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CAPITOL SERVICES d/b/a
PARALEGAL & ATTORNEY SERVICE BUREAU, INC.

(Requestor's Name)
1406 Hays Street, Suite 2
(Address)
Tallahassee, FL 32301 (904) 656-3992
(City, State, Zip) (Phone #)

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 98 NOV -5 PM 1:32
 SECRETARY OF STATE
 TALLAHASSEE FLORIDA

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. The Glen at Black Bear Reserve Homeowners Association, Inc
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

Walk in
 Pick up time 11:5
 Certified Copy
 Mail out
 Will wait
 Photocopy
 Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input checked="" type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

RECEIVED
 98 NOV -5 AM 10:57
 DIVISION OF CORPORATION

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

T. SMITH NOV 05 1998
Examiner's Initials

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

The Glen at Black Bear Reserve Homeowners Association, Inc

ARTICLE I - NAME

The name of this corporation is The Glen at Black Bear Reserve Homeowners Association, Inc. For convenience, the Corporation may be referred to in this instrument as the "Corporation" or "Association", these Articles of Incorporation as "Articles" and the bylaws of the Association as "Bylaws".

ARTICLE II - CORPORATION NOT FOR PROFIT

This Corporation is organized pursuant to the Corporation Not for Profit laws of the State of Florida, as set forth in Chapter 617 of the Florida Statutes.

ARTICLE III - TERM

The Corporation shall have perpetual existence.

**ARTICLE IV - LOCATION OF REGISTERED OFFICE
IDENTIFICATION OF REGISTERED AGENT**

A. The address of this Corporation's initial registered office in the State of Florida is:

505 Wekiva Springs Road, Suite 800
Longwood, FL 32779

B. The name of this Corporation's initial Registered Agent at the above address of the registered office is J. A. Jurgens, Esq.

ARTICLE V - PURPOSE

The following are the purposes of this Corporation:

A. Non-Profit Purpose. This Corporation is organized exclusively for purposes for which a corporation may be formed under the Not For Profit Corporation Laws of the State of Florida. No part of the assets, income, or profit of the corporation shall be distributable to or inure to the benefit of any member, director or officer of the Corporation.

B. General Purposes. The following are the general purposes of this Corporation:

- (1) To provide an entity pursuant to the Declaration of Covenants, Conditions and Restrictions The Glen at Black Bear Reserve Homeowners Association, Inc., subdivision recorded in O. R. Book 1044, Page 390, Public Records of Lake County, Florida (The Glen at Black Bear Reserve Homeowners Association, Inc. Restrictions).
- (2) To preserve the landscaping, drainage improvements, well and irrigation facilities, and fencing within the "Landscape Easements" defined in The Glen at Black Bear Reserve Homeowners Association, Inc. Restrictions.
- (3) To exercise, promote and protect the common objective, interest, and general welfare of the record Owners of real property in The Glen at Black Bear Reserve Homeowners Association, Inc., Subdivision recorded in Plat Book 30, Page 82, Public Records of Lake County, Florida, as defined in The Glen at Black Bear Reserve Homeowners Association, Inc. Restrictions.

ARTICLE VI - POWERS

The corporation shall have the power, directly or indirectly, either alone or in conjunction and cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, or attainment of any or all of the purposes for which the corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster, or attain any of such purposes. Notwithstanding anything herein to the contrary, the corporation shall exercise only such powers as are in furtherance of its non-profit purposes under Florida law and the Internal Revenue Code of 1954 and the Regulations thereunder, as the same now exists or as may be hereafter amended. In addition, the Corporation shall have the following specific powers:

A. To exercise all of the powers and duties of the Association provided under The Glen at Black Bear Reserve Homeowners Association, Inc. Restrictions and under the laws of the State of Florida pertaining to a Corporation Not for Profit, which are specifically incorporated herein by reference.

B. To make and collect Annual Assessments for capital maintenance of landscaping, drainage improvements, irrigation facilities, and fencing within the Landscape Easements as defined in The Glen at Black Bear

Reserve Homeowners Association, Inc. Restrictions, subject to the maximum annual assessment stated therein.

C. To make and collect Special Assessments for capital improvements, as provided pursuant to The Glen at Black Bear Reserve Homeowners Association, Inc. Restrictions.

D. To make and collect any other assessments or charges as may be required to defray the costs, expenses, and losses of the Association.

E. To use the proceeds of the Annual and Special Assessments and all other assessments and charges in the exercise of its powers and duties and in fulfilling the purposes of the Association.

F. To enforce the collection of all assessments, including without limitation, general and special assessments, in the manner provided under The Glen at Black Bear Reserve Homeowners Association, Inc. Restrictions and all rules, regulations, Bylaws and Articles of the Association.

G. To have succession by its corporate name.

H. To sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.

I. To adopt and use a common corporate seal and alter the same, provided, however, that such seal shall always contain the words "Corporation Not For Profit."

J. To elect or appoint such officers and agents as its affairs shall require.

K. To make contracts and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds and other obligations, and assure any of its obligations by mortgage and pledge of all or any of its property.

L. To purchase, take, receive, lease, take by gift, devise or bequest, or otherwise acquire, own, hold, improve, use or otherwise deal in or with real or personal property, or any interest therein, wherever situate, as the corporation may require to accomplish its objectives and purposes, and not for pecuniary profit.

M. To sell, convey, mortgage, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its property and assets.

N. To maintain, repair, replace and operate any property of or used in connection with the Association or the Landscape Easements as defined in The Glen at Black Bear Reserve Homeowners Association, Inc. Restrictions or as otherwise determined by the Board of Directors of the Association.

O. To reconstruct and repair improvements after casualty and to construct improvements of or on property of the Association or the Landscape Easements.

P. To purchase insurance upon Association property and Landscape Easements as defined in The Glen at Black Bear Reserve Homeowners Association, Inc. Restrictions.

Q. To employ personnel to perform all repairs, maintenance, and other services required for the property of or used in connection with the Association and the Landscape Easements as defined in The Glen at Black Bear Reserve Homeowners Association, Inc. Restrictions.

R. To make and amend reasonable rules and regulations respecting the use and appearance of all property and improvements of or located in The Glen at Black Bear Reserve Homeowners Association, Inc. subdivision, including without limitation, all property of or used in connection with the Association and/or the Landscape Easements as defined in The Glen at Black Bear Reserve Homeowners Association, Inc. Restrictions.

ARTICLE VII - MEMBERSHIP

The membership of the Association shall consist of all the Owners as defined in The Glen at Black Bear Reserve Homeowners Association, Inc. Restrictions. Evidence of ownership and membership of the Association shall be established by recording in the Public Records of Lake County, Florida, a deed or other instrument establishing public record of the transfer of the title, substantiating the membership and delivery to the Association of a certified copy of the recorded instrument. The Owner receiving title evidenced by those instruments shall be a member of the Association and the membership of the prior Owner will be terminated.

ARTICLE VIII - ASSIGNMENT

The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the property for which that share is held.

ARTICLE IX - VOTING

The Association shall have two classes of voting membership:

A. Class "A": Class "A" members shall be all Owners as defined in The Glen at Black Bear Reserve Homeowners Association, Inc. Restrictions, with the exception of the declarant, or any successors or assigns thereof ("Declarant"). Each Class "A" member shall be entitled to one (1) vote for each lot owned. In the event more than one (1) person or entity holds an interest in any Lot of the Subdivision, all such persons shall be members. The vote for such Lot in the event more than one (1) person or entity holds an interest therein shall be exercised as such person or entities may determine, but in no event shall there be more than one (1) vote cast with respect to each Lot. In the event of a conflict in the vote of the Owners of any lot, unless such conflict should have been resolved by such Owners, it shall be deemed that the Owners shall have abstained from voting.

B. Class "B": The Class "B" member(s) shall be the authorized officer or attorney-in-fact for the Declarant, or its successors or assigns. The Class "B" members shall be entitled to three (3) votes for each Lot owned in The Glen at Black Bear Reserve Homeowners Association, Inc. subdivision. The Class "B" membership shall cease and be converted to Class "A" membership upon the happening of either of the following events, whichever occurs first:

- (1) When the total votes outstanding in the Class "A" membership equal the total votes outstanding in the Class "B" membership; or
- (2) On the date seven (7) years from recordation of The Glen at Black Bear Reserve Homeowners Association, Inc. Restrictions. Notwithstanding anything herein to the contrary, in the event the Declarant subjects additional land to The Glen at Black Bear Reserve Homeowners Association, Inc. Restrictions, the Class "B" membership shall be reinstated for all lots owned by the developers, so long as the total number of Class "B" votes shall then be greater than the total number of Class "A" votes.

ARTICLE X - MANAGEMENT OF CORPORATE AFFAIRS

A. Board of Directors. The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board consisting of the number of Directors determined by the Bylaws, but not less than three (3) Directors. Each Director shall be a member of the Corporation. The Class "B" member shall be entitled to appoint two-thirds (2/3) of the Directors. The remaining Director shall be appointed by the Class "A" members. In the

event there are no Class "B" members, then the Board of Directors shall be elected by a majority of the Class "A" members in accordance with the provisions of the Bylaws.

B. Duties and Powers. All the duties and powers of the Corporation existing under The Glen at Black Bear Reserve Homeowners Association, Inc. Restrictions, these Articles and Bylaws shall be exercised exclusively by the Board of Directors, its agents, contractors and employees, subject only to approval by Owners when specifically required.

C. Removal and Vacancies. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

D. Term of First Directors. The directors named in these Articles shall serve until their successors are elected; any vacancies in their number occurring before the time for election of their successors shall be filled by the remaining First Directors, or if there are none, then by the Subscribers of these Articles.

E. First Directors. The names and addresses of the members of the first Board of Directors (Directors) who shall serve in office until their successors are elected and have qualified or until removed are as follows:

Mark Carson
Lee Ann Carson
Ashley W. Carson

F. Officers. The affairs of the Corporation shall be administered by the Officers designated in the Bylaws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

President	Mark Carson
Vice President	Lee Ann Carson
Secretary	Mark Carson
Treasurer	Lee Ann Carson

ARTICLE XI - INDEMNIFICATION

Every Director and Officer of the Corporation, and every member of the Corporation serving the Corporation, at its request, shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon them in connection with any proceeding

or any settlement of 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 or serving at the time the expenses and liabilities are incurred; provided that in the event of a settlement before entry of judgment, and also when the person concerned is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, the indemnification shall apply only when the Board of Directors approve the settlement and reimbursement as being for the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which that person may be entitled.

ARTICLE XII - BYLAWS

The first Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded by the Directors and members in the manner provided by the Bylaws.

ARTICLE XIII - AMENDMENT

Amendments to these Articles of Incorporation shall be proposed and adopted in the following manner:

A. Notice. Notice of the subject matter of the proposed amendment shall be included in a notice of any meeting at which the proposed amendment is to be considered.

B. Adoption. A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, provided the approval is delivered to the Secretary at or prior to the meeting. The approvals must be either (1) not less than fifty-five percent (55%) of the entire membership of the Board of Directors and by not less than fifty-five percent (55%) of the votes of the entire membership of the Association; or (2) by not less than seventy-five percent (75%) of the vote of the entire membership of the Association.

ARTICLE XIV - DISSOLUTION

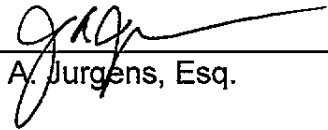
This Corporation may be dissolved and its affairs wound up by fifty-five percent (55%) of the Corporation's voting members or when the objectives for which the Corporation is organized have been fully accomplished, if ever. In the event of dissolution, the property of the Corporation shall be distributed to an organization which is exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE XV - SUBSCRIBERS

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

J. A. Jurgens, Esq.

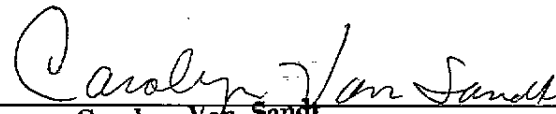
The undersigned, constituting the subscribers of this Corporation for the purpose of forming this Corporation Not for Profit under the laws and jurisdiction of the State of Florida, have executed these Articles of Incorporation this 7th day of November, 1998.



J. A. Jurgens, Esq.

STATE OF FLORIDA
COUNTY OF SEMINOLE

The foregoing instrument was acknowledged before me this 4th day of November, 1998 by, J. A. Jurgens, Esq. who is personally known to me and who did not take an oath.



Carolyn Van Sandt
(print name)



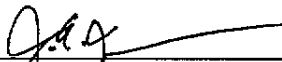
Carolyn Van Sandt
MY COMMISSION # CC614946 EXPIRES
February 28, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

Notary Public/State of Florida
My Commission Expires:

**ACCEPTANCE OF APPOINTMENT BY INITIAL
REGISTERED AGENT**

THE UNDERSIGNED, a resident of the State of Florida, having been named in Article IX of the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with, and hereby accepts, the obligations for registered agents set forth in the Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to it as Registered Agent of the Corporation.

DATED, this 4th day of November, 1998.



J. A. Jurgens, Esq.
J. A. Jurgens, P.A.
505 Wekiva Springs Road
Longwood, Florida 32779

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