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STEPHEN D. CARLE

RETIRED

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AREA CODE 813

August 20, 1999

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

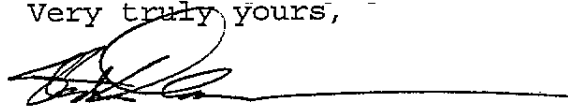
000002972370--7
-08/27/99--01069--019
*****70.00 *****70.00

In re: Incorporation of Oak Run Homeowners
Association of Zephyrhills, Inc.

Gentlemen:

Enclosed is the original of the Articles of Incorporation. Our check
for \$70.00 for filing is enclosed.

Very truly yours,



STEPHEN D. CARLE

SDC:jmf

Enclosures

FILED
99 AUG 27 AM 9:08
SECRETARY OF STATE
TALLAHASSEE FLORIDA

CD
9-1-99
4/10/00

FILED
99 AUG 27 AM 9:08
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

OAK RUN HOMEOWNERS ASSOCIATION OF ZEPHYRHILLS, INC.

The undersigned, being qualified to act as an incorporator under Florida Statutes Chapter 617 (corporations not for profit), adopts the following Articles of Incorporation for the purposes of organizing a corporation not for profit:

1. The name of the Corporation is:

OAK RUN HOMEOWNERS ASSOCIATION OF ZEPHYRHILLS, INC.

2. The purposes for which the Corporation is organized

are:

To operate as a homeowners association as set forth and described in Chapter 617, Florida Statutes, and in particular to be responsible for the maintenance of all drainage easements and areas and all retention easements and areas in the Oak Run Subdivision in Zephyrhills, Pasco County, Florida;

To carry on any other activity which the Corporation shall determine advisable, whether alone or in conjunction with any other organization and to exercise any and all powers authorized under Florida law.

3. The duration of the Corporation is perpetual.

4. The street address of the initial principal office of the Corporation is 7335 Gall Boulevard, Zephyrhills, Florida 33541, which is also the address of its registered office. The Corporation hereby designates JAMES H. BINGHAM, JR. as its registered agent at that address.

5. The name and address of the incorporator are as follows:

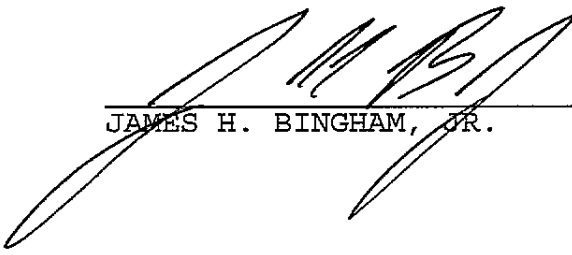
James H. Bingham, Jr.
7335 Gall Boulevard
Zephyrhills, Florida 33541

6. The directors of the Corporation shall be elected as set forth in the bylaws of the Corporation.

7. The Corporation shall have the authority to levy annual and special assessments on its members in order to carry out its corporate functions.

8. Membership in the association shall be limited to owners of lots in Oak Run Subdivision. The owner of each lot shall be entitled to one (1) vote. Voting shall be as further set forth in the bylaws or as required by Florida law.

EXECUTED this 23rd day of August, 1999.



JAMES H. BINGHAM, JR.

STATE OF FLORIDA)

COUNTY OF PASCO)

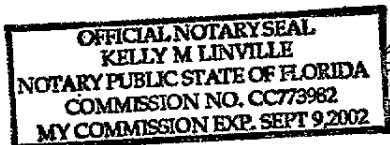
The foregoing instrument was acknowledged before me this
23rd day of August, 1999, by JAMES H. BINGHAM, JR.,

[] who is personally known to me, OR

[x] who has produced Florida Driver License as identification.

Kelly M Linville

Signature of Notary Public



Kelly M Linville

Typed/Printed Name of Notary Public
NOTARY PUBLIC

Serial Number (if any)

My commission expires:

Acceptance of Designation as Registered Agent

The undersigned hereby accepts designation as Registered Agent of OAK RUN HOMEOWNERS ASSOCIATION OF ZEPHYRHILLS, INC., and acknowledges that the undersigned is familiar with and accepts the obligations provided for registered agents under the Florida Statutes, this 23rd day of August, 1999.

JAMES H. BINGHAM, JR.

FILED
27 AUG 27 AM 9:08
SECRETARY OF STATE
FLORIDA