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From: Account Name : AGENTS AND CORPORATIONS, INC
Account Number : I20010000112
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2003 NOV -5 AM 8:59
TALLAHASSEE FLORIDA
1-11-03

FLORIDA NON-PROFIT CORPORATION

OAK HILL HOMEOWNERS ASSOCIATION, INC.

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FLORIDA DEPARTMENT OF STATE
Glenda H. Hood
Secretary of State

2003 NOV -5 AM 8:59

SECRETARY OF STATE
TALLAHASSEE FLORIDA

November 5, 2003

AGENTS AND CORPORATIONS

SUBJECT: CARRIAGE HOMES AT OAK HILL HOMEOWNERS ASSOCIATION, INC.
REF: W03000032580

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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

An effective date may be added to the Articles of Incorporation if a 2004 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

If you have any further questions concerning your document, please call (850) 245-6925.

Cynthia Blalock
Document Specialist
New Filings Section

FAX And. #: H03000307791
Letter Number: 603A00060239

Division of Corporations - P.O. BOX 6327 Tallahassee, Florida 32314

FILE

**ARTICLES OF INCORPORATION
OF CARRIAGE HOMES AT OAK HILL HOMEOWNERS ASSOCIATION, INC.,
a Florida corporation not for profit**

2003 NOV -5 AM 8:59

RECEIVED BY STATE
TALLAHASSEE FLORIDA

In compliance with the requirement of Florida Statute 617, the undersigned, who is a resident of the State of Florida, and who is of full age, for the purpose of forming a Florida corporation not for profit, hereby certifies:

ARTICLE I - NAME OF CORPORATION

The name of the corporation is CARRIAGE HOMES AT OAK HILL HOMEOWNERS ASSOCIATION, INC., a corporation not for profit under the provisions of Chapter 617 of the Florida Statutes (hereinafter referred to as the "Association").

ARTICLE II - PRINCIPAL OFFICE OF THE ASSOCIATION

The initial principal office of the Association is located at 360 S. Lakeview Dr., Suite 4, Lake Helen, Florida 32744, or other location designated by the Board of Directors.

ARTICLE III - REGISTERED AGENT AND REGISTERED OFFICE

Agents and Corporations, Inc., with an office at Suite E, 773 4th Ave North, Naples, Florida 34102, is hereby appointed the initial Registered Agent of this Association.

**ARTICLE IV
PURPOSE AND POWERS OF THE ASSOCIATION**

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide from the maintenance, preservation and architectural control of the Lots, Streets, and Common Area within the Property described as:

CARRIAGE HOMES AT OAK HILL, also known as Oak Hill or Carriage Homes, according to the plat thereof recorded or to be recorded in the Public Records of Volusia County, Florida,

together with such Additional Property located in Volusia County, Florida, which may be brought within the jurisdiction of the Association from time to time, as provided in the "Declaration" referred to hereinbelow, and to promote the health, safety, and welfare of the residents within the above described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

- A. exercise of all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions for Oak Hill, hereinafter called the

"Declaration", applicable to the Property and recorded or to be recorded in the Public Records of Volusia County, Florida, as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length (all capitalized terms, unless otherwise provided herein, shall have the same meaning as defined in the Declaration) and pursuant to Chapter 720, Florida Statutes;

- B. 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 Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;
- C. acquired (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;
- D. borrow money, and with the assent of two-thirds (2/3) of the Lot Owners (excluding the Declarant), mortgage or pledge, any or all of its real or personal property as security for money borrowed or debts incurred;
- E. dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the Members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of the Lot Owners (excluding the Declarant), agreeing to such dedication, sale or transfer, provided, however, the Association shall have the right to grant permits, easements or licenses to a public agency or utility company for utilities, roads, other purposes reasonably necessary or useful for the proper maintenance or operation of the property, which grants shall not be deemed a dedication, sale or transfer requiring the consent of Members;
- F. participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annexation additional residential property and Common Area, provided that any such merger, consolidation, or annexation shall comply with the requirements of the Declaration;
- G. have and to exercise any and all powers, rights and privileges which a corporation organized under Florida Not For Profit Corporation Act by law may now or hereafter have or exercise;
- H. operate, maintain, and manage the Surface Water or Stormwater Management System in a manner consistent with the St. Johns River Water Management District Permit(s) issued for that purpose, requirements and applicable District Rules, and shall assist in the enforcement of the restrictions and covenants

contained herein. The Association shall levy and collect adequate assessments against Members of the Association for the maintenance, operation and repair of the Surface Water of Stormwater Management Systems including but not limited to work within retention areas, drainage structures and drainage easements;

- I.. operate, maintain and manage the Common Area. The Association shall levy and collect adequate assessments against Members of the Association for the maintenance of the Common Area;
- J. with respect to the surface water management system, the Association shall have the following duties:
 - (1) Each property owner shall be responsible for his pro rata share of the maintenance, operation, and repair of the Surface Water or Stormwater Management System. "means a system which is designed and constructed or implemented to control discharges which are necessitated by rainfall events, incorporating methods to collect, convey, store, absorb, inhibit, treat, use or reuse water to prevent or reduce flooding over-drainage, environmental degradation, and water pollution or otherwise affect the quantity and quality of discharges from the system, as permitted pursuant to Chapters 40C-4, 40C-40, or 40C-42 F.A.C.
 - (2) Maintenance of the surface water or stormwater management system(s) shall mean the exercise of practices which allow the systems to provide drainage, water storage, conveyance or other surface water or stormwater management capabilities as permitted by the St. Johns River Water Management District. Each property owner shall be responsible for such maintenance and operation. Any repair or reconstruction of the surface water or stormwater management system shall be as permitted, or if modified as approved by the St. Johns River Water Management District.
 - (3) Any amendment to the Deed Restriction which alters the surface water or stormwater management system, beyond maintenance in its original condition, including the water management portions of the common areas, must have the prior approval of the St. Johns River Water Management District.
 - (4) The St. Johns River Water Management District shall have the right to enforce, by a proceeding at law or in equity, the provisions contained in this Deed Restriction which relate to the maintenance, operation, and repair of the surface water or stormwater management system.

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 covenants of record to assessment by the Association, including contract sellers, shall be a Member of the Association. The foregoing is not intended to include person or entities who hold an interest merely as security for the performance of any obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot or Unit which is subject to assessment by the Association.

ARTICLE VI - VOTING RIGHTS

The Association shall have two (2) classes of voting membership:

- A. Class A. Class A Members shall be all Owners, with the exception of the Declarant, and shall be entitled to one (1) vote for each Lot owned. When more than one (1) 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 (1) vote be cast with respect to any Lot. When reference is made herein or in the Association Bylaws to a majority or a specific percentage or fraction of Members to establish a quorum or to carry a vote, such references shall be deemed to mean and refer to such majority, percentage or fraction entitled to vote on the basis of one (1) vote per Lot.
- B. Class B. The Class B Member shall be the Declarant and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall ceased and be converted to Class A Membership on the happening of any of the following events, whichever occurs earlier:
- (1) when seventy-five percent (75%) of the Lots are deeded to Class A Members and have certificates of occupancy issued thereon;
 - (2) three (3) months after ninety percent (90%) of the maximum number of residential Lots allowed for the Property have been conveyed to Class A Members;
 - (3) ten (10) years after the date of the recording of the Declaration in the Public Records of Volusia County Florida; and
 - (4) upon voluntary conversion to Class A Membership by the Declarant.

Notwithstanding the cessation of Class B Membership in accordance with the above, if Additional Property is made subject to this Declaration, Class B Membership shall be reinstated for all Lots owned by Declarant so long as seventy-five (75%) of the then total number of Lots has not been deed to Class A Members.

ARTICLE VII - BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of not more than seven (7) directors, who need not be Members of the Association. The initial number of Directors shall be three (3) and may be changed by amendment of the By-Laws of the Association. The names and address of the person who are to act in the capacity of Directors until the selection of their successors are:

NAME	ADDRESS
Robert W. Tormey	360 S. Lakeview Dr. Suite 4, Lake Helen, Florida 32744
Eric Harvey	360 S. Lakeview Dr. Suite 4, Lake Helen, Florida 32744
Mike Cole	360 S. Lakeview Dr. Suite 4, Lake Helen, Florida 32744

At the first annual meeting, the Members shall elect one (1) Director for a term of one (1) year, one Director for a term of two (2) years and one (1) Director for a term of three (3) years; and at each annual meeting thereafter the Members shall elect one (1) Director for a term of three (3) years. In the event the number of Directors is more than three (3), additional Directors shall be elected for a term of three (3) years.

The Declarant is entitled to elect or appoint at least one (1) Director as long as Declarant holds for sale in the ordinary course of business at least five percent (5%) of the Lots.

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator is: Stefanie Hernandez, Suite E, 773 4th Avenue North, Naples, Florida 34102.

ARTICLE IX - OFFICERS

The affairs of the Association shall be administered by the Officers designated in the By-Laws of the Association as shall be elected by the Board of Directors at its first meeting following the first annual meeting of the general Membership and they shall serve at the pleasure of the Board of Directors. Pending the election of the permanent Officers of this Association by the Board of Directors, the following named persons shall be the temporary Officers of the Association until their successors have been duly elected:

<u>TITLE</u>	<u>NAME</u>
President and Secretary Treasurer	Robert M. Tormey

ARTICLE X - BY- LAWS

By-Laws of the Association will be herein after adopted at the first meeting of the Board of Directors. Such By-Laws may be amended or repealed, in whole or in part, at a regular or special meeting of the Members, by a vote of a majority of a quorum of Members present in

person or by proxy, except that the Department of Housing and Urban Development (HUD)/Veterans Administration (VA) shall have the right to veto amendments while there is a Class B membership.

ARTICLE XI - DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of 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 dedication is refused acceptance, such assets shall be granted, conveyed, and assigned to any nonprofit corporation, association, or trust, or other organization to be devoted to such similar purposes. 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 and accepted by an 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. The dissolution procedures described in this Article XI are also subject to court approval pursuant to the provisions of the Florida Not For Profit Corporation Act.

ARTICLE XII - 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 XIII - AMENDMENTS

Amendment of these Articles of Incorporation shall require the approval of at least two-thirds (2/3) vote of the Lot Owners.

ARTICLE XIV - CONFLICT

In the event that any provision of these Articles of Incorporation conflicts with any provision of Declaration, the provision of Declaration in conflict shall control. If any provision of these Articles of Incorporation conflicts with any provision of the Bylaws, the provisions of these Articles of Incorporation shall control.

ARTICLE XV - INDEMNIFICATION


The Directors and Officers of the Association shall be indemnified by the Association to the fullest extent now or hereafter permitted by law and shall not be personally liable for any act, debt, liability or other obligation of the Association. Similarly, Members are not personally liable for any act, debt, liability or obligation of the Association. A Member may become liable to the Association for assessments, fees, etc. as provided in the Declaration or as otherwise

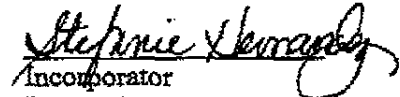
provided by law.

ARTICLE XVI - HUD/VA APPROVAL

As long as there is a Class B Membership, the following actions will require the prior approval of HUD/VA: annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution and amendment of these Articles of Incorporation.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept appointment as registered agent and agree to act in this capacity.


Registered Agent
Dated: October 30, 2003


Incorporator
Dated: October 30, 2003

FILED
2003 NOV -5 AM 9:00
TALLAHASSEE FLORIDA