ARTICLES OF INCORPORATION
OF THE VILLAGE CENTER ASSOCIATION, INC.**

The undersigned subscribers to these articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

Article I Name

The name of the corporation is The Village Center Association, Inc..

Article II Purpose

To establish and run a community center in the Carrollwood Village area of Tampa, Florida in order to cultivate a sense of community and to promote the arts, education and wholesome recreation.

Article III Membership

Membership shall be open to all incorporated homeowner associations that pay the required dues and are located in the area bounded by Ehrlich Road on the North, Dale Mabry Highway on the East, C S X Railroad right of way on the South and Lynn Turner Road and Anderson Road on the West.

Other categories of membership may be established by the board of directors.

The following are the initial members. If the By-laws require members to pay dues these homeowner associations must pay dues in order to maintain their status as initial members.

Carrollwood Village Homeowners Associations, Inc.
Carrollwood Village Phase II Homeowners Association, Inc.
Carrollwood Village Phase III Homeowners Association, Inc.
Carrollwood Village Chase Condominium Association, Inc.
Stonehedge Homeowners Association, Inc.
The Village West Homeowners Association.

Article IV Not-for-profit

This corporation is a nonprofit corporation and its assets are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member, director or officer of this corporation. On liquidation or dissolution, all remaining properties and assets of the corporation shall be distributed and paid over to an organization dedicated to charitable purposes which has established its tax-exempt status under Internal Revenue Code Section 501(c)(3).

Article V Term of Existence

The corporation shall have perpetual existence. In the event of dissolution all property of the corporation shall be distributed to any organization selected by the board of directors that is operated exclusively for charitable purposes and is federally tax-exempt.

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TALLAHASSEE, FLORIDA

Article VI Address

The initial street address of the principal office of the corporation in the State of Florida is 5043 Paloma Drive, Tampa, Florida 33624.

The board of directors may from time to time move the principal office to any other address in the State of Florida.

Article VII Subscribers

The names and addresses of the persons signing these Articles of Incorporation as subscribers are:

Name and Address

JOHN R. MILEY, PRESIDENT OF CARROLLWOOD VILLAGE PHASE 11 HOMEOWNERS ASSOCIATION INC. 5043 Paloma Drive, Tampa, Florida, 33624

RICHARD C. WOLTMANN, PRESIDENT OF CARROLLWOOD VILLAGE HOMEOWNERS ASSOCIATION INC. 4129 Northmeadow Circle, Tampa, Florida, 33624

GERALD JACOBS, PRESIDENT OF CARROLLWOOD VILLAGE PHASE 111 HOMEOWNERS ASSOCIATION INC. 7716 Brentonwood Drive, Tampa Florida, 33615

JOHN G. PARE, SECRETARY OF CARROLLWOOD VILLAGE HOMEOWNERS ASSOCIATION INC. 4008 Priory Circle, Tampa Florida, 33624

JUDY P. SILING, PRESIDENT OF STONEHEDGE HOMEOWNERS ASSOCIATION, INC. 4649 Glenside Circle, Tampa Florida, 336624

BRICE HEADLEY, PRESIDENT OF CARROLLWOOD VILLAGE CHASE CONDOMINIUM ASSOCIATION ASSOCIATION INC. 4509 Southampton Court, Tampa Florida 33624

NANCY STEARNS, PRESIDENT OF CARROLLWOOD PLAYERS, INC. 15513 Ramblebrook Lane, Tampa Florida 33624

Article VIII Directors

The business of the corporation shall be managed by its board of directors. The number of directors shall be fixed by the By-laws, but shall not be less than three nor more than eleven. . Until the initial directors adopt By-laws the number of directors shall be seven. Two of the seven directors shall be residents of the Carrollwood Village Homeowners Association Inc. If the number of directors are increased the ratio of directors from Carrollwood Village Homeowners Association Inc. to directors from other homeowner association shall be 2/7 or better.

Article IX Initial Directors

The names and addresses of the initial board of directors:

<i>Name</i>	<i>Address</i>
JOHN R. MILEY	5043 Paloma Drive, Tampa, Florida 33624
RICHARD C. WOLTMANN	4129 Northmeadow Circle, Tampa, Florida 33624
GERALD JACOBS	7716 Brentonwood Drive, Tampa Florida 33615
JOHN G. PARE	4008 Priory Circle, Tampa Florida 33624
JUDY P. SILING	4649 Glenside Circle, Tampa Florida 336624
BRICE HEADLEY	4509 Southampton Court, Tampa Florida 33624
NANCY STEARNS	15513 Ramblebrook Lane, Tampa Florida 33624

Article X Initial Resident Agent

The name and address of the initial resident agent for the corporation is John R. Miley, 5043 Paloma Drive, Tampa, Florida 33624. I, John R. Miley, am familiar with and accept the duties and responsibilities as Registered Agent.

Article XI Officers

The names and addresses of the officers of the corporation, who shall serve until the first annual meeting of the corporation are:

John R. Miley	President
Richard C. Woltmann	Vice-president
Judy P. Siling	Secretary
John G. Paré	Treasurer

Article XII By-laws

The initial by-law shall be approved by the board of directors, proposed by them to the initial membership and approved by a simple majority of the initial members at a membership meeting. Once adopted the By-laws may be amended by following the same exact procedure.

Article XIII Amendment

The Articles of Incorporation may be amended.. Every amendment shall be approved by the board of directors, proposed by them to the initial members listed above and approved by a simple majority vote of the initial members at a membership meeting duly noticed for that purpose.

Article XIV Remuneration of Officers and Directors


No officer or director of the corporation shall receive any salary or other remuneration for services rendered as such. Although any who render professional services to the corporation may be compensated therefor. The board of directors may authorize payment to outside professionals, advisors, consultants, directors, lawyers, etc., for services rendered in furtherance of the purposes of the corporation.

IN WITNESS WHEREOF, we the subscribers, have executed these Articles of Incorporation this
29th day of April 1998.



JOHN R. MILEY



RICHARD C. WOLTMANN


GERALD JACOBS

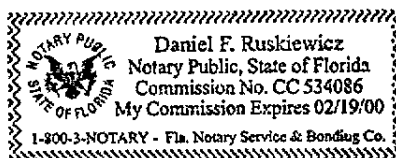

JUDY P. SILING


BRUCE HEADLEY


NANCY STEARNS


JOHN G. PARÉ

STATE OF FLORIDA)
COUNTY OF HILLSBOROUGH)

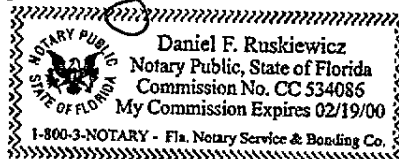


Before me, the undersigned authority, personally appeared JOHN R. MILEY to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he signed and executed the same for the purposes therein set forth.

WITNESS my hand and official seal in the State and County aforesaid this 29th day of
April, 1998.



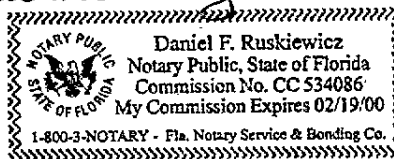
STATE OF FLORIDA)
COUNTY OF HILLSBOROUGH)



Before me, the undersigned authority, personally appeared RICHARD C. WOLTMANN to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he signed and executed the same for the purposes therein set forth.

WITNESS my hand and official seal in the State and County aforesaid this 29th day of April, 1998.

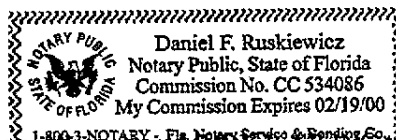
STATE OF FLORIDA)
COUNTY OF HILLSBOROUGH)



Before me, the undersigned authority, personally appeared GERALD JACOBS to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he signed and executed the same for the purposes therein set forth.

WITNESS my hand and official seal in the State and County aforesaid this 29th day of April, 1998.

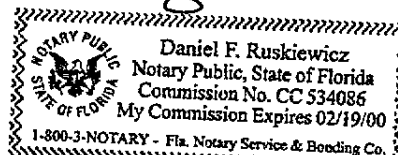
STATE OF FLORIDA)
COUNTY OF HILLSBOROUGH)



Before me, the undersigned authority, personally appeared LISA F. STILSON to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that she signed and executed the same for the purposes therein set forth.

WITNESS my hand and official seal in the State and County aforesaid this 29th day of April, 1998.

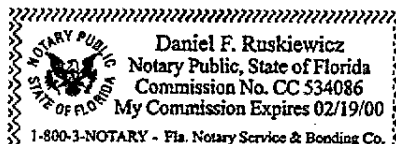
STATE OF FLORIDA)
COUNTY OF HILLSBOROUGH)



Before me, the undersigned authority, personally appeared BRICE HEADLEY to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he signed and executed the same for the purposes therein set forth.

WITNESS my hand and official seal in the State and County aforesaid this 29th day of April, 1998.

STATE OF FLORIDA)
COUNTY OF HILLSBOROUGH)

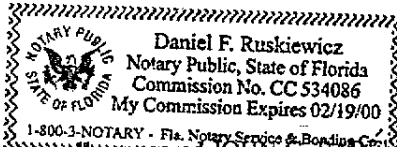


Before me, the undersigned authority, personally appeared NANCY STEARNS to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that she signed and executed the same for the purposes therein set forth.

WITNESS my hand and official seal in the State and County aforesaid this 29th day of April, 1998.

Daniel F. Ruskiewicz

STATE OF FLORIDA)
COUNTY OF HILLSBOROUGH)



Before me, the undersigned authority, personally appeared JOHN N. K. SMITH to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he signed and executed the same for the purposes therein set forth.

WITNESS my hand and official seal in the State and County aforesaid this 29th day of April, 1998.

Daniel F. Ruskiewicz

FILED
98 MAY -1 AM 8:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA