

Division of Corporations

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NO6000007277

Florida Department of State
Division of Corporations
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FLORIDA PROFIT/NON PROFIT CORPORATION

Sugarloaf Mountain Town Association, Inc.

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06 JUL 10 AM 11:15
FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

To: Suzanne Hawkes



July 6, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations

GUNSTER, YOAKLEY, ETAL

SUBJECT: SUGARLOAF MOUNTAIN TOWN ASSOCIATION, INC.
REF: W06000030112

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

If you have any further questions concerning your document, please call (850) 245-6955.

Suzanne Hawkes
Document Specialist
New Filing Section

FAX Aud. #: H06000172864
Letter Number: 606A00043788

Per our telephone conversation, I am regarding the Articles noting the original inclusion of your requested document language under Articles 9 of the original Articles.

Further, please note, your office approved the same language use for Overlook Village Assoc. Inc N06000006984 on 4/28/06 without conflict.

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ARTICLES OF INCORPORATION
OF
SUGARLOAF MOUNTAIN TOWN ASSOCIATION, INC.
(A FLORIDA NOT-FOR-PROFIT CORPORATION)

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FILED
CLERK OF COURT
JUL 10 2006

In compliance with the requirements on the laws of the State of Florida, and for the purpose of forming a not-for-profit corporation, the undersigned does hereby acknowledge:

1. Name of Corporation. The name of the corporation is Sugarloaf Mountain Town Association, Inc. (the "Town Association").
2. Principal and Mailing Office. The initial principal and mailing office of the Town Association is 10739 Deerwood Park Blvd., Suite 300, Jacksonville, Florida 32256.
3. Registered Office - Registered Agent. The street address of the registered office of the Town Association is 777 S. Flagler Drive, Suite 500 East, West Palm Beach, FL 33401. The name of the registered agent of Town Association is GY Corporate Services, Inc. (the "Registered Agent").
4. Definitions. A document entitled Town Charter for Sugarloaf Mountain, and any Supplements thereto, will be recorded in the Public Records of Lake County, Florida (the "Charter") and shall govern many of the operations within a community to be known as The Town of Sugarloaf Mountain (the "Town"). All initially capitalized terms not defined herein shall have the meanings set forth in the Charter.
5. Purpose of Town Association. The Town Association is formed to: (a) provide for ownership, management, maintenance and improvement of the Town Property; (b) provide for ownership, management, maintenance and improvement of the Village Property, to the extent Village Property is not owned, managed, maintained and improved by a Village Association or to the extent a Village Association and the Town Association agree in writing for the Town Association to manage, maintain or improve the Village Property on behalf of the Village Association and the Village Owners; (c) perform the duties delegated to it in the Charter and the bylaws of the Town Association, including any amendments or supplements to those bylaws (the "Bylaws"); (d) administer the interests of the Town Association and the members of the Town Association (the "Members"); and (e) promote the health, safety and welfare of the Members.
6. Not for Profit. The Town Association is a Florida not-for-profit corporation and does not contemplate pecuniary gain to, or profit for, its Members.
7. Powers of Town Association. The Town Association shall, subject to the limitations and reservations set forth in the Charter and the Bylaws, have all the powers, privileges and duties reasonably necessary to discharge its obligations, including, but not limited to, the following:

7.1. To perform all the duties and obligations of the Town Association set forth in the Charter, these Articles of Incorporation, and the Bylaws.

7.2. To enforce, by legal action or otherwise, the provisions of these Articles of Incorporation, the Charter, the Bylaws, the Rules, the Club Declaration, and any other regulations, covenants, restrictions and/or agreements governing or binding the Town Association or the Town.

7.3. To fix, levy, collect and enforce payment, by any lawful means, of all Assessments and any other amounts payable pursuant to the terms of the Charter, these Articles of Incorporation, the Bylaws, the Rules and the Club Declaration.

7.4. To manage, control, operate, maintain, repair and improve the Town Property in compliance with the Charter and any applicable government permits or regulations.

7.5. To pay all Town Property Expenses including, but not limited to, all licenses, taxes or governmental charges levied or imposed against the Town Property, or other property of the Town Association.

7.6. To manage, control, operate, maintain, repair and improve areas adjacent to or in close proximity to the Town, pursuant to a separate declaration of restrictive covenants or other cost sharing agreement, by which some or all of such expenses are reimbursed to the Town Association by adjacent landowners.

7.7. To manage, control, operate, maintain, repair and improve portions of the Village Property in compliance with the Charter and any applicable government permits or regulations, to the extent the Village Property is not operated and maintained by a Village Association.

7.8. To pay all Village Property Expenses, including, but not limited to, all licenses, taxes or governmental charges levied or imposed against the Village Property, to the extent the Village Property is not owned, maintained, operated and preserved by a Village Association.

7.9. To acquire (by gift, purchase, or otherwise), annex, own, hold, improve, build upon, operate, maintain, convey, grant rights and easements, sell, dedicate, lease, transfer or otherwise dispose of real or personal property (including the Town Property or, the Village Property, to the extent the Village Property is not owned by a Village Association) in connection with the functions of the Town Association, except as limited by the Charter or the Bylaws.

7.10. To borrow money, and to mortgage, pledge or hypothecate any or all of its real or personal property as security for money or debts incurred.

7.11. To dedicate, grant, license, lease, create easements upon, sell or transfer all or any part of the Town Property or, if applicable, the Village Property, to any public agency, entity, authority, utility, or other person or entity for such purposes and subject to

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such conditions as it determines, subject only to requirements in the Charter or the Bylaws, if any.

7.12. To participate in mergers and consolidations with other non-profit corporations organized for the same purposes.

7.13. To adopt, publish, promulgate or enforce rules, regulations, covenants, restrictions, or agreements governing the Town Association, the Town Property, the Lots, the Units and, if applicable, the Village Property, as provided in the Charter and to effectuate all of the purposes for which the Town Association is organized.

7.14. To have and to exercise any and all powers, rights and privileges which a not-for-profit corporation organized under the laws of the State of Florida may now, or hereafter, have or exercise.

7.15. To employ personnel and retain independent contractors to contract for management of the Town Association, the Town Property and, if applicable, the Village Property, if any, as provided in the Charter, including, without limitation, a facility manager, and to delegate in such contract all or any part of the powers and duties of the Town Association.

7.16. To contract for services to be provided to, or for the benefit of, the Town Association, the Owners, the Town Property and, if applicable, the Village Property, as provided in the Charter such as, but not limited to, telecommunications, maintenance, reclamation, access control and/or utility services. The foregoing rights shall not be deemed to impose any obligation on the Town Association to provide such services.

7.17. To establish committees and delegate certain of its functions to those committees.

8. Voting Rights. Members and the Founder shall have the voting rights set forth in the Bylaws and the Charter.

9. Town Council. The affairs of the Town Association shall be managed by a board of directors (known as the "Town Council" and the members of the Town Council known as "Council Members"), which Council Members shall be elected as provided in the Bylaws.

10. Dissolution. In the event of the dissolution of the Town Association, other than incident to a merger or consolidation, any Voting Member may petition the Florida Circuit Court having jurisdiction over the Town for the appointment of a receiver to manage the affairs of the dissolved Town Association and to manage the Town Property and, if applicable, the Village Property in the place and stead of the Town Association, and to make such provisions as may be necessary for the continued management of the affairs of the dissolved Town Association and its properties.

11. Duration. The Town Association shall have perpetual existence.

12. Amendments.

12.1. General Restrictions on Amendments. Notwithstanding any other provision herein to the contrary, no amendment to these Articles of Incorporation shall affect the rights of the Founder unless such amendment receives the prior written consent of the Founder, which may be withheld for any reason whatsoever.

12.2. Amendments Prior to Turnover. Prior to Turnover, the Founder shall have the right to amend these Articles of Incorporation as it deems appropriate, without the joinder or consent of any Person whatsoever. The Founder's right to amend under this Section is to be construed as broadly as possible. In the event that the Town Association shall desire to amend these Articles of Incorporation prior to Turnover, the Town Association must first obtain the Founder's prior written consent to any proposed amendment. After receiving the Founder's consent to the proposed amendment, an amendment identical to that approved by the Founder may be adopted by the Town Association pursuant to the requirements for amendments from and after Turnover set forth in Section 12.3. After approval of the amendment by the Town Council as provided in Section 12.3, the Founder shall join in such identical amendment so that its consent to the same will be reflected in the amendment.

12.3. Amendments After Turnover. After Turnover, but subject to the general restrictions on amendments set forth above, these Articles of Incorporation may be amended with the approval of not less than seventy-five percent (75%) of the entire Town Council at a Town Council meeting where a quorum has been attained.

12.4. Recording. These Articles are being recorded in the Public Records of Lake County, Florida, for informational purposes only and amendments to these Articles need not be recorded in the Public Records of Lake County, Florida in order to be effective.

13. Limitations. No amendment may be made to these Articles of Incorporation which shall in any manner reduce, amend, affect or modify the terms, conditions, provisions, rights and obligations set forth in the Charter.

14. Incorporator. The name and address of the incorporator of this corporation (the "Incorporator") is:

Cynthia C. Spall, Esq.
Gunster, Yoakley & Stewart, P.A.
777 South Flagler Drive, Suite 500 East Tower
West Palm Beach, Florida 33401

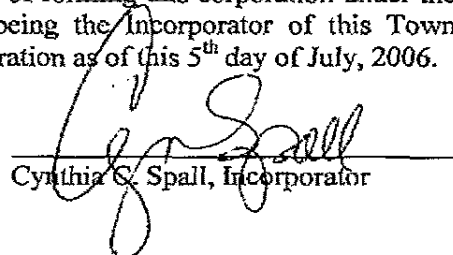
15. Indemnification of Officers, Council Members and Committee Members. The Town Association shall and does hereby indemnify and hold harmless every Council Member, Officer, member of a Town Association committee, and their heirs, executors and administrators, against all loss, cost and expenses reasonably incurred in connection with any action, suit or proceeding to which such Council Member, Officer or committee member may be made a party by reason of being or having been a Council Member,

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Officer, or member of a Town Association committee, including reasonable counsel fees and paraprofessional fees at all levels of proceeding. This indemnification shall not apply to matters wherein the Council Member, Officer, or committee member shall be finally adjudged in such action, suit or proceeding to be liable for or guilty of gross negligence, willful misconduct, criminal misconduct, or bad faith. The foregoing rights shall be in addition to, and not exclusive of, all other rights to which such Council Member, Officer, or committee member may be entitled.

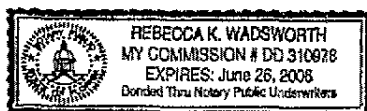
16. Transactions in Which Council Members, Officers, Committee Members, or the Founder are Interested. No contract or transaction between the Town Association and one (1) or more of its Council Members, Officers, committee members or the Founder, or between the Town Association and any other corporation, partnership, association, or organization in which one (1) or more of its Council Members, Officers or committee members are officers, directors or employees or otherwise interested, shall be invalid, void or voidable solely for that reason, or solely because the Council Member, Officer or committee member is present at, or participates in, meetings of the Town Council which authorize the contract or transaction, or solely because said Officer's or Council Member's vote is counted for such purpose. No Council Member, Officer, committee member, or the Town Association shall incur liability by reason of the fact that such Council Member, Officer or committee member may be interested in any such contract or transaction. Interested Council Members shall disclose the general nature of their interest to the Town Council and may be counted in determining the presence of a quorum at a meeting of the Town Council which authorizes the contract or transaction.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, being the Incorporator of this Town Association, has executed these Articles of Incorporation as of this 5th day of July, 2006.


Cynthia C. Spall, Incorporator

STATE OF FLORIDA)
)SS:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 5th day of July, 2006 by Cynthia C. Spall, who is personally known to me.




NOTARY PUBLIC, State of Florida

Print name: Rebecca K. Wadsworth

My commission no.: DD 310978

My commission expires: 6/26/08

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ACCEPTANCE BY REGISTERED AGENT

I, having been named the Registered Agent to accept service of process for the above-stated corporation at the place designated in this instrument, hereby agree to act in this capacity. I am familiar with, and accept, the obligations of this position and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this 5th day of July, 2006.

GY Corporate Services, Inc., a Florida corporation

By: Michael V. Mitrione

Print Name: MICHAEL V. MITRIONE

Title: V.P.

STATE OF FLORIDA)

)SS:

COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 5th day of July, 2006 by Michael V. Mitrione, Vice President of GY Corporate Services, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me.

Donna D. Gomersall

NOTARY PUBLIC, State of Florida

Print name: _____

My commission no.: _____

My commission expires: _____



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RECEIVED
DIVISION OF REGISTRATION

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