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LAW OFFICE

MINKOFF & McDANIEL

A PROFESSIONAL ASSOCIATION

MARY M. McDANIEL
SANFORD A. MINKOFF
OF COUNSEL
C. WEIBORN DANIEL

226 WEST ALFRED STREET
TAVARES, FLORIDA 32778
PHONE (904) 343-2600
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303 NORTH HIGHWAY 27, UNIT D
POST OFFICE BOX 686
MINNEOLA, FLORIDA 34755
(904) 242-2600

May 9, 1995

Secretary of State
Division of Corporations
P.O. Box 6327
409 E. Gaines Street
Tallahassee, Florida 32399

RE: Lake Frances Estates Property Owner's Association, Inc.

Dear Sir/Madam:

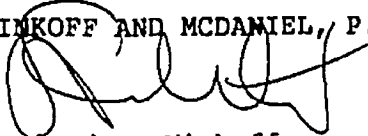
Enclosed please find for filing the original and one copy of the Articles of Incorporation for Lake Frances Estates Property Owner's Association, Inc. together with a check in the amount of \$122.50 for filing of Articles and a certified copy of same. Should you have any further questions, or need any additional information, feel free to contact my office.

Please forward certified copies to this office at your earliest convenience.

Thank you for your attention to this matter.

Sincerely yours,

MINKOFF AND MCDANIEL, P.A.


Sanford A. Minkoff

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***122.50 ***122.50

enclosures

May 9, 1995
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95 MAY 12 AM 8:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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5/15/95

FILED

95 MAY 12 AM 8:15

ARTICLES OF INCORPORATION
FORLAKE FRANCES ESTATES PROPERTY OWNER'S ASSOCIATION, INC.
A FLORIDA CORPORATION NOT FOR PROFITSTATE OF FLORIDA
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator(s) of a corporation pursuant to chapter 617, Florida Statutes, adopt(s) the following Articles of Incorporation:

ARTICLE I NAME

The name of the corporation shall be: LAKE FRANCES ESTATES PROPERTY OWNER'S ASSOCIATION, INC.

ARTICLE II
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and mailing address of this corporation shall be:

1150 Skyline Drive
Tavares, Florida 32778

ARTICLE III PURPOSE(S)

The specific purpose(s) for which the corporation is organized is(are):

1. To provide an entity to provide social programs for residents of Lake Frances Estates, Units 1-5.
2. To provide an entity to own, manage and maintain the common areas and provide other services for the owners of lots in Lake Frances Estates. The corporation is formed for the further purpose of providing a framework for said Owners to make decisions about said Common areas and services, and to make decisions and take actions with respect to the restrictive covenants applying to said Development.
3. The corporation has the power to negotiate for, acquire, and operate the common areas of Lake Frances Estates, Units 1-5 on behalf of the lot owners.
4. The corporation has the power to convert the common areas once acquired to a condominium, a cooperative, or a subdivision form of ownership, or another type of ownership.

ARTICLE IV
MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed shall be as stated in the bylaws of the corporation.

ARTICLE V
LIMITATION OF CORPORATE POWERS

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes.

ARTICLE VI
INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and the street address of the initial registered agent is:

Sanford A. Minkoff
226 West Alfred Street
Tavares, Florida 32778

ARTICLE VII
INCORPORATOR(S) and INITIAL DIRECTORS

The name(s) and street addresses of the incorporators and initial directors for these Articles of Incorporation are:

Robert Buell
1532 Schult Court
Tavares, Florida 32778

Dale Mummy
1691 Nassau
Tavares, Florida 32778

Martha Wright
1133 Belmont
Tavares, Florida 32778

Anna Marie McKean
1684 Elkhart
Tavares, Florida 32778

Dottie Kosch
1674 Elkhart
Tavares, Florida 32778

Martha Van Boxlaere
1688 Nassau
Tavares, Florida 32778

Kathleen Bowersock
1113 Elkhart
Tavares, Florida 32778

Chuck Engelhardt
1014 Belmont
Tavares, Florida 32778

Bill Masser
1435 Apache
Tavares, Florida 32778

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this 2 day of May, 1995.

Signature(s) of Incorporator(s)

Robert Buell
ROBERT BUELL

Dale E. Mummy
DALE MUMMY

Martha Wright
MARTHA WRIGHT

Dottie Kosch
DOTTIE KOSCH

Kathleen Bowersock
KATHLEEN BOWERSOCK

Bill Masser
BILL MASSER

Anna Marie McKeon
ANNA MARIE MCKEAN

Martha VanBoxlaere
MARTHA VAN BOXLAERE

Chuck Engelhardt
CHUCK ENGELHARDT

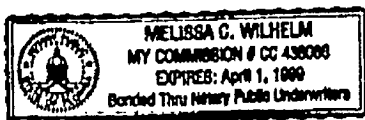
STATE OF FLORIDA
COUNTY OF LAKE

Before me, the undersigned authority, personally appeared ROBERT BUELL who is to me well known to be the person described or who produced a FLORIDA LICENSE as identification and who subscribed the above articles of incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, at TAMPA, in said County and State this 1 day of MAY, 1995.

Melissa C. Wilhelm
NOTARY PUBLIC
STATE OF FLORIDA

My commission expires:



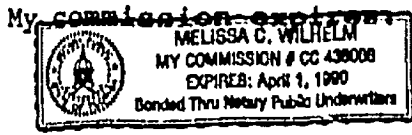
MELISSA C. WILHELM
Printed Name

STATE OF FLORIDA
COUNTY OF LAKE

Before me, the undersigned authority, personally appeared DALE MUMY who is to me well known to be the person described or who produced a FLORIDA DRIVER'S LICENSE as identification and who subscribed the above articles of incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have herunto set my hand and my official seal, at TAMPA, in said County and State this 1 day of JULY, 1995.

Melissa C. Wilhelm
NOTARY PUBLIC
STATE OF FLORIDA



MELISSA C. WILHELM
Printed Name

STATE OF FLORIDA
COUNTY OF LAKE

Before me, the undersigned authority, personally appeared MARTHA WRIGHT who is to me well known to be the person described or who produced a FLORIDA DRIVER'S LICENSE as identification and who subscribed the above articles of incorporation, and she did freely and voluntarily acknowledge before me according to law that she made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, at TAMPA, in said County and State this 2 day of JULY, 1995.

Melissa C. Wilhelm
NOTARY PUBLIC
STATE OF FLORIDA

My commission expires:

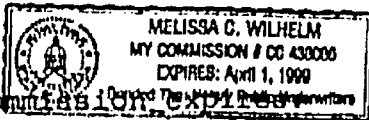


MELISSA C. WILHELM
Printed Name

STATE OF FLORIDA
COUNTY OF LAKE

Before me, the undersigned authority, personally appeared ANNA MARIE MCKEAN who is to me well known to be the person described or who produced ATLANTA WORLD RECORD as identification and who subscribed the above articles of incorporation, and she did freely and voluntarily acknowledge before me according to law that she made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, at TAMPA, in said County and State this 2 day of MAY, 1995.



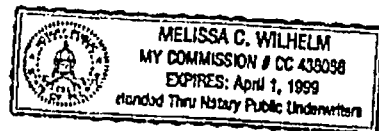
My commission expires:

Melissa C. Wilhelm
NOTARY PUBLIC
STATE OF FLORIDA
MELISSA C. WILHELM
Printed Name

STATE OF FLORIDA
COUNTY OF LAKE

Before me, the undersigned authority, personally appeared DOTTIE KOSCH who is to me well known to be the person described or who produced ATLANTA WORLD RECORD as identification and who subscribed the above articles of incorporation, and she did freely and voluntarily acknowledge before me according to law that she made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, at TAMPA, in said County and State this 2 day of MAY, 1995.



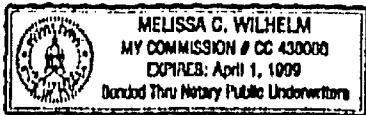
My commission expires:

Melissa C. Wilhelm
NOTARY PUBLIC
STATE OF FLORIDA
MELISSA C. WILHELM
Printed Name

STATE OF FLORIDA
COUNTY OF LAKE

Before me, the undersigned authority, personally appeared MARTHA VAN BOXLAERE is to me well known to be the person described or who produced [Signature] as identification and who subscribed the above articles of incorporation, and she did freely and voluntarily acknowledge before me according to law that she made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, at LAKE CHARLES, in said County and State this 1 day of MAY, 1995.



[Signature]
NOTARY PUBLIC
STATE OF FLORIDA

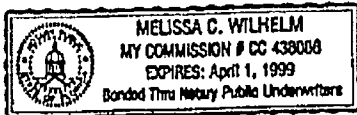
My commission expires:

Melissa C. Wilhelm
Printed Name

STATE OF FLORIDA
COUNTY OF LAKE

Before me, the undersigned authority, personally appeared KATHLEEN BOWERSOCK who is to me well known to be the person described or who produced [Signature] as identification and who subscribed the above articles of incorporation, and she did freely and voluntarily acknowledge before me according to law that she made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, at LAKE CHARLES, in said County and State this 1 day of MAY, 1995.



[Signature]
NOTARY PUBLIC
STATE OF FLORIDA

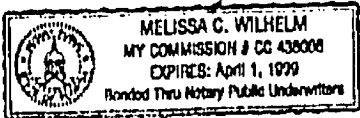
My commission expires:

Melissa C. Wilhelm
Printed Name

STATE OF FLORIDA
COUNTY OF LAKE

Before me, the undersigned authority, personally appeared CHUCK ENGELHARDT is to me well known to be the person described or who produced AYUBADA DIVERSITY TRUST as identification and who subscribed the above articles of incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, at TAMPA, in said County and State this 2 day of MAY, 1995.



Melissa C. Wilhelm
NOTARY PUBLIC
STATE OF FLORIDA

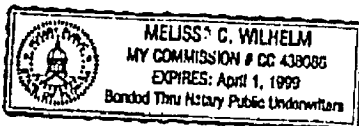
My commission expires:

MELISSA C. WILHELM
Printed Name

STATE OF FLORIDA
COUNTY OF LAKE

Before me, the undersigned authority, personally appeared BILL MASSER is to me well known to be the person described or who produced AYUBADA DIVERSITY TRUST as identification and who subscribed the above articles of incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, at TAMPA, in said County and State this 2 day of MAY, 1995.



Melissa C. Wilhelm
NOTARY PUBLIC
STATE OF FLORIDA

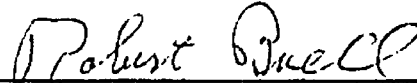
My commission expires:

MELISSA C. WILHELM
Printed Name

DESIGNATION AND ACCEPTANCE OF RESIDENT AGENT

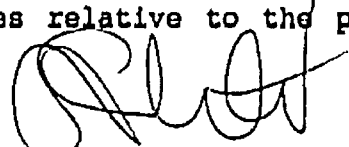
In compliance with Section 48.091, Florida Statutes, the following is submitted:

1. That LAKE FRANCES ESTATES PROPERTY OWNER'S ASSOCIATION, INC. is desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in Leesburg, Florida, has named Sanford A. Minkoff at 226 West Alfred Street, Tavares, Florida 32778, as its agent to accept service of process within Florida.



LAKE FRANCES ESTATES PROPERTY OWNER'S
ASSOCIATION, INC.
by its President

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.



Sanford A. Minkoff

April 26, 1995
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FILED
95 MAY 12 AM 8:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA