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OFFICE
PEACOCK & GAFFNEY

PROFESSIONAL ASSOCIATION
2348 SUNSET POINT ROAD
CLEARWATER, FLORIDA 33765

RAY PEACOCK
PATRICK F. GAFFNEY +
PEGGY BURKE BEVILLE

June 29, 1998

(813) 796-7774
FAX (813) 797-6317

* BOARD CERTIFIED
MARITAL & FAMILY LAWYER

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL. 32301

600002580856--3
-07/06/98--01111--019
****122.50 ****122.50

Re: Springbrook Village Homeowners' Association, Inc.

Gentlemen:

Enclosed herewith please find the Charter for the above-referenced corporation, which we request that you file in your office. Also enclosed is a copy of the same, which we request that you certify and return to us.

Our check in the amount of \$122.50 is enclosed to cover your charges as follows:

Filing Fee	\$35.00
Certified copy	52.50
Resident Agent	<u>35.00</u>
	\$122.50

If anything further is required, please do not hesitate to contact me.

Sincerely yours,


Ray Peacock

RP
jm
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 6 PM 3:44

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ARTICLES OF INCORPORATION
OF
SPRINGBROOK VILLAGE HOMEOWNERS' ASSOCIATION, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL -6 PM 3:45

The undersigned, for the purpose of forming a not for profit corporation under Chapter 617, Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I: NAME

The name of the corporation is SPRINGBROOK VILLAGE HOMEOWNERS' ASSOCIATION, INC.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 211 Hedden Court, P.O. Box 838, Ozona, Florida 34660.

ARTICLE III: PURPOSE

The purpose of the corporation is a Homeowners' Association with the following powers, including but not limited to:

- a. Own and convey property;
- b. Operate and maintain common property, specifically the surface water management system including any mitigation areas as permitted by the Southwest Florida Water Management District including all lakes, retention areas, culverts and related appurtenances;
- c. Establish rules and regulations;
- d. Assess members and enforce said assessments;
- e. Sue and be sued;
- f. Contract for services to provide for operation and maintenance if the Association contemplates employing a maintenance company;
- g. Require all the homeowners, lot owners, property owners or unit owners to be members;
- h. Exist in perpetuity; however, the Articles of Incorporation must provide that if the Association is dissolved, the property consisting of the surface water management system shall be conveyed to an appropriate agency of local government, and that if not accepted, then the surface water management system shall be dedicated to a similar non-profit corporation; and
- i. Take any other action necessary for the purposes for which the Association is organized.

ARTICLE IV: QUALIFICATION

The qualification for members and the manner of their admission are stated in the bylaws of the corporation.

ARTICLE V: INITIAL REGISTERED OFFICE AND AGENT

The initial registered office and agent of the corporation is Onorio Carlesimo, 211 Hedden Court, Ozona, Florida 34660.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The number of persons constituting the Board of Directors of the corporation is initially three. The manner in which the directors are elected is stated in the corporate bylaws. The name and address of each person who is to serve as a member of the initial Board of Directors is:

Onorio Carlesimo, 211 Hedden Court, Ozona, Florida 34660

Antonio Carlesimo, 211 Hedden Court, Ozona, Florida 34660

Salvatore Cerullo, 211 Hedden Court, Ozona, Florida 34660.

ARTICLE VII: NON-STOCK BASIS

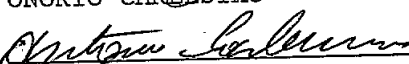
The corporation is organized under a non-stock basis.

ARTICLE VIII: DISSOLUTION

In the event of dissolution, the residual assets of the corporation will 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 1954 or corresponding sections of any prior or future law, or to the Federal, State or local government for exclusive public purpose.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 22 day of June 1998.


ONORIO CARLESIMO


ANTONIO CARLESIMO


SALVATORE CERULLO

"Subscribers"

STATE OF FLORIDA
COUNTY OF PINELLAS

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared ONORIO CARLESIMO who is personally known to me or produced driver's license as identification, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid this 22 day of June, 1998.

Elaine R. Webb
Notary Public

STATE OF FLORIDA
COUNTY OF PINELLAS



Elaine R. Webb
MY COMMISSION # CC552704 EXPIRES
May 5, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared ANTONIO CARLESIMO who is personally known to me or produced driver's license as identification, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid this 22 day of June, 1998.

Elaine R. Webb
Notary Public



Elaine R. Webb
MY COMMISSION # CC552704 EXPIRES
May 5, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

STATE OF FLORIDA
COUNTY OF PINELLAS

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared SALVATORE CERULLO who is personally known to me or produced driver's license as identification, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid this 22 day of June, 1998.

Elaine R. Webb
Notary Public



Elaine R. Webb
MY COMMISSION # CC552704 EXPIRES
May 5, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, 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: SPRINGBROOK VILLAGE HOMEOWNERS' ASSOCIATION, INC.
2. The name and address of the registered agent and office is ONORIO CARLESIMO, 211 Hedden Court, Ozona, FL. 34660

SIGNATURE: [Signature]
(corporate officer)

TITLE Pres

DATE 6.22.98

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 AM FAMILIAR WITH AND ACCEPT THE DUTIES AND OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE [Signature]
ONORIO CARLESIMO

DATE 6.22.98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL -6 PM 3:45