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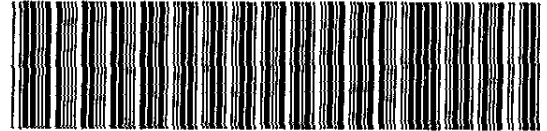
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TALLAHASSEE FLORIDA

CURTIS LAW FIRM, L.L.C.

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Ryan C. Curtis

January 29, 2003

VIA U.S. MAIL (850) 245-6052

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: GLEN PLANTATION PROPERTY OWNER'S ASSOCIATION, INC.
GLEN PLANTATION NATURE TRAIL ASSOCIATION, INC.

To whom it may concern:

Enclosed are an original and one (1) copy of the articles of incorporation for Glen Plantation Property Owners' Association, Inc., a Florida Not-For-Profit Corporation, an original and one (1) copy of the articles of incorporation for Glen Plantation Nature Trail Association, Inc., a Florida Not-For-Profit Corporation, and a check in the amount of \$157.50 for the filing fees and for certified copies of both articles of incorporation.

Please call if you have any questions.

Very truly yours,



Ryan C. Curtis

**ARTICLES OF INCORPORATION
OF
GLEN PLANTATION
PROPERTY OWNER'S ASSOCIATION, INC.**

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TALLAHASSEE FLORIDA

In compliance with the requirements of the laws of the State of Florida, the undersigned hereby associate themselves together for the purpose of forming a corporation not for profit under Chapter 720, Florida Statutes, 2002, as amended, and do hereby certify:

ARTICLE I

Name

The name of the corporation is GLEN PLANTATION PROPERTY OWNER'S ASSOCIATION, INC., hereinafter called the "Association".

ARTICLE II

Registered Agent

The name of the Registered Agent is RYAN C. CURTIS and the address of the registered office is 285 NW 138th Terr., Suite 100, Jonesville, Florida 32669.

ARTICLE III

Definitions

All definitions in the Declaration of Covenants for Glen Plantation (the "Declaration") to which these Articles are attached as Exhibit "A", and recorded in the Public Records of Baker County, Florida, are incorporated herein by reference and made a part hereof.

ARTICLE IV

Purpose and Definitions

Section 1. Purpose. The primary purpose of the Association is to create an entity to organize the recreational, social and cultural activities desired by the Owners of Lots within the Subject Property (the "Property"), and to provide a forum for discussion and communication among the Owners of the Property to facilitate and assure the maintenance of the Property.

Section 2. Nonprofit Character of Association. The Association does not contemplate pecuniary gain or profit, direct or indirect, to its Members. The Association shall make no distributions of income to its Members, Directors or Officers.

Section 3. Definitions. "Developer" shall mean GLEN PLANTATION, LTD, and its successors in interest or assigns of all or, at the election of the "Developer", substantially all of its interest in the Property.

ARTICLE V

Powers

The Association shall have all the powers and duties reasonably necessary to operate and maintain the Association including the following:

- (a) To meet for the purposes of ascertaining the social, recreational and cultural activities in which it's membership is interested in participating.
- (b) To provide for the election of representatives, as provided in the Bylaws of the Association for the purpose of eliciting the desires of the membership for social, recreational and cultural activities and communicating these desires to the Directors.
- (c) To exercise all the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration as recorded in the Public Records of Baker County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length.
- (d) To promulgate or enforce rules, regulations, bylaws, covenants, restrictions, or agreements to effectuate all of the purposes for which the Association is organized.

- (e) To have and to exercise any and all powers, rights and privileges, which a non-profit corporation organized under the laws of the State of Florida, may now or hereafter have or exercise.
- (f) To establish, collect, and disburse assessments to be used for the maintenance and upkeep of the Property.

ARTICLE VI **Membership**

Developer and every Owner of a Lot as defined in the Declaration shall be a member of the Association. Except for the Developer, membership shall be pertinent to and may not be separated from ownership of any Lot. All members agree to be bound by the terms and provisions of these Articles of Incorporation and such Bylaws and operating procedures as may be promulgated by the Association from time to time.

ARTICLE VII **Voting Rights**

The voting rights in the Association shall be as follows:

All Owners of a Lot 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, but in no event shall more than one vote be cast with respect to any Lot. In the event all of the Owners of a Lot cannot agree on any vote, no vote shall be cast for such Lot, provided, however, that the Association may conclusively rely on the vote cast by any of the Owners of a Lot as being authorized by all such Owners unless the Association has been notified in writing to the contrary by one of such Owners.

ARTICLE VIII **Board of Directors**

The affairs of the Association shall be managed by a Board of Directors consisting of not less than three nor more than nine persons who need not be members of the Association. The first Board shall consist of three Directors. Thereafter, the number of Directors may be increased to a maximum of nine by a majority vote of the Board of Directors.

The first election of Directors shall be held within thirty (30) days after [the date of incorporation], at a meeting of the members called for that purpose. Three Directors shall be elected at this first election, one for a term of one year, one for a term of two years and one for a term of three years. Said Board shall also determine the term for each new directorship so created. At each annual meeting thereafter a number of Directors equal to that of those whose terms have expired shall be elected for the term of three years. At the expiration of any term, any Director may be reelected for one additional consecutive term. The Directors shall be elected by the vote of a majority of the Members entitled to vote thereon at a meeting at which a majority of the Members entitled to vote are present.

The Directors named in these Articles shall serve until the first election of Directors, and any vacancies in their number occurring before the first election shall be filled by the remaining Directors. The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

<u>Name</u>	<u>Address</u>
John M. Curtis Sr.	11635 NW 1 st Ave. Gainesville, FL 32607
Todd L. Knabb	7436 Woodlawn Rd. Macclenny, FL 32063
Thomas R. Rhoden	515 South 6 th St. Macclenny, FL 32063

At any time a Lot in the Property is owned by the Developer (or their specific assignee of the right granted herein) they shall be entitled to appoint one (1) member of the Board of Directors, the balance of the Board of Directors to be elected as noted above.

ARTICLE IX
Assessments

Notice of the proposed annual assessment for the next ensuing year shall be provided by the Association to all members not less than thirty (30) days prior to an annual meeting of the members, which notice shall include the time and place for the proposed annual meeting to which shall be in Baker County, Florida. At the annual meeting of the membership a proposed annual assessment (or any revised annual assessment provided that its total amount is not greater than the original proposed annual assessment included in the notice to the members) may be adopted by the affirmative vote of the Owners of not less than sixty percent (60%) of the Lots within the Subject Property. The assessment so established may be levied and collected annually, quarterly, or monthly, at the sole discretion of the Directors. If, after the first annual assessment is adopted, a revised annual budget is not adopted at the annual meeting of the members at which a proposed annual assessment is considered, the annual assessment for the following year shall be the prior year's annual assessment.

The Directors may, in their complete and sole discretion, propose a special assessment against the Lots for one time and/or extraordinary expenses associated with the maintenance, extension or improvement of the Subject Property. The Directors shall give each member notification of the proposed Special Assessment, and the time and location for the meeting of the Directors and members for consideration of the special assessment (which shall be in Baker County, Florida) not less than thirty (30) or greater than sixty (60) days prior to the scheduled special meeting of the members. At the special meeting the special assessment (or any revised special assessment provided that the total amount is not greater than the proposed special assessment sent with the notice of the meeting) may be adopted by an affirmative vote of the Owners of at least sixty percent (60%) of the Lots within the Subject Property.

The Directors shall establish a separate interest bearing account for the deposit of all funds collected pursuant to this Article, and shall not place any other funds, regardless of source, in said account. All funds so deposited shall be disbursed only for improvements to, and extensions or maintenance of, entrance way signs, if any, culverts, mailboxes and the Subject Property. The Directors shall keep separate records of all assessments made and collected pursuant to this Article, and all the monies deposited into, and disbursed from, the account referred to above, and shall make said records available, at reasonable hours and in a reasonable manner, to any member of the Association requesting access to same.

ARTICLE X
Dissolution

In the event of the dissolution of the Association, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that acceptance of such dedication is refused, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust, or other organization to be used for such similar purposes. Provided, however, that Baker County is not obligated to accept any dedication of roads or other Common Areas unless formally accepted by resolution of the Board of County Commissioners.

ARTICLE XI
Duration

The corporation shall exist perpetually.

ARTICLE XII
Amendments

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

1. Notice of Amendment. Notice of the subject matter of a proposed amendment shall be included in the written notice of any meeting at which a proposed amendment is considered.
2. Adoption of Resolution. A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by twenty-five percent (25%) of the Members of the Association entitled to vote thereon.
3. Adoption of Amendment. Adoption of the amendment will require the affirmative vote of three-fourths of the Members entitled to vote thereon.

ARTICLE XIII
Subscribers

The name and street address of the subscriber and incorporator to these Articles of Incorporation is the same as listed in Article II hereof.

ARTICLE XIV

Officers

The Board of Directors shall elect the President, Secretary and Treasurer, and as many vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board of Directors shall from time to time determine.

The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

John M. Curtis Sr.	President
Todd L. Knabb	Secretary/Treasurer
Thomas R. Rhoden	Vice-President

ARTICLE XV

Bylaws

The original Bylaws of the Association shall be adopted by a majority vote of the Directors. Thereafter, the Bylaws of the Association may be amended, altered or rescinded at a regular or special meeting of the Members by the majority vote of the Members otherwise entitled to vote thereon at a meeting at which a majority of the Members entitled to vote are present. Any amendments to Bylaws shall be binding on all members of the Association.

ARTICLE XVI

Indemnification of Officers and Directors

The Association shall and does hereby indemnify and hold harmless Developer and every Director and every officer, their heirs, executors and administrators, against all loss, cost and expenses reasonably incurred in connection with any action, suit or proceeding to which they may be made a part by reason of their being or having been a Director or officer of the Association, including reasonable counsel fees, except as to matters wherein they shall be finally adjudged in such action, suit or proceeding to be liable for or guilty of gross negligence or willful misconduct. The foregoing rights shall be in addition to, and not exclusive of, all other rights to which such Director or officer may be entitled.

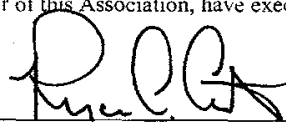
ARTICLE XVII

Transaction in Which Directors or Officers are Interested

No contract or transaction between the Association and one or more of the Directors or Officers, or between the Association and any other corporation, partnership, association, or other organization including without limitation, the Developer, or an affiliate of the Developer, or a corporation in which one or more of its Officers or Directors are Officers or Directors of this Association shall be invalid, void or voidable solely for this reason, or solely because the Officer or Director is present at, or participates in, meetings of the Board or committee thereof which authorized the contract or transaction, or solely because said Officers' or Directors' votes are counted for such purposes. No Director or Officer of the Association shall incur liability by reason of the fact that said Director or Officer may be interested in any such contract or transaction.

Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee, which authorized the contract or transaction.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Florida, I, the undersigned, constituting the subscriber and incorporator of this Association, have executed these Articles of Incorporation this 29 day of January, 2003.



Ryan C. Curtis

STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing instrument was sworn to and subscribed before me this 29 day of January, 2003, by Ryan C. Curtis who is personally known to me.



Notary Public, State of Florida

My commission expires:



Judy Jones
MY COMMISSION # DD170548 EXPIRES
December 10, 2006
BONDED THRU TROY FAIR INSURANCE, INC.

CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

RYAN C. CURTIS whose address is 285 NW 138th Terr., Suite 100, Jonesville, FL 32669 is the initial registered agent named in the Articles of Incorporation to accept service of process for **GLEN PLANTATION PROPERTY OWNER'S ASSOCIATION, INC.**, a corporation organized under the laws of the State of Florida hereby accepts such appointment as registered agent at the place designated in this certificate.

DATED this 29 day of January, 2003



RYAN C. CURTIS

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