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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WILLIAM J. NIELANDER, P.A.
ATTORNEY AT LAW

WILLIAM J. NIELANDER

Email: wjn@nielander.com
www.nielander.com



172 E. INTERLAKE BLVD.
LAKE PLACID, FL 33852
863-465-8161
FAX - 863-465-5614

February 15, 2006

Florida Department of State
Division of Corporations
ATTN: NEW FILINGS SECTION
P.O. Box 6327
Tallahassee, FL 32314

Re: **JOSEPHINE COUNTRY ESTATES OWNERS' ASSOCIATION, INC.**

Dear Sir/Madam:

Enclosed please find the original and one (1) copy of the Articles of Incorporation for the above-referenced corporation. Please file the original in your office, and return one (1) copy to me. I am including my check in the amount of \$70.00 to cover the filing fee.

Thank you for your kind assistance.

Yours Sincerely,


William J. Nielander

WJN/kr

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

JOSEPHINE COUNTRY ESTATES OWNERS' ASSOCIATION, INC. (A Non-Profit Corporation)

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is JOSEPHINE COUNTRY ESTATES OWNERS' ASSOCIATION, INC.

ARTICLE II. PURPOSES AND POWERS

The purposes and powers of the corporation are:

- a) To maintain, manage and operate certain real property in Highlands County, Florida, known as JOSEPHINE COUNTRY ESTATES and to assess, enforce and collect assessments for maintenance, management and other matters, in accordance with the terms of these Articles of Incorporation, the By-Laws of this corporation, and the Declaration of Covenants and Restrictions recorded in the public records of Highlands County, Florida pertaining to Josephine Country Estates. The corporation shall be conducted as a non-profit corporation.
- b) To operate and maintain the surface water management system as permitted by the applicable Florida Water Management District including all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, floodplain compensation areas, wetlands and any associated buffer areas, and wetland mitigation areas.
- c) To own, rent, sell, convey, lease, operate and maintain sufficient real and personal property to carry out the purposes hereinabove expressed.
- d) To receive donations, gifts, or bequests of money

or other property, and to accept the same, subject to such conditions or trusts as may be attached thereto, and to obligate itself to perform and execute, any and all such conditions or trusts.

e) To contract debts and to borrow money, to issue, sell and pledge bonds, debentures, notes and other evidences of indebtedness. To contract for services to provide for operations and maintenance of the surface water management system if the association so contemplates employing a maintenance company.

f) To sue and be sued and establish rules and regulations.

g) To do everything necessary, proper, advisable, or convenient for the accomplishment of the purposes or powers set forth in this article, and to do all other things incidental thereto or connected therewith, which are not forbidden by law or these Articles of Incorporation.

h) To carry out any of the purposes or powers set forth in this article in any state, territory, district, or possession of the Parceled States of America, or in any foreign country, to the extent that such purposes are not forbidden by the law of such place.

i) The purposes or powers set forth in this article are not in limitation of the general powers conferred by non-profit corporation law of Florida.

ARTICLE III. MEMBERS

The qualification of the members, the manner of their admission to membership and termination of such membership, and voting by members shall be as follows:

(a) The owners of all parcels in Josephine Country Estates shall be members of the corporation, and no other persons or entities shall be entitled to membership.

(b) Membership shall be established by the acquisition of fee title to a parcel, and the membership of any party shall be automatically terminated upon his being divested of title to all parcels.

(c) The interest of a member in the funds and assets of the corporation cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to his parcel. The funds and assets of the corporation shall belong solely to the

corporation subject to the limitation that the same be expended, held or used for the benefit of the Membership and for the purposes authorized herein, in the By-Laws which may be hereafter adopted, and in the Declaration of Covenants and Restrictions which have been recorded in the public records of Highlands County, Florida, covering Josephine Country Estates.

(d) Until 80% of the parcels have been sold by the developer as defined in the Declaration of Covenants and Restrictions, the Developer shall have all voting rights in the corporation. Thereafter, the voting rights shall be transferred to the other members and, on all matters on which the Membership shall be entitled to vote, there shall be one vote for each parcel. Each ten acre parcel and the fourteen acre parcel shall have two votes. If the parcels are divided into five acre parcels, then each five acre parcel shall have one vote. If the fourteen acre parcel is divided into two seven acre parcels, then each seven acre parcel shall have one vote.

ARTICLE IV. TERM OF EXISTENCE

This corporation is to exist perpetually. However, if this corporation is dissolved, the surface water management system shall be conveyed, at the discretion of the authorized transferrers, to either a similar non-profit corporation or an appropriate agency of local government.

ARTICLE V. ADDRESS

The street address of the corporation in the State of Florida is 211 SE 12th Street, Pompano Beach, FL 33060. The Board of Directors may from time to time move the principal office to any other address in Florida, and may establish branch offices in such other place or places as may be designated by the Board of Directors.

ARTICLE VI. OFFICERS

The affairs of the corporation are to be managed by a president and a secretary-treasurer and such other officers as may be provided in the By-Laws, who shall be elected at the annual meeting of the member as designated in the By-Laws.

Officers who are to serve until the first election of officers are:

NAME	OFFICE
JOHN WEIS	President
JOSE VEMPALA	Vice President
JOHN COOK	Secretary

Annual meetings will be on the second Wednesday of January of each year, beginning in 2007.

ARTICLE VII. DIRECTORS

The corporation shall be managed by a board of not less than three (3) directors. The three directors who are to serve until the first election of directors are:

NAME	ADDRESS
John Weis	211 SE 12 th Street, Pompano Beach, FL 33060
Jose Vempala	14025 15 th Drive NW, Pembroke Pines, FL 33028
John Cook	33 Gram Dairy Rd Venus, FL 33960

The manner in which the directors are to be elected or appointed shall be provided in the By-Laws of the corporation.

ARTICLE VIII. SUBSCRIBERS

The name and street address of the subscriber to these articles of incorporation is:

NAME	ADDRESS
John Weis	211 SE 12 th Street, Pompano Beach, FL 33060

The subscriber of these Articles of Incorporation hereby assigns to this corporation his rights under the Florida Statutes, to constitute a corporation.

ARTICLE IX. ASSESSMENTS

The private property of the members shall not be subject to the payment of corporate debts of the corporation; provided that this provision shall not in any manner limit the obligation of each member unto the corporation as set forth and contained in the Articles of Incorporation, the By-Laws which may be hereafter adopted, and the Protective Covenants and Restrictions; or limit the right of the corporation to levy and assess members for their proportionate share of the expenses of the corporation, and to enforce collection of such assessments in such manner as may be reserved to the corporation in the Articles, said By-Laws and the Protective Covenants and Restrictions.

ARTICLE X. LIABILITY

Every director and officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a director or officer of the corporation, whether or not he is a director or officer at the time such expenses are incurred, except in such cases where the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that, in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the director or officer seeking such reimbursement or indemnification, the indemnification herein shall apply only if the Board of Directors approves such settlement and reimbursement as being in the best interest of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE XI. AMENDMENT OF ARTICLES OF INCORPORATION AND BY-LAWS

This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation as now or hereafter prescribed by law. Each amendment of the Articles of Incorporation must be approved by a three-fourths majority of the votes of PARCEL owners. Amendment to the By-Laws shall be made in accordance with the Amendment procedures outlined in the By-Laws.

ARTICLE XII. NON-PROFIT CHARACTER

This corporation is one which does not contemplate pecuniary

gain or profit to the members, directors or officers. Upon dissolution of the corporation, all corporate assets remaining after payment of all liabilities shall be distributed to charitable, religious, scientific, literary or educational organizations.

**ARTICLE XIII. REGISTERED OFFICE AND
REGISTERED AGENT**

The corporation hereby designates William J. Nielander, P.A., 172 E. Interlake Blvd., Lake Placid, FL 33852 as its registered office and William J. Nielander as its registered agent, who is located at the same address for service of process.

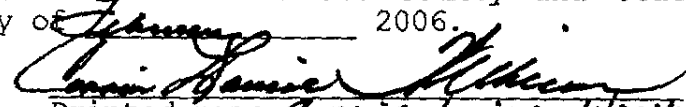
IN WITNESS THEREOF, I, John Weis the undersigned subscriber, have hereunto set my hand and seal this 14 day of FEBRUARY 2006, for the purpose of forming this non-profit corporation under the laws of the State of Florida, and I hereby make and file in the office of the Secretary of State of the State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true.

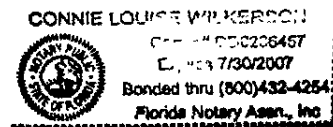

John Weis, Subscriber

STATE OF FLORIDA
COUNTY OF

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared, John Weis, personally known to me or who produced his drivers license as identification.

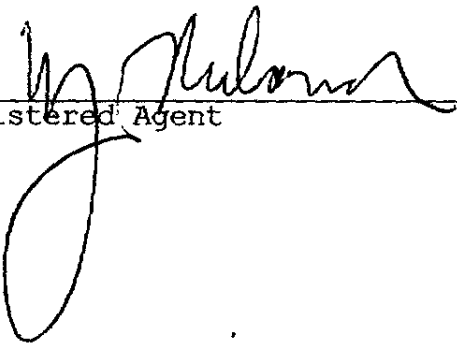
WITNESS my hand and official seal in the County and State named above this 14th day of February 2006.


Printed name: Connie Louise Wilkerson
My Commission expires: _____
My Commission expires: _____
(affix notarial seal)



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certification, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA