

ARTICLES OF INCORPORATION OF
DEER CREEK GOLF & TENNIS RV RESORT PHASE THREE-A 10:15
HOMEOWNERS ASSOCIATION, INC.
A FLORIDA NOT FOR PROFIT CORPORATION

The undersigned, with other persons, desirous of forming a not for profit corporation under the provisions of Chapter 617 of the Florida Statutes agree to the following:

ARTICLE I
Name and Address

The name of this corporation is DEER CREEK GOLF & TENNIS RV RESORT PHASE THREE-A HOMEOWNERS ASSOCIATION, INC., a Florida not for profit corporation. Its address is 5015 S. Florida Avenue, Lakeland, Florida 33807.

ARTICLE II
Purposes

The object and purpose of this corporation shall be to provide an entity to maintain the streets lying within Deer Creek Golf & Tennis RV Resort Phase Three-A as further described in Exhibit "A" attached hereto and for such purposes as set out in the Restrictions (defined below), for the use and benefit of all of the property owners therein; to enforce restrictions and covenants contained in the Declaration of Restrictions and Covenants relating to Deer Creek Golf & Tennis RV Resort Phase Three-A, ("Restrictions"), and to take any and all action authorized or described in the Restrictions. The corporation shall have all the rights, privileges, powers and immunities available to corporations not for profit under the laws of the State of Florida, and the enumeration herein of specific objects and purposes shall not limit the object and powers of the corporation thereunder.

ARTICLE III

Indebtedness

For the purposes of financing street repairs or renovation or for such other purposes as are described in the Restrictions, and in furtherance of its corporate purposes herein stated, and for the purpose of funding or refunding any indebtedness incurred by the corporation, the corporation shall have the power to borrow money and to make negotiable notes or bonds, debentures, or other evidence of indebtedness or obligations which shall be authorized by resolution of the board of directors of the corporation and may bear such date or dates, mature at such time or times, bear interest at such rate or rates, not exceeding the legal rate, be in such denominations and form, and be entitled to such lien and priority on the revenues, rates, fees, rentals or other charges or receipts of the corporation as such resolution or resolutions subsequent thereof may provide.

ARTICLE IV Membership

The membership of this corporation shall be limited to the subscribers to these Articles of Incorporation and to all owners of lots within Deer Creek Golf & Tennis RV Resort Phase Three-A as platted at Plat Book 102, Pages 16, 17, and 18, public records of Polk County, Florida, and their prospective successor lot owners. Membership in this corporation cannot be assigned or transferred and shall be terminated upon the sale by any member of all lots owned by him, her, or it in the subdivision.

At any annual meeting or special called meeting of the membership of the corporation or at any other meeting at which a vote is required from the membership of the corporation, each member shall be entitled to the vote as provided in the Restrictions.

ARTICLE V Term of Existence

This corporation shall have perpetual existence.

ARTICLE VI
Officers

Section 1. The officers of the corporation shall be a president, a secretary, a treasurer and such other officers as may be provided by the by-laws.

Section 2. The names of the persons who are to serve as officers of the corporation until the first annual meeting of the board of directors are:

President	Lawrence W. Maxwell	5015 S. Florida Avenue Lakeland, Florida 33807
Secretary/ Treasurer	Kim Kelley	5015 S. Florida Avenue Lakeland, Florida 33807

Section 3. The officers shall be elected at the annual meeting of the board of directors, or as provided in the by-laws.

ARTICLE VII
Board of Directors

Section 1. The business affairs of this corporation shall be managed by the board of directors. This corporation shall have three directors initially. The number of directors may be increased or decreased from time to time by the by-laws, but shall never be less than three.

Section 2. Members of the board of directors shall be elected and hold office in accordance with the by-laws.

Section 3. The name and address of the persons who are to serve as directors until the first annual meeting of the membership of the corporation, are:

Lawrence W. Maxwell	5015 S. Florida Avenue Lakeland, Florida 33807
Kim Kelley	5015 S. Florida Avenue Lakeland, Florida 33807

Todd Maxwell

5015 S. Florida Avenue
Lakeland, Florida 33807

ARTICLE VIII
By-Laws

Section 1. The board of directors of this corporation may provide such by-laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Section 2. Upon proper notice, the by-laws may be amended, altered or rescinded by a majority vote of those members of the board of directors at any regular meeting or any special called meeting for that purpose.

ARTICLE IX
Amendments

These Articles of Incorporation may be amended at any regular or special meeting of the general membership by a majority vote of those present; provided that notice of the intention to submit such amendments shall have been given as provided by the by-laws.

ARTICLE X
Non-Profit Status

This corporation shall not have or issue shares of stock, and no dividends shall be paid. No part of the income of this corporation shall inure to or be distributed to its members, directors, or officers; provided, however, the corporation may pay reasonable compensation and reimburse its members, directors, or officers for reasonable expenses incurred on its behalf, with the specific approval of the board of directors.

ARTICLE XI
Meetings

This annual meeting for the election of the board of directors shall be held as provided by

the by-laws.

ARTICLE XII

Quorum

One-third of the general membership, represented in person or by proxy, shall constitute a quorum at a meeting of the general membership unless a higher quorum is required by the Restrictions or by-laws.

ARTICLE XIII

Distribution of Assets upon Dissolution

No person, firm, or corporation shall ever receive any dividends or profits from the undertaking of this corporation, and upon dissolution of this organization, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations which have qualified for exemption under Section 501 (c) of the Internal Revenue Code, to the Federal Government or to a state or local government, for a public purpose, and none of the assets will be distributed to any member, officer, or trustee of this organization.

ARTICLE XIV

Location and Initial Registered Agent

The location of the principal office of this corporation shall be 5015 S. Florida Avenue, Lakeland, Florida 33807. The name and address of the initial registered agent is:

Ronald L. Clark

4740 Cleveland Heights Boulevard
Lakeland, Florida 33807

ARTICLE XV

Subscribers

The name and address of the subscriber to these Articles of Incorporation is:

Lawrence W. Maxwell

5015 S. Florida Avenue
Lakeland, Florida 33807

IN WITNESS WHEREOF, I, LAWRENCE W. MAXWELL, the undersigned subscribing
incorporator, has executed these Articles of Incorporation this 17th day of June 1996, for
the purpose of forming this not for profit corporation under the laws of the State of Florida.

Signed, sealed and delivered
in our presence:

WITNESSES:

[Signature]
Name: Ronald M. [unclear]

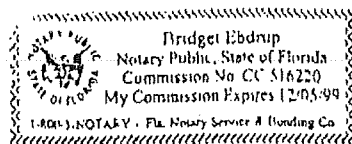
[Signature]
Name: George J. Bucher

[Signature]
By: Lawrence W. Maxwell

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 17th day of June, 1996,
by LAWRENCE W. MAXWELL on behalf of the DEER CREEK GOLF & TENNIS RV RESORT
PHASE THREE-A HOMEOWNERS ASSOCIATION, INC. LAWRENCE W. MAXWELL is
personally known to me.

WITNESS my hand and official seal in the county and state named above this 17th day of
June, 1996.



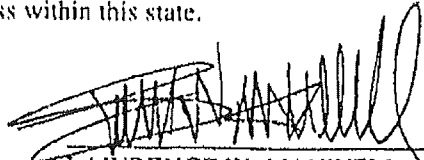
[Signature]
Notary Public
Name: BRIDGET EBDRIP

Commission No: CC-516220

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

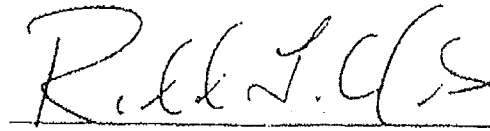
Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at the City of Lakeland, County of Polk, State of Florida, has named Ronald L. Clark, located at 4740 Cleveland Heights Boulevard, Polk County, Lakeland, Florida, as its agent to accept service of process within this state.


LAWRENCE W. MAXWELL

ACKNOWLEDGMENT:

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


RONALD L. CLARK
Registered Agent