

State of Florida

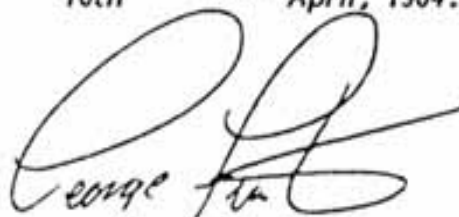


Department of State

I certify that the attached is a true and correct copy of the Articles of Incorporation of PICKETT DOWNS HOMEOWNER'S ASSOCIATION, INC., a corporation organized under the Laws of the State of Florida, filed on April 9, 1984, as shown by the records of this office.

The charter number of this corporation is N02447.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
10th day of April, 1984.



George Firestone
Secretary of State



CER-101



FILED

ARTICLES OF INCORPORATION OF THE
PICKETT DOWNS HOMEOWNERS' ASSOCIATION INC. 1984

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SECRETARY OF STATE

TALLAHASSEE, FLORIDA

ARTICLE I

The name of this Corporation is PICKETT DOWNS HOMEOWNER'S ASSOCIATION, INC.

ARTICLE II

This Corporation is organized pursuant to the Corporations Not for Profit Law of the State of Florida, Chapter 617 of the Florida Statutes.

ARTICLE III

The purposes for which this Corporation is organized are to advance the mutual interests of its members who are homeowner's in Pickett Downs. This Corporation is not organized for the Pecuniary profit of its directors, officers, or members; nor may it issue stock or declare or distribute dividends, and no part of its net income shall inure to the benefit of director, officer or member; and any balance of money or assets remaining after the full payment of corporate obligations of all and any kind shall be devoted solely to the purposes of advancing the mutual interests of the collective membership of the corporation, and not for the benefit or interest of any individual member.

ARTICLE IV

This corporation shall have a perpetual existence.

ARTICLE V

The name and residence of the subscriber to these Articles of Incorporation is as follows:

NAME ADDRESS

Michael D. Jones 560 Dunmar Circle

Winter Springs, FL 32708

ARTICLE VI

This corporation shall have members. The qualifications for membership are that the person be an owner in fee and Downs. Membership shall be automatic and require no application. There shall be one vote for each lot in Pickett Downs. Fractional votes shall be permitted in the event that there are more than one owner of any lot.

In such case, the vote of any owner shall be determined by the proportion of his ownership interest in said lot, but in no event shall the total of votes for one lot exceed one vote. Additional qualifications for membership, the different classes of membership, if any, and the property, voting and other rights and privileges of members, the liability of members for dues or assessments and the method of collection thereof, and the termination and transfer of membership shall be as set forth in the by-laws of this Corporation.

ARTICLE VII

The affairs of the corporation are to be managed by a board of three directors. The number of directors herein provided for may be changed by by-law duly adopted by members entitled to vote, but in no case shall be less than three. The directors shall be elected for a term of two years by the general membership of the corporation acting at their first annual meeting.

ARTICLE VIII

The names and addresses of the persons constituting the first board of directors who are to act in that capacity until the selection of their successors are:

NAMES ADDRESSES

Stephen D. Saboff 4605 Rose of Jericho Court

Orlando, FL 32808

Paul A. Frandsen Route 4, Box 181

Iowa Falls, Iowa 50126

Michael D. Jones 560 Dunmar Circle

Winter Springs, FL 32708

ARTICLE X

The officers of this corporation shall be a President, Vice President, Secretary and treasurer. Such officers will be elected annually by the members of this corporation. Other offices and officers may be established by the members of this corporation at any regular annual meeting. The qualifications, the time and manner of electing, the duties and the manor of removing officers shall be as set forth in the by-laws.

ARTICLE X

The officers who are to serve until the first election of officers under the Articles of Incorporation are:

NAME TITLE

Steven D. Saboff President

None Vice-President

None Secretary

None Treasurer

ARTICLE XI

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of at least two-thirds of the quorum of the members of the corporation.

ARTICLE XII

The address of this corporation's initial registered office in the State of Florida is: 560 Dunmar Circle, Winter Springs, Florida 32708.

ARTICLE XIII

The by-laws of this corporation shall be made, altered or rescinded by affirmative vote of at least two-thirds of a quorum of members of the corporation present at any general membership meeting.

IN WITNESS WHEREOF, the undersigned does set his hand and seal and having acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 28th day of March, 1984.

MICHAEL D. JONES
General Partner

STATE OF FLORIDA
COUNTY OF SEMINOLE

BEFORE ME, the undersigned authority, personally appeared MICHAEL D. JONES, to me well known and known to me to be the individuals described in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same for the purposes herein expressed.

WITNESS my hand and official seal in the State
and County last aforesaid this 28th day of March, 1984.

NOTARY PUBLIC State of Florida at Large My Commission Expires:
NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP. JAN 4, 1988 BONDED THRU GENERAL INS. UND.

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process of Pickett Downs Homeowner's Association, Inc., at 560 Dunmar Circle, Winter Springs, Florida, as designated in these Articles of Incorporation, I hereby accept and agree to act in this capacity and to comply with the provisions of said Act relative to keeping said office open.

DATED this 28th day of March, 1984.

MICHAEL D. JONES
General Partner