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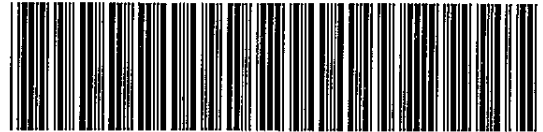
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch DEC 13 2005

Jay D. Asbury, P.A.

Attorney at Law



P.O. Box 488
234 N. Summit Street
Crescent City, Florida 32112

Telephone (386) 698-1970
Fax (386) 698-1272

December 9, 2005

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

RE: LIVE OAK GOLF & COUNTRY CLUB ESTATES
HOMEOWNERS ASSOCIATION, INC.
Our File No. 03-091

TO WHOM IT MAY CONCERN:

Enclosed please find the Articles of Incorporation of LIVE OAK GOLF AND COUNTRY CLUB ESTATES HOMEOWNERS ASSOCIATION, INC., and the Certificate Designating Registered Agent, together with a check in the amount of \$78.75, as and for the filing fee and certified copy.

Please send the certified copy of the said Articles and registered agent designation to me at the above address.

Thank you for your consideration in this matter and if you should have any questions, please feel free to contact this office at the above number.

Very truly yours,

A handwritten signature in cursive script that reads "Patti".

Patti
Legal Assistant

encls.

ARTICLES OF INCORPORATION
OF
LIVE OAK GOLF AND COUNTRY CLUB ESTATES
HOMEOWNERS ASSOCIATION, INC.

FILED
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CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, desiring to form a corporation not for profit under Chapter 617, Florida Statutes, as amended, hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation shall be LIVE OAK GOLF AND COUNTRY CLUB ESTATES HOMEOWNERS ASSOCIATION, INC., which is hereinafter referred to as the "Association".

ARTICLE II

PURPOSES AND POWERS

The Association does not contemplate pecuniary gain or profit and no part of the net earnings, if any shall inure to the benefit of any Member of individual person, firm or corporation. The objects and purposes of the Association are those objects and purposes as are authorized by the Declaration of Covenants, Conditions and Restrictions for LIVE OAK GOLF AND COUNTRY CLUB ESTATES, recorded (or to be recorded) in the Public Records of Putnam County, Florida, as hereafter amended and/or supplemented from time to time (the "Declaration") including, without limitation, the following:

1. 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. Without limiting the foregoing, the Association may own, improve, build, build upon, operate, maintain, convey sell, lease, transfer, dedicate for public use or otherwise dispose of the Common Areas, including but not limited to Surface Water Management System, common irrigation system(s), utility facilities, parking areas, buildings, structures and personal property incident thereto, subject to the terms, conditions and restrictions set forth in the Declaration;

2. To fix, levy, collect and enforcement payment by any lawful means, all charges or Assessments pursuant to the terms of the Declaration, these Articles, or the By-Laws; 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 government charges levied or imposed against the property of the Association;
3. To participate in mergers and consolidations with other not-for-profit corporations organized for the same purposes or annex additional property and Common Areas;
4. To enforce any and all covenants and agreements pursuant to the Declaration;
5. To contract for the management of the Association and to delegate to the party with whom such contract has been made (which may be an affiliate of the Declarant, as hereafter defined) the powers and duties of the Association, except those which require specific approval of the Board of Directors or Members;
6. To contract for services necessary for the operation and maintenance of the Property; and
7. To borrow money and mortgage or pledge, any or all of its real or personal property as security for money borrowed or debts incurred, subject to the terms, conditions and restrictions as set forth in the Declaration.

The Association shall have all of the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of these Articles and the Declaration as they may from time to time be amended under the terms thereof. The Association shall also have all of the powers necessary to implement the purposes of the Association as set forth in the Declaration and to provide for the general welfare of its membership.

All of the definitions set forth in the Declaration are incorporated herein by this reference and shall apply to the capitalized terms used herein. The further objects and purposes of the Association are to preserve the values and amenities in the Property and to maintain the Common Areas thereof for the benefit of the Owners who become Members of the Association.

ARTICLE III

MEMBERS

Section 1. Membership. Every person or entity who or which is a record owner of a fee or undivided fee interest in any Lot which is subject to Assessments by the Association under the Declaration shall be a Member of the Association, provided that

any such person or entity who holds such Interest merely as security for the performance of any obligation shall not be a Member of the Association. All the rights and privileges of a Member shall cease on termination of membership in the Association.

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

Class A. The Class A Members shall be those persons owning Lots subject to the Declaration. A Class A Member shall have one (1) vote per Lot owned.

Class B. The Class B Member shall be the Declarant or a representative thereof designated by the Declarant in a written notice to the Association. The Class B Member shall be entitled to one (1) vote for each Lot owned by Declarant, plus one (1) additional vote for each vote which the Class A Members are entitled to cast from time to time. The Class B Membership shall cease and convert to a Class A Membership at such time as the Declarant no longer holds title to ten (10) percent of the Property or any time prior thereto at the option of the Declarant as set forth in the Declaration (whereupon the Class A Members shall be obligated to elect the Board and assume control of the Association).

Section 3. Meetings of Members: Quorum. The By-Laws of the Association shall provide for an annual meeting of Members, and may make provisions for regular and special meetings of Members other than the annual meeting. A quorum for the transaction of business at any meeting of the Members shall exist if twenty-five percent (25%) of the total Voting Interests are present, either in person or by proxy, at the meeting.

ARTICLE IV

CORPORATE EXISTENCE

The Association shall have perpetual existence, provided that upon any dissolution of the Association its assets (including without limitation, all Common Areas and the Surface Water Management System) will be conveyed to an association or corporation organized for a similar purpose or a public agency, other than St. Johns River Water Management District.

ARTICLE V

BOARD OF DIRECTORS

Section 1. Management by Directors. The Property, business and affairs of the Association shall be managed and conducted by its Board of Directors, which shall consist of not less than three (3) persons, nor more than seven (7) persons (but as many

persons) as the Board of Directors shall from time to time determine. A majority of the directors in office shall constitute a quorum for the transaction of business. The By-Laws shall provide for meetings of directors.

Section 2. Original Board of Directors. The names and addresses of the first Board of Directors of the Association, who shall hold office until the first annual meeting of Members and thereafter until qualified successors are duly elected and have taken office, shall be as follows:

<u>Name</u>	<u>Address</u>
Samuel B. Church	PO Box 1503, Jefferson, NC 28640
Shirley Church	PO Box 1503, Jefferson, NC 28640
Barry Darnell	107 Cypress Landing, Jacksonville, FL 32259

Section 3. Election of Members of Board of Directors. Except for the first Board of Directors and their replacements as designated by the Class B Member (which may do so, as set forth herein and in the Declaration, by written notice to the Association without the necessity of a vote), directors shall be elected by the Members of the Association at the annual meeting of the membership as provided by the By-Laws of the Association, and the By-Laws may provide for the method of voting in the election and for the removal from office of directors. All directors, other than those designated by the Class B Member, shall be Members of the Association or shall be authorized representatives, officers, or employees of corporate members of the Association.

Section 4. Duration of Office. Each director shall hold office for the term to which it is elected or appointed and until a successor director has been elected or appointed and qualified or until its earlier resignation, removal from office or death.

Section 5. Vacancies. If a director elected by the Class A Members shall for any reason cease to be a director, the remaining directors may elect a successor to fill the vacancy for the balance of the un-expired term.

ARTICLE VI

OFFICERS

Section 1. Officers Provided For. The Association shall have a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time elect. A person may hold more than one office, provided that the President shall not also be the Secretary.

Section 2. Election and Appointment of Officers. The officers of the Association, in accordance with any applicable provision of the By-Laws, shall be elected or appointed by the Board of Directors for terms of one (1) year and thereafter until qualified successors are duly elected and have taken office. The By-Laws may provide for the method of voting in the election, for the removal from office of officers, for filling vacancies and for the duties of the officers.

The President shall be a director; other officers may or may not be directors of the Association. If the office of President shall become vacant for any reason, or if the President shall be unable or unavailable to act, the Vice President shall automatically succeed to the office and perform its duties and exercise its powers. If any office other than that of the President shall become vacant for any reason, the Board of Directors may elect or appoint an individual to fill such vacancy.

Section 3. First Officers. The names and addresses of the first officers of the Association, who shall hold office until the first annual meeting of directors and thereafter until successors are duly elected and have taken office, shall be as follows:

Name and Office

Address

President:

Samuel B. Church

Post Office Box 1503.
Jefferson, NC 28640

Vice President-Secretary:

Shirley Church

Post Office Box 1503.
Jefferson, NC 28640

Vice President-Treasurer:

Barry Darnell

107 Cypress Landing
Jacksonville, FL 32259

ARTICLE VII

BY-LAWS

The Board of Directors shall adopt By-Laws consistent with these Articles of Incorporation. Such By-Laws may be altered, amended or repealed by the membership in the manner set forth in the By-Laws.

ARTICLE VIII

AMENDMENTS

Section 1. Amendments to these Articles of Incorporation shall be proposed and approved by a majority of the Board of Directors of the Association and thereafter submitted to a meeting of the membership of the Association for adoption or rejection by affirmative vote of two-thirds of the total Voting Interest, provided that as long as the Declarant owns any Lots and to the extent lawful, these Articles may be amended by the Declarant alone without the consent of the Members or the Board and no amendment made by the Members shall be valid unless consented to by the Declarant.

Section 2. Notice of a proposed amendment shall be included in the notice of the meeting at which such amendment is to be considered and shall otherwise be given in the time and manner provided in Chapter 617, Florida Statutes. Such notice shall contain the proposed amendment or a summary of the changes to be affected thereby. This section shall not apply in the event the Declarant is amending these Articles.

Section 3. In case of any conflict between these Articles and the By-Laws, these Articles shall control; and in case of any conflict between these Articles of Incorporation and the Declaration, the Articles shall control until such time as the Declarant does not own any lots within the Subdivision and at that time the Declarations will control over the Articles.

Section 4. This corporation reserves the right to amend, alter rescind or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of those members present at the annual meeting or at any special meeting called for said purpose of altering, amending, rescinding or repealing the said Articles of Incorporation.

ARTICLE IX

INCORPORATOR

The name and address of the Incorporator of this Corporation is:

Samuel B. Church
Post Office Box 1503
Jefferson, NC 28640

ARTICLE X

INDEMNIFICATION

Section 1. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that such person is or was a director, employee, officer or agent of the Association or ADRB, against expenses (including attorney fees and appellate attorney fees), judgments, fines and amounts paid in settlement actually or reasonably incurred in connection with such action, suit or proceeding unless (a) it is determined by a court of competent jurisdiction, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that the person did not act in good faith or in a manner reasonably believed to be not in, or opposed to, the best interest of the Association, and, with respect to any criminal action or proceeding, that such person had reasonable cause to believe the conduct was unlawful, and (b) such court further determines specifically that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith or did act in a manner which the person believed to be not in or opposed to the best interest of the Association, and with respect to any criminal action or proceeding, that the person had reasonable cause to believe that the conduct was unlawful.

Section 2. To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 above or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses including attorney fees and appellate attorney fees actually incurred in connection therewith.

Section 3. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceeding through all available appeals upon receipt of an undertaking by

or on behalf of the director, officer, employee or agent to repay such amount if it shall ultimately be determined that the person is not entitled to be indemnified by the Association as authorized in this Article.

Section 4. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any By-Laws, agreement, vote of Members or otherwise, both as to action in its official capacity while holding such office or otherwise, and shall continue as to a person who has ceased to be director, officer employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 5. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against, any liability asserted against him or her and incurred in any such capacity, or arising out of its status as such, whether or not the Association would have the power to indemnify the person against such liability under the provisions of this Article.

Section 6. The provisions of this Article X shall not be amended, except as to persons holding the positions protected hereby after the effective date of the applicable amendment.

IN WITNESS WHEREOF, we, the undersigned subscribing
Incorporators have executed these Articles of Incorporation on the 28th day of
November, 2005.

Samuel B Church
SAMUEL B. CHURCH
President

Shirley Church
SHIRLEY CHURCH
Vice President/Secretary


Barry Darnell
BARRY DARNELL
Vice President/Treasurer

STATE OF North Carolina

COUNTY OF Ashe

The foregoing instrument, ARTICLES OF INCORPORATION was
acknowledged before me this 28th day of November, 2005, by
SAMUEL B. CHURCH and SHIRLEY CHURCH,

☒ who are personally known to me or
_____ who produced _____ as identification.

Shirley Church
(SIGNATURE OF PERSON TAKING
ACKNOWLEDGMENT)


My commission expires: 01-12-09

Ashley Church
Notary Public
(NAME OF ACKNOWLEDGER TYPED,
PRINTED OR STAMPED)
(TITLE OR RANK)
(SERIAL NUMBER, IF ANY)

STATE OF FLORIDA

COUNTY OF St. Johns

The foregoing instrument, ARTICLES OF INCORPORATION was
acknowledged before me this 2nd day of Dec. 2005, by BARRY
DARNELL

X who is personally known to me, or

_____ who produced _____ as identification.



My commission expires:

[Signature]
(SIGNATURE OF PERSON TAKING
ACKNOWLEDGMENT)

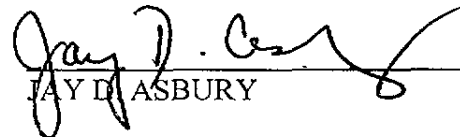
(NAME OF ACKNOWLEDGER TYPED,
PRINTED OR STAMPED)
(TITLE OR RANK)
(SERIAL NUMBER, IF ANY)

ARTICLE XI

REGISTERED AGENT

Until changed, JAY D. ASBURY shall be the registered agent of the Association and the registered office shall be at 234 North Summit Street, Crescent City, Florida 32112.

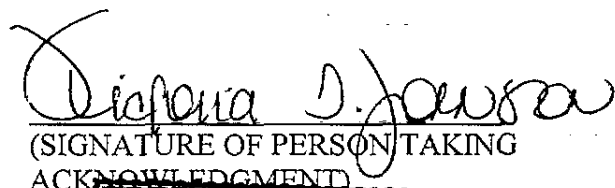
IN WITNESS WHEREOF, the said Incorporator has hereunto set his hand this 9th day of December, 2005.


JAY D. ASBURY

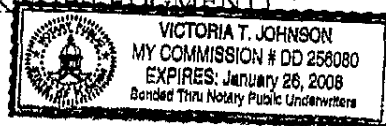
STATE OF FLORIDA

COUNTY OF PUTNAM

The foregoing instrument was acknowledged before me this 9th day of December, 2005, by JAY D. ASBURY,
☒ who is personally known to me, or
☐ who has produced _____ as
identification.


(SIGNATURE OF PERSON TAKING
ACKNOWLEDGMENT)

My commission expires:



(NAME OF ACKNOWLEDGER TYPED,
PRINTED OR STAMPED)
(TITLE OR RANK)
(SERIAL NUMBER, IF ANY)

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

In compliance with the laws of Florida, the following is submitted:

That LIVE OAK GOLF AND COUNTRY CLUB ESTATES HOMEOWNERS ASSOCIATION, INC., desiring to organize under the laws of the State of Florida with its principal office at 234 North Summit Street, Crescent City, Florida 32112, has named JAY D. ASBURY, 234 North Summit Street, Crescent City, Florida 32112, as its statutory registered agent to accept service of process within Florida.

Having been named the statutory registered agent for the above state corporation, at the place designated in this Certificate, I hereby accept the same and agree to act in this capacity, and I further agree to comply with the provisions of Florida law relative to the proper and complete performance of my duties.

DATED this 9th day of December, 2005.


JAY D. ASBURY
Registered Agent

FILED
05 DEC 12 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA