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ALLEN, LANG, MORRISON & CUROTTO, P.A.
ATTORNEYS AT LAW
105 EAST ROBINSON STREET, SUITE 201
ORLANDO, FLORIDA 32801-1655

POST OFFICE BOX 3628
ORLANDO, FLORIDA 32802-3628

TELEPHONE (407) 422-8250
FAX (407) 422-8262

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TALLAHASSEE, FLORIDA

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VIA FEDERAL EXPRESS

Mr. John Hall
Halls Delivery Service
464 Freddie Martin Drive
Tallahassee, FL 32301

Re: BDC HOLDINGS, INC.
ROCK SPRINGS RIDGE HOMEOWNERS ASSOCIATION, INC.

Dear John:

Enclosed please find original and one copy of Articles of Amendment to Articles of Incorporation for BDC Holdings, Inc. and Articles of Incorporation for Rock Springs Ridge Homeowners Association, Inc., together with two checks, one in the amount of $87.50 representing $35 filing fee and $52.50 for a certified copy, and one in the amount of $122.50 representing $35 filing fee, $52.50 for a certified copy and $35 for the registered agent fee.

Please file with the Secretary of State's office, wait for the certified copies and return the certified copies to us by Federal Express (airbill enclosed).

If you have any questions, please feel free to call.

Very truly yours,

Barbara J. Coad, PLS
Secretary to Thomas R. Allen

Enclosures

K. Rolfe MAY 01 1998

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

ROCK SPRINGS RIDGE HOMEOWNERS ASSOCIATION, INC.

ARTICLE 1
NAME

1. Name. The name of the corporation is: **ROCK SPRINGS RIDGE HOMEOWNERS ASSOCIATION, INC.** (hereinafter referred to as the "ASSOCIATION").

ARTICLE 2
DEFINITIONS

2. Definitions. Unless defined in these Articles or the Bylaws all terms used in the Articles and the Bylaws shall have the same meanings as used in the DECLARATION OF PROTECTIVE COVENANTS AND RESTRICTIONS FOR ROCK SPRINGS RIDGE HOMEOWNERS ASSOCIATION (the "Declaration").

ARTICLE 3
PURPOSE

3. Purpose. The purposes for which the ASSOCIATION is organized are as follows:

3.1 To operate as a corporation not-for-profit pursuant to Chapter 617 of the Florida Statutes.

3.2 To administer, enforce and carry out the terms and provisions of the Declaration as same may be amended or supplemented from time to time.

3.3 To administer, enforce and carry out the terms and provisions of any other Declaration of Covenants and Restrictions or similar document, submitting property to the jurisdiction of or assigning responsibilities, rights or duties to the ASSOCIATION and accepted by the Board of Directors of the ASSOCIATION (the "BOARD").

3.4 To promote the health, safety, comfort and social and economic welfare of the MEMBERS of the ASSOCIATION and the OWNERS and Residents of Lots in the Property as defined and authorized by the Declaration, by these Articles, and by the Bylaws.

3.5 To operate, maintain and manage the surface water or stormwater management system(s) in a manner consistent with the applicable St. Johns River Management

District permit requirements and applicable District rules, and to assist in the enforcement of the Declaration of Covenants and Restrictions which relate to the surface water or stormwater management system.

3.6 To operate, maintain and manage any and all wetland, conservation and upland preserve areas in a manner consistent with permit requirements and applicable governmental or public agency rules and to enforce the provisions in the Declaration which relate to any environmentally protected areas.

ARTICLE 4
POWERS

4. Powers. The ASSOCIATION shall have the following powers:

4.1 All of the common law and statutory powers of a corporation not-for-profit under the laws of Florida which are not in conflict with the terms of these Articles.

4.2 To enter into, make, establish and enforce, rules, regulations, Bylaws, covenants, restrictions and agreements to carry out the purposes of the ASSOCIATION.

4.3 To make and collect all Assessments to defray the costs, expenses, reserves and losses incurred or to be incurred and to use the proceeds thereof in the exercise of the ASSOCIATION'S powers and duties.

4.4 To own, purchase, sell, mortgage, lease, administer, manage, operate, maintain, improve, repair and/or replace real and personal property.

4.5 To hold funds for the exclusive benefit of the MEMBERS of the ASSOCIATION as set forth in these Articles and as provided in the Declaration and the Bylaws.

4.6 To purchase insurance for the protection of the ASSOCIATION, its officers, directors and MEMBERS, and such other parties as the ASSOCIATION may determine to be in the best interests of the ASSOCIATION.

4.7 To operate, maintain, repair, and improve all Community Common Areas and such other portions of the Property as may be determined by the BOARD from time to time.

4.8 To honor and perform under all contracts and agreements entered between third parties and the ASSOCIATION or third parties and the DEVELOPER which are assigned to the ASSOCIATION.

4.9 To exercise architectural control, either directly or through appointed committees, over all buildings, structures and improvements to be placed or constructed upon any

portion of the lands submitted to the jurisdiction of the Declaration or any supplement thereto. Such control shall be exercised pursuant to the Declaration.

4.10 To provide for any and all other functions and services within **ROCK SPRINGS RIDGE HOMEOWNERS ASSOCIATION** (as defined in the Declaration) as the Board in its discretion determines necessary or appropriate.

4.11 To provide, purchase, acquire, replace, improve, maintain and/or repair such buildings, structures, streets (to the extent not maintained by public authority), pathways, and other structures, landscaping, paving and equipment, both real and personal, related to the health, safety and social welfare of the MEMBERS of the ASSOCIATION and the OWNERS and Residents of the Property as the BOARD in its discretion determines necessary or appropriate.

4.12 To employ personnel necessary to perform the obligations, services and duties required of or to be performed by the ASSOCIATION and/or to contract with others for the performance of such obligations, services and/or duties and to pay the cost thereof in accordance with whatever contractual arrangement the BOARD shall enter.

4.13 To levy and collect adequate assessments from MEMBERS for the costs of maintenance and operation of the surface water or stormwater management system, the wetlands, conservation, and upland preserve areas.

4.14 To operate, maintain and manage the surface water or stormwater management system(s) in a manner consistent with the applicable St. Johns River Management District permit requirements and applicable District rules, and to assist in the enforcement of the Declaration of Covenants and Restrictions which relate to the surface water or stormwater management system.

4.15 To operate, maintain and manage any and all wetland, conservation and upland preserve areas in a manner consistent with permit requirements and applicable governmental or public agency rules and to enforce the provisions in the Declaration which relate to any environmentally protected areas.

ARTICLE 5
MEMBERS

5.1 Membership. Except as is set forth in this Article 5, every Person who is a record titleholder of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the ASSOCIATION shall be a MEMBER of the ASSOCIATION, provided that any such Person which holds such interest merely as a security for the performance of any obligation shall not be a MEMBER.

5.2 Transfer of Membership. Transfer of membership in the ASSOCIATION shall be established by the recording in the Public Records of Orange County of a deed or other instrument establishing a transfer of record title to any Lot for which membership has already been established. The OWNER designated by such instrument of conveyance thereby becomes a MEMBER, and the prior MEMBER'S membership thereby is terminated. In the event of death of a MEMBER his membership shall be automatically transferred to his heirs or successors in interest. Notwithstanding the foregoing, the ASSOCIATION shall not be obligated to recognize such a transfer of membership until such time as the ASSOCIATION receives a true copy of the recorded deed or other instrument establishing the transfer of ownership of the Lot, and it shall be the responsibility and obligation of both the former and the new OWNER of the Lot to provide such true copy of said recorded instrument to the ASSOCIATION.

5.3 Prohibition Against Transfer. 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 Lot associated with the membership of that MEMBER, nor may a membership be separately assigned, hypothecated or transferred in any manner except as an appurtenance to the Lot.

5.4 Determination of Voting Rights. The ASSOCIATION shall have two (2) classes of voting membership:

Class A. Class A Members shall be all OWNERS with the exception of the DEVELOPER and any BUILDER, as that term is defined in the Declaration, and each Class A Member shall be entitled to one (1) vote for each Lot owned. When more than one Person holds an interest in any Lot, all such Persons shall be Class A Members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one (1) vote be cast with respect to any Lot.

Class B. The Class B Member shall be the DEVELOPER and any BUILDER, and the DEVELOPER and any BUILDER shall be entitled to three (3) votes for each Lot owned. The Class B Membership shall cease and be converted to Class A Membership on the happening of either of the following events, whichever occur earlier:

(a) When the total votes outstanding in the Class A Membership equals the total votes outstanding in the Class B Membership, or

(b) On December 31, 2008.

From and after the happening of these events, whichever occurs earlier, the Class B Members shall be deemed Class A Members entitled to one (1) vote for each Lot in which it holds the interest required under this Article.

5.5 Voting by Co-OWNERS. If the Lot associated with the membership of a MEMBER is owned by more than one person, the vote(s) of the MEMBER may be cast at any meeting by any Co-OWNER of the Lot. If when the vote(s) is (are) to be cast, a dispute arises between the Co-OWNERS as to how the vote(s) will be cast, they shall lose the right to cast their vote(s) on the matter being voted upon, but their vote(s) continue to be counted for purposes of determining the existence of a quorum.

5.6 Proxies. Every MEMBER entitled to vote at a meeting of the MEMBERS, or to express consent or dissent without a meeting, may authorize another person to act on the MEMBER'S behalf by a proxy signed by such MEMBER. Any proxy shall be delivered to the Secretary of the ASSOCIATION or the person acting as Secretary at the meeting, at or prior to the time designated in the order of business for so delivering such proxies. No proxy shall be valid after the expiration of eleven (11) months from the date thereof, unless otherwise provided in the proxy. Every proxy shall be revocable at any time at the pleasure of the MEMBER executing it.

5.7 Calculation of Votes. Any question concerning the number of votes which may be cast by a MEMBER shall be decided by the BOARD.

ARTICLE 6
PERSONS SERVING ON THE BOARD

6.1 Persons serving on the BOARD. The affairs of the ASSOCIATION shall be managed by a BOARD consisting of not less than three (3) persons, nor more than seven (7) persons, and which shall always be an odd number. The number of persons on the BOARD shall be determined in accordance with the Bylaws. In the absence of such determination, there shall be three (3) persons on the BOARD.

6.2 The DEVELOPER shall appoint the persons to serve on the BOARD of the ASSOCIATION as follows:

6.2.1 The DEVELOPER shall have the right to appoint all persons on the BOARD until the Class A Membership comprises more than seventy-five percent (75%) of the total number of votes of MEMBERS as determined by Article 5 hereof.

6.2.2 Thereafter, a person serving on the BOARD shall be elected by the MEMBERS of the ASSOCIATION.

6.3 After the DEVELOPER no longer has the right to appoint all persons on the BOARD under Section 6.2.1, or earlier if the DEVELOPER so elects, then and only then shall any persons on the BOARD be elected by the MEMBERS of the ASSOCIATION.

6.4 All of the duties and powers of the ASSOCIATION existing under Chapter 617 of the Florida Statutes, the Declaration, these Articles and the Bylaws shall be exercised

exclusively by the BOARD, its agents, contractors or employees, subject to approval by the MEMBERS only when specifically required.

6.5 A person on the BOARD may be removed and vacancies on the BOARD shall be filled in the manner provided by the Bylaws. However, any person on the BOARD appointed by the DEVELOPER may only be removed by the DEVELOPER, and any vacancy on the BOARD of a person appointed by the DEVELOPER shall be filled by the DEVELOPER.

6.6 The names and addresses of the persons on the BOARD who shall hold office until their successors are elected or appointed, or until removed, are as follows:

JAMES H. FANT	401 W. Colonial Drive - Suite 7 Orlando, Florida 32804
ELIZABETH CONANT	401 W. Colonial Drive - Suite 7 Orlando, Florida 32804
VERNA LEGG	401 W. Colonial Drive - Suite 7 Orlando, Florida 32804

ARTICLE 7
OFFICERS

7. Officers. The Officers of the ASSOCIATION shall be a President, Vice President, Secretary, Treasurer and such other officers as the BOARD may from time to time by resolution create. The Officers shall serve at the pleasure of the BOARD, and the Bylaws may provide for the removal from office of Officers, for filling vacancies, and for the duties of the Officers. The names of the Officers who shall serve until their successors are designated by the BOARD are as follows:

President	-	JAMES H. FANT
Secretary/Treasurer	-	ELIZABETH CONANT
Vice President	-	VERNA LEGG

ARTICLE 8
INDEMNIFICATION

8. Indemnification of Officers, Members of the BOARD or Agents. The ASSOCIATION shall indemnify any Person who was or is a party or is threatened to be made a party, to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a member of the BOARD, employee, Officer or agent of the ASSOCIATION, against expenses (including attorneys'

fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interest of the ASSOCIATION; and, with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful; or matter as to which such Person shall have been adjudged to be liable for gross negligence or willful misfeasance or malfeasance in the performance of his duty to the ASSOCIATION unless and only to the extent that the court in which such action or suit was brought shall determine, upon application, that despite the adjudication of liability, but in view of all the circumstances of the case, such Person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendre or its equivalent, shall not, in and of itself, create a presumption that the Person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interest of the ASSOCIATION; and with respect to any criminal action or proceeding, that he had no reasonable cause to believe that his conduct was unlawful.

8.1 To the extent that a member of the BOARD, Officer, employee or agent of the ASSOCIATION is entitled to indemnification by the ASSOCIATION in accordance with this Article 8, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonable incurred by him in connection therewith.

8.2 Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the ASSOCIATION in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the members of the BOARD, Officer, employee or agent of the ASSOCIATION to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the ASSOCIATION as authorized in this Article.

8.3 The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the laws of the State of Florida, any Bylaw, agreement, vote of MEMBERS or otherwise. As to action taken in an official capacity while holding office, the indemnification provided by this Article shall continue as to a Person who has ceased to be a member of the BOARD, Officer, employee, or agent of the ASSOCIATION and shall inure to the benefit of the heirs, executors and administrators of such a Person.

8.4 The ASSOCIATION shall have the power to purchase and maintain insurance on behalf of any Person who is or was a member of the BOARD, Officer, employee or agent of the ASSOCIATION, or is or was serving at the request of the ASSOCIATION as a member of the BOARD, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, as arising out of his status as such, whether or not the ASSOCIATION would have the power to indemnify him against such liability under the provisions of this Article.

ARTICLE 9
BYLAWS

9. Initial Bylaws. The initial Bylaws shall be adopted by the BOARD, and may be altered, amended or rescinded in the manner provided by the Bylaws.

ARTICLE 10
AMENDMENTS

10. Amendments. Amendments to these Articles shall be proposed and adopted in the following manner:

10.1 Initiation. A resolution to amend these Articles may be proposed by a majority of the persons serving on the BOARD, or by MEMBERS holding not less than ten percent (10%) of the votes of the entire membership of the ASSOCIATION.

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

10.3 Adoption of Amendments.

10.3.1 A resolution for the adoption of the proposed amendment shall be adopted by MEMBERS having not less than a majority of the votes of the entire membership of the ASSOCIATION.

10.3.2 Amendment of the Articles shall require the assent of two-thirds (2/3) of the votes of the MEMBERS.

10.3.3 Upon the approval of an amendment to these Articles, Articles of Amendment shall be executed and delivered to the Department of State as provided by law, and a copy certified by the Department of State shall be recorded in the Public Records of Orange County, Florida, as an amendment to the Declaration.

ARTICLE 11
TERM

11. The ASSOCIATION shall have perpetual existence. If, for whatever reason, the ASSOCIATION is dissolved by the MEMBERS, any Conservation Areas, Dedicated Areas and any portions of the Community Common Area involved with the surface water management system shall be conveyed to and accepted by an entity which would comply with Section 40C-42.027, Florida Administrative Code, and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation, or to another governing association

similar to the Association or to an appropriate agency of the local government for control and maintenance purposes. If no agency of the local government will accept such conveyance and responsibility, such property must be conveyed to a not-for-profit corporation similar to the ASSOCIATION.

ARTICLE 12
FHA/VA APPROVAL

12. As long as there is a Class B Membership, the following actions will require the approval of the Federal Housing Administration and the Veterans Administration: annexation of additional properties; mergers and consolidations; mortgaging of Common Area; dissolution and amendment of the Articles.

ARTICLE 13
INCORPORATOR

13. The name and street address of the Incorporator is:

JAMES H. FANT
401 W. Colonial Drive - Suite 7
Orlando, Florida 32804

ARTICLE 14
INITIAL REGISTERED AND PRINCIPAL OFFICE ADDRESS AND NAME OF INITIAL REGISTERED AGENT

The street address of the initial registered office and principal office of the ASSOCIATION is 401 West Colonial Drive, Suite 7, Orlando, Florida 32804. The initial Registered Agent of the ASSOCIATION at that address is James H. Fant.

IN WITNESS WHEREOF, the Incorporator and the initial Registered Agent have executed these Articles.

Witnesses:

Print DONALD CURATTO

Print Kathy Moorehead

James H. Fant
Incorporator

K:\dc\rockspr\articles 2
04/29/98

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 30th day of April, 1998, by JAMES H. FANT, who is personally known to me.

My Commission Expires:

Kathy Moorehead
Print Kathy Moorehead
Notary Public

KATHY MOOREHEAD
Notary Public, State of Florida
My Comm. Expires April 22, 1999
Comm. No. CC451727

CERTIFICATE DESIGNATING REGISTERED AGENT FOR THE SERVICE OF PROCESS WITHIN THIS STATE

Pursuant to Chapter 48, Florida Statutes, the following is submitted in compliance with said Act:

ROCK SPRINGS RIDGE HOMEOWNERS ASSOCIATION, INC., desiring to organize as a corporation under the laws of the State of Florida with its registered office at 401 West Colonial Drive, Suite 7, Orlando, Florida 32804, has named JAMES H. FANT, located at the above registered office, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT:

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

JAMES H. FANT

April 21st, 1998

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA