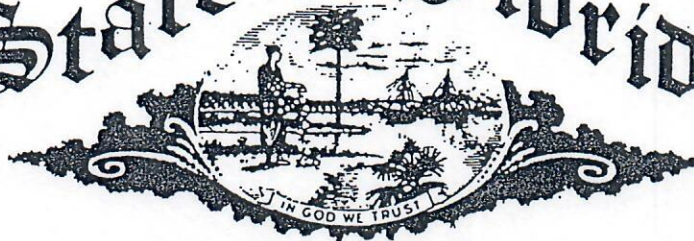


State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of T.G. BAYWOOD VILLAGE HOMEOWNER'S ASSOCIATION, INC., a Florida corporation, filed on October 24, 1994, as shown by the records of this office.

The document number of this corporation is N94000005243.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
Twenty-fourth day of October, 1994



CR2EO22 (2-91)

Jim Smith
Secretary of State

ARTICLES OF INCORPORATION

OF

T.G. BAYWOOD VILLAGE HOMEOWNER'S ASSOCIATION, INC.
A NOT-FOR-PROFIT FLORIDA CORPORATION

FILED
1994 OCT 24 AM 11:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of the Florida Statutes, the undersigned, all of whom are residents of Pasco County, Florida, and of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not-for-profit. The undersigned hereby certify:

ARTICLE I

The name of the corporation shall be T.G. BAYWOOD VILLAGE HOMEOWNER'S ASSOCIATION, INC. (hereinafter referred to as "Association").

ARTICLE II

The principal and initial registered office of the Corporation is located at: 6709 Ridge Road, Suite 200, Port Richey, Florida. The Registered Agent is: David C. Norton.

ARTICLE III

This Corporation does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for ownership, maintenance and preservation of the "Common Area" and other commonly enjoyed improvements and areas as defined hereinafter in the Declaration of Covenants, Conditions and Restrictions (hereinafter referred to as the "Declaration"), and to provide, according to the provisions of the Declaration, within that certain tract of property or so much thereof as has been made subject to the Declaration (hereinafter referred to as "Property") as shown and described in Exhibit "A", attached hereto and by reference incorporated herein, for the promotion of the health, safety and welfare of the residents within the Property and any additions thereto as may hereafter be brought within the jurisdiction of this Corporation, and in furtherance of these purposes, to:

A. 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, as same may be amended from time to time as therein provided.

B. Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses incident to the conduct of the business of the Corporation, including all licenses, taxes or governmental charges levied or imposed against the property of the Corporation.

C. 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; provided, however, no such dedication or transfer shall be effective unless a resolution signed by the Board of Directors certifying that not less than fifty-one percent (51%) of each class agreed to such dedication or transfer has been recorded in the Public Records of Pasco County, Florida, with formalities necessary for the recordation of a deed.

D. Borrow money, and with the assent of not less than fifty one percent (51%) of each class, mortgage, pledge, deed in trust or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.

E. Dedicate, sell or transfer all or any part of the Common Area to a public agency, authority, or utility for such purposes and subject to such conditions as may be provided in the Declaration, including but not limited to the Restrictions that have been recorded in the Public Records of Pasco County, Florida, with formalities necessary for the recordation of a deed.

F. Have and exercise any and all powers, rights and privileges which a corporation organized under Chapter 617, Corporations Not-for-Profit, Laws of the State of Florida, by law may or hereafter have or exercise.

G. Have and exercise any and all powers, rights and privileges which a corporation organized under Chapter 617, Corporations Not-for-Profit, Laws of the State of Florida, by law may or hereafter have or exercise, including but not limited to the right to be sued.

The Corporation is organized and shall be operated exclusively for the purposes set forth above. The activities of the Association will be financed by assessments against members as provided in the Declaration and no part of any net earnings of the Association will inure to the benefit of any member.

ARTICLE IV

The Developer, to the extent provided in the Declaration, and every person or entity who is a record Owner of a fee or undivided fee interest in any unit and/or residential lot which is subject by the Declaration to assessment by the Association shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any unit which is subject to assessment by the Association.

ARTICLE V

The period of duration of this Association shall be perpetual.

ARTICLE VI

The name and address of each subscriber is:

David C. Norton, President
6709 Ridge Road, Suite 200
Port Richey, FL 34668

George K. Sleeman, V.P./Treas.
6709 Ridge Road, Suite 200
Port Richey, FL 34668

Susan Silva, Secretary
6709 Ridge Road, Suite 200
Port Richey, FL 34668

ARTICLE VII

The affairs and property of this corporation shall be managed and governed by a Board of Directors composed of not less than three (3) persons who need not be members of the Association. The first Board of Directors shall have four (4) members, and in the future that number will be determined from time to time in accordance with the provisions of the By-Laws. The manner in which the directors are to be elected or appointed is as stated in the by-laws.

The names and addresses of the persons who are to act initially in the capacity of directors until the selection of their successors are:

David C. Norton, George K. Sleeman, Susan Silva
6709 Ridge Road, Suite 200, Port Richey, FL 34668

ARTICLE VIII

The officers of this Association shall be a President, a Vice President, both of whom shall at all times be members of the Board of Directors, a Secretary and a Treasurer and such other officers as the Board may from time to time by resolution create. The election of officers shall take place at the first meeting of the Board of Directors.

ARTICLE IX

The By-Laws of the Association may be made, altered or rescinded at any annual meeting of the Association, or at any regular or special meeting duly called for such purpose, on the affirmative vote of not less than fifty-one percent (51%) of each class existing at the time of any such meeting and present at the meeting in person or by proxy except that the initial By-Laws of the Association shall be made and adopted by the Board of Directors.

ARTICLE X

The Association shall have two classes ("A" and "B") of voting membership which shall exist and possess such rights and be subject to such limitations as set forth in the Declaration.

ARTICLE XI

In the event of dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for the purposes similar to those for which this Association was created. In the event such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization or be devoted to such similar purposes, or distributed to the members as appurtenances (if real property or any interest therein) to the members' lots, subject to any and all applicable laws. This Article is subject to provisions of Florida Statutes 617.0105.

ARTICLE XII

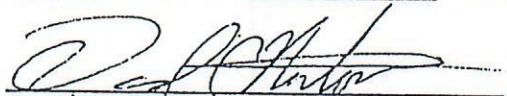
Proposals for the alteration, amendment or rescission of these Articles of Incorporation may be made by not less than two-thirds (2/3) of the total number of votes of each class voting in person or by proxy at a special or regular meeting of the members.

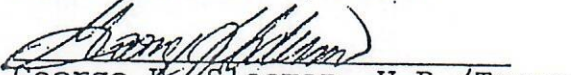
ARTICLE XIII

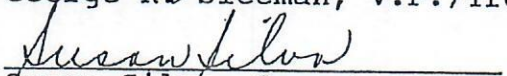
Anything herein to the contrary notwithstanding during the time that Developer, as defined in the By-Laws, is actively developing or selling the Subdivision or the remaining lands described in Exhibit "A", or any property hereafter annexed, Developer reserves the right to amend this Declaration, the Articles of Incorporation and the By-Laws of the Association in any manner whatsoever; provided, however, that Developer may not alter the character of the development as residential, nor may Developer delete any Common Area designated, submitted or committed to common

usage. Developer's rights hereunder may be assigned to any successor to all or any part of Developer's interest in the Subdivision or the land described in Exhibit "A".

IN WITNESS WHEREOF, for the purposes of forming this corporation under the laws of the State of Florida, the undersigned, the incorporators of this Association, have executed these Articles of Incorporation this 17th day of October 1994.

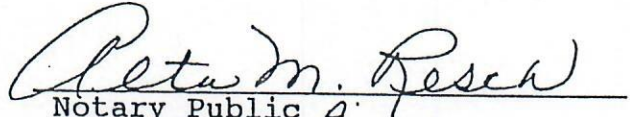

David C. Norton, Pres.



George K. Sleeman, V.P./Treas


Susan Silva, Secretary

STATE OF FLORIDA)
COUNTY OF PASCO)

The foregoing instrument was acknowledged before me this 17th day of October, 1994, by DAVID C. NORTON, GEORGE K. SLEEMAN and SUSAN SILVA, who are personally known to me or have produced a driver's license as identification and (did/did not) take an oath.



Notary Public A
Printed Name of Notary Public
ALTA M. RESCH
My Commission Expires:

 ALTA M. RESCH
MY COMMISSION # CC277007 EXPIRES
April 28, 1997
POWERED BY THE TRAVELERS INSURANCE, INC.

ACCEPTANCE

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.

Dated Oct. 17, _____, 1994.



David C. Norton
Registered Agent

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1994 OCT 24 AM 11:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA