

N96000001658

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

496-6477

*DMC
3/26/96*

634,615,611

*PH
3/27/96*

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME <i>nc</i>	_____	_____	CK No. _____
BY _____	_____	_____	_____

WALK-IN *3/26 11:00*
 Will Pick Up _____

RE:

3 all owners
Associations

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

<input checked="" type="checkbox"/> Capital Express™	_____	_____
<input type="checkbox"/> Art. of Inc. File	_____	_____
<input type="checkbox"/> Corp. Record Search	_____	_____
<input type="checkbox"/> Ltd. Partnership File	_____	_____
<input type="checkbox"/> Foreign Corp. File	_____	_____
<input checked="" type="checkbox"/> () Cert. Copy(s)	_____	_____
<input type="checkbox"/> Art. of Amend. File	_____	_____
<input type="checkbox"/> Dissolution/Withdrawal	_____	_____
<input type="checkbox"/> C U B-	_____	_____
<input type="checkbox"/> Fictitious Name File	_____	_____
<input type="checkbox"/> Name Reservation	_____	_____
<input type="checkbox"/> Annual Report/Financial Statement	_____	_____
<input type="checkbox"/> Reg. Agent Service	_____	_____
<input type="checkbox"/> Document Filing	_____	_____
<input type="checkbox"/> Corporate Kit	_____	_____
<input type="checkbox"/> Vehicle Search	_____	_____
<input type="checkbox"/> Driving Record	_____	_____
<input type="checkbox"/> Document Retrieval	_____	_____
<input type="checkbox"/> UCC 1 or 3 File	_____	_____
<input type="checkbox"/> UCC 11 Search	_____	_____
<input type="checkbox"/> UCC 11 Retrieval	_____	_____
<input type="checkbox"/> File No.'s, _____ Copies	_____	_____
<input type="checkbox"/> Courier Service	_____	_____
<input type="checkbox"/> Shipping/Handling	_____	_____
<input type="checkbox"/> Phone ()	_____	_____
<input type="checkbox"/> Top Priority	_____	_____
<input type="checkbox"/> Express Mail Prop.	_____	_____
<input type="checkbox"/> FAX () pgs.	_____	_____

SUBTOTALS _____

FEE.....

DISBURSED.....

SURCHARGE.....

TAX on corporate supplies.....

SUBTOTAL.....

PREPAID.....

BALANCE DUE.....

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 26, 1996

CAPITAL CONNECTION
417 E VIRGINIA STREET
SUITE 1
TALLAHASSEE, FL 32301

SUBJECT: 3216 OWNERS' ASSOCIATION, INC.
Ref. Number: W96C00006477

We have received your document for 3216 OWNERS' ASSOCIATION, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Corrected

Letter Number: 196A00013764

RECEIVED
96 MAR 27 AM 9:56
DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION
OF
3216 OWNERS' ASSOCIATION, INC.
(a Florida non-profit corporation)**

FILED
96 MAR 27 PM 12:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name

The name of this corporation shall be
3216 OWNERS' ASSOCIATION, INC.

ARTICLE II

Statement of Corporate Nature

This is a non-profit corporation, organized solely for non-profit purposes pursuant to the Florida Corporations Not for Profit law set forth in Part 1 of Chapter 617 of the Florida Statutes.

ARTICLE III

Purposes

The purposes for which the Association is organized are to promote the collective and individual interest and rights of all persons owning real property within the real property situate in Alachua County, Florida, and more particularly described in Exhibit "A" attached hereto and made a part hereof, hereinafter referred to as "the Property", and for this purpose to:

(a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Restrictions and Covenants for 3216 Villa, hereinafter referred to as "the Declaration" applicable to the Property and recorded or to be recorded in the office of the Clerk of the Circuit Court of Alachua County, Florida, as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set for that length; and

(b) Perform all acts and exercise all powers that are granted to corporations not for profit under the laws of the State of Florida and are not inconsistent with the Declaration as some may be from time to time amended as therein provided.

ARTICLE IV

Term

This corporation shall have a perpetual existence.

The principal address of the corporation is 11528 N.W. 67th Terrace-Alachua, FL 32615.
The mailing address of the corporation is 152 Turkey Creed Alachua, FL 32615.

ARTICLE V

Membership

The corporation shall have a membership distinct from its Board of Directors. Every present and future owner of any unit contained within the Property shall automatically become a member of the Association provided that any person or entity who holds such interest merely as security for the performance of an obligation shall not be a member. Membership shall be appurtenant to and may not be separated from ownership. Membership shall be automatically terminated upon such person or entity being divested of such person or entity's title or interest to a unit. As used herein, "Unit" shall refer to those locations lying within the Property shown in Exhibit "A". In all other respects the qualifications of the members of the corporation, the manner of their admission and termination, the different classes or membership, if any, the property, voting and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof, shall be set forth in and determined by the restrictive covenants and the By-Laws of the corporation.

ARTICLE VI

Subscribers

The names and residence addresses of the subscribers of the corporation are as follows:

Hugh Smith 11524 N.W. 67th Terrace - Alachua, FL 32615

Carol Pascucci 11528 N.W. 67th Terrace - Alachua, FL 32615

Richard Martin 11532 N.W. 67th Terrace - Alachua, FL 32615

Richard Martin 11536 N.W. 67th Terrace - Alachua, FL 32615

ARTICLE VII

Location of Principal Office and Identification of Registered Agent

The principal office for the transaction of the business of this corporation is to be located in the County of Alachua, State of Florida. The name and address of this corporation's registered agent is Carol Pascucci, 11528 N.W. 67th Terrace - Alachua, Florida 32615.

ARTICLE VIII

Directors

The affairs of the corporation shall be conducted by a Board of Directors comprised of three (3) directors, all of whom must be members of the Association.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members to be held on January 20th, 1996, at 7:30 P.M. 11528 N.W. 67th Terrace -

Turkey Creek, Alachua, Florida at which time the election of the directors shall be held. Thereafter, an annual meeting of members shall be held on the second Monday in January in each year following 1996.

Directors shall be elected at the first annual meeting and at all times thereafter shall serve for a term of two (2) years until the second annual meeting of members following the election of directors and until the qualification of their successors in office. Directors may be removed either with or without cause at any time by a vote of three-fourths (3/4) of the entire membership at a meeting duly called for that purpose.

The names and addresses of the first members of the Board of Directors are as follows:
Hugh Smith 11524 N.W. 67th Terrace - Alachua, FL 32615
Carol Pascucci 11528 N.W. 67th Terrace - Alachua, FL 32615
Richard Martin 11532 N.W. 67th Terrace - Alachua, FL 32615
Richard Martin 11536 N.W. 67th Terrace - Alachua, FL 32615

ARTICLE IX

Officers

The Board of directors shall elect the following officers, President, Vice President and Secretary and such other officers as the By-Laws of this corporation may authorize the Directors to elect from time to time. Initially, such officers shall be elected at first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

Name	Office
Carol Pascucci	President
Hugh Smith	Vice-President
Richard Martin	Secretary

ARTICLE X

By-Laws

Subject to the limitations contained in the By-Laws and limitations set forth in the Corporation Not for Profit law of Florida concerning corporate action that must be authorized or approved by the voting members of the corporation, the By-Laws of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by resolution of the Board of Directors or by following the procedure set forth in the By-Laws.

ARTICLE XI

Not for Profit Dedication

The property of this corporation is irrevocably dedicated to purposes not for profit and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

ARTICLE XII

Indemnity

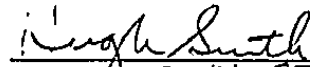
Every Director and every other officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed by him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or officer of the Association, whether or not he is a Director or officer of the Association at the time such expenses are incurred, except in such cases wherein the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties. The foregoing right of indemnification shall be in addition to and not exclusive of all the rights to which such Director or officer may be entitled.


ARTICLE XIII

Amendment of Articles

Amendments to these Articles of Incorporation may be proposed by resolution adopted by the Board of Directors and presented to a quorum of voting members for their vote. Amendments may be adopted by a vote of a majority of a quorum of members of the corporation entitled to vote.

We, the undersigned, being the incorporators of this corporation, including all persons named herein as the subscribers of this corporation, for the purposes of forming this non-profit corporation under the laws of Florida have executed these Articles of Incorporation this 22 day of MARCH 1996.


Hugh Smith FL DL 5530 321 13424-0


Carol Pascucci


Richard Martin.


Richard Martin

STATE OF FLORIDA
COUNTY OF ALACHUA

The following instrument was acknowledged before me this 23 day of
March 1996, by Hugh Smith.

(SEAL)



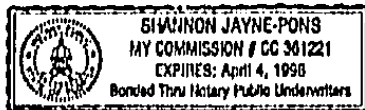
KATHY FERGUSON
My Commission CC208021
Expires Jun. 28, 1997
Bonded by ANI
800-802-8878

Kathy Ferguson
Notary Public, State of Florida
My Commission Expires:
062897

STATE OF FLORIDA
COUNTY OF ALACHUA

The following instrument was acknowledged before me this 22nd day of
March 1996, by Carol Puseucci.

(SEAL)



SHANNON JAYNE-PONS
MY COMMISSION # CC 361221
EXPIRES: April 4, 1998
Bonded Thru Notary Public Underwriters

Shannon Jayne-Pons
Notary Public, State of Florida
My Commission Expires:
040498

STATE OF FLORIDA
COUNTY OF ALACHUA

The following instrument was acknowledged before me this 25 day of
March 1996, by Richard Martin

(SEAL)

Christine Hogan
Notary Public, State of Florida
My Commission Expires:

STATE OF FLORIDA
COUNTY OF ALACHUA

The following instrument was acknowledged before me this 25 day of
March 1996, by Richard Martin.

(SEAL)

CHRISTINE HOGAN
Notary Public, State of Florida
My comm. expires Nov. 1, 1998
Comm. No. CC152862

Christine Hogan
Notary Public, State of Florida
My Commission Expires:

FILED

96 MAR 27 PM 12:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Certificate of Designation
Registered Agent / Registered Office**

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office / registered agent, in the state of Florida.

1. The name of the corporation is:

3216 Owners Association

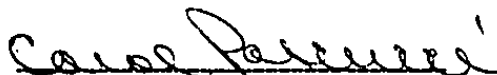
2. The name and mailing address, and street address of the registered agent and office is:

Carol Pascucci

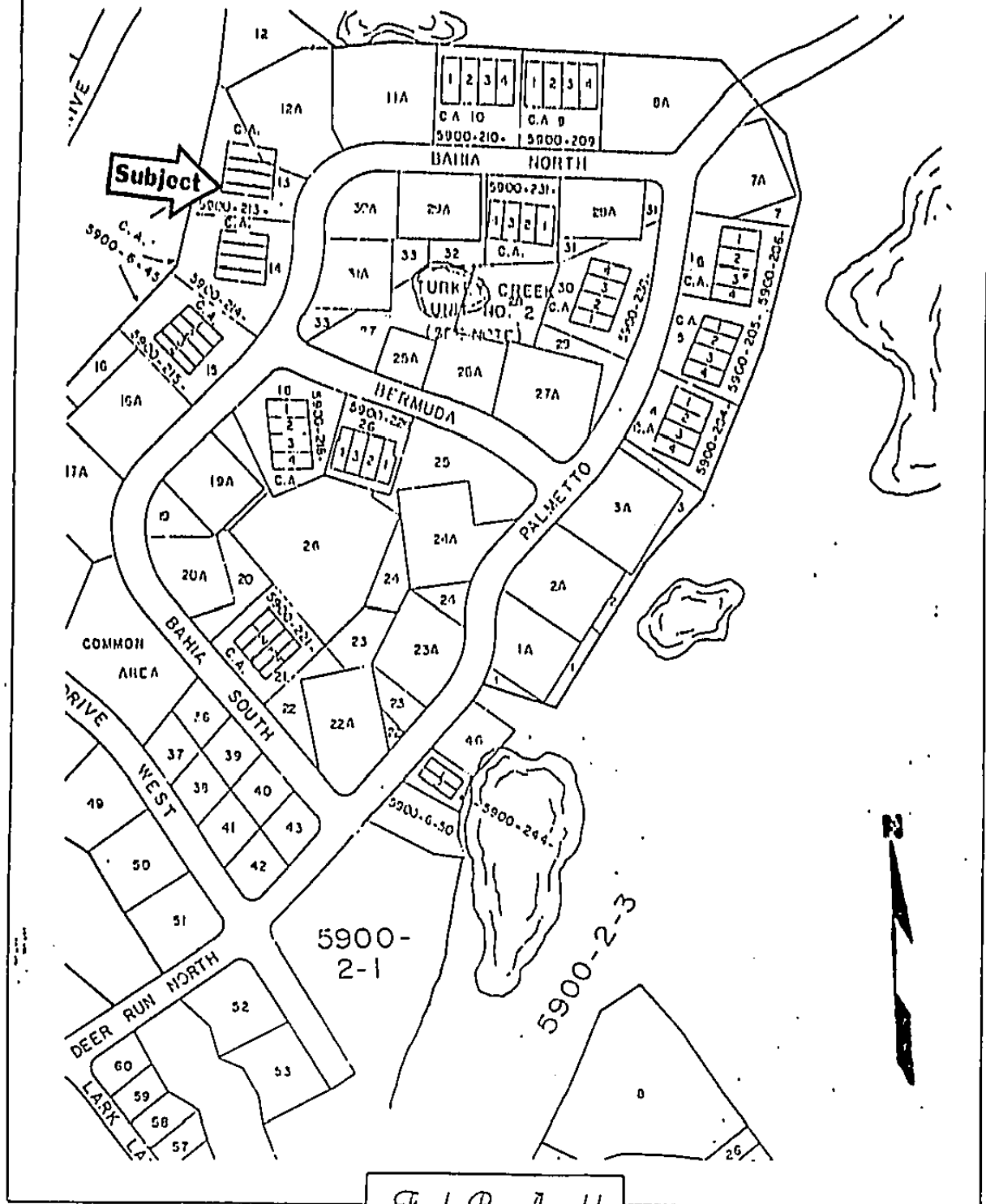
152 Turkey Creek, Alachua, Florida 32615 (Mailing)

11528 N.W. 67th Terrace, Alachua, Florida 32615 (Street)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

 3-25-96
Carol Pascucci

SUBJECT PROPERTY LOCATION MAP



Fred B. Arnold

REALTOR-APPRAISER

EXHIBIT "A"