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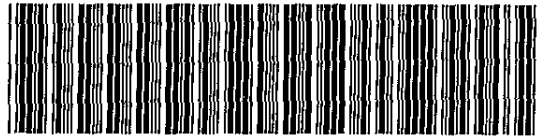
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 NOV -4 PM 4: 23

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TERRY McDAVID
ATTORNEY AT LAW
128 SOUTH HERNANDO STREET
LAKE CITY, FLORIDA 32025

MAILING ADDRESS
POST OFFICE BOX 1328
LAKE CITY, FLORIDA 32056-1328

TELEPHONE: 386-752-1896
FAX: 386-752-8905

October 30, 2002

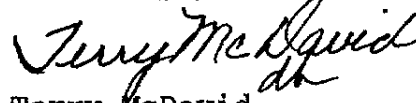
Secretary of State
State of Florida
Corporation Division
Post Office Box 6327
Tallahassee, FL 32314

Re: Glen Forest Estates Homeowners Association, Inc.

Gentlemen:

I am enclosing an original and a copy of the Articles of Incorporation with respect to the above-referenced matter. Please file the original and certify the copy to be returned to me. My check in the amount of \$78.75 is enclosed in payment of the filing fee.

Sincerely yours,


Terry McDavid

TM/db

Enclosures

ARTICLES OF INCORPORATION

OF

GLEN FOREST ESTATES HOMEOWNERS ASSOCIATION, INC.
(a non-profit corporation)

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SECRETARY
DIVISION OF CORP
02 NOV -4 PM 4:

The undersigned, desiring to form a corporation not for profit under the laws of the State of Florida, hereby adopts the following articles of incorporation:

ARTICLE I - NAME

The name of the corporation is GLEN FOREST ESTATES HOMEOWNERS ASSOCIATION, INC.

ARTICLE II - TERM OF EXISTENCE

The period of the duration of the corporation is perpetual, unless dissolved according to law.

ARTICLE III - PURPOSE

The association is organized for the purpose of acquisition and management, maintenance, operation and care of real and personal property, including but without limitation, private roads, ditches, canals, retention or detention areas, drainage, other surfacewater management works and preservation or conservation areas, wetlands and wetland mitigation areas which are owned or controlled by the association or the owners in common.

A. To fix and make assessments and collect the assessment by any lawful means, including foreclosure of any lien filed for such assessment.

B. To borrow money.

C. To use and expend the proceeds of assessments and borrowings in a manner consistent with the purposes for which this association is formed and to pay debts and obligations of the association.

D. Review plans and specifications of proposed improvements to determine whether they comply with the Declaration of Restrictions and Protective Covenants of Glen Forest Estates.

E. To maintain, repair, replace, operate, and care for real and personal property, including but without limitation, private roads, ditches, canals, retention or detention areas, drainage, other surfacewater management works, and preservation or conversation areas, wetlands, and wetland mitigation areas which are owned or controlled by the association or the owners in common in a manner consistent with any permit issued by the St. Johns River Water Management District and the operation and maintenance plan attached thereto.

F. Purchase and maintain insurance.

G. to make, amend, impose, and enforce by any lawful means, reasonable rules and regulations of use of the common areas and association property.

H. To contract for services with others.

I. To do and perform anything required by these articles, the bylaws, or the declaration to be done by the owner, but if not done by the owner in a timely manner, at the expense of Owner.

J. To do and perform any obligations imposed upon the association by the declaration or by any permit or authorization from any unit of local, regional, state, or the federal government and to enforce by any legal means the provisions of these articles, the bylaws and the declaration.

The foregoing specific duties and responsibilities are not

construed in any way as limiting the powers of the association. Rather, the association will have and exercise all the powers conferred upon associations so formed.

ARTICLE IV - POWERS

In carrying out its purposes, the corporation shall have all corporate powers now or hereafter provided by the laws of the State of Florida, including, but not limited to:

A. The purchase, ownership, maintenance, control, sale, lease, mortgaging, encumbering or otherwise dealing in any manner with real and personal property of every type, kind and nature.

B. The employment, direction and discharge of personnel necessary to carry out the purposes herein stated.

C. To do any and all things necessary, incidental, or desirable to accomplish any and all of the purposes and objectives for which the corporation is organized, either alone or in association with other corporations, firms or individuals and to carry on any lawful activity necessary or incidental to the accomplishment of the purposes and objectives of the corporation.

D. To make and collect assessments against property owners in the Development and use the proceeds thereof in the exercise of its powers and duties, including, but not limited to the defraying of costs and expense of carrying out its purposes.

E. To maintain, repair, replace and operate property owned by it, purchase insurance thereon, and to make and adopt reasonable regulations respecting the use and appearance of the Road System and other property owned or controlled by the corporation, and to

enforce by all legal means the provisions of these articles of incorporation and any by-laws or regulations adopted pursuant hereto.

The foregoing enumeration of powers shall in no way be construed to limit or restrict in any manner the powers of the corporation as may be otherwise provided or granted by law.

ARTICLE V - MEMBERSHIP

Every person or entity who is, from time to time, the record owner of a parcel of land in Glen Forest Estates shall be a member of the association. Membership will be appurtenant to, and may not be separated from the ownership.

ARTICLE VI - PRINCIPAL OFFICE, REGISTERED OFFICE AND AGENT

The initial principal office and registered office of the corporation is 3101 US Highway 90 West, Suite 201, Lake City, FL 32055. The name of its initial Registered Agent at such address is William J. Streicher.

ARTICLE VII - ORGANIZATION FORM

The corporation is organized upon a non-stock basis.

ARTICLE VIII - DISPOSITION OF ASSETS UPON DISSOLUTION

No part of the income of the corporation shall be distributable to its members, directors or officers either during the existence of the corporation or upon its dissolution; provided, however, that upon dissolution the assets of the corporation shall be transferred to a successor entity, or to the then property owners in the Development in such manner as to assure that the Road System and all other property owned by the corporation for the

several property owners in the Development.

ARTICLE IX - OFFICERS

The officers of the corporation shall be a president, a secretary, and a treasurer, and such other officers as the members may determine. One person may hold two or more offices.

ARTICLE X - INITIAL CONTROL BY DEVELOPER

Notwithstanding the other provisions contained in these articles to the contrary, Five Star Land Trust and its successors in interest ("Developer"), shall have control of the activities of the Association until the Developer relinquishes that right or ceases to be the owner of 30% of the parcels within the Development. The Developer, prior to relinquishing control of the association or otherwise allowing control to transfer to the directors of the association, shall provide at least 30 days written notice to the St. Johns River Water Management District that all terms and conditions placed upon the Developer by permits or authorizations from the St. Johns River Water Management District have been satisfied in full and that transfer is proposed to occur on a specific date.

ARTICLE XI - ASSESSMENTS

Assessments to each Member for such Member's proportionate share of the Common Expenses shall be computed, assessed and due as provided in the Declaration. Annual assessments, installments thereon or special assessments not paid by the due date, as established by the Declaration, shall bear interest from the due date until paid at the rate of eighteen percent (18%) per annum or

such lower rate as the Board of Directors shall determine, shall be subject to a late charge as may be set and uniformly applied by the Board of Directors and shall entitle the Association to reimbursement of attorneys' fees incurred by the Association incident to the collection of any such delinquent assessment. The Association shall have a lien on each Lot and Unit for any unpaid assessment, including special assessments, together with interest thereon, and for reasonable attorney's fees.

ARTICLE XII - SUBSCRIBERS AND INITIAL
OFFICERS AND DIRECTORS

The subscribers and initial officers and directors of the corporation are:

<u>NAMES</u>	<u>ADDRESSES</u>
William J. Streicher President	3101 W. US Highway 90, Suite 101 Lake City, FL 32055
Daniel A. Dukes Secretary	P.O. Box 55 Lake Butler, FL 32054
Nelson Bedenbaugh Treasurer	Rt. 6, Box 507 Lake City, FL 32025

The manner in which directors will be elected or appointed will be determined in the bylaws.

ARTICLE XIII - BYLAWS AND AMENDMENT OF ARTICLES

The bylaws will be adopted and may be amended by the Directors or members, consistent with these articles and the declaration by majority vote or written assent of members entitled to exercise voting power. Amendments to articles or bylaws which directly or indirectly impact operation and maintenance of any surfacewater management system, including but without limitation, all lakes,

ditches, canals, retention or detention areas, drainage, other surfacewater management works, and preservation or conservation areas, wetlands and wetland mitigation areas which are owned or controlled by the association or the owners in common, may be made after approval by the St. Johns River Water Management District. Such approval shall be in the form of a modification to any and all permits issued by the St. Johns River Water Management District under the lawfully adopted rules of the St. Johns River Water Management District in effect at the time of application for such modification. Amendments to the articles or the bylaws which do not impact operation or maintenance of the system may be made without authorization of the St. Johns River Water Management District; however, copies of any such amendments shall be forwarded to the District within 30 days of approval.

ARTICLE XIV - DISSOLUTION OF ASSOCIATION

No part of the income of the corporation shall be distributable to its members, directors or officers either during the existence of the corporation or upon its dissolution.

Prior to dissolution of this association, all property, interest in property, whether real, personal, or mixed, which is directly or indirectly related to any surfacewater management system, including but without limitation, all lakes, ditches, canals, retention or detention areas, drainage, other surfacewater management works, and preservation or conservation areas, wetlands, and wetland mitigation areas which are owned by the association or the owners in common, will be dedicated to and accepted for

maintenance by an approved entity. Dedication or approval must be authorized by the St. Johns River Water Management District through modification of any and all permits or authorizations issued by the St. Johns River Water Management District. Such modification shall be made under the lawfully adopted rules of the St. Johns River Water Management District in effect at the time of application for such modification.

ARTICLE X - NAME AND ADDRESS OF INCORPORATOR

The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
William J. Streicher	3101 W. US Highway 90, Suite 201 Lake City, FL 32055

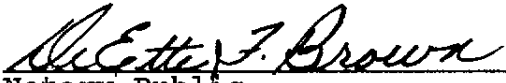
IN WITNESS WHEREOF, the undersigned incorporator has caused these Articles of Incorporation to be executed this 23rd day of October, 2002.



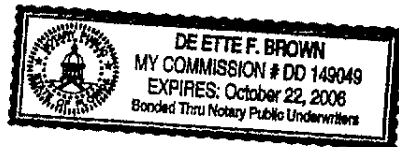
William J. Streicher

STATE OF FLORIDA
COUNTY OF COLUMBIA

The foregoing Articles of Incorporation were acknowledged before me by William J. Streicher, the incorporator named in the foregoing Articles of Incorporation, this 23rd day of October, 2002.



Notary Public
My Commission Expires: _____



ACKNOWLEDGMENT BY RESIDENT AGENT

Having been named to accept service of process for Glen Forest Estates Homeowners Association, Inc., at 3101 W. US Highway 90, Suite 101, Lake City, FL 32055, I hereby accept to act in this capacity and agree to comply with the provisions of Florida Statute relative to keeping open said office.


William J. Streicher

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