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September 14, 1998

Secretary of State
Division of Corporation
Post Office Box 6327
Tallahassee, Florida 32314

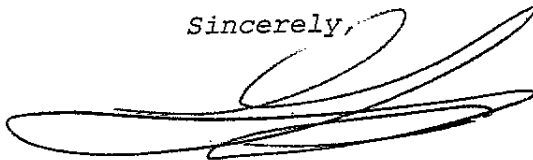
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RE: Suburban Estates Preservation Association

To Whom It May Concern:

Enclosed please find a check in the amount of \$122.50 with the original and two (2) copies of the Articles of Incorporation for the above-named Association. It is my understanding that a copy of the Articles of Incorporation will be returned upon filing of the same. Should you have any questions or should there be any changes in filing fees or requirements please let me know.

Sincerely,



Garrick N. Fox, Esquire

GNF/bfo
enc:

~~498-21551~~

Dmc
9-21-98

(10)

~~513, 2557, 611~~

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 21, 1998

GARRICK N. FOX, ESQ.
219 N MAGNOLIA AVENUE
ORLANDO, FL 32801

SUBJECT: SUBURBAN ESTATES PRESERVATION ASSOCIATION
Ref. Number: W98000021551

We have received your document for SUBURBAN ESTATES PRESERVATION ASSOCIATION and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the corporation must contain a corporate suffix. This suffix may be: CORPORATION, CORP., INCORPORATED, or INC. Sections 617.0401(1)(a) and 617.1506(1), Florida Statutes, prohibits the use of the word COMPANY or CO. in the name of a non-profit corporation.

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.")

The registered agent must sign accepting the designation.

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) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 698A00047579

ARTICLES OF INCORPORATION

OF

SUBURBAN ESTATES PRESERVATION ASSOCIATION, INC.

a corporation not for profit organized under the laws of the State of Florida.

The undersigned incorporators of Suburban Estates Preservation Association, Inc., do hereby present these Articles of Incorporation for the purposes of forming a corporation not for profit. Pursuant to these provisions and the laws of the State of Florida, it is certified as follows:

ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the corporation shall be Suburban Estates Preservation Association, Inc., hereinafter being referred to as the "ASSOCIATION" with its principal place of business being located at Post Office Box 701303, St. Cloud, Florida 34770-1303.

ARTICLE II
PURPOSE

The purpose for which the Association is organized is:

to unite the Landowners of Suburban Estates into a body concerned with the betterment of overall conditions within the Suburban Estates.

ARTICLE III
POWERS

The powers of the Association shall include and be governed by the following provisions:

a) GENERAL:

The Association shall have all of the common law and statutory powers of a corporation not for profit under the laws of the State of Florida that are not in conflict with the provisions of these Articles of Incorporation or the by-laws of this corporation.

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TALLAHASSEE, FLORIDA

b) **ENUMERATION:**

The Association shall have all of the powers and duties reasonably necessary to operate Suburban Estates and as more particularly described in the By-Laws, as they may be amended from time to time, and shall have such powers as conferred upon it as authorized by state law for corporations not for profit generally.

c) **DISTRIBUTION OF INCOME; DISSOLUTION:**

The Association shall make no distribution of income to its members, Directors or Officers, and upon dissolution, all assets of the Association shall be transferred only to another non-profit corporation or a public agency.

**ARTICLE IV
MEMBERS**

a) **MEMBERSHIP**

The members of the Association shall consist of all Landowners on record in the area known and recorded as Suburban Estates, Osceola County, Florida, as prescribed in the By-Laws.

b) **HOW MEMBERSHIP ACQUIRED**

Membership shall be acquired by recording in the Public Records of Osceola County, Florida, a deed or other instrument establishing record title to a Landowner in Suburban Estates, the Grantee or new owner under such instrument thus becoming a member of the Association, and the membership of the prior Owner being thereby terminated; provided, however, that any party who owns more than one (1) lot shall remain a member of the Association so long as he or she shall retain title to or a fee ownership interest in any land owner.

c) **ASSIGNMENT:**

The share of a member in the funds and assets of the association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to his or her lot for which that share is held.

d) **VOTING:**

On all matters upon which the membership shall be entitled to vote, shall be prescribed in the By-Laws.

**ARTICLE V
TERM OF EXISTENCE**

The Association shall have perpetual existence.

ARTICLE VI
OFFICERS

The affairs of the Association shall be administered by a Board of Directors consisting of a President, a Vice President, a Secretary, a Treasurer, and Members-at-Large elected from the membership at large. At the annual meeting held in January of each year, and shall serve for a term of one (1) year. The name of the Officers who shall serve until their successors are elected as follows:

PRESIDENT:	RANDY C. JONES 2311 Underwood Avenue St. Cloud, Florida 34771						
VICE PRESIDENT:	TERRY CLARK 5140 N. Apopka-Vineland Rd Orlando, Florida 32818						
SECRETARY:	JEAN WITHERINGTON 2595 N. Narcossee Road St. Cloud, Florida 34771						
TREASURER:	DEANNA YARBOROUGH 590 E. 10th Street St. Cloud, Florida 34769						
MEMBERS-AT-LARGE:	<table border="0"><tr><td>JACK HARDY 175 Glen Estate Blvd. Haines City, FL 33844</td><td>DORIS HERDON 3790 New Haven Ave. W. Melbourne, FL 32904</td></tr><tr><td colspan="2">VAL VERSPRILL 707 S. Oxalis Avenue Orlando, Florida 32807</td></tr><tr><td colspan="2">CHRIS SISSON 666 California Avenue Ocoee, Florida 34761</td></tr></table>	JACK HARDY 175 Glen Estate Blvd. Haines City, FL 33844	DORIS HERDON 3790 New Haven Ave. W. Melbourne, FL 32904	VAL VERSPRILL 707 S. Oxalis Avenue Orlando, Florida 32807		CHRIS SISSON 666 California Avenue Ocoee, Florida 34761	
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VAL VERSPRILL 707 S. Oxalis Avenue Orlando, Florida 32807							
CHRIS SISSON 666 California Avenue Ocoee, Florida 34761							

ARTICLE VII
BOARD OF DIRECTORS

- a) **NUMBER AND QUALIFICATION:**
The affairs of the Association shall be controlled by a Board of Directors to be elected by the members of the Association from the members of the Association.

b) **DUTIES AND POWERS:**

All of the duties and powers of the Association existing under these Articles and the By-Laws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by members when such approval is specifically required.

c) **ELECTION; REMOVAL:**

Board of Directors of the Associations shall be elected at the annual meeting of the members in the manner determined by and subject to the qualifications set forth in the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-laws.

**ARTICLE VIII
INDEMNIFICATION**

a) **INDEMNITY:**

The association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a Director, employee, Officer or agent of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless:

i) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith, nor in a manner he reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful; and

ii) such court further specifically determines that indemnification should be denied.

The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the association, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

b) **EXPENSES:**

To the extent that a Director, Officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in paragraph (a) above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.

c) **ADVANCES:**

Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the affected Director, Officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Association as authorized in this Article VIII.

d) **MISCELLANEOUS:**

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of members or otherwise, and shall continue as to a person who has ceased to be a Director, officer, employee or agent and shall insure to the benefit of the heirs and personal representatives of such person.

e) **INSURANCE:**

The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving, at the request of the Association, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

f) **AMENDMENT:**

Anything to the contrary herein notwithstanding, the provisions of this Article VIII may not be amended without the prior written consent of all persons whose interest would be adversely affected by such amendment.

**ARTICLE IX
BY-LAWS**

The By-Laws of the Association shall be adopted by the Membership and may be altered, amended or rescinded in the manner provided therein.

ARTICLE X
NOTICE REGARDING INSURANCE COVERAGE
AND ACCOUNTING RECORDS

a) INSURANCE COVERAGE:

In any legal action in which the Association may be exposed to liability in excess of the insurance coverage protecting it and its members, the Association shall give notice of the exposure within a reasonable time to all members who may be exposed to the liability, whereupon such members shall have the right to intervene and defend in such actions.

b) ACCOUNTING RECORDS:

The Association shall maintain accounting records according to Generally Accepted Accounting Principles which shall be open to inspection by members or their duly authorized representatives at reasonable times, and written summaries which shall be supplied at least annually to members or their duly authorized representatives.

ARTICLE XI
AMENDMENTS

Amendments to these Articles of Incorporation shall be proposed and adopted in the following manner:

a) NOTICE:

Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered.


b) ADOPTION:

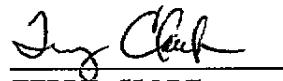
A resolution for the adoption of a proposed amendment may be proposed by the Board of Directors of the Association or by the members of the Association. Members may propose such an amendment by instrument in writing directed to the President or Secretary of the Board signed by not less than ten percent (10%) of the membership. Amendments may be proposed by the Board of Directors by action of a majority of the Board at any regularly constituted meeting thereof. Upon an amendment being proposed as herein provided, the President, or, in the event of his refusal or failure to act, the Board of Directors shall call a meeting of the membership to be held not sooner than ten (10) days nor later than thirty (30) days thereafter for the purpose of considering such amendment. Except as elsewhere provided, amendments to these Articles of Incorporation shall be by vote of a majority of the members present at a meeting duly noticed.

ARTICLE XII
REGISTERED AGENT AND OFFICE

Pursuant to the requirements of Florida Statutes 617.023, RANDY C. JONES, at 2311 Underwood Avenue, St. Cloud, Florida 34771, is hereby designated as registered agent.

IN WITNESS WHEREOF the undersigned officers of Suburban Estates Preservation Association, Inc., affixed their signatures for the purposes hereinabove named, this 11th day of September, 19 98.



RANDY C. JONES
(President)

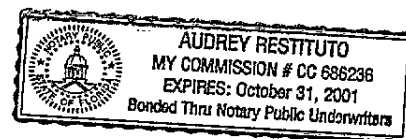

TERRY CLARK
(Vice-President)

STATE OF FLORIDA
COUNTY OF OSCEOLA

BEFORE ME, the undersigned authority, personally appeared, the President, RANDY C. JONES, ID# JS6723532580, and the Vice-President, TERRY CLARK, ID# C 462812 SL 8780, respectfully of Suburban Estates Preservation Association, Inc., acknowledged that they executed the foregoing Articles of Incorporation for the purposes expressed therein.

WITNESS my hand and official seal in Osceola County, Florida, this 11th day of September, 19 98.


Notary Public
My Commission Expires:



A C C E P T A N C E O F R E G I S T E R E D A G E N T

I, **RANDY C. JONES**, having been named to accept service on behalf of **SUBURBAN ESTATES PRESERVATION ASSOCIATION, INC.**, desiring to organize under the laws of the state of Florida, with its principal office at **2311 Underwood Avenue, St. Cloud, Florida 34771**, hereby accept to act as Registered Agent for said corporation, and agree to comply with the provisions of the Florida Statutes, to keeping open said office, and upon whom process may be served.

Randy C. Jones
RANDY C. JONES
(Registered Agent)

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TALLAHASSEE, FLORIDA