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**FLORIDA NON-PROFIT CORPORATION
MAJESTIC OAKS HOMEOWNERS' ASSOCIATION, INC.**

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**ARTICLES OF INCORPORATION
OF
MAJESTIC OAKS HOMEOWNERS' ASSOCIATION, INC.**
(A Not-For-Profit Corporation)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of the Florida Statutes, Chapter 617, the undersigned natural person, of legal age, acting as incorporator, adopts the following Articles of Incorporation for the purposes of forming a corporation not for profit and does hereby certify:

**ARTICLE I
Name of Corporation**

The name of this corporation is **MAJESTIC OAKS HOMEOWNERS' ASSOCIATION, INC.**, hereinafter referred to as the "Association".

**ARTICLE II
Principal Office**

The principal place of business and the mailing address of the Association is: 710 Yorktown Drive, Leesburg, FL 34748.

**ARTICLE III
Purpose**

The specific purpose or purposes for which the Association is organized is to engage as a non-profit organization in protecting the value of the property of the Members of the Association, 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 that is to be recorded in the public records of Lake County, Florida, including, without limitation, the establishment and enforcement of the payment of assessments and other charges contained therein, and to engage in such other lawful activities as may be to the mutual benefit of the Members and their property.

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

The Association shall levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the surface water or stormwater management system.

Prepared by:
H. D. Robuck, Jr., Esquire
Florida Bar #143815
610 E. Main Street
Leesburg, FL 34748
352-326-3455

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ARTICLE IV Powers

The Association shall have the following powers, which shall be governed by the following provisions:

1. Common Law and Statutory Powers. The Association shall have all of the common law and statutory powers of a not-for-profit corporation, which are not in conflict with the terms of these Articles, the Declaration, or the By-Laws of the Association.

2. Necessary Powers. The Association shall have all of the powers and duties set forth in the Declaration, as amended from time to time, except as limited by these Articles, and all powers and duties reasonably necessary to operate and administer the properties of its Members pursuant to the Declaration, including but not limited to the following:

A. To fix, levy, collect and enforce payment by any lawful means all charges or assessments pursuant to the terms of the Declaration, to pay all expenses in connection therewith, and all office and other expenses incident to the conduct of the business of the Corporation, including licenses, taxes or government charges levied or imposed against the property of the Association.

B. To acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association; and

C. To borrow money, to mortgage, pledge, deed in trust, or hypothecate any or all of the Association's real or personal property as security for money borrowed or debts incurred.

D. To make and collect assessments against Members to defray the costs and expenses of the Association

ARTICLE V Membership

Every person or entity who is a record Owner of a fee or undivided fee interest in any lot which is subject by the Declaration to assessment by the Association, including contract sellers, shall be a Member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. No Owner shall have more than one membership. Membership shall be appurtenant to and may not be separated from ownership of any Lot that is subject to assessment by the Association. Ownership of such Lot shall be the sole qualification for membership.

ARTICLE VI Voting Rights

Each Owner shall be entitled to one vote as a Member of the Association. The exact number of votes to be cast by members and the manner of exercising voting rights, shall be determined by the By-Laws; subject however, to the terms and conditions of the Declaration.

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ARTICLE VII Officers

The affairs of the Association shall be managed by a President, One (1) or several Vice Presidents, a Secretary and a Treasurer, which officers shall be subject to the directions of the Board and elected per the requirements of the By-Laws. The initial officer(s) of the Association is:

Edward M. Schlein - President
H. D. Robuck, Jr. - Vice President
Kay C. Schlein - Secretary & Treasurer

ARTICLE VIII Board of Directors

The affairs of the Association will be managed initially by a Board consisting of not less than nor more than (3) Directors. The composition of the Board, the manner of election to the Board, the term of office and other provisions regarding the Board shall be established by the Declaration and the By-Laws of the Association. The initial Board shall consist of the following member(s):

Edward M. Schlein
710 Yorktown Drive
Leesburg, FL 34748

Kay C. Schlein
710 Yorktown Drive
Leesburg, FL 34748

H. D. Robuck, Jr.
610 E. Main Street
Leesburg, FL 34748

ARTICLE IX Dissolution

The Association may be dissolved with the assent given in writing and signed by members holding a majority of the total cumulative votes of the members. Upon dissolution of the Association, other than incident to a merger or consolidation, 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 such dedications refused acceptance, such assets shall be granted, conveyed, and assigned to any nonprofit corporation, association, trust or organization to be devoted to such similar purposes. This procedure shall be subject to court approval upon dissolution pursuant to Section 617.05, Florida Statutes.

In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water or stormwater management system must be transferred to an accepted entity which would comply with Section 40C-42.027, F.A.C. and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

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ARTICLE X**Duration**

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Association shall exist in perpetuity.

ARTICLE XI**Amendments**

Amendment to these Articles of Incorporation shall require the assent of a majority vote of members. Amendment of these Articles may be proposed by the Board of Directors and shall be voted on at a Special Meeting of the Membership duly called for that purpose, or at an annual meeting of the Membership.

ARTICLE XII**By-Laws**

The By-Laws of the Association may be adopted, amended, altered, or rescinded as provided therein; provided, however, that at no time shall the By-Laws conflict with these Articles or the Declaration, and provided further, that no amendment, alteration, or rescission may be made which adversely affects the rights and privileges of any Institutional Lender, without the prior written consent of the Institutional Lender so affected.

ARTICLE XIII**Subscriber**

The name and address of the Incorporator to these Articles is as follows:

Edward M. Schlein
710 Yorktown Drive
Leesburg, FL 34748

ARTICLE XIV**Effective Date**

The date that corporate existence shall begin shall be effective upon the filing of these articles with the Department of State.

ARTICLE XV**Registered Office and Registered Agent**

The name of the registered agent and address of the initial registered office of this corporation is

Edward M. Schlein
710 Yorktown Drive
Leesburg, FL 34748

IN WITNESS WHEREOF, the undersigned, being the Incorporator, certifies to the truth of the facts herein stated this 28th day of October, 2002.

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Edward M. Schlein, Subscriber

STATE OF FLORIDA
COUNTY OF LAKE

I HEREBY CERTIFY, that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, Edward M. Schlein, who is personally known to me and after being duly cautioned and sworn, did depose and say that he has affixed his name to the foregoing Articles of Incorporation of **MAJESTIC OAKS HOMEOWNERS' ASSOCIATION, INC.**, as the original subscriber to said corporation, for the purposes therein expressed.

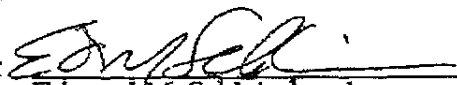
WITNESS my hand and official seal at Leesburg, County of Lake, State of Florida, this 28th day of September, A.D., 2002.


Notary Public
My Comm. Exp.: _____

ACCEPTANCE BY REGISTERED AGENT:



H. D. Robuck, Jr.
MY COMMISSION # CC998453 EXPIRES
May 4, 2005
BONDED TRUSTEY FARM INSURANCE, INC.


Edward M. Schlein hereby accepts
the designation of registered agent

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