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February 16, 1999

Division of Corporations
P. O. Box 6327
Tallahassee, FL 32301

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*****78.75 *****78.75

In re: Magnolia Chase Homeowners' Association, Inc.

Gentlemen:

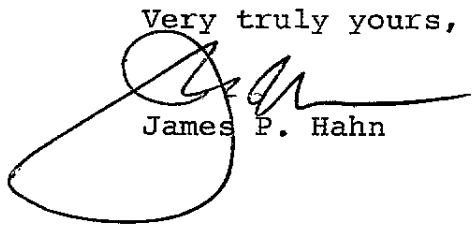
Enclosed herein for filing, please find original Articles of Incorporation and Resident Agent Certificate for captioned Homeowners' Association, together with a copy thereof.

Check in the sum of \$78.75 is also enclosed representing filing fee.

When the Articles have been filed, please return a certified copy thereof to the undersigned.

Thank you.

Very truly yours,


James P. Hahn

/h

Enclosure

FILED
99 FEB 25 AM 8:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK March 1999

ARTICLES OF INCORPORATION
OF
MAGNOLIA CHASE HOMEOWNERS' ASSOCIATION, INC.
(A Nonprofit Corporation)

FILED
99 FEB 25 AM 8:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, acting as incorporators of a nonprofit corporation under the Florida Statutes, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation (hereinafter called the association) is MAGNOLIA CHASE HOMEOWNERS' ASSOCIATION, INC. and the principal office is 7421 Locksley Lane, Lakeland, Florida, 33809.

ARTICLE II

The specific primary purposes for which the association is formed are to provide for preservation of the residence lots and maintenance of the common areas within a certain subdivided tract of real property described as follows: as set forth on Exhibit "A" attached hereto; within the above-described subdivision and such additions thereto as may hereafter be brought within the jurisdiction of the association for such purpose.

In furtherance of such purposes, the association shall have power to:

(a) Perform all of the duties and obligations of the association as set forth in a certain Declaration of Covenants, Conditions, and Restrictions (the declaration) applicable to the subdivision and to be recorded in the public records of Polk County, Florida;

(b) Operate and maintain common property, specifically the surface water management system as permitted by the Southwest Florida Water Management District, including all lakes, retention areas, culverts and related appurtenances, including, but not limited to, contracting for services as to same by a maintenance company.

(c) Affix, levy, and collect, and enforce payment by any lawful means of, all charges and assessments pursuant to the terms of the declaration; and pay all expenses in connection therewith, and all office and other expenses incidental to the conduct of the business of the association, including all licenses, taxes, or governmental charges levied on or imposed against the property of the association;

(d) Acquire (by gift, purchase, or otherwise), own, hold, and improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate to public use, or otherwise dispose of real and personal property in connection with the affairs of the association;

(e) Borrow money and, subject to the consent by vote or written instrument of two-thirds of each class of members, mortgage, pledge, convey by deed of trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(f) Dedicate, sell, or transfer all or any part of the common areas to any municipality, public agency, authority, or utility for such purposes and subject to such conditions as may be agreed upon by the members;

(g) Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, or annex additional residential property or common areas, provided that any merger, consolidation, or annexation shall have the assent by vote or written instrument of two-thirds of each class of members;

(h) Have and exercise any and all powers, rights, and privileges that a nonprofit corporation organized under the Florida Statutes by law may now or hereafter have or exercise.

The association is organized and shall be operated exclusively for the purposes set forth above. The activities of the association will be financed by assessments against members as provided in the declaration, and no part of any net earnings of the association will inure to the benefit of any member.

ARTICLE III

Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is subject by covenants of record to assessment by the association, including contract sellers, but excluding persons or entities holding title merely as security for performance of an obligation, shall be a member of the association. Membership shall be appurtenant to and may not be separated from ownership of a lot which is subject to assessment by the association.

ARTICLE IV

The period of duration of the association shall be that it shall exist in perpetuity.

ARTICLE V

The names and residence addresses of each subscriber are:

<u>NAME</u>	<u>ADDRESS</u>
Ted Barnett	7421 Locksley Lane, Lakeland, FL 33809
Iris Barnett	7421 Locksley Lane, Lakeland, FL 33809

ARTICLE VI

The affairs of the association shall be managed by a board of directors, and a president and secretary, who shall at all times be members of the board of directors. Such officers shall be at the first meeting of the board of directors following each annual meeting of members.

The names of the officers who are to serve until the first election are:

<u>NAME</u>	<u>OFFICE</u>
Ted Barnett	President
Iris Barnett	Secretary/Treasurer

ARTICLE VII

The number of persons constituting the first board of directors of the association shall be two. The manner in which the directors shall be elected shall be in accordance with the manner which shall be stated in the By-laws of the association. The names and addresses of the persons who shall serve as directors until the first election are:

<u>NAME</u>	<u>ADDRESS</u>
Ted Barnett	7421 Locksley Lane, Lakeland, FL 33809
Iris Barnett	7421 Locksley Lane, Lakeland, FL 33809

ARTICLE VII

The street address of the initial registered office of this corporation is 7421 Locksley Lane, Lakeland, Florida, 33809, and the name of the initial registered agent of this corporation at that address is Ted Barnett.

ARTICLE IX

The bylaws of the association may be made, altered, or rescinded at any annual meeting of the association, or at any special meeting duly called for such purpose, on the affirmative vote of two-thirds of each class of members existing at the time of and present at such meeting except that the initial bylaws of the association shall be made and adopted by the board of directors.

ARTICLE X

Amendments to these Articles of Incorporation may be proposed by any member of the association. These Articles may be amended at any annual meeting of the association, or at any special meeting duly called and held for such purpose, on the affirmative vote of a majority of members existing at the time of, and present at such meeting.

ARTICLE XI

The association shall have two classes of voting members as follows:

Class A. Class A members shall be all owners with the exception of Ted Barnett and his wife, Iris Barnett (Developer), and shall be entitled to one vote for each lot owned. When more than one person holds an interest in any lot, all such persons shall be members. The vote for such lot shall be exercised as such members may determine among themselves, but in no event shall more than one vote be cast with respect to any lot owned by Class A members.

Class B. The Class B member shall be Ted Barnett and his wife, Iris Barnett (Developer) who shall be entitled to three (3) votes for each lot owned. The Class B membership shall cease and be converted to Class A membership as provided in the declaration.

ARTICLE XII

On dissolution, the assets of the association, including but not limited to the property consisting of the surface water management system, shall be conveyed to an appropriate agency of local government to be used for purposes similar to those for which the association was created. In the event such distribution is refused acceptance, such assets shall be granted, conveyed, and assigned to a similar nonprofit corporation, organized and operated for such similar purposes.

IN WITNESS WHEREOF, Ted Barnett, _____
_____ the undersigned subscribing incorporator(s), have hereunto
set their hands and seals this 4th day of February, 1999, for the purpose of forming
this corporation not for profit under the laws of the State of Florida

Ted Barnett (Seal)
_____ (Seal)

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 4th day of February,
1999, by Ted Barnett, who is/are personally known to
me or who has/have produced N/A as identification.

Paula R. Lewis

PAULA R. LEWIS

NOTARY PUBLIC
STATE OF FLORIDA AT LARGE
Commission Number:
My Commission Expires

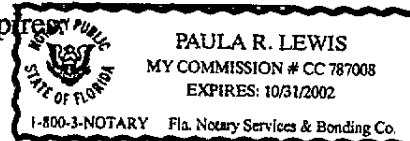


EXHIBIT "A"

Lot 25 LESS the West 40 feet for right-of-way, and Lot 26 of W.F. Hallam & Co's Club Colony Tract in Section 21, Township 29 South, Range 24 East, Polk County, Florida, according to the Plat thereof recorded in Plat Book 1, Page 1018, Public Records of Polk County, Florida.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED:

FIRST--THAT MAGNOLIA CHASE HOMEOWNERS' ASSOCIATION, INC. DESIRING
TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA,
WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF LAKE LAND, STATE OF
FLORIDA, HAS NAMED TED BARNETT, LOCATED AT 7421 LOCKSLEY LANE,
CITY OF LAKE LAND, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE
OF PROCESS WITHIN FLORIDA.

SIGNATURE: Ted Barnett
TED BARNETT
TITLE: President
DATE: February 4, 1999

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.

SIGNATURE: Ted Barnett
TED BARNETT
DATE: February 4, 1999

FILED
99 FEB 25 AM 8:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA