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No. 7187 P. 1/7
Page 10 of 1

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FLORIDA NON-PROFIT CORPORATION

SILVER CREEK OF CLAY COUNTY HOMEOWNER'S ASSOCIATION, INC.

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No. 7187 P. 2/7
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

**SILVER CREEK OF CLAY COUNTY
HOMEOWNERS ASSOCIATION, INC.**
A CORPORATION NOT-FOR-PROFIT

We, the undersigned, being desirous of forming a corporation not for profit, do hereby associate ourselves into a corporation for the purposes and with the powers herein specified and do hereby agree to the following Articles of Incorporation:

ARTICLE I. NAME

The name of this corporation shall be:

SILVER CREEK OF CLAY COUNTY HOMEOWNERS ASSOCIATION, INC.
(hereinafter referred to as the "Association").

ARTICLE II. PURPOSE

The purposes and object of the Association shall be to work for the preservation, improvement and beautification of SILVER CREEK, a residential development, (hereinafter "the Development") to be established upon that certain real property in CLAY County, Florida, as described in that certain Declaration of Covenants, Conditions and Restrictions for SILVER CREEK, which shall be recorded in the public records, CLAY County, Florida.

The Association does not contemplate pecuniary gain or profit to the members thereof and shall undertake and perform all acts and duties incident to the management, preservation and control of the common areas of the Development in accordance with the terms, provisions, and conditions of these Articles of Incorporation, the By-Laws of the Association and the Declaration.

ARTICLE III. POWERS

The Association shall have the following powers:

A. All of the powers and privileges granted to corporations not for profit under the laws of the State of Florida and the Declaration as the same may be amended from

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time to time as therein provided, said Declaration being incorporated herein as if set forth in length.

B. All of the powers reasonably necessary to implement and effectuate the purposes of the Association.

ARTICLE IV. QUALIFICATION OF MEMBERS

The qualifications of members, manner of their admission to and termination of membership shall be as follows:

A. The owners of all Lots in the Development are eligible to be members of the Association, and no other persons or entities shall be entitled to membership.

B. A person can become a Member by the acquisition of a vested present interest in the fee title to a Lot in the Development. The membership of any person or entity shall be automatically terminated upon his being divested of his title or interest in such Lot. Further, membership is dependent upon the owner paying the dues as enacted by the Association.

C. Except as an appurtenance to his Lot, no Member can assign, hypothecate or transfer in any manner, his membership in the Association or his interest in the funds and assets of the Association. The funds and assets of the Association shall belong solely to the Association subject to the limitation that the same be expended, held or used for the benefit of the membership and for the purposes authorized herein, in the Declaration, and the By-Laws hereof.

ARTICLE V. VOTING

On all matters upon which the membership shall be entitled to vote, there shall be only one vote for each lot in the Development. Such vote may be exercised or cast by the owner or owners in such manner as may be provided in the By-Laws of this Association. Any item up for consideration and vote shall require for approval the vote of 2/3 of the total membership.

ARTICLE VI. TERM OF EXISTENCE

Existence of this Association shall commence with the filing of these Articles with the Secretary of State, Tallahassee, Florida. The Association shall have perpetual existence.

((H0300310929 3))

ARTICLE VII. OFFICE

The principal office of the Association shall be 1750 W. Broadway Street, Suite 118, Oviedo, Florida 32765, or such other place as the Board of Directors may designate. The address of the registered office and the name of the initial Registered Agent are: Richard Jerman, 1750 W. Broadway Street, Suite 118, Oviedo, Florida 32765.

ARTICLE VIII. BOARD OF DIRECTORS

A. The business affairs of this Association shall be managed by the Board of Directors. The number of members of the Board of Directors shall be three including the President of the Association.

B. Subject to the Declaration, the Board of Directors shall be elected by the Members of the Association from among the membership at the annual membership meeting.

The names and residence addresses of the persons who are to serve as the initial Board of Directors until their successors are chosen, are as follows:

<u>Director</u>	<u>Address</u>
Richard Jerman	1750 W. Broadway Street Suite 118 Oviedo, Florida 32765
Kevin M. Davis	1750 W. Broadway Street Suite 118 Oviedo, Florida 32765
Karen Chappell	2931 Plummer Cove Road Jacksonville, Florida 32223

ARTICLE IX. OFFICERS

A. The officers of the Association shall be a President, Secretary and Treasurer who shall perform the duties of such offices customarily performed by like officers of corporations in the State of Florida subject to the directors of the Board of Directors.

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B. The persons who are to serve as officers of the Association until their successors are chosen are:

<u>Officer</u>	<u>Name</u>	<u>Address</u>
President	Richard Jerman	1750 W. Broadway St., Ste. 118 Oviedo, Florida 32765
Secretary	Kevin M. Davis	1750 W. Broadway St., Ste. 118 Oviedo, Florida 32765
Treasurer	Karen Chappell	2931 Plummer Cove Road Jacksonville, Florida 32223

C. The officers shall be elected by the members of the Association at their annual meeting. Any vacancies in any office shall be filled by the Board of Directors at any meeting duly held. The annual meeting shall be held in January. Other meetings of the Association shall be held at least quarterly. Any one (1) member can call a meeting by notifying the President.

ARTICLE X. BY-LAWS

A. The members shall adopt by a majority vote the original By-Laws of the Association.

B. The By-Laws may be amended in accordance with the procedures set forth in the By-Laws.

ARTICLE XI. AMENDMENT OF ARTICLES

A. These Articles of Incorporation may be amended as follows:

1. Amendments shall be proposed by a majority of the Board of Directors.
2. The President, or acting Chief Executive Officer of the Association in the absence of the President, shall thereupon call a special meeting of the Members of the Association for a date not sooner than twenty (20) days nor later than sixty (60) days from the date on which the Board of Directors approve the amendment proposal. Each Member shall be given written notice of such meeting stating the time and place of the meeting and reciting the proposed amendment or amendments in reasonably detailed

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form, which notice shall be mailed or presented personally to each Member not less than ten (10) days nor more than thirty (30) days before the date set for such meeting. Such notice shall be deemed properly given when deposited in the United States mail, addressed to the Member at his post office address as it appears on the records of the Association. At such meeting, the amendment or amendments proposed must be approved by an affirmative vote of at least a majority of the members. If so approved, a certified copy of the said amendment or amendments shall be filed in the Office of the Secretary of State of the State of Florida and recorded in the public records of Clay County, Florida.

ARTICLE XII. INDEMNITY

Every Director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or officer of the Association, whether or not he is a Director or officer at the time such expenses are incurred, except in such cases where the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided, that in the event any claim for reimbursement or indemnification hereunder is based upon a settlement by the Director or officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.

ARTICLE XIII. NON-PROFIT STATUS

No part of the income of this corporation shall be distributed to the Members except upon dissolution or final liquidation and as permitted by the court having jurisdiction thereof.

ARTICLE XV. SUBSCRIBER

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

Richard Jerman 1750 W. Broadway Street
Suite 118
Oviedo, Florida 32765

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IN WITNESS WHEREOF, we, the undersigned subscribing incorporators have hereunto set our hands and seal this 3rd day of October, 2003, for the purpose of forming this corporation not for profit under the laws of the State of Florida.



RICHARD JERMAN


**CERTIFICATE NAMING AGENT UPON WHOM DUE PROCESS
MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted:

That SILVER CREEK OF CLAY COUNTY HOMEOWNERS ASSOCIATION, INC., a corporation duly organized and existing under the laws of the State of Florida, with its principal office, as indicated in the articles of incorporation at City of Oviedo, County of Clay, State of Florida, has named Richard Jerman, located at 1750 West Broadway Street, Suite 118, Oviedo, Florida 32765, as its agent to accept service of process within this state.

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

REGISTERED AGENT



RICHARD JERMAN

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF ~~DUNAL~~ Seminole

Sworn to and subscribed before me this 3rd day of October, 2003, by RICHARD JERMAN who is personally known to me or has produced his driver's license as identification.



Notary Public, State of Florida



Linda L. Mathews
My Commission C0994532
Expires January 16, 2005