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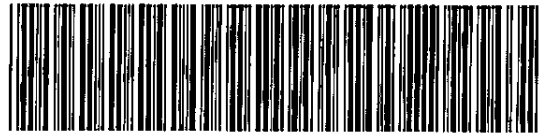
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WOODLAND III, LTD.

4127 NW 27th Lane, Suite A
Gainesville, Florida 32606
Telephone (352) 334-1976

Post Office Box 357845
Gainesville, Florida 32635
Facsimile (352) 376-6851

September 20, 2005

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

VIA OVERNIGHT DELIVERY

Re: Corporate filing for:
OLD SPANISH TRAIL PLANTATIONS PROPERTY OWNERS' ASSOCIATION, INC.

Please find enclosed the following documents for filing of the above named corporation:

Articles of Incorporation of **OLD SPANISH TRAIL PLANTATIONS PROPERTY OWNERS' ASSOCIATION, INC.**, and Registered Agent designation certificate for **OLD SPANISH TRAIL PLANTATIONS PROPERTY OWNERS' ASSOCIATION, INC.**

Our check in the amount of \$78.75 includes \$35.00 for the filing fee, \$35.00 for Registered Agent designation and \$8.75 for a certified copy to be returned to us.

If you have any questions regarding the enclosed, or need any additional information, please let me know. Thank you for your assistance with this matter.

Sincerely,


Linda F. McDavid
Administrative Assistant

lm
enclosures

ARTICLES OF INCORPORATION
OF
OLD SPANISH TRAIL PLANTATIONS PROPERTY OWNERS' ASSOCIATION, INC.

A Corporation Not for Profit

The undersigned, acting as Incorporator of a corporation under the Florida Not For Profit Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I
Name

The name of this corporation is **OLD SPANISH TRAIL PLANTATIONS PROPERTY OWNERS' ASSOCIATION, INC.** The corporation's principal office address is 4127 NW 27th Lane, Gainesville, Florida, 32606, as is the registered office address. The mailing address is Post Office Box 357845, Gainesville, Florida 32633-7845.

ARTICLE II
Duration

The period of duration is perpetual.

ARTICLE III
Purposes

The Corporation does not contemplate pecuniary gain or profit, direct or indirect, to its members. The purpose for which it is formed is to promote the health, safety and welfare of the property owners of Parcels 1B through 11B, inclusive, in **OLD SPANISH TRAIL PLANTATIONS** (hereinafter referred to as "the Properties") as described in Declaration of Restrictions, Easements and Protective Covenants recorded in O.R. Book 1042 at pages 0669 through 0691, inclusive, in the Public Records of Jackson County, Florida (hereinafter referred to as "the Declaration"); and for these purposes to:

- (a) operate and maintain Roadway Parcels B and C (as defined in the Declaration) and other common improvements, drainage facilities, ditches and easements, all for the benefit of the owners of the Properties; and,
- (b) fix assessments (or charges) to be levied against the Properties and/or the owners of the Properties; and,
- (c) enforce any and all covenants, restrictions and agreements applicable to the Properties; and review plans and specifications of proposed improvements whether they comply with the Declaration of Restrictions, Easements and Protective Covenants for Old Spanish Trail Plantations, and,
- (d) to make, amend, impose and enforce by any lawful means, reasonable rules and regulations of use of the common areas and association property, and,
- (e) to do and perform anything required by these articles, the bylaws, or the declaration to be done by the owner, but if not by the owner in a timely manner, at the expense of Owner, and,
- (f) to do and perform any obligations imposed upon the Association by the Declaration 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 article, the bylaws and the declaration, and,

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(g) insofar as permitted by law, to do any other thing that, in the opinion of the Board of Directors, will promote the common benefit and enjoyment of the owners of the Properties.

ARTICLE IV
Membership

Every person who from time to time holds the record fee simple title, or any undivided fee simple interest therein, to a parcel that is subject to assessment by this Association pursuant to the provision of the Declaration, (or amendments thereunder), is a member of this Association, including contract purchasers, but excluding all other persons who hold any interest in any parcel merely as security for the performance of an obligation. An owner of more than one parcel is entitled to one membership for each parcel owned. Membership is appurtenant to and may not be separate from ownership of the parcel that is subject to the provisions of the Declaration nor may membership be transferred other than by transfer of title to such parcel.

ARTICLE V
Voting Rights

Members, including the Declarant, are entitled to one vote for each parcel owned. If more than one person owns an interest in any parcel, all such persons are members; but there may be only one vote cast for such parcel. Such vote may be exercised as the owners determine among themselves; but no split vote is permitted. Prior to any meeting at which a vote is to be taken, each co-owner must file the name of the voting co-owner with the Secretary of the Association to be entitled to vote at such meeting, unless such co-owners have filed a general voting authority with the Secretary applicable to all votes until rescinded. The voting right pertaining to a parcel will be suspended so long as any assessments on that parcel remain delinquent. Annual meetings of the members can be called at the discretion of the Board of Directors or at the request of members entitled to cast twenty percent (20%) of the total Association votes. Special meetings of the members can be called by the Board of Directors.

ARTICLE VI
Board of Directors

This Association's affairs shall be managed by a Board of Directors initially composed of three Directors, who need not be Association members. The Board of Directors, by majority vote, may adopt, amend and rescind Bylaws of the Association which are consistent with these Articles. The number of Directors from time to time may be changed by amendment to this Association's Bylaws, but at all times must be an odd number of not less than three nor more than seven. The term of office for each Director shall expire at the adjournment of the annual meeting at which the Director's successor is selected. Any Director may succeed himself in office. All Directors are elected by secret written ballot at annual meetings called as provided in the Declaration. Each member may cast as many votes for each vacancy as such member has under the provisions of Article V of these Articles; and the person receiving the largest number of votes cast for each vacancy is elected. Cumulative voting is not permitted. Vacancies occurring between annual meetings can be filled by majority vote of the remaining directors.

The names and addresses of the first Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
JANET L. McDONALD	4127 NW 27 th Lane Gainesville, FL 32606
DENNIS G. LEE	4127 NW 27 th Lane Gainesville, FL 32606
LISA DAVIES	4127 NW 27 th Lane Gainesville, FL 32606

The names and addresses of the initial officers of the Association are:

<u>NAME</u>	<u>ADDRESS</u>
JANET L. McDONALD President	4127 NW 27 th Lane Gainesville, FL 32606
DENNIS G. LEE Vice President	4127 NW 27 th Lane Gainesville, FL 32606
LISA DAVIES Secretary-Treasurer	4127 NW 27 th Lane Gainesville, FL 32606

The initial officers of the Association shall serve until the first election held under the Articles of Incorporation.

ARTICLE VII **Subscribers**

The name and address of the Subscriber of the Association is:

<u>NAME</u>	<u>ADDRESS</u>
DENNIS G. LEE	4127 NW 27 th Lane Gainesville, FL 32606

ARTICLE VIII **Dissolution**

Upon dissolution of the Corporation, the assets, both real and personal, of the Corporation shall be dedicated to an appropriate public agency or utility to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Corporation. In the event that such dedication refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust, or other organization to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Corporation. No such disposition of the Association's properties shall be effective to divest or diminish any right or title to any Member vested in him under the recorded covenants and restrictions applicable to the Properties unless made in accordance with the provisions of the covenants and restrictions.

ARTICLE IX **Bylaws and Amendment of Articles**

Amendments to these Articles shall be proposed and adopted in the manner from time to time provided by the laws of the State of Florida, except that each such amendment must have the approval of eighty percent (80%) of the members. The bylaws will be adopted and may be amended by the Directors or members, consistent with these articles and the declaration.

ARTICLE X **Voting Requirements**

Section 1. Percentage Requirements. Unless the context expressly requires only the approval of those members present and voting, any provision of these Articles, the Declaration, any supplemental Declaration or the Bylaws that requires the approval of a specified percentage of membership requires the approval of those members entitled to cast the requisite percentage of the total votes eligible to be cast by the members.

Section 2. Extraordinary Action Approval. Any of the following Extraordinary Action must be approved by eighty percent (80%) of the members: (i) any mortgaging of this Association's property; (ii) any merger or consolidation of this Association; (iii) any dissolution of this Association and (iv) amending these Articles of Incorporation as provided in Article IX.

Section 3. Notice and Quorum Requirements. Written notice of any meeting of the members must be mailed by first class mail to all owners, or all affected owners, as the case may be, not less than thirty (30) days in advance of such meeting. The presence of members or proxies entitled to cast at least one-third (33 1/3%) of the votes constitutes a quorum.

Section 4. Written Notice. Any action that may be taken at any membership meeting, including an Extraordinary Action enumerated in this Article, may be taken without a meeting, without prior notice and without a vote if: (i) written consent, setting forth the action so taken, is signed by those owners entitled to exercise not less than the minimum numbers of votes necessary to authorize to take such action at a meeting; and (ii) within ten (10) days after obtaining such written consent, notice thereof is given to those members who have not so consented in writing.

Section 5. Certification. An instrument signed by any executive officer of this Association, and attested by this Association's Secretary under the Association's seal, is conclusive that any required approval has been obtained in the manner provided in this Article as to persons without actual knowledge to the contrary.

ARTICLE XI
Interpretation

Express reference is made hereby to the terms and provisions of the Declaration referred to Article III where necessary to interpret, construe and clarify the provisions of these Articles. Without limitation, all terms defined in the Declaration have the same meaning where used in these Articles. By subscribing and filing these Articles, the Incorporators/Subscribers intend its provisions to be consistent with the provisions of the Declaration, and all Supplemental Declarations, and to be interpreted, construed and applied with those of the Declaration, and any applicable Supplemental Declaration, to avoid inconsistencies or conflicting results. In the event of conflict, the terms of the Declaration, as amended, shall govern.

IN WITNESS WHEREOF, the undersigned Incorporators/Subscribers have executed these Articles of Incorporation, this 20th day of September, 2005.


DENNIS G. LEE, Subscriber

ATTEST:

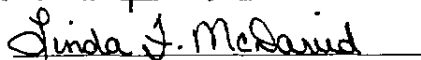
LISA DAVIES, Secretary

STATE OF FLORIDA
COUNTY OF ALACHUA

BEFORE ME personally appeared DENNIS G. LEE, and LISA DAVIES as Subscriber and Secretary, respectively, of OLD SPANISH TRAIL PLANTATIONS PROPERTY OWNERS' ASSOCIATION, INC., to me well known and known to me to be the persons described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that they executed such instrument.

WITNESS my hand and official seal this 20th day of September, 2005.

(SEAL) LINDA F. McDAVID
Notary Public, State of Florida
My comm. exp. Mar. 1, 2007
Comm. No. DD 185701


Linda F. McDavid
Notary Public, State of Florida.

**CERTIFICATE DESIGNATING AGENT
UPON WHOM PROCESS MAY BE SERVED AND
THE PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Section 48.091 and Section 607.034(3), Florida Statutes, the following is submitted in compliance with said sections:

OLD SPANISH TRAIL PLANTATIONS PROPERTY OWNERS' ASSOCIATION, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Certificate of Incorporation, at the City of Gainesville, County of Alachua, State of Florida, has named **LISA DAVIES** as its Registered Agent to accept service of process within this state, who is located at the following registered office: 4127 NW 27th Lane, Gainesville, Florida 32606.

ACKNOWLEDGMENT AND ACCEPTANCE:

Having been named as the Registered Agent for the above corporation for the purpose of accepting service of process at the registered office designated in this certificate, I hereby accept such appointment and agree to act in such capacity. I agree to comply with the provisions of said sections relative to keeping open the registered office.



LISA DAVIES
Registered Agent