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LAW OFFICES

AYRES, CLUSTER, CURRY & McCALL, P.A.

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OCALA, FLORIDA 34470

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REPLY TO:
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August 24, 2000

*CERTIFIED CIVIL TRIAL LAWYER

Florida Bar Board of Certification

†CERTIFIED CIVIL TRIAL ADVOCATE

National Board of Trial Advocacy

*CERTIFIED BUSINESS LITIGATION LAWYER

Florida Bar Board of Certification

^CERTIFIED TAX LAWYER

Florida Bar Board of Certification

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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*****78.75 *****78.75

Re: Rivendell Homeowner's Association, Inc.

Gentlemen:

Enclosed please find an original and one (1) copy of the Articles of Incorporation of Rivendell Homeowner's Association, Inc. which needs to be filed with the State of Florida. Please return to me a certified copy of the Articles of Incorporation once they are filed. Our check in the sum of \$78.75 representing \$35.00 filing fee, \$35.00 designation of resident agent and \$8.75 for a certified copy is also enclosed.

Thank you for your assistance in this matter. Should you have any questions, please do not hesitate to contact me.

Very truly yours,

AYRES, CLUSTER, CURRY & McCALL, P.A.



Lawrence C. Callaway, III

LCC/jsl
Enclosures as stated within

FILED
00 AUG 29 AM 10:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
RIVENDELL HOMEOWNER'S ASSOCIATION, INC.

FILED

00 AUG 29 AM 10:20

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE ONE
NAME

The name of the corporation is RIVENDELL HOMEOWNER'S ASSOCIATION, INC.

ARTICLE TWO
MAILING ADDRESS

The mailing address of the corporation shall be 3026 N.W. 41st Lane, Ocala, Florida 34474.

ARTICLE THREE
DURATION

The corporation shall have perpetual duration.

ARTICLE FOUR
PURPOSES AND POWERS

A. The corporation does not contemplate pecuniary gain or profit, direct or indirect, to its members. In way of explanation and not of limitation, the purposes for which it is formed are:

1. To be and constitute the Association to which reference is made in the Declaration of Covenants and Restrictions for Rivendell (hereinafter "Declaration"), as recorded in Official Records Book 1968, Pages 378 through 400 of the Public Records of Marion County, Florida. To perform all obligations and duties of the Association and to exercise all rights and powers of the Association, as specified in the Declaration, in the By-Laws and as provided by law.

2. To provide an entity for the furtherance of the interests of the Owners of Lots in the development.

B. In furtherance of its purposes, the corporation shall have the following powers, which, unless indicated otherwise by the Declaration or By-Laws, may be exercised by the Board of Directors:

1. All of the powers conferred upon corporations not for profit by common law and the statutes of the State of Florida in effect from time to time.

2. All of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles, the By-Laws or the Declaration, including without limitation, the following:

(a) To fix and to collect assessments or other charges to be levied against the lots and property that are subject to the Declaration;

(b) To manage, control, operate, maintain, repair and improve the Common Areas, and facilities and property subsequently acquired by the corporation, or any property owned by another, for which the corporation by rule, regulation, Declaration or contract has a right or duty to provide such services;

(c) To enforce covenants, conditions or restrictions affecting any property to the extent the Association may be authorized to do so under the Declaration, Articles, or By-Laws;

(d) To engage in activities which will actively foster, promote and advance the common interests of all Owners of lots in the development;

(e) To buy or otherwise acquire, sell or otherwise dispose of, mortgage or otherwise encumber, exchange, lease, hold, use, operate and otherwise deal in and with real, personal and mixed property of all kinds and any right or interest therein for any purpose of the corporation;

(f) To borrow money for any purpose, subject to limitations contained in the By-Laws;

(g) To enter into, make, perform or enforce contracts of every kind and description; and to do all other acts necessary, appropriate or advisable in carrying out any purpose of the Association with or in association with any corporation or other entity or agency, public or private.

(h) To act as agent, trustee or other representative of other corporations, firms or individuals; and as such to advance the business or ownership interests of such corporation, firms or individuals;

(i) To adopt, alter and amend or repeal such By-Laws as may be necessary or desirable for the proper management of the affairs of the Association; provided, however, that such By-Laws may not be inconsistent with or contrary to any provision of the Declaration;

(j) To provide any and all supplemental municipal services as may be necessary or proper.

C. The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law; and the powers specified in each of the paragraphs of this Article Four are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provision of this Article Four.

ARTICLE FIVE MEMBERSHIP

A. The corporation shall be a membership corporation without certificates or shares of stock.

B. The corporation shall have two classes of membership: Class A and Class B. Members shall be the Declarant and the Owners, as defined in the Declaration. Members shall be entitled to as follows:

Class A. Class A Members shall be all Owners, with the exception, until conversion from Class B membership, of the Declarant. Class A Members 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 Declarant who shall be entitled to three (3) votes for each Lot owned. The Class B Membership shall cease and be converted to Class A Membership at such time as the Class A membership shall be entitled to full voting privileges pursuant to the Declaration. At such time the Class B Member shall be deemed a Class A Member entitled to one (1) vote for each Lot in which Declarant holds the interest required for membership under this Article.

ARTICLE SIX BOARD OF DIRECTORS

The business and affairs of the corporation shall be conducted, managed and controlled by a Board of Directors. The Board shall consist of not less than three, nor more than seven, members, the specific number to be set from time to time and the method of election of Directors shall be provided in the By-Laws. The Board may delegate such operating authority to such companies, individuals or committees as it, in its discretion, may determine.

ARTICLE SEVEN
DISSOLUTION

The corporation may be dissolved only as provided in the Declaration, By-Laws and by the laws of the State of Florida.

ARTICLE EIGHT
AMENDMENTS

A. These Articles may be amended as provided by Section 617, *Florida Statutes*, provided no amendment shall be in conflict with the Declaration and provided further no amendment shall be effective to impair or dilute any rights of members that are governed by such Declaration.

B. The By-Laws of corporation, may be adopted, altered or rescinded by the members of the Association at any regular or special meeting duly called for that purpose, by the affirmative vote of a majority of the votes cast by members, in person or by proxy. Notwithstanding the foregoing, those provisions of the By-Laws which are governed by the Declaration or by Florida law may not be amended, repealed or altered except as provided in the Declaration or by applicable law. No amendment to the By-Laws shall be effective to impair or dilute any rights of the holder of any mortgage encumbering any Lot, unless such holder shall consent in writing thereto.

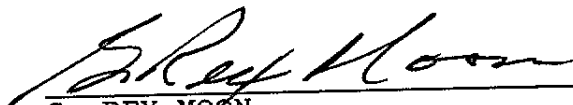
ARTICLE NINE
REGISTERED AGENT AND OFFICE

The initial registered office of the corporation is 3026 N.W. 41st Lane, Ocala, Florida 34482; and the initial registered agent at 3026 N.W. 41st Lane, Ocala, Florida 3447482, is G. Rex Moon.

ARTICLE TEN
NAME AND ADDRESS OF INCORPORATOR

The name and address of the Incorporator who subscribed these Articles is G. Rex Moon, 3026 N.W. 41st Lane, Ocala, Florida 34474.

IN WITNESS WHEREOF, the undersigned subscriber, being a natural person competent to contract, has hereunto set his hand and seal and authorized to be filed in the office of the Secretary of State of the State of Florida the foregoing ARTICLES OF INCORPORATION OF RIVENDELL HOMEOWNER'S ASSOCIATION, INC., a corporation not-for-profit, this 24 day of August, 2000.

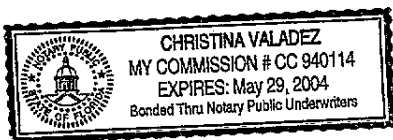


G. REX MOON

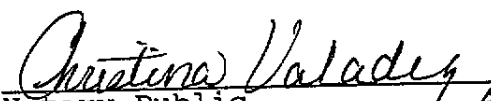
STATE OF FLORIDA
COUNTY OF MARION

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared G. REX MOON, to me well known to be the person described as subscriber in and who executed the foregoing ARTICLES OF INCORPORATION, and acknowledged before me he subscribed to those ARTICLES OF INCORPORATION.

WITNESS my hand and official seal in the County and State above named this 24th day of August, 2000.



My Commission Expires:


Notary Public
Name: Christina Valadez / CC 940114
(Please Type or Print)
Serial Number: M 500-296-302960
Personally Known: _____
Identification Produced: ✓
Type: D. License

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for RIVENDELL HOMEOWNER'S ASSOCIATION, INC., at the place designated in the ARTICLES OF INCORPORATION, I hereby accept and agree to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

DATED: Aug 24, 2000.

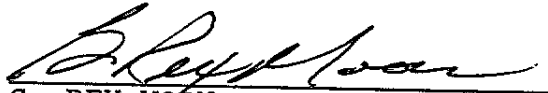
G. Rex Moon
G. REX MOON

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST--THAT RIVENDELL HOMEOWNER'S ASSOCIATION, INC.,
DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE
OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS, 3026 N.W.
41ST LANE, OCALA, FLORIDA 34474, HAS NAMED G. REX MOON,
LOCATED AT 3026 N.W. 41ST LANE, OCALA, FLORIDA 34474, AS ITS
AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE:



G. REX MOON

TITLE: INCORPORATOR

DATE: Aug 24, 2000.

HAVING BEEN NAMED AS REGISTERED AGENT FOR THE ABOVE-
STATED CORPORATION, I HEREBY CERTIFY THAT I AM FAMILIAR WITH
THE DUTIES AND RESPONSIBILITIES OF THE REGISTERED AGENT, AND
I HEREBY AGREE TO ACT IN THIS CAPACITY AND TO COMPLY WITH
THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE:



G. REX MOON

DATE: Aug 24, 2000.

FILED
00 AUG 29 AM 10:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA