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October 18, 2001

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32314

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-10/19/01--01043--011
122.50 **78.75

Re: Oakmont at Silver Lake Residents Association, Inc.

Gentlemen:

Find enclosed our firm's check in the amount of \$122.50 to cover the following fees of your office.

Filing Charter	\$35.00
Certification of Charter	52.50
Filing Resident Agent Form	35.00

We enclose original and one copy of Articles of Incorporation of this proposed corporation, with executed resident agent form. Please endorse your approval on the copy of the Articles of Incorporation, certify same and return to us, together with acknowledgment of filing of resident agent.

Thank you for your attention to the above.

Very truly yours,

Linda H. Hutson

Linda H. Hutson
Legal Assistant

Enclosures
(M:\Godfrey\Oakmont\SecStateLet101801.lhh)

FILED
01 OCT 19 PM 12:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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01 OCT 19 PM 12:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
OAKMONT AT SILVER LAKE RESIDENTS ASSOCIATION, INC.**

(A non-profit Florida Corporation)

We, the undersigned, hereby associate ourselves together and make, subscribe and acknowledge these Articles of Incorporation for the purpose of becoming incorporated in accordance with and under the laws of the State of Florida as a corporation not for profit.

ARTICLE I. NAME AND PRINCIPAL PLACE OF BUSINESS

The name of this corporation (hereinafter sometimes referred to as the "Association") shall be OAKMONT AT SILVER LAKE RESIDENTS ASSOCIATION, INC. The street address of the principal place of business of this association is 8529 US Highway 441, Leesburg, FL 34788,

ARTICLE II. TERM OF EXISTENCE

Existence of this Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The corporation shall exist in perpetuity.

ARTICLE III. PURPOSES

The general purposes for which this association is organized are as follows:

A. To provide for the orderly enjoyment of Oakmont at Silver Lake, a residential development ("the Subdivision") in accordance with the Plat thereof ("the Plat"), the Declaration of Covenants, Conditions, Easements and Restrictions ("the Declaration"), the Rules and Regulations ("Rules and Regulations"), and, the Design Review Criteria for the Subdivision as same may exist from time to time.

B. To promote the health, safety and welfare of the members of this corporation and to oversee the proper maintenance by members of this corporation of the property in the Subdivision and any additions thereto as may hereinafter be brought within the jurisdiction of this corporation.

C. To provide for the orderly development of the Subdivision by adopting Design Review Criteria ("the DRC") to govern initial construction, remodeling, and landscaping of Lots.

D. To borrow money, and with the assent of two-thirds of the votes entitled to be cast by each Class of Members, mortgage, pledge, deed, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.

E. To dedicate, sell, or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the Members. No such dedication or transfer shall be effective unless an instrument has been signed by Members entitled to vote two-thirds of the votes of each Class of Members agreeing to such dedication, sale or transfer.

F. To exercise all of the powers and privileges and to perform all of the duties, purposes and obligations of the homeowner's association for the Subdivision, as established in the Declaration, said Declaration being incorporated herein as if set forth at length (including the definitions).

G. To provide for the maintenance, preservation, and architectural control of the Common Area within the Subdivision, including but not limited to Landscape areas, Wall Buffers, subdivision signs, decorative pavement and all median pavement areas located within roadways of the Subdivision.

H. To establish, levy and collect assessments ("Assessments") from members ("Members") as appropriate and authorized by the Declaration and the By-Laws and to enforce such Assessments, if necessary, and to pay all expenses incident to the conduct of the business of the Association.

I. To acquire and maintain such personal and real property in connection with the affairs of this association and to provide from the proceeds of the assessments for the operation, administration, maintenance, repair and improvements, replacements, insurance and utilities for other property as may be acquired or maintained by the corporation.

J. To operate, maintain and manage the Surface Water or Stormwater Management System in a manner consistent with the St. John's River Water Management District Permit No. 42-069-69302-1 ("St. John's Permit") requirements and applicable District rules, and assist in the enforcement of the Declaration of Covenants, Conditions and Restrictions and the St. John's Permit conditions which relate to the Surface Water or Stormwater Management System. The Association shall not have the responsibility to operate or manage the roadside swales located parallel and adjacent to

county rights-of-way on the internal subdivision streets. These shall be the responsibility of Lake County and shall be maintained as part of the County's road system. The Association shall levy and collect assessments for the costs of maintenance and operation of the Surface Water or Stormwater Management System.

ARTICLE IV - POWERS

The corporation shall have all of the common law and statutory powers permissible under the laws of the State of Florida for a corporation not for profit now existing or as henceforth may exist, and all powers reasonably necessary to implement and effectuate the purposes of the corporation, including but not limited to the power:

- A. To acquire by any means real and personal property.
- B. To fix and levy assessments and enforce collection of same by filing liens or filing suits.
- C. To sell, convey, mortgage, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its property and assets.
- D. To perform all duties and exercise all powers necessary to accomplish the purposes of this Association as those purposes are identified in Article III hereof, as same may be amended from time-to-time.

ARTICLE V - MEMBERSHIP

Any Owner of a Lot, as those terms are defined in the Declaration, shall automatically become a Member of this Corporation upon the acquisition of an ownership interest in any Lot of said Subdivision. Membership in this corporation automatically terminates upon divestment of said ownership regardless of the means of divestment.

The corporation shall have two classes of voting membership as follows:

CLASS A: Class A Members shall be all Owners who shall be entitled to one (1) vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be Members. The vote for such Lot shall be exercised as the Co-Owners determine, but in no event shall more than one vote be cast with respect to any one Lot.

CLASS B: Class B Members shall be the Declarant (as defined in the Declaration) who shall be entitled to three (3) votes for each Lot owned. 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) three (3) months after 75% of the Lots of the Subdivision have been conveyed to Members; or

(b) February 1, 2011

ARTICLE VI - SUBSCRIBERS

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

Joseph P. Godfrey, Jr. - 8529 US Highway 441, Leesburg, FL 34788

Joseph P. Godfrey, III - 8529 US Highway 441, Leesburg, FL 34788

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent of this Association is J. Stephen Pullum, 1330 W. Citizens Boulevard, Suite 701, Leesburg, Florida 34748.

ARTICLE VIII - MANAGEMENT OF ASSOCIATION

The business affairs of this association shall be managed by a Board of Directors composed of not less than three (3) nor more than seven (7) members. The Directors of the association shall be elected as provided in the By-Laws by the membership entitled to vote at the regular annual meeting of the Members of the corporation. The names and addresses of the Board of Directors who shall hold office until their successors are elected and have qualified are:

Joseph P. Godfrey, Jr., 8529 US Highway 441, Leesburg, FL 34788

Joseph P. Godfrey, III 8529 US Highway 441, Leesburg, FL 34788

Doris Godfrey 8529 US Highway 441, Leesburg, FL 34788

ARTICLE IX - OFFICERS

The officers of the association shall be Members of the Board of Directors, and shall consist of a President, Vice-President and Secretary-Treasurer who are elected in accordance with the By-Laws. The names of the officers who shall serve until the first election are as follows:

President: Joseph P. Godfrey, Jr.

Vice-President: Joseph P. Godfrey, III

Secretary/Treasurer: Joseph P. Godfrey, III

ARTICLE X - AMENDMENTS

Amendments to the Articles of Incorporation may be proposed by any member to the Board of Directors at any regular or special meeting of the Board of Directors. Any proposed amendment shall be first adopted by the Board of Directors upon a majority vote of the Board of Directors and proposed to the membership by the board of Directors at any regular or special meeting of the membership called in accordance with the By-Laws. Amendment will be finally adopted upon the affirmative vote of seventy-five percent of the entire membership.

ARTICLE XI - BY-LAWS

The By-Laws of the association shall initially be adopted by the affirmative vote of the Board of Directors and thereafter may be altered, amended or rescinded by affirmative vote of seventy-five percent (75%) of the entire membership at a regular or special meeting called in accordance with the By-Laws.

ARTICLE XII - DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by Members entitled to vote not less than two-thirds (2/3) of the votes of each Class of Members. Upon 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 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.

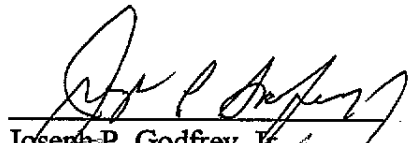
In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the Surface Water or Stormwater Management System must be transferred to and accepted by an entity which would comply with Section 40C-42.027, F.A.C., and be approved by the St. John's River Water Management District prior to such termination, dissolution or liquidation.

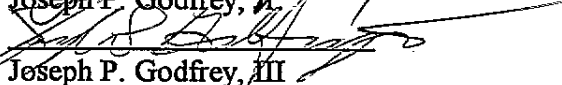
ARTICLE XIII - VA/FHA APPROVAL

For so long as there is Class B Membership in the Association, and provided FHA/VA has approved the Project and is insuring or guaranteeing any mortgages of any Lots, the following actions

will require the prior approval of the Federal Housing Administration or the Veteran's Administration: annexation of additional properties, merger and consolidations, mortgaging of Common Area, dedication of additional Common Area, dissolution and amendment of these Articles.

IN WITNESS WHEREOF, we have hereunto set our hands and seals acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 18th day of OCTOBER 2001.

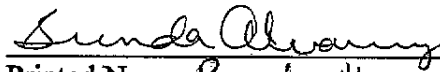

Joseph P. Godfrey, Jr.


Joseph P. Godfrey, III

STATE OF FLORIDA
COUNTY OF LAKE

The foregoing instrument was acknowledged before me this 18th day of OCT, 2001 by JOSEPH P. GODFREY, JR. and JOSEPH P. GODFREY, III, both of whom are personally known to me.

BRENDA ALVAREZ
Notary Public, State of Florida
My comm. exp. Jan. 28, 2005
Comm. No. CC 996978


Printed Name: Brenda Alvarez
NOTARY PUBLIC State of Florida
Commission # 996978
My Commission Expires: 10/18/01
1/28/01

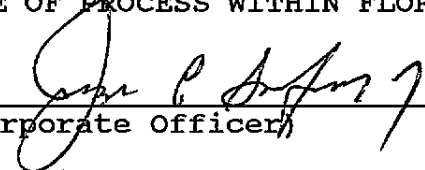
(Godfrey\Oakmont\Art)

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST-- THAT OAKMONT AT SILVER LAKE RESIDENTS ASSOCIA-
TION, INC. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE
STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF
LEESBURG, STATE OF FLORIDA, HAS NAMED J. STEPHEN PULLUM, LOCATED AT
1330 W. CITIZENS BLVD., SUITE 701, CITY OF LEESBURG, STATE OF
FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE


(Corporate Officer)

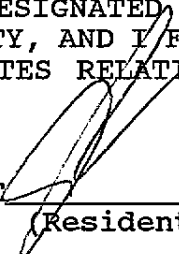
TITLE

Manager

DATE October 18, 2001

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.

SIGNATURE


(Resident Agent)

DATE October 18, 2001

(M:\Godfrey\Oakmont\ResidentAgent.lhh)

FILED
01 OCT 19 PM 12:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA