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Page 1 of 1
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Division of Corporations
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FLORIDA NON-PROFIT CORPORATION

ROLLING HILLS PROPERTY OWNERS ASSOCIATION FOR TRACTS
12 THROUGH 18, INC.

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PAGE 1/1 RightFAX

PAGE 01



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

May 28, 2004

DAVIS, BROWNING & SCHNITZER, PA

SUBJECT: ROLLING HILLS PROPERTY OWNERS ASSOCIATION FOR TRACT 12 THROUGH
18, INC.
REF: W04000020727

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ARTICLES OF INCORPORATION
OF
ROLLING HILLS PROPERTY OWNERS ASSOCIATION
FOR TRACTS 12 THROUGH 18, INC.

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The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation not for profit under Chapter 617 of the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation is ROLLING HILLS PROPERTY OWNERS ASSOCIATION FOR TRACT 12 THROUGH 18, INC.

ARTICLE II

PURPOSES

The corporation (sometimes hereinafter referred to as the Association) is organized as a non-profit corporation under Chapter 617, Florida Statutes, for the following purposes:

a. The Association shall operate, maintain and manage the surface water or storm water management system(s) in a manner consistent with Suwannee River Water Management District ("District") permit no. ERP04-0188 and applicable District rules, and shall assist in the enforcement of the Declaration of Covenants and Restrictions which relate to the surface water or storm water management systems(s).

b. The Association shall levy and collect adequate assessments against the members of the Association for the costs of maintenance and operation of the surface water or storm water management system(s).

c. To obtain, receive, hold title to, convey, assign, manage, maintain, repair, replace, operate and care for real and personal property, including but without limitation, all easements, roads, parks, lakes, ditches, canals, retention or detention areas, drainage and other surface water management works, preservation or conservation areas, wetlands and wetland mitigation areas, and other common areas, which are owned by this corporation, or the owners in common.

d. To facilitate transactions and communications among persons owning property in the development known as Rolling Hills Subdivision.

e. To fix and make assessments against persons and entities owning property in

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tracts 12 through 18 of Rolling Hills Subdivision, and collect these assessments, together with necessary court costs and reasonable attorney fees, by any lawful means.

f. To do and perform anything required by these Articles, the Bylaws, or the Declaration of Covenants and Restrictions.

g. To do and perform any obligations imposed upon the association by the declaration of covenants and restrictions 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.

h. To exercise all of the powers enumerated in Chapter 617, Florida Statutes, as it now exists or is subsequently amended or superseded, and to do and perform such acts and to have such powers as shall be desirable and necessary in furtherance of any of the powers hereinabove enumerated which are not in derogation of the laws of the State of Florida.

ARTICLE III.

MEMBERSHIP

Every person or entity who is, from time to time, the record owner of a tract of property within tracts 12 through 18 of Rolling Hills Subdivision shall be a member of this corporation. Membership will be appurtenant to, and may not be separated from ownership of property within tracts 12 through 18 of Rolling Hills Subdivision. The initial members of this corporation shall consist of the incorporators identified in Article V hercof.

ARTICLE IV.

TERM

The term of this corporation shall be perpetual.

ARTICLE V.

INCORPORATOR

The name and residence of the incorporator of this corporation is:

NAME

J. B. Davis, Jr.

ADDRESS

420 Lakeshore Drive
Madison, Florida 32340

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ARTICLE VI.

DIRECTORS AND OFFICERS

SECTION ONE: The property, affairs, business and operation of the corporation shall be managed in accordance with the provisions of the By-laws by the Board of Directors, which shall be elected annually by the members as provided in the By-Laws of the corporation. The Board shall carry out the purposes of the corporation in compliance with the Articles of Incorporation and By-Laws of the Corporation.

SECTION TWO: The officers of the Corporation shall consist of a President, Secretary and Treasurer, who shall be members of the Board of Directors. The officers shall be appointed yearly in the manner provided by the By-laws.

ARTICLE VII

INITIAL DIRECTORS

The initial officers and directors of the Corporation are four (4) in number and are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
Lynne D. Saunders	420 Lakeshore Drive Madison, Fl 32340	President/ Director
Henry Nunn Davis	420 Lakeshore Drive Madison, Fl 32340	Secretary/ Director
James B. Davis, III	420 Lakeshore Drive Madison, Fl 32340	Treasurer/ Director
J. B. Davis, Jr.	420 Lakeshore Drive Madison, Fl 32340	Director

ARTICLE VIII

REGISTERED OFFICE AND AGENT

The initial registered office of the corporation shall be at 420 Lakeshore Drive, Madison, Florida 32340. The initial registered agent of the corporation shall be J.B. DAVIS, JR., whose mailing and physical address is 420 Lakeshore Drive, Madison, Florida 32340.

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ARTICLE IX

INITIAL CONTROL BY DEVELOPER

Notwithstanding the other provisions contained in these Articles to the contrary, JDE's Rolling Hills Plantation, LLC, or its successor in interest ("Developer") shall have exclusive control over this corporation until the Developer relinquishes that right or ceases to be the owner of any land in Rolling Hills Subdivision, whichever occurs first. The Developer, prior to relinquishing control of this corporation or otherwise allowing control to transfer to the Directors of the corporation, shall provide at least thirty (30) days written notice to the Suwannee River Water Management District that all terms and conditions placed upon the Developer by permits or authorization from the Suwannee River Water Management District have been satisfied in full and that transfer is proposed to occur on a specific date.

ARTICLE X

BY-LAWS

The Board of Directors shall adopt By-laws for this corporation and may from time to time modify, alter, amend or rescind the same by a majority vote of the members of the Board of Directors present at any regular or special meeting.

ARTICLE XI

AMENDMENTS

These Articles of Incorporation may be amended at any time. Such amendment may be proposed by any member and any such proposal shall be adopted by the approval of a majority of the Board of Directors. Amendments to these Articles of Incorporation or Bylaws which directly or indirectly impact operation and maintenance of the 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 this corporation or the owners in common, may be made after approval by the Suwannee River Water Management District. Such approval shall be in the form of a modification to any and all permits issued by the Suwannee River Water Management District under the lawfully adopted rules of the Suwannee River Water Management District in effect at the time of application for such modification. Amendments to the Articles of Incorporation or the Bylaws which do not impact operation or maintenance of the system may be made without authorization of the Suwannee River Water Management District; however, copies of any such amendments shall be forwarded to the District within thirty (30) days of approval.

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ARTICLE XI

DISSOLUTION

Prior to dissolution of this corporation, all property, interest in property, whether real, personal, or mixed, which is directly or indirectly related to the 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 this corporation or the 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 Suwannee River Water Management District through modification of any and all permits or authorizations issued by the Suwannee River Water Management District. Such modification shall be made under the lawful adopted rules of the Suwannee River Water Management District in effect at the time of application for such modification.

ARTICLE XII

CONFLICT

Should a conflict exist or arise between any of the provisions of these Articles of Incorporation and the provisions of the Bylaws of the corporation, the provisions of the Articles of Incorporation shall control.

ARTICLE XIII

CERTIFICATION

We, the undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate ourselves together to form a Corporation not-for-profit under the laws of the State of Florida, and to make and file this certificate hereby declaring and certifying that the facts set forth herein are true, and have accordingly set our hands and seals at Madison, Florida, this 24 day of May, 2004.


J.B. DAVIS, JR., Incorporator

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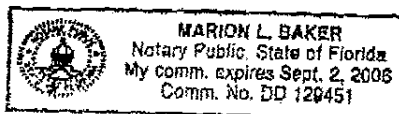
STATE OF FLORIDA
COUNTY OF MADISON

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the State and County named above to take acknowledgments, personally appeared J.B. DAVIS, JR., to me known to be the person described as the incorporator in, and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand official seal in the County and State named above this
24 day of May, A. D. 2004.

Marion L. Baker
Notary Public

My Commission Expires:



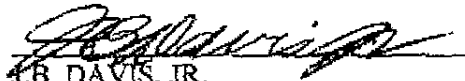
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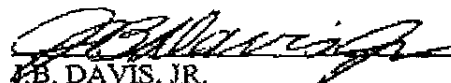
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OR PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH FLA. STAT. 48.091, THE FOLLOWING IS SUBMITTED:

ROLLING HILLS PROPERTY OWNERS ASSOCIATION FOR TRACTS 12 THROUGH 18, INC., TO ORGANIZE OR QUALIFY UNDER THE LAWS OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 420 LAKESHORE DRIVE . MADISON, FLORIDA 32340, STATE OF FLORIDA, HAS NAMED J.B. DAVIS, JR. , AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.


J.B. DAVIS, JR.
INCORPORATOR
Dated: May 24, 2004

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.


J.B. DAVIS, JR.
Resident Agent
Dated: May 24, 2004

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