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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Etowah Homeowners Association, Inc.

Signature _____

Requested by: *WL*

Name

Date *12/6*

Time *11:00*

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**Articles Of Incorporation Of Etowah
Homeowners Association, Inc.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a nonprofit corporation under Florida Statutes, Chapters 617 and 720, do hereby make and adopt the following Articles of Incorporation:

**Article I
Name and Principal Office**

The name of the Corporation is "Etowah Homeowners Association, Inc.", hereafter referred to as the "Association." The Principal Office of the Association is 2100 Lake Eustis Drive, Tavares, Florida 32778 and the initial registered agent of the Association at that address is Steven J. Shamrock. The Principal office address and the registered office address is the same.

**Article II
Not For Profit**

The Association is a corporation not for profit as defined in Chapter 617, Florida Statutes. The Association is not formed for pecuniary profit. No part of the income or assets of the Association is distributable to or for the benefit of its Members, Directors or Officers, except to the extent permissible under law.

**Article III
Commencement Of Corporate Existence
And Duration**

The date when corporate existence shall commence is the date of filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The duration (term) of the Association is perpetual.

Article IV

Purposes

The Association is organized, and shall be operated exclusively for, the following purposes:

1. To enforce the Declaration of Easements, Covenants, Conditions and Restrictions of Bentwood (the "Declaration"), consisting of homesites in Lake County, Florida, to be the Association referred to in said Declaration, and to assess homeowners in accordance with said Declaration, and levy and collect adequate assessments against its Members for the cost of maintenance and operation of the surface water or stormwater management system.

2. Operate, maintain and manage the surface water or stormwater management system(s) in a manner consistent with the St. Johns River Water Management District requirements and applicable District rules, and shall assist in the enforcement of the Declaration that relate to the surface water or stormwater management system.

3. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including without imitating the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, manage, option, donate or other wise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

4. To do such other things as are incidental to the purposes of the Association or necessary or desirable in order to accomplish them.

Article V Limitation

No part of the net earnings of the Association shall inure to the benefit of or be distributable to its Members, Directors, or Officers, but the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV (Purposes) hereof.

Article VI Dissolution

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 that would comply with Section 40C-42.027, F.A.C., and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) 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 nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

Article VII Members

Members: Every owner of a lot subject to assessment 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 the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot subject to assessment by the Association.

Voting Rights: The Association shall have two classes of voting membership:

Class A. Class A members shall be all Owners, with the exception of the Developer, and shall be entitled to one 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 they determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. The Class B member shall be the Developer, whom shall be entitled to three (3) votes for each Lot owned. For purposes of this provision, the number of Lots owned by Developer shall be calculated based on the total number of lots comprising all current and future phases of the Community. 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 December 31, 2017, or

(c) on written notification to the Association from Developer, at Developer's sole discretion, to relinquish those rights as a Class B member and elect to convert membership to a Class A membership.

Article VIII Initial Registered Office And Agent And Principal Office Of The Association

The street and mailing address of the initial registered office of business and principal office of the Association is 2100 Lake Eustis Drive, Tavares, Florida 32778, and the initial registered agent of the Association at that address is Steven J. Shamrock. The principal office address and the registered office address is the same.

Article IX Initial Board Of Directors

The management of the Association shall be vested in the Board of Directors. The number of Directors constituting the initial Board of Directors is three. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three. The Voting Members shall elect the Directors

at the annual meeting of Voting Members. The Bylaws may provide for ex officio and honorary Directors, and their rights and privileges.

At the first annual meeting of the Association, the Members shall elect individuals to the Board of Directors, the terms of office of the directors to the Board of Directors shall be fixed at one (1) year, two (2) years and three (3) years. The Board of Directors shall be elected simultaneously with one ballot or election. At the expiration of the initial terms of office of each respective director of the Board of Directors, a successor shall be elected to serve for a similar term as the director being replaced. The directors comprising the Board of Directors shall hold office until their respective successor has been elected by the Association.

Article X Officers

The Officers of the Association shall consist of a President, Vice President, Secretary, Treasurer and such other Officers and Assistant Officers as may be provided in the Bylaws. Each Officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws. The name and address of initial officers of the Association are as follows:

Title	Name	Address
President	Steven J. Shamrock	2100 Lake Eustis Drive Tavares, Florida 32778
Secretary and Treasurer	Fred Brown	2100 Lake Eustis Drive Tavares, Florida 32778

Article XI Incorporators

The name and address of each Incorporator is as follows:

Name	Address
Steven J. Shamrock	2100 Lake Eustis Drive Tavares, Florida 32778

Article XII Bylaws

The Bylaws of the Association are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors.

**Article XIII
Amendment**

The Association reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Directors, and Officers are subject to this reservation.

Amendment of these Articles of Incorporation may be proposed by a resolution executed by at least 25 % of the entire membership of the Association, which proposal shall be presented to a quorum of members for their vote. Amendment of these Articles of Incorporation shall require the assent of no less than seventy five percent (75%) of the total number of votes entitled to be cast by the membership.

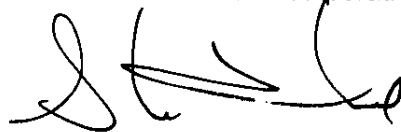
**Article XIV
Indemnification**

The Association shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by the Florida General Corporation Act and the Florida Not For Profit Corporation Act.

**Article XV
Conflict**

In the event that any provision of these Articles of Incorporation conflict with any provision of the Declaration, the provision of the Declaration in conflict shall control.

In Witness Whereof, the undersigned has signed these Articles of Incorporation on this 30th day of November, 2006.

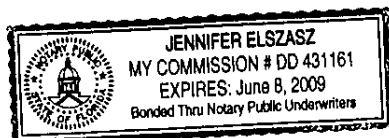


Steven J. Shamrock
Incorporator

State of Florida
County of Lake

Before me personally appeared Steven J. Shamrock, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

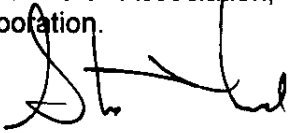
Witness my hand and official seal this 30 day of November, 2006



Notary Public
My Commission Expires: _____

Acceptance By Registered Agent

The undersigned hereby accepts the appointment as Registered Agent of Etowah Homeowners Association, Inc., which is contained in the foregoing Articles of Incorporation.



Steven J. Shamrock

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