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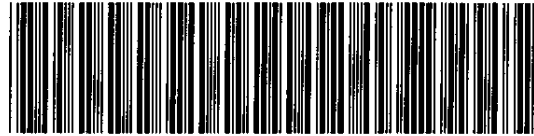
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DARBY, PEELE, BOWDOIN & PAYNE

A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

HERBERT F. DARBY, P.A.
S. AUSTIN PEELE, P.A.
W. RODERICK BOWDOIN, P.A.
M. BLAIR PAYNE

ATTORNEYS AT LAW

285 N.E. HERNANDO AVENUE
POST OFFICE DRAWER 1707
LAKE CITY, FLORIDA 32056
TELEPHONE (386) 752-4120
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June 16, 2006

7226.03-06-113

Florida Department of State
Division of Corporations
Secretary of State
Post Office Box 6327
Tallahassee, Florida 32314

Gentlemen:

Enclosed are two executed counterparts of Articles of Incorporation of ROYAL SPRINGS EQUESTRIAN ESTATES OWNERS ASSOCIATION, INC., a not-for-profit corporation, to be filed in your office.

Also enclosed is our trust account check in the amount of \$78.75 to cover the filing fee, designation of registered agent and certified copy. Please certify one of the enclosed counterparts and return it to us at your early convenience.

The registered agent for this corporation is designated in the Articles of Incorporation and has signed them as an incorporator. We presume no separate certificate is required with regard to the designation of registered agent.

Thank you.

Very truly yours,


S. Austin Peele
For the Firm

SAP:pdw
Enclosures
cc: Metro Horizon Group, Inc.

SAP:paw
7226.03-06-113
03/16/06
(revised 6/14/06)

ARTICLES OF INCORPORATION

OF

**ROYAL SPRINGS EQUESTRIAN ESTATES OWNERS ASSOCIATION, INC.
(a not for profit corporation)**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a corporation not for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is ROYAL SPRINGS EQUESTRIAN ESTATES OWNERS ASSOCIATION, INC.

ARTICLE II - TERM OF EXISTENCE

The period of the duration of the corporation is perpetual, unless dissolved according to law.

ARTICLE III - PURPOSE

The purposes for which this corporation is organized are the following:

(A) To acquire title in fee simple title or by one or more perpetual easements, certain real property in Suwannee County, Florida, to be used in connection with a residential real estate subdivision known as Royal Springs Equestrian Estates (the "Development"), for the following purposes:

(1) To acquire, construct and maintain private roads, easements, and other rights-of-way within the Development to serve the Development ("Road System");

(2) To construct, maintain, repair, replace, operate, manage and care for all lakes, ditches, canals, retention or detention areas, drainage, or other surface water management works and preservation or conservation areas, wetlands, and wetland mitigation areas (the "Surface Water Management System" or "Storm Water Management System"), all in a manner consistent with any and all permits issued or to

be issued by Suwannee River Water Management District ("District") and with applicable District rules.

(B) To provide for the perpetual maintenance, repair, and upkeep to the Road System, the Surface Water Management System, and Storm Water Management System for the benefit of the several owners of lots within the Development.

(C) To provide for the management, maintenance, operation, and care of the Surface Water Management System and Storm Water Management System and other preservation or conservation areas or common area, which are owned or controlled by the corporation, and assist in the enforcement of all provisions of any Declaration of Covenants and Restrictions pertaining to the Development and which related to the Surface Water Management or Storm Water Management System.

(D) To fix, make and collect assessments by lawful means for the purpose of maintaining the Road System, Surface Water Management System, Storm Water Management System, common areas, easements and other property owned, maintained or controlled by the corporation, as provided for herein.

Should a conflict exist or arise between any of the provisions of these articles of incorporation and the provisions of the by-laws, the provisions of these articles of incorporation shall control.

ARTICLE IV - POWERS

In carrying out its purposes, the corporation shall have all corporate powers now or hereafter provided by the laws of the State of Florida, including, but not limited to:

(A) The purchase, ownership, maintenance, control, sale, lease, mortgaging, encumbering, or otherwise dealing in any manner with real and personal property of every type, kind, and nature.

(B) The employment, direction, and discharge of personnel necessary to carry out the purposes herein stated.

(C) To do any and all things necessary, incidental, or desirable to accomplish any and all of the purposes and objectives for which the corporation is organized, either alone or in cooperation with other corporations, firms, or individuals, and to carry on any lawful activity necessary or incidental to the accomplishment of the purposes and objectives of the corporation.

(D) To make and collect assessments against property owners in the Development and use the proceeds thereof in the exercise of its powers and duties, including, but not limited to, the defraying of costs and expenses of carrying out its purposes.

(E) To maintain, repair, replace, and operate property owned by it, purchase insurance thereon, and to make and adopt reasonable regulations respecting the use and appearance of the Road System, Surface Water or Storm Water Management System, and other real or personal property owned or controlled by the corporation, and to enforce by all legal means the provisions of these articles of incorporation and any by-laws or rules and regulations adopted pursuant hereto.

(F) To maintain, repair, replace, operate, and care for real and personal property, including, without limitation, the Road System, and Surface Water or Storm Water Management System, Common Areas and other preservation or conservation areas, wetlands, and wetland mitigation areas, which are owned or controlled by the corporation in a manner consistent with any and all permits and rules issued by the District and the operation and maintenance plans attached thereto.

(G) To do and perform any obligations imposed upon the corporation by law or by any permit or authorization for any unit of local, regional, state, or federal government, and to

enforce by any legal means the provisions of these articles, the by-laws, rules and regulations, and any restrictions affecting the Development.

(H) The power and right to review and approve plans and specifications for proposed improvements in the Development to ascertain that the same comply with all provisions of any declaration of protective covenants and restrictions for the Development.

(I) The power to do and perform any and all acts necessary or required by these articles, the by-laws, or any declaration of protective covenants and restrictions affecting the Development to be done by any owner of any property in the Development, but, if not done by the owner in a timely manner, to do and perform the same at the expense of the owner or as may be otherwise provided in such declaration of protective covenants and restrictions.

ARTICLE V - MEMBERSHIP

Membership in the corporation shall be limited to those persons who from time to time own property in the Development. All record owners of property in the Development shall, by virtue of such ownership, be members of the corporation. Rights of such members to vote, hold office as a director or officer of the corporation, or otherwise exercise any rights of membership may be limited, as provided in the by-laws, to those persons who have paid all annual dues and assessments and are otherwise in good standing pursuant to the by-laws. Membership shall be an appurtenance to ownership of property in the Development.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The initial registered office of the corporation is 12535 Orange Drive, Suite 615, Davie, Florida 33330. The name of its initial registered agent at such address is Richard LaRusso who, by signing these Articles of Incorporation, accepts appointment as such and acknowledges that he is familiar with the obligations of that position.

ARTICLE VII - PRINCIPAL OFFICE

The principal office of the corporation is 12535 Orange Drive, Suite 615, Davie, Florida 33330 and the mailing address of the corporation is the same.

ARTICLE VIII - BOARD OF DIRECTORS

The corporation shall have a Board of Directors which shall consist of not less than three (3) nor more than nine (9) persons. The number of persons constituting the initial Board of Directors of the corporation shall consist of four (4) and the names and addresses of the persons who shall serve as initial members are:

<u>NAME</u>	<u>ADDRESS</u>
Richard LaRusso	12535 Orange Drive, Suite 615 Davie, Florida 33330
<i>Rhonda Miller</i>	<i>17598 76th St</i>
Erik Prescott	12535 Orange Drive, Suite 615 Davie, Florida 33330 <i>Liv Oak F</i> <i>32060</i>
Joann Williams	12502 158th Terrace McAlpin, Florida 32062
Linda Jansson	3416 Forrest Drive Hollywood, Florida 33024

The Board of Directors shall be elected in the manner provided in the by-laws of the corporation.

ARTICLE IX - ORGANIZATIONAL FORM

The corporation is organized upon a non-stock basis.

ARTICLE X - DISPOSITION OF ASSETS UPON DISSOLUTION

No part of the income of the corporation shall be distributable to its members, directors, or officers either during the existence of the corporation or upon its dissolution; provided, however, that upon dissolution the assets of the corporation shall be transferred to a successor entity or to the then property owners in the Development in such a manner as to assure that

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<u>NAME</u>	<u>ADDRESS</u>
Richard LaRusso	12535 Orange Drive, Suite 615 Davie, Florida 33330
Rhonda Miller	12535 Orange Drive, Suite 615 Davie, Florida 33330
Linda Jansson	12535 Orange Drive, Suite 615 Davie, Florida 33330

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the Road System, Surface Water Management System, and all other property owned by the corporation for the benefit of the property owners, shall be used for the benefit of the several property owners in the Development.

Prior to dissolution of the corporation, all property, interests in property, whether real, personal, or mixed, which are directly or indirectly related to the Surface Water Management System which are owned by the corporation or the owners in common, will be dedicated to the appropriate unit of government or otherwise transferred to another approved entity. Dedication or transfer to an approved entity must be authorized by the District through modification of any and all permits or authorizations issued by the District. Such modification shall be made under the lawfully adopted rules of the District in effect at the time of application for such modification.

ARTICLE XI - BY-LAWS AND AMENDMENT OF

ARTICLES OF INCORPORATION

By-laws will be adopted and may be amended by the directors or members consistent with these Articles of Incorporation and any declaration of protective covenants and restrictions affecting the Development. Amendments to these Articles of Incorporation may be adopted by the directors or members in the manner permitted by law.

Any amendments to the by-laws or these Articles of Incorporation which directly or indirectly impact the operation and maintenance of the Surface Water Management System, which are owned or controlled by this corporation or the owners of lots within the Development in common may be made only after approval by the District. Such approval shall be in the form of a modification to any and all permits issued by the District under the lawfully adopted rules of the district in effect at the time of application for such modification. Amendment to these Articles of Incorporation or the by-laws which does not impact operation or maintenance of the Surface Water Management System may be made without authorization of the District;

however, copies of any such amendments shall be forwarded to the district office within thirty (30) days of approval.

ARTICLE XII - INITIAL CONTROL BY DEVELOPER

Any other provisions in these articles to the contrary notwithstanding, Metro Horizon Properties, Inc., or its successors in interest, (herein "Developer") shall maintain initial control of the Development until Developer has relinquished control to this corporation, or relinquishes such rights or ceases to be the owner of any tract in the Development. Developer, prior to relinquishing control of the Development or otherwise allowing control to transfer to the directors of this corporation shall provide at least thirty (30) days written notice to District that all terms and conditions placed upon Developer by permits or authorizations from the District have been satisfied in full and that transfer is proposed to occur on a specified date.

Developer reserves the right, without the consent of this corporation, to cause additional lands not included within the Plat of the Development to be subject to any Restrictions and Protective Covenants to which Lots in the Development are subject and to require the purchasers of any such additional parcels to become members of and be subject to the provisions of the Articles of Incorporation and Bylaws of this corporation..

ARTICLE XIII - NAME AND ADDRESS OF INCORPORATOR

The name and address of the incorporator is:


NAME

ADDRESS

Richard LaRusso

12535 Orange Drive, Suite 615
Davie, Florida 33330

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 16th day of June, 2006.

 (SEAL)
RICHARD LARUSSO, Incorporator
and Registered Agent

FILED
06 JUN 27 PM 8:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF Columbia

The foregoing instrument was acknowledged before me this 16th day of June 2006, by RICHARD LARUSSO, the incorporator and registered agent named in the foregoing Articles of Incorporation, who is personally known to me or who produced Florida drivers license as identification.

Patricia D. Wilders
Notary Public, State of Florida

PATRICIA D. WILDERS
(print or type name)

(Notarial Seal)

My Commission Expires:

