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VIA FEDEX

June 23, 1999

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FILED

99 JUN 24 PM 12:23

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary of State
Division of Corporations
409 East Gaines Street
P. O. Box 6327
Tallahassee, FL 32314

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-06/24/99--01040--010
*****78.75 *****78.75

RE: THOMASSON SUBDIVISION HOMEOWNERS ASSOCIATION, INC.

Dear Sirs:

Enclosed please find original executed Articles of Incorporation for the incorporation of THOMASSON SUBDIVISION HOMEOWNERS ASSOCIATION, INC.

Also enclosed please find a check for \$78.75 representing the statutory filing fee for the above referenced Florida for profit corporation.

Please return a certified copy of the Articles of Incorporation to this office for our corporate record book.

Sincerely yours,

Gary J. Nagle
Gary J. Nagle

Gary Nagle GAVE
AUTHORIZATION BY PHONE TO
CORRECT *B/A Receipt*
DATE *6/28/99*
DOC. EXAM *Donna Brown*

**ARTICLES OF INCORPORATION OF
THOMASSON SUBDIVISION
HOME OWNERS' ASSOCIATION, INC.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, acting as incorporators of a nonprofit corporation, for operation of a home owners' association under 617.303 et. seq. of the Florida Statutes, do hereby adopt the following Articles of Incorporation for such corporation.

ARTICLE 1

The name of the corporation (hereein after called the Association) is THOMASSON SUBDIVISION HOME OWNERS' ASSOCIATION, INC. It's initial principal office and mailing address shall be: 8202 Dillman Road, West Palm Beach, Florida, 33411.

ARTICLE 11

The specific primary purposes for which the Association is formed are to provide for maintenance, preservation, and architectural control of the residence lots and common areas within a certain subdivided tract of real property described as follows:

Tract 2, Block 16, Palm Beach Farms Company, Plat No. 3, as recorded in Plat Book 2, Page 47, of the Public Records of Palm Beach County, Florida, less the south 180 feet of the west 481.42 feet, less the north 50 feet as right of way for Lake Worth Drainage District lateral no. 6, less the easterly 13.58 feet thereof, and less the westerly 60 feet for road right of way. Subject to an easement for ingress and egress of said Tract 2, as recorded in the Official Record Book of Palm Beach County, Florida, OR 7257, Page 1803.

Property Control Number: 00-42-43-27-05-016-0021

and, further, to promote the health, safety and welfare of the residents within the above described subdivision and such additions thereto as may hereafter be brought within the jurisdiction of the Association for such purposes.

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 Palm Beach County, Florida.

(b) 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.

(c) 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.

(d) Borrow money and, subject to the consent by vote or written instrument of two-thirds (2/3) of the 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.

(e) After recording of the Declaration and the plat of the subdivision, to 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. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of the members agreeing to such dedication, sale, or transfer.

(f) 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 (2/3) of the members.

(g) Have and exercise any and all powers, rights and privileges that a non-profit corporation organized under Chapter 617 of the Florida Statutes by law may now or hereafter have or exercise.

The Association is organized and shall be operated under Florida Statute 617.301 et. seq., exclusively for the purposes set forth above. The activities of the Association will be financed by assessments against members and their lots, as provided in the Declaration, and no part of any net earnings of the Association will inure to the benefit of any member.

ARTICLE 111

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. No membership certificates or shares shall be issued.

ARTICLE IV

The period of duration of the Association shall be perpetual.

ARTICLE V

The name and residence address of each subscribing incorporator is:

Wilbur Leroy Thomasson
8202 Dillman Road
West Palm Beach, Florida, 33411

Bette Joan Thomasson
8202 Dillman Road
West Palm Beach, Florida, 33411

ARTICLE VI

The officers of the Association shall consist of a president, and a vice-president, who shall at all times be members of the Board of Directors, and a secretary and treasurer, who may be members of the Board of Directors. Such officers shall be elected by the members at the annual meeting of members. The names of the officers who are to serve until the first election are:

PRESIDENT:	WILBUR LEROY THOMASSON
VICE-PRESIDENT:	BETTE JOAN THOMASSON
SECRETARY:	BETTE JOAN THOMASSON
TREASURER:	BETTE JOAN THOMASSON

ARTICLE VII

The affairs of the Association shall be managed by a Board of Directors. The number of persons constituting the first Board of Directors of the Association shall be three (3), and the names and address of the persons who shall serve as directors

until the first election are:

1. Wilbur Leroy Thomasson
2. Bette Joan Thomasson
3. Kelli Thomasson

ARTICLE VIII

The bylaws of the Association may be made, altered, or rescinded at any annual meeting of the Association, or the affirmative vote of two-thirds (2/3) of the total votes of the members existing at the time of such meeting, except that the initial bylaws of the Association shall be made and adopted by the Board of Directors.

ARTICLE IX

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 two-thirds (2/3) of the total votes of all members existing at the time of such meeting.

ARTICLE X

The Association shall initially have two classes of voting members as follows, both of which may cast their votes either in person, or by proxy:

Class A. Class A members shall be all lot owners with the exception of the Declarant, as such term is defined in the Declaration, 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 members shall be the Declarant, as such term is defined in the Declaration, who shall be entitled to two votes for each lot owned. (The individual members of the three persons comprising Declarant, may become owners of lots in their individual right. Lots owned in the individual right of any individual person comprising Declarant shall not be deemed to be owned by Declarant, and shall not be class B members.) The Class B membership shall cease and be converted to Class A membership as provided in the Declaration.

ARTICLE XI

On dissolution, the cash assets of the Association shall be returned to the members in proportion to the lots owned by them. The real property interests which remain assets of the Association, shall be distributed to an appropriate public agency to be used for purposes similar to those for which the Association was created. In the event such distribution is refused acceptance, such as set shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization organized and operated for such similar purposes.

ARTICLE XII

The Association and these articles shall be governed by Florida law applicable to

corporations not for profit, including Chapter 617 and specifically those sections applicable to homeowners' associations s617.301 et. seq.

ARTICLE XIII

The initial office and initial registered agent of the corporation are as follows:

Bette Joan Thomasson
8202 Dillman Road
West Palm Beach, Florida, 33411

EXECUTED at West Palm Beach, Florida, on the 16 day of June, 1999.

I UNDERSTAND AND ACCEPT THE DUTIES AS
REGISTERED AGENT FOR THE ABOVE MENTIONED
CORPORATION.



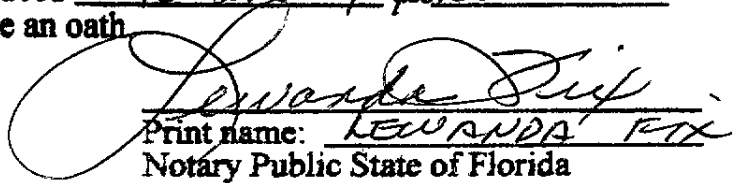
Bette Joan Thomasson

Signing as Incorporator & Accepting the
designation as Registered Agent

FILED
99 JUN 24 PM 12:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

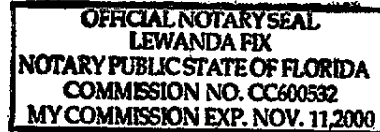
STATE OF FLORIDA)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 16 day
of JUNE, 1999, by BETTE J. THOMASON, who is
personally known to me or has produced PERSONALLY KNOWN
identification, and did take an oath.


Print name: LEWANDA FIX
Notary Public State of Florida

My commission expires:

STATE OF FLORIDA)
COUNTY OF PALM BEACH)



The foregoing instrument was acknowledged before me this _____ day
of _____, 1999, by _____, who is
personally known to me or has produced _____ as _____
identification, and did take an oath.

Print name: _____
Notary Public State of Florida

My commission expires:

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this _____ day
of _____, 1999, by _____, who is
personally known to me or has produced _____ as _____
identification, and did take an oath.

Print name: _____
Notary Public State of Florida

My commission expires: