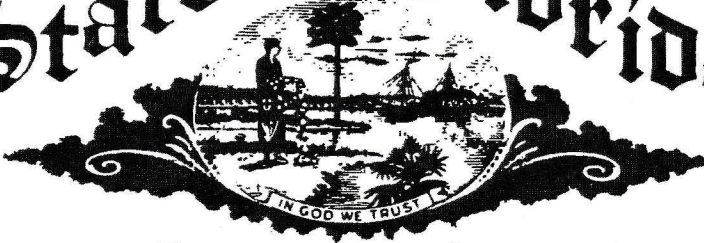


State of Florida



Department of State

I certify from the records of this office that OAKS ROYAL PHASE III HOMEOWNERS ASSOCIATION, INC. is a corporation organized under the laws of the State of Florida, filed on January 18, 1984 .

The document number of this corporation is N00980.

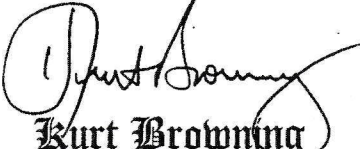
I further certify that said corporation has paid all fees due this office through December 31, 2008, that its most recent annual report/uniform business report was filed on March 12, 2008, and its status is active.

I further certify that said corporation has not filed Articles of Dissolution.



CR2EO22 (01-07)

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Nineteenth day of March, 2008


Kurt Browning
Secretary of State

1000480

ARTICLES OF INCORPORATION

OF

OAKS ROYAL PHASE III HOMEOWNERS ASSOCIATION, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned incorporators, all residents of the State of Florida and all of full age, hereby associate ourselves together and make, subscribe, acknowledge and file with the Secretary of State of Florida these Articles of Incorporation for the purpose of forming a corporation not for profit in accordance with the Laws of the State of Florida.

ARTICLE I

Name

* The name of this corporation is OAKS ROYAL PHASE III HOMEOWNERS ASSOCIATION, INC., hereinafter called the "Association".

ARTICLE II

Office

The initial principal office of this Association is located at 344 Penny Circle, Land O'Lakes, Florida, 33539, which office may be changed from time to time by action of the Board of Directors.

ARTICLE III

Purpose and Powers of the Association

This Association does not contemplate pecuniary gain or profit to the members thereof. The specific purposes for which it is formed are to promote the health, safety, and general welfare of the residents within

all or any portion of the following described tract of land situate in Pasco County, Florida, as further amended by annexation thereto or particularly set forth in the Declaration of Easements, for conditions and restrictions regarding the OAKS ROYAL PHASE III HOMEOWNERS ASSOCIATION, INC.

All of OAKS ROYAL PHASE III, being a replat of a portion of Tracts 54, 59, 60, 69, 70, 75, and 76, ZEPHYRHILLS COLONY COMPANY LANDS, Section 9, Township 26 South, Range 21 East, as recorded in Plat Book , Page , Public Records of Pasco County, Florida.

and any additions thereto as may hereafter be brought within the jurisdiction of this Association; and the purpose of this Association shall include, without limitation of the foregoing, provision for the maintenance and preservation of the residence lots and Common Area as may now or hereafter be created by the recordation in the Public Records of Pasco County, Florida, of that certain "Declaration of Easements, Covenants, Conditions, and Restrictions Regarding The Oaks Royal Phase III Mobile Home Community" as the same from time to time may be amended as therein provided (which Declaration, and all amendments thereto now or hereafter made, are hereafter collectively called the "Declaration") and within any additions to the above-described property as may hereafter be brought within the jurisdiction of this Association. For the foregoing purposes, this Association is empowered to:

(a) exercise all of the powers and privileges, and to perform all of the duties and obligations, of this Association as set forth in the Declaration, the terms and provisions of which are herein incorporated by reference; and

(b) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of this Association, including all licenses, taxes and governmental charges levied or imposed against the property of this Association; and

(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 this Association; and

(d) borrow money, and with the assent of two-thirds (2/3) of the votes of each Class of members present and voting, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred; and

(e) dedicate, sell, or transfer all or any part of this Association's property to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members; provided, however, no such dedication or transfer shall be effective unless an instrument has been signed by members entitled to cast not less than two-thirds (2/3) of the votes of each Class of members, agreeing to such dedication, sale or transfer; and

(f) participate in mergers and consolidations with other nonprofit corporations organized for similar purposes, provided that any such merger or consolidation shall have the assent of two-thirds (2/3) of the votes of each Class of members; and

(g) annex additional real property in accordance with the provisions of the Declaration, with such annexation, extending the jurisdiction, function, duties, and membership of this corporation to the real property thereby annexed.

(h) from time to time adopt, alter, amend, and rescind reasonable rules and regulations governing the use of the lots and the Common Area, as defined in the Declaration, which rules and regulations shall be consistent with the rights and duties established by the Declaration and with the provisions of these Articles of Incorporation; and

(i) have and to exercise any and all powers, rights, and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Florida by Law may now or hereafter have or exercise; and

Notwithstanding anything in the above to the contrary, no part of the net earnings of the Association shall inure to the benefit of any member within the meaning of Section 501(c)(7) of the Internal Revenue Code of 1954, nor shall the Association engage in any other activity prohibited by such Section.

A R T I C L E I V

Membership

Every person or legal entity who holds legal title of record to any undivided fee simple interest to any Lot which is subject to the provisions of the Declaration to assessment by this Association shall be a member of this Association, including contract sellers, but excluding

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TALLAHASSEE, FLORIDA

all other persons or entities who hold an interest in any Lot merely as security for the performance of an obligation. An Owner of more than one such Lot shall be entitled to one membership for each such Lot owned by him. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to the provisions of the Declaration.

A R T I C L E V

Voting Rights

This Association shall have two Classes of voting membership:

CLASS A. Class A members shall be all Owners (as defined in the Declaration), with the exception of the Developer, and shall be entitled to one vote for each Lot owned. When more than one person holds an ownership interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they among themselves determine; but in no event shall more than one vote be cast with respect to any Lot. Prior to the time of any meeting at which a vote is to be taken, each co-owner shall file the name of the voting co-owner with the Secretary of this Association in order to be entitled to a vote at such meeting, unless such co-owners have file a general voting authority with the Secretary applicable to all votes until rescinded.

CLASS B. Class B member(s) shall be the Developer, and shall be entitled to four (4) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

(a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or

(b) on January 1, 1990.

Provided, however, in the event that additional Lots shall be added by annexation after Class B membership should cease under Section 2(b)(i), said Class B membership and voting rights shall be immediately reinstated and resumed, and shall continue until the subsequent occurrence of either of said events.

A R T I C L E VI

Board of Directors

The affairs of this Association shall be managed by a Board of Directors initially composed of three (3) Directors, who need not be members of the Association. The number of Directors may be changed by amendment to the Bylaws of this Association but shall never be less than three (3). From and after the annual meeting immediately following the expiration of Class B membership in this Association, the Board shall at all times be composed of at least nine (9) Directors. At all times, the members of the Board of Directors shall consist of an odd number and shall be divided as equally as the number of Directors will permit into three (3) classes: Class 1, Class 2, and Class 3. The term of office for all Directors shall be three (3) years, except that the term of office of the initial Class 1 Director(s) shall expire at the annual meeting next ensuing, the term of office of the initial Class 2 Director(s) shall expire one (1) year thereafter, and the term of office of the initial Class 3 Director(s) shall expire two (2) years thereafter. The names and addresses of the persons who are to act in the capacity of Directors until their successors are elected and qualified, unless they sooner shall die, resign, or are removed, are:

NAME

ADDRESS

CLASS 1 DIRECTOR

ELEANOR HICKS

344 Penny Circle
Land O'Lakes, Florida
33539

CLASS 2 DIRECTOR

BENJAMIN I. GREEN

344 Penny Circle
Land O'Lakes, Florida
33539

CLASS 3 DIRECTOR

IRVING GREEN

344 Penny Circle
Land O'Lakes, Florida
33539

It is the intent of these Articles that, at all times hereafter, the Directors shall be classified as to term of office in the manner hereinabove provided for the initial Board, so that, as nearly as the number of Directors will permit, one-third (1/3) of the Directors of this Association shall be elected at each annual meeting of this Association. Directors shall be eligible to serve successive terms in office without limitation.

A R T I C L E V I I

Officers

Section 1. Enumeration of Officers. The officers of this Association shall be a President, a Vice-President, a Secretary and a Treasurer, and such other officers as the Board may from time to time by Resolution create. The President and Vice-President shall be members of the Board of Directors. The office of Treasurer may be combined with

the office of Secretary of this Association, and the Treasurer, or any other officers, may be a Director of this Association.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members.

Section 3. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year and until his successor shall be elected and qualify, unless he dies, resigns, or is removed, or otherwise disqualified to serve.

Section 4. Initial Officers. The names and addresses of the Officers of this Association who, subject to these Articles and the Bylaws of this Association and the Laws of the State of Florida, shall hold office for the first year of the existence of this Association, or until an election is held by the Directors of this Association for the election of officers, if earlier, and until their successors have been duly elected and qualify, unless they sooner die, resign, or are removed, are:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
IRVING GREEN	PRESIDENT	344 Penny Circle Land O'Lakes, Florida 33539
BENJAMIN I. GREEN	VICE-PRESIDENT	344 Penny Circle Land O'Lakes, Florida 33539
ELEANOR HICKS	TREASURER	344 Penny Circle Land O'Lakes, Florida 33539
ELEANOR HICKS	SECRETARY	344 Penny Circle Land O'Lakes, Florida 33539

Section 5. Removal. Any Director may be removed from the Board for cause, by a majority vote of the members of the Association. In the event of death, resignation, or removal of a Director, his successor shall be selected by the remaining members of the Board, even if less than a quorum, and shall serve for the unexpired term of his predecessor, unless he sooner dies, resigns, or is removed, or otherwise disqualified to serve.

A R T I C L E V I I I

Subscribers

The names and residence addresses of the subscribers to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
IRVING GREEN	344 Penny Circle Land O'Lakes, Florida 33539
BENJAMIN I. GREEN	344 Penny Circle Land O'Lakes, Florida 33539
ELEANOR HICKS	344 Penny Circle Land O'Lakes, Florida 33539

A R T I C L E I X

Dissolution

This Association may be dissolved with the assent given in writing and signed by members entitled to cast not less than two-thirds (2/3) of the votes of each Class of members. Upon dissolution of this Association, other than incident to a merger or consolidation, the assets

of this Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes, but in no event shall such assets inure to the benefit of any member or other private individual.

A R T I C L E X

Duration

This Association shall exist perpetually.

A R T I C L E XI

Bylaws

The Bylaws of this Association shall be initially adopted by the Board of Directors. Thereafter, the Bylaws shall be altered or rescinded by a majority vote of a quorum of members present at any regular or special meeting of the membership duly called and convened.

A R T I C L E XII

Amendments

Any amendments of these Articles shall be proposed by any member of this Association at any regular or special meeting of the membership duly called and convened and shall require the assent of the members entitled to cast seventy-five percent (75%) of the total votes eligible to be cast at any regular or special meeting of the membership duly called and convened.

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TALLAHASSEE, FLORIDA

ARTICLE XIII

Indemnity

The corporation shall indemnify any person made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, pursuant to the provisions contained in Section 608.13 (14) Florida Statutes 1973 or additions and amendments thereto.

ARTICLE XIV

Interpretation

Express reference is hereby made to the terms and provisions of the Declaration where necessary to interpret, construe, and clarify the provisions of these Articles. In subscribing and filing these Articles, it is the intent of the undersigned that the provisions hereof be consistent with the provisions of the Declaration and, to the extent not prohibited by Law, that the provisions of these Articles and of the Declaration be interpreted, construed, and applied so as to avoid inconsistencies or conflicting results.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the Laws of the State of Florida, we, the undersigned, constituting the incorporators of this Association have executed these Articles of Incorporation this 10th. day of January, 1984.


IRVING GREEN, President

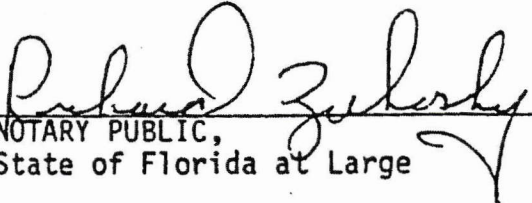

BENJAMIN I. GREEN, Vice-President


ELEANOR HICKS, Secretary/Treasurer

STATE OF FLORIDA)
COUNTY OF PASCO)

BEFORE ME, the undersigned authority, on this 10th.day of
January, 1984, personally appeared IRVING GREEN, BENJAMIN I.
GREEN, and ELEANOR HICKS, to me well known to be the persons described in
and who signed the foregoing Articles of Incorporation and acknowledged
to me that they executed the same freely and voluntarily for the uses and
purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.


NOTARY PUBLIC,
State of Florida at Large

My Commission Expires:

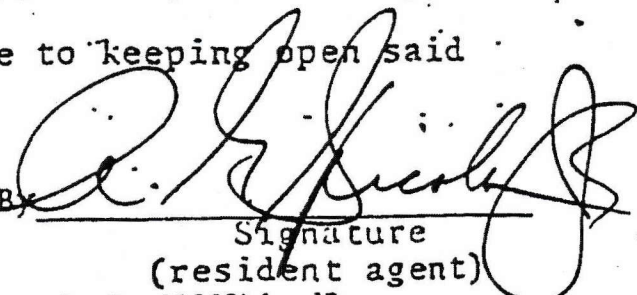
CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said Act:

First--That OAKS ROYAL PHASE III HOMEOWNERS ASSOCIATION, INC.
(Name of Corporation)
desiring to organize under the laws of the State of FLORIDA
(Florida)
with its principal office, as indicated in the articles of
incorporation at City of LAND O'LAKES County
(City)
of PASCO, State of FLORIDA
(County) (State)
has named A. G. SPICOLA, JR.
(Name of Resident Agent)
located at 725 E. Kennedy Blvd., Suite 405, Tampa, Florida
(Street address and number of building,
Post Office Box address not acceptable)
City of TAMPA, County of HILLSBOROUGH
(City) (County)
State of Florida, as its agent to accept service of process
within this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the
above stated corporation, at place designated in this certificate,
I hereby accept to act in this capacity, and agree to comply
with the provision of said Act relative to keeping open said
office.

By 
Signature
(resident agent)
A. G. SPICOLA, JR.