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Philip N. Kabler, Esq.
General Counsel

State Certified General Contractor CG CO25005, CG CA25005

502 Northwest 16th Avenue Gainesville, FL 32601 • 352 / 375-4600 • Fax 352 / 338-0982 • www.amjinc.com

April 11, 2006

Florida Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

RE: Sugarfoot Oaks Master Condominium Association, Inc.

Dear Sir or Madam:

Enclosed are an original and one (1) copy of the Articles of Incorporation and a check for \$87.50 (filing fee, designation of Registered Agent, certified copy, and Certificate of Status).

From: Philip N. Kabler, Esq.
AMJ, Inc. of Gainesville
502 N.W. 16th Avenue
Gainesville, FL 32601
(352) 375-4600

Thank you very much. Please feel free to contact me if you have any questions or if I can provide you assistance with regard to this matter.

Yours very truly,

A handwritten signature in black ink, appearing to be "P. Kabler", is written over a horizontal line.

Philip N. Kabler

Enclosures

ARTICLES OF INCORPORATION
OF
SUGARFOOT OAKS MASTER CONDOMINIUM ASSOCIATION, INC.
(A CORPORATION NOT-FOR-PROFIT)

06 APR 12 AM 10:25
FILED
CLERK OF CIRCUIT COURT
JUDICIAL CIRCUIT IN AND FOR
THE STATE OF FLORIDA
NINTH JUDICIAL CIRCUIT
GAINESVILLE, FLORIDA

In order to form a corporation under and in accordance with the provisions of the Laws of the State of Florida for the formation of corporations not-for-profit, we, the undersigned, hereby associate ourselves into a corporation for the purpose and with the powers hereinafter mentioned; and to that end we do, by these Articles of Incorporation, set forth:

ARTICLE I.

The name of this corporation shall be the Sugarfoot Oaks Master Condominium Association, Inc. This corporation shall hereinafter be referred to as the "Association". The mailing address of the corporation shall be 502 NW 16th Avenue, Gainesville, Florida 32601.

ARTICLE II.

The purpose for which the Association is organized is to provide an entity pursuant to Chapter 718, Florida Statutes, hereinafter referred to as the "Condominium Act", including F.S. 718.405, to operate Sugarfoot Oaks 6123 Condominium, Sugarfoot Oaks 6133 Condominium, Sugarfoot Oaks 808 Condominium, Sugarfoot Oaks 819 Condominium, and Sugarfoot Oaks 921 Condominium (hereinafter referred to singularly as a "Condominium" and collectively as the "Condominiums"), at Gainesville, Alachua County, Florida", and other condominiums from time-to-time.

ARTICLE III.

The Association shall have the following powers:

1. The Association shall have the powers and privileges granted to corporations not-for-profit except where the same are in conflict with the respective Declarations of Condominium of the Condominiums and exhibits attached thereto (collectively referred to as the "Declarations").
2. The Association shall have all the powers reasonably necessary to implement and effectuate the purposes of the Association, except as limited herein, as specified in the Declarations and F.S. 718.111, including, but not limited to:
 - (a) To make and establish rules and regulations governing the use of the Condominium Property of each Condominium (collectively the "Condominium Property").
 - (b) To levy and collect Assessments against members of the Association to defray the expenses of the Condominiums as provided for in the Declarations, and to use the proceeds of Assessments and charges in the exercise of its powers and duties.
 - (c) To maintain, improve, repair, reconstruct, replace, operate and manage the Condominium Property.
 - (d) To contract for the management of the Condominiums and to delegate in such contract all or any part of the powers and duties of the Association.
 - (e) To enforce the provisions of the Declarations and the rules and regulations governing the use of each Condominium.
 - (f) To exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to, or imposed upon the Association.
 - (g) As provided in the Declarations, to acquire and enter into agreements whereby the Association acquires leaseholds, membership and other possessory or use interests in lands or facilities, whether or not contiguous to the lands of the Condominiums intended to provide for the enjoyment, recreation or other use or benefit of the members.

(h) To purchase insurance upon the Condominium Property and insurance for the protection of the Association and its members as Unit Owners.

(i) To reconstruct and repair improvements after casualty and to construct additional improvements to the Condominium Property.

(j) To employ personnel to perform the services required for the proper operation of the Condominiums.

(k) To operate, maintain and manage the surface water or stormwater management system(s) in a manner consistent with the applicable St. Johns River Water Management District permit requirements and applicable District rules, and shall assist in the enforcement of the Declarations which relate to the surface water or stormwater management system.

(l) To levy and collect adequate Assessments against members of the Association for the costs or maintenance and operation of the surface water or stormwater management system.

The provisions of the Declarations which provide for the conduct of the affairs of the Association and create, divide, limit and regulate the powers of the Association, Directors, and members shall be deemed provisions hereof.

ARTICLE IV.

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

1. The owners of all Units in the Condominiums and the Subscribers to this Certificate of Incorporation shall be members of the Association. No other persons or entities shall be entitled to membership. Membership of the subscribers shall terminate upon the control of the Association being turned over to the members.

2. Subject to the provisions of the Declarations and the By-Laws of the Association, membership shall be established by the acquisition of fee title to a Unit in a Condominium. The membership of any party shall be automatically terminated upon being divested of title to all Units owned by such member in the Condominiums.

3. On all matters on which the membership shall be entitled to vote, each member shall have one (1) vote for each Unit in the Condominiums owned by such member. Such vote may be exercised or cast by the owner or owners of each Unit in such manner as is provided for in the By-Laws adopted by the Association.

4. Until such time as the Condominium Property which the Association is intended to operate is submitted to condominium ownership by the recordation of the Declarations the membership of the Association shall be comprised of the subscribers to these Articles of Incorporation, each of whom shall be entitled to cast one (1) vote on all matters on which the membership shall be entitled to vote.

ARTICLE V.

The Association shall have perpetual existence and shall commence upon the filing of these Articles of Incorporation with the Florida Secretary of State. 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 the approved by the St. Johns River Water Management District prior to such termination, dissolution, or liquidation.

ARTICLE VI.

The principal office of the Association shall be located at 502 NW 16th Avenue, Gainesville, Florida 32601. The registered office of the Association shall be located at 502 NW 16th Avenue, Gainesville, Florida 32601, and the registered agent at such address shall be Michael E. Warren.

ARTICLE VII.

The affairs of the Association will be managed by a Board of Directors initially consisting of three (3) Directors who need not be members of the Association.

At such time as the members are entitled to elect all Directors as set forth in F.S. 718.301, and subject to the provisions of the By-Laws, the Board of Directors shall consist of five (5) members, who need not be members of the Association.

Directors of the Association shall be elected at the annual meeting in the manner provided in the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided in the By-Laws.

The Directors named in these Articles of Incorporation shall serve pursuant to the By-Laws and the Condominium Act and any vacancies in their number occurring shall be filled as the By-Laws provide.

The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

Michael E. Warren	502 NW 16 th Avenue, Gainesville, FL 32601
Beau Beery	502 NW 16 th Avenue, Gainesville, FL 32601
Philip N. Kabler	502 NW 16 th Avenue, Gainesville, FL 32601

ARTICLE VIII.

Subject to the provisions of the By-Laws, the Officers of the Association shall be elected by the Board of Directors at their first meeting following the members annual meeting. Officers shall serve at the pleasure of the Board. The names of the Officers who shall serve until their successors are elected are as follows:

President: Michael E. Warren
Vice-President: Beau Beery
Secretary & Treasurer: Philip N. Kabler

ARTICLE IX.

The Subscribers to these Articles of Incorporation are Michael E. Warren, Beau Beery, and Philip N. Kabler, 502 NW 16th Avenue, Gainesville, Florida 32601.

ARTICLE X.

The original By-Laws of the Association shall be adopted by a majority vote of the Directors of the Association. The By-Laws may be altered or rescinded by the Board of Directors and the members of the Association subject to the provisions thereof.

ARTICLE XI.

These Articles of Incorporation may be amended in the following manner:

1. The Board of Directors shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of members, which may be either the annual or a special meeting.
2. Within the time and in the manner provided in the By-Laws for the giving of notice of meetings of members, written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each member of record entitled to vote thereon. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

3. At such meeting, a vote of the members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of a majority of the votes of members entitled to vote thereon, and the approval of Eligible Mortgage Holders on Units which have at least fifty-one percent (51.0%) of the votes of Units subject to Eligible Mortgage Holders. Such amendment shall be filed within ten (10) days from said approval with the Office of the Secretary of State of Florida.

4. A copy of each amendment shall be accepted and certified by the Secretary of State of Florida and recorded in the Public Records of Alachua County, Florida.

5. Amendments may also be made as otherwise provided by Florida law.

Notwithstanding the foregoing provisions of this Article, no amendment to these Articles of Incorporation may be adopted or become effective which makes any changes in the qualifications for membership nor in the voting rights or property rights of members without approval in writing by all members and the joinder of all record owners of mortgages upon Units. No amendment shall be made that is in conflict with the Condominium Act or the Declarations.

ARTICLE XII.

The share of any member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to a Unit. The funds and assets of the Association shall belong solely to the Association and are subject to the limitation that the same be expended, held, or used for the benefit of the membership and for the purposes authorized in the Declarations.

The Association does and shall indemnify its Officers and Directors as provided in the By-Laws.

IN WITNESS WHEREOF, the subscribers have affixed their signatures this 5th day of April, 2006.


Michael E. Warren


Beau Beery


Philip N. Kabler

I HEREBY ACCEPT the designation as Registered Agent as set forth in these Articles of Incorporation.


Michael E. Warren

STATE OF FLORIDA
COUNTY OF ALACHUA

Before me, the undersigned authority, personally appeared Michael E. Warren, Beau Beery, and Philip N. Kabler, who, after being duly sworn, acknowledged that they executed the foregoing Articles of Incorporation for the purposes expressed in such Articles of Incorporation, this 5th day of April, 2006.



Karen Kepner
Commission #DD325886
Expires: Jun 03, 2008
Bonded Thru
Atlantic Bonding Co., Inc.


Notary Public

My Commission Expires: 6/3/08