

ARTICLES OF INCORPORATION
FOR
LONGLEAF NEIGHBORHOOD ASSOCIATION, INC.,
A FLORIDA NOT-FOR-PROFIT CORPORATION

The undersigned subscriber to these Articles of Incorporation, a Florida general corporation, hereby forms a not-for-profit corporation under the laws of the State of Florida.

ARTICLE I
NAME

The name of the corporation is the LONGLEAF NEIGHBORHOOD ASSOCIATION, INC., hereinafter referred to as the "Association." The street address of the Association is c/o Jay B. Starkey, III, Longleaf Development Co., 12959 SR 54, Odessa, FL 33556.

ARTICLE II
REGISTERED AGENT

The initial Registered Agent of the Association is Jay B. Starkey, III. The street address of the Registered Agent is 12959 SR 54, Odessa, FL 33556.

ARTICLE III
PURPOSES

The Association does not contemplate pecuniary gain or profit to its members. The Association's specific purposes are to provide for the maintenance and preservation of the property to be known as Longleaf (the "Property") in accordance with the Declaration of Charter, Easements, Covenants and Restrictions, recorded or to be recorded in the public records of Pasco County, Florida (the "Declaration") for the mutual advantage and benefit of the members of the Association, who shall be owners of Lots within the Property. To promote the health, safety and welfare of the owners of Lots, the Association shall have and exercise the following authority, powers and duties:

- (a) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration, which is hereby incorporated by reference, as it may be amended from time to time.
- (b) To acquire, by gift, purchase or otherwise, own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association.
- (c) To operate, maintain and manage the surface water or stormwater management system(s) in a manner consistent with governmental requirements and applicable rules; to assist in the enforcement of the restrictions and covenants contained therein; and to levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the surface water or stormwater management system, including but not limited to work within retention areas, drainage structures and drainage easements.
- (d) To borrow money and to mortgage, pledge or hypothecate any and all of its real or personal property as security for money borrowed or debts incurred.
- (e) To participate in mergers and consolidations with other nonprofit corporations organized for similar purposes.

ARTICLE IV
MEMBERSHIP

Every person or entity who is a record owner of a Lot within the Property shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Lot.

ARTICLE V
VOTING RIGHTS

Voting rights are assigned in accordance with the provisions of the Declaration. However, until the occurrence of certain events as described in the Declaration, the developer of the Property shall have the right to elect a majority of the members of the Board

ARTICLE VI
BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors, who do not need to be members of the Association. The Board of Directors shall be selected as provided in the Declaration and Bylaws.

ARTICLE VII
TERM OF EXISTENCE

This corporation shall commence existence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The corporation shall have perpetual existence unless sooner dissolved in accordance with the provisions herein contained or in accordance with the laws of the State of Florida.

ARTICLE VIII
DISSOLUTION

The Association may be dissolved as provided in the Declaration.

ARTICLE IX
OFFICERS

Subject to the direction of the Board, the affairs of this Association shall be administered by its officers, as designated in the Bylaws of this Association. Said officers shall be elected annually by the Board in accordance with the Bylaws.

ARTICLE X
BYLAWS

The Bylaws of this Association shall be adopted by the first Board and recorded among the public records of Pasco County, Florida. The Bylaws may be altered, amended, modified or repealed by (a) a majority of the Directors, or (b) assent in writing of members representing a majority of the voting interests. Any such modification shall be effective upon recording in the public records of Pasco County.

ARTICLE XI
AMENDMENTS

This Association reserves the right to amend or repeal any of the provisions contained in these Articles by approval in writing of two-thirds (2/3) of the membership.

ARTICLE XII
SUPREMACY

These Articles and the Bylaws are subject to the Declaration and in the event of a conflict, the Declaration shall govern. In the event of a conflict between the Articles and Bylaws, the Articles shall govern.

ARTICLE XIII
INDEMNIFICATION

This Association shall indemnify and hold harmless any and all of its present or former directors, officers, employees or agents, to the full extent permitted by law. Said indemnification shall include but not be limited to the expenses, including the cost of any judgments, fines, settlements and counsel's fees actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative, and any appeal thereof, to which any such persons or his legal representative may be made a party or may be threatened to be made a party by reason of his being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not affect any other rights to which any director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

ARTICLE XIV
INCORPORATOR

The incorporator of the corporation is Longleaf Development Co., a Florida corporation whose address is 12959 SR 54, Odessa, FL 33556.

IN WITNESS WHEREOF, the incorporator has caused these Articles of Incorporation to be executed this 14 day of June, 1999.

WITNESSES:

THE LONGLEAF DEVELOPMENT CO.,
a Florida corporation

Colleen C. Christmas
print: Colleen C. Christmas

By: Jay B. Starkey III
Jay B. Starkey III, its _____ president

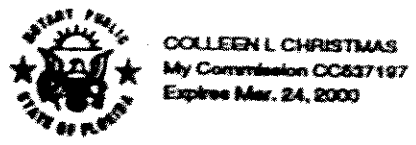
T. Howard Erlow
print: T. Howard Erlow

STATE OF FLORIDA
COUNTY OF Pasco

The foregoing instrument was acknowledged before me this 14th day of June, 1999,
by Bob Stacky III, president of THE LONGLEAF DEVELOPMENT CO., a
Florida corporation, on behalf of the corporation. He is personally known to me or has produced a
Florida driver's license as identification and did take an oath.

Colleen L Christmas

Notary Public, State of Florida at Large
Serial Number:



REGISTERED AGENT CERTIFICATE

LONGLEAF NEIGHBORHOOD ASSOCIATION, INC., a corporation duly organized under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, as 12959 SR 54, Odessa, FL 33556, in Pasco County, Florida, has named Jay B. Starkey, III as its agent to accept service of process within this state. The street address of the Registered Agent is 12959 SR 54, Odessa, FL 33556.

LONGLEAF NEIGHBORHOOD
ASSOCIATION, INC.

Date: 6-14-99

By:
Its

Jay B. Starkey III
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.

Jay B. Starkey III
Jay B. Starkey, III

Date: 6/14/99



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