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(Requestor's Name)

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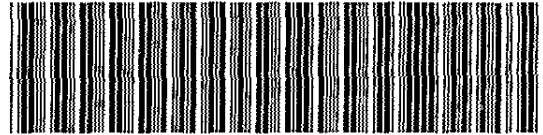
(Business Entity Name)

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03 SEP 15 PM 1:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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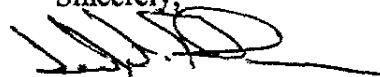
September 2, 2003

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

Dear Sir,

Please file the attached as a not for profit Homeowners Association. Thank you.

Sincerely,

A handwritten signature in black ink, appearing to read 'Ted F. Glass', with a long horizontal line extending to the right.

Ted F. Glass



RECEIVED

03 SEP 15 AM 11:57

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

September 9, 2003

TED F. GLASS
18531 NE 60TH STREET
WILLISTON, FL 32696

SUBJECT: WILSON ESTATES UNIT 2 HOMEOWNER'S ASSOCIATION, INC.
Ref. Number: W03000025669

We have received your document for WILSON ESTATES UNIT 2 HOMEOWNER'S ASSOCIATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6067.

Neysa Culligan
Document Specialist
New Filings Section

Letter Number: 603A00050034

FILED

03 SEP 15 PM 1:56

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES of INCORPORATION

Of

WILSON ESTATES UNIT 2 HOMEOWNER'S ASSOCIATION, INC.

A Non-profit Corporation

The undersigned natural person of legal age, a citizen of the State of Florida, acting as incorporator of a corporation under Chapter 617 of the Florida Statutes, does hereby adopt the following articles of incorporation for such corporation:

Article I

The name of the corporation, called the "Association", is WILSON ESTATES UNIT 2 HOMEOWNERS' ASSOCIATION, INC. The corporation's principal and mailing address is 18531 NE 60th Street, Williston, Florida 32696.

Article II

The association is a non-profit corporation.

Article III

The period of its duration is perpetual.

Article IV

The association is organized for the primary purpose of management, maintenance, operation and care of real and personal property, including but without limitation, all lakes, ditches, canals, retention or detention areas, drainage, other surfaces water management works, and preservation or conservation areas, wetlands and wetland mitigation areas which are owned by the association or the owners in common and to promote the health, safety and welfare of the residents within the area hereinafter described and such additions thereto as may hereafter be brought within the jurisdiction of the association for such purpose. The lands which are owned by the association or the owners in common are located within the subdivision of land in Levy County, Florida to be known as WILSON ESTATES UNIT 2 SUBDIVISION.

In furtherance of such purposes, the association shall have power to:

- (a) To perform all of the duties and obligations of the association as set forth in those certain Restrictive Covenants, (the Covenants) applicable to the subdivision and to be recorded in the public records of Levy County, Florida;

- (b) To fix and make assessments and collect the assessments by any lawful means; affix, levy, and collect all charges and assessments pursuant to the terms of the covenants, and enforce payment thereof by any lawful means; and pay all expenses in connection therewith, and all office and other expenses incident to the conduct of the business of the association, including all licenses, taxes, or governmental charges levied or imposed on the property of the association;
- (c) To acquired (by gift, purchase, or otherwise), own, hold, improve, build on, operate, maintain, convey, sell, lease, transfer, dedicate to public use, or otherwise dispose of real and personal property in connection with the affairs of the association;
- (d) To borrow money and, subject to the consent by vote or written instrument of two-thirds of each class of members, mortgage, pledge, convey by deed of trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;
- (e) To use and expend the proceeds of assessments and borrowings in a manner consistent with the purposes for which this association is formed, including the payment of debts and obligations of the association, the making of improvements to property of the association, and such other allowable purposes;
- (f) To dedicate, sell, or transfer all or any part of the common areas to any municipality, public agency, authority, or utility for such purposes and subject to such conditions as may be agreed on by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds of each class of members, agreeing to such dedication, sale, or transfer;
- (g) To participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, or annex additional residential property and common areas, provided that any merger, consolidation, or annexation shall have the consent by vote or written instrument of two-thirds of each class of member.
- (h) To review plans and specifications of proposed improvements to determine whether they comply with the "Restrictive Covenants for Wilson Estates Unit 2 Subdivision", a subdivision located in Levy County, Florida;

- (i) To have and exercise any and all powers, rights, and privileges that a corporation organized under Chapter 617 of the Florida Statutes by law may now or hereafter have or exercise.
- (j) To maintain, repair, replace, operate and care for real and personal property, including, but without limitation, all lakes, ditches, canals, retention or detention areas, drainage, other surface water management works, and preservation or conservation areas, wetlands and wetland mitigation areas, which are owned by the association or the owners on common in a manner consistent with the permit issued by the Southwest Florida Water Management District and the operation and maintenance plan attached thereto.
- (k) To purchase and maintain insurance.
- (l) To make, amend, impose and enforce by all lawful means, reasonable rules and regulations of use of the common areas and association property.
- (m) To contract for services with others.
- (n) Do and perform anything required by these articles, the bylaws, or the covenants to be done by the owner, but if not done by the owner in a timely manner, at the expense of owner.
- (o) To do and perform any obligations imposed upon the association by the covenants or by any permit or authorization from any unit of local, regional, state or the federal government and to enforce by any lawful means the provisions of these articles, the by-laws and the covenants.

The foregoing specific duties and responsibilities are not construed in anyway as limiting the powers of the association. Rather, the association will have and exercise all the powers conferred upon association so formed. Activities of the association shall be financed by assessments on members as provided by the covenants, and no part of any net earning shall inure to the benefit of any member.

Article V

The street address of the initial registered office of the association is 18531 NE 60th Street, Williston, Florida, and the name of its initial registered agent at such address is TED F. GLASS.

Article VI

Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is subject by covenants of record to assessments by the association, including contract sellers, but excluding persons holding title merely as security for performance of an obligation, shall be a member of the association. Membership shall be appurtenant to and may not be separated from ownership of a lot which is subject to assessment by the association.

Article VII

The association shall have two classes of voting members as follows;

Class A. Class A members shall be all owners with the exception of the declarant as such term is defined in the covenants, and 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 such members may determine among themselves, but in no event shall more than one vote be cast with respect to any lot owned by Class A members. Every person or entity who is, from time to time, the record owner of each lot shall be a member of the association. Membership will be appurtenant to, and may not be separated from the ownership.

Class B. The Class B member shall be the declarant, as such term is defined in the covenants, who shall be entitled to three votes for each lot owned. The Class B membership shall cease and be converted to Class A membership as provided in the covenants.

Initial Control by Developer. Notwithstanding the other provisions contained in these articles to the contrary, Ted F. Glass, or its successor in interest (Developer), until the Developer relinquishes that right or ceases to be the owner of seventy-five percent (75%) of the lots. The Developer prior to relinquishing control of the association or otherwise allowing control to transfer to directors of the association shall provide at least thirty (30) days written notice to the Southwest Florida Water Management District that all terms and conditions placed upon the developer by permits or authorizations by the Southwest Florida Water Management District have been satisfied in full and that transfer is proposed to incur on a specific date.

Article VIII

The number of directors constituting the initial board of directors of the association is two (2), and the names and address of the persons who are to serve as the initial directors are:

Name	Address
Michael Luke West	14751 SE 23 rd Place Morrison, FL 32668
Ted F. Glass	18531 NE 60 th Street Williston, Florida 32696
Carol Ann Glass	18531 NE 60 th Street Williston, Florida 32696

The number of Directors may be increased or decreased from time to time by amendment to the By-Laws; however, at no time shall the corporation have fewer than three (3) directors.

Article IX

By-Laws and Amendments of Articles

The By-Laws will be adopted and may be amended by the directors or members, consistent with these articles and the covenants. Amendments to articles or by-laws which directly or indirectly impact operation and maintenance of the surface water management system, including but without limitation, all lakes, ditches, canals, retention or detention areas, drainage, other surface water management works, and preservation or conservation areas, wetlands and wetland mitigation areas which are owned by the association or the owners in common, may be made after approval by the Southwest Florida Water Management District. Such approval shall be in the form of a modification to any and all permits issued by the Southwest Florida Water Management District under the lawfully adopted rules of the Southwest Florida Water Management District in effect at the time of application for such modification. Amendments to the articles or the by-laws which do not impact operation or maintenance of the system may be made without authorization of the Southwest Florida Water Management District; however, copies of any such amendments shall be forwarded to the District within thirty (30) days of approval.

Article X

Prior to dissolution of this association, all property, interest in property, whether real, personal, or mixed, which is directly or indirectly related to the surface water management system, including but without limitation, all lakes, ditches, canals, retention or detention areas, drainage, other surface water works, and preservation or conservation areas, wetlands and wetland mitigation areas which are owned by the association or owners in common, will be dedicated to and accepted for maintenance by the appropriate unit of government or otherwise transferred to and accepted for maintenance by an approved entity. Dedication or approval must be authorized by the Southwest Florida Water Management District through modification of any and all permits or authorizations issued by

the Southwest Florida Water Management District. Such modification shall be made under the lawfully adopted rules of the Southwest Florida Water Management District in effect at the time of application for such modification.

The remaining assets of the association, on dissolution, shall be distributed to an appropriate public agency to be used for purposes similar to those for which the association was created. In the event such distribution is refused acceptance, such assets shall be granted, conveyed, and assigned to any nonprofit corporation, association, trust, or other organization organized and operated for such similar purposes.

Article XI

The name and street address of the incorporator is:

Ted F. Glass
18531 NE 60th Street
Williston, Florida 32696

Executed at Williston, Florida, on the 2nd day of Sept., 2003.

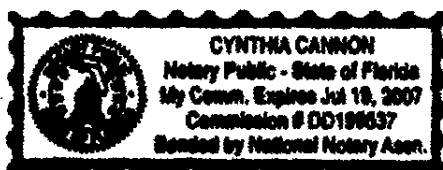

TED F. GLASS


STATE OF FLORIDA
COUNTY OF LEVY

I, do hereby certify that on the 2nd day of September, 2003 personally appeared before me TED F. GLASS, who being by me first duly sworn, declared that he is the person who signed the forgoing document as incorporator, and that the statements therein contained are true.

In witness thereof I have hereunto set my hand and seal the day and year above written.

ID Provided: Personally Known




NOTARY PUBLIC
My Commission Expires: 7/19/07

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

1. The name of the corporation is: WILSON ESTATES UNIT 2
HOMEOWNERS' ASSOCIATION, INC.

2. The name and address of the registered agent and office is:

TED F. GLASS
18531 N.E. 60th Street
Williston, Fl. 32696

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.


TED F. GLASS, Registered Agent

9-2-03
DATE


TED F. GLASS, Incorporator

9-2-03
DATE

FILED
03 SEP 15 PM 1:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA