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Wood Land INC.

EXECUTIVE BUILDING 412 NORTHEAST 16th AVENUE P.O. BOX 1776 GAINESYILLE, FLORIDA 32502 TELEPHONE (800) 373-1876

CALL TOLL FREE FL 18063428600 CALL TOLL FREE USA 1800874-8002

LICENSED REAL ESTATE BROKER

September 16, 1987

Secretary of State Division of Corporations. 409 East Gaines Tallahassee, FL 32301

99/22/87 99995 994 NON PROFIT PESTATER FROM 29.98

RE: Blue Ridge Landing Property Owners' Association, FROFIT 30.00

55.00

Dear Sir or Madam:

TOTAL

Enclosed please find the Articles of Incorporation and Certificate Designating Registered Agent for the above-referenced new corporation. Pursuant to a conversation with your office, enclosed is a check in the sum of \$55.00 for filing this corporation and the cost of a certificed copy of these documents.

Thank you for your assistance, and please feel free to contact me if you have any questions.

Amy McKenzie Wessels
Assistant Special Project Manager

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ARTICLES OF INCORPORATION

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BLUE BIDGE LANDING PROPERTY OWNERS' ASSOCIATION, INC.

& Corporation Not for Profit

ARTICLE I

The name of this corporation is BLUE RIDGE LAMBING PROPERTY CHEMICS' ASSOCIATION, INC., called the "Association" in these Articles.

ARTICLE II Office and Registered Agent

The Association's registered office is located at 412 N.E. 16th Avenue, Gainesville, Alachua County, Plorida 32601, and its registered agent is DENNIS G. LEE, of 412 N.E. 16th Avenue, Gainesville, Alachua County, Plorida 32601. Both the Association's registered office and registered agent may be changed from time to time by the Board of Directors in the manner provided by law.

ARTICLE III Purpose and Powers of the Association

The Association does not contemplate pecuniary gain or profit to its members. It is formed specifically to promote the health, safety and general welfare of the residents within all or any portion of the tracts of land situated in Madison County, Florida, and more fully described in Exhibit "A" attached hereto and made a part hereof and any additions as hereafter may be brought within the Association's jurisdiction. The Association's purposes include, without limitation, enforcement and administration of those provisions for the maintenance, preservation and architectural control of the roads, private Lots, Common Area(s) and Limited Common Areas, if any, now or hereafter created in the lands described on the attached Exhibit, recorded in the Public Records of Madison County, Florida, in that certain Declaration of Restrictions and Protective Covenants for BLUE RIDGE LANDING (the "Declaration") and all Supplemental Declarations thereto, and within any additions to such lands as hereafter may be brought within this Association's jurisdiction in the manner provided in the Declaration. Without limitation, this Association is empowered to:

- A. Exercise all rights, powers, and privileges, and perform all duties of the Association as from time to time set forth in the Declaration and all Supplemental Declarations, the terms and provisions of which are here incorporated by reference.
- B. In any lawful manner, acquire, own, hold, improve, manage, operate, maintain, convey, sell, lease, transfer, assign, and otherwise dispose of property of any nature whatsoever, real, personal, or mixed, tangible or intangible, in connection with this Association's affairs.
- C. Fix, levy, collect, and enforce by any lawful means all charges or assessments established by, or pursuant to, the Declaration and all Supplemental Declarations.
- D. Pay all costs, expenses, and obligations lawfully incurred in connection with this Association's affairs, including, without limitation, all licenses, taxes, or other governmental charges levied or imposed against this Association's property.

- E. Borrow money and, with the approval of two-thirds (2/3) of the members present at an authorized meeting called for such purpose, mortgage, pledge, deed in trust, hypothecate, assign, grant security interest in, or otherwise transfer any or all of its property as security for money borrowed, debts incurred, or any of its other obligations.
- P. Dedicate, sell, or transfer all or any part of its property to any public agency, authority, or utility.
- G. Participate in mergers and consolidations with other non-profit corporations organized for similar purposes; provided that any such merger or consolidation is approved by two-thirds (2/3) of the members voting at an authorized meeting called for that purpose.
- H. From time to time adopt, alter, amend, rescind and enforce reasonable rules and regulations governing the use of the roads, private Lots, the Common Area(s) and the Limited Common Areas consistent with the rights and duties established by the Declaration, any applicable Supplemental Declaration, and these Articles.
- I. Have and exercise all rights, powers, and privileges that a corporation not for profit may now or hereafter have or exercise under the laws of the State of Florida, together with all other rights, powers, and privileges reasonably to be implied from the existence of any right, power or privilege so granted, or granted by the Declaration, any Supplemental Declaration, or these Articles, as reasonably necessary to effectuate the exercise of any right, power, or privilege so granted.
- J. Cause the exteriors of certain residence Lots to be maintained, as provided in the Declaration and the applicable Supplemental Declaration.
- K. Enforce all provisions of the Declaration, or any Supplemental Declaration in its own name.
- L. Enter into reciprocal use agreements with other entities at the discretion of the Board of Directors.

ARTICLE IV Membership

Every person who from time to time holds the record fee simple title, or any undivided fee simple interest therein, to any Lot that is subject by the provisions of any Declaration to assessment by this Association is a member of this Association, including contract sellers, but excluding all other persons who hold any interest in any Lot merely as security for the performance of an obligation. An Owner of more than one Lot is entitled to one membership for each Lot owned. Membership is appurtenant to and may not be separate from ownership of at least one Lot that is subject to the provisions of the Declaration nor may membership be transferred other than by transfer of title to such Lot.

ARTICLE V <u>Yoting Rights</u>

Members, including the developers, are entitled to one vote for each lot owned. If more than one person owns an interest in any Lot, all much persons are members; but there may be only one vote cast for such Lot. Such vote may be exercised as the Owners determine among themselves; but no split vote is permitted. Prior to any meeting at which a vote is to be taken, each co-owner must file the name of the voting co-owner with the Secretary of the Association to be entitled to vote at such meeting, unless such co-owners have filed a general voting

authority with the Secretary applicable to all votes until rescinded. The voting right pertaining to a lot will be suspended so long as any assessments on that lot remain delinquent.

ARTICLE VI Board of Directors

This Association's affairs are managed by a Board of Directors initially composed of not less than three nor more than seven Directors, who need not be Association members. The number of Directors from time to time may be changed by amendment to this Association's By-Laws, but at all times must be an odd number of not less than three nor more than seven. The term of office for each Director shall expire at the adjournment of the annual meeting at which the Director's successor is selected. Any Director may succeed himself in office. All Directors are elected by secret written ballot at annual meetings called as provided in the Declaration. Each member may cast as many votes for each vacancy as such member has under the provisions of Article v of these Articles; and the person receiving the largest number of votes cast by both classes of membership for each vacancy is elected. Cumulative voting is not permitted. Vacancies occurring between annual meetings can be filled by majority vote of the remaining Directors.

The names and addresses of the first Board of Directors are:

HARE

ACC CEES

DENNIS G. LEE	412 N.E. 16th Avenue Gainesville, FL 32602
JAMET L. MILLER	412 N.E. 16th Avenue Gainesville, FL 32602
H. EDWARD GARVIN	412 N.E. 16th Avenue Gainesville, Pt 32602

ARTICLE VII

The names and addresses of the initial officers of the Association are:

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Address

DENNIS G. LEE,	412 N.E. 16th Avenue	
President	Gainesville, FL 32602	
JANET L. MILLER,	412 N.E. 16th Avenue	
Vice President	Gainesville, FL 32602	

H. EDWARD GARVIN, 412 N.E. 16th Avenue Secretary-Treasurer Gainesville, FL 32602

The initial officers of the Association shall serve until the first election held under the Articles of Incorporation.

ARTICLE VIII .

The names and addresses of the Subscribers of the Association are:

Same

<u>Address</u>

DENNIS G. LEB

412 N.B. 16th Avenue Gainesville, PL 32602

ARTICLE IX Dissolution

This Association may be dissolved in the manner from time to time provided by the laws of the State of Florida and with the approval of two-thirds (2/3) of the members. Upon dissolution of this Association in any manner other than incident to a merger or consolidation, all of this Association's assets must be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. If such dedication is refused, such assets must 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 may any assets inure to the benefit of any member or other private individual. Dissolution of the Association without acceptance of the roads for maintenance by a public agency will not relieve the members from responsibility of paying assessments as provided in the Declaration.

ARTICLE X Duration

This Association shall have perpetual existence.

ARTICLE XI Bylave

This Association's Bylaws initially will be adopted by the Board of Directors. Thereafter, the Bylaws may be altered, amended, or rescinded by a majority vote of a quorum of members present at any regular or special meeting duly called and convened.

ARTICLE XII

Amendments to these Articles shall be proposed and adopted in the manner from time to time provided by the laws of the State of Plorida, except that each such amendment must have the approval of two-thirds (2/3) of the members.

ARTICLE XIII Yoting Requirements

Section 1. Rescentage Requirements. Unless the context expressly requires only the approval of those members present and voting, any provision of these Articles, the Declaration, any Supplemental Declara-

tion, or the Bylavs that requires the approval of a specified percentage of either or both classes of membership requires the approval of those members entitled to cast the requisite percentage of the total votes eligible to be cast by the members.

Section 2. Two Thirds Approval. Any of the following Extraordinary Action must be approved by two-thirds (2/3) of the members (i) any mortgaging of this Association's property as provided in Article III (e) of these Articles; (ii) any merger or consolidation of this Association as provided in Article III (g) of these Articles; (iii) any dissolution of this Association as provided in Article IX of these Articles; and (iv) amending these Articles of Incorporation as provided in Article XII.

Section 3. Two-Thirds of Those Present. The following Extraordinary Actions require the approval of two-thirds (2/3) of the members present and voting: (i) capital improvements to the Common Area; (ii) extraordinary increase in the Annual Assessment as provided in the Bylaws of the Association; (iii) any special assessment for capital improvements to any common area, or private roads and (iv) any extension of the Declaration to any lands other than the Properties except for lands added by the developer pursuant to the Declaration.

Section 4. Affected Owners. The following Actions require the approval of two-thirds (2/3) of the affected Owners present and voting: (i) capital improvements to any Limited Common Area; (ii) special assessments for capital improvements to any Limited Common Area; and (iii) use of the proceeds of any Annual Maintenance Assessment, Annual Common Area Assessment, Annual Limited Common Area Assessment, or Special Limited Common Area Assessment for other purposes.

Section 5. Notice and Ouorum Requirements. Written notice of any meeting at which an Extraordinary Action enumerated in this Article will be taken must be mailed by first class mail to all Owners, or all affected Owners, as the case may be, not less than 30 days, nor more than 60 days, in advance of such meeting. The presence of members or proxies entitled to cast at least one-third (1/3) of the votes of each class of membership constitutes a quorum.

Section 6. Written Action. Any action that may be taken at any membership meeting, including any Extraordinary Action enumerated in this Article, may be taken without a meeting, without prior notice, and without a vote if: (i) written consent, setting forth the action so taken, is signed by those Owners entitled to exercise not less than the minimum numbers of votes necessary to authorize to take such action at a meeting; and (ii) within 10 days after obtaining such written consent, notice thereof is given to those members who have not so consented in writing.

Section 7. Cartification. An instrument signed by any executive officer of this Association, and attested by this Association's Secretary under the Association's seal, is conclusive that any required approval has been obtained in the manner provided in this Articles as to persons without actual knowledge to the contrary.

ARTICLE XIV Interpretation

Express reference is made hereby to the terms and provisions of the Declaration where necessary to interpret, construe, and clarify the provisions of these Articles. Without limitation, all terms defined in the Declaration have the same meaning where used in these Articles. By subscribing and filing these Articles, the Incorporators/Subscribers intend its provisions to be consistent with the provisions of the Declaration, and all Supplemental Declaration, and to be interpreted, construed, and applied with those of the Declaration, and any applicable Supplemental Declaration, to avoid inconsistencies or conflicting results.

IN WITHESS WHEREOF, the undersigned incorporators/subscribers have executed these Articles of Incorporation this day of 1987.

DENNIS G. LEE, President

ATTEST:

B. EDWARD GARVIN, Secretary

STATE OF PLORIDA

COUNTY OF ALACHUA

BRFORE ME, the undersigned authority, personally appeared DENNIS G. LEE and E. EDWARD GARVIN, as President and Secretary, respectively, of BLUE RIDGE LANDING PROPERTY OWNERS' ASSOCIATION, INC., to me known to be the persons who executed the foregoing Articles of Incorporation, and acknowledged to and before me that they executed such instrument.

Hotary Public, State of Florida at Large.

My Commission Expires: 10/00/90

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CERTIFICATE DESIGNATING AGENT UPON MBON PROCESS MAY BE SERVED AND THE PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE OF PLORIDA

In pursuance of Section 48.091 and Section 607.034(3), Florida Statutes, the following is submitted in compliance with said sections:

BLUE RIDGE LANDING PROPERTY OWNERS' ASSOCIATION, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Certificate of Incorporation, at the City of Gainesville, County of Alachua, State of Florida, has named DENNIS G. LEE as its registered agent to accept service of process within this state, who is located at the following registered office: 112 5.0. 16th Avenue, Gainesville, PL 32601.

ACRNOWLEDGMENT AND ACCEPTANCE:

Having been named as the registered agent for the above corporation for the purpose of accepting service of process at the registered office designated in this certificate, I hereby accept such appointment and agree to act in such capacity. I agree to comply with the provisions of said sections relative to keeping open the registered office.

DENNIS G. LEE, Registered Agent

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FLORIDA DEPARTMENT OF STATE

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S/T/D	GARVIN, H. EDWARD	412 N.B. 16TH AVENUE	GAINESVILLE, PL
A/S	CHAPMAN, LISA S.	412 N.B. 16TH AVE.	GAINESVILLE, PL.

REGISTERED AGENT INFORMATION

LES, DENNIS G. 412 M.S. 16TH AVENUE GAINESVILLE, PL 32601

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412 N.E. 16TH AVENUE

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V. Pres.

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