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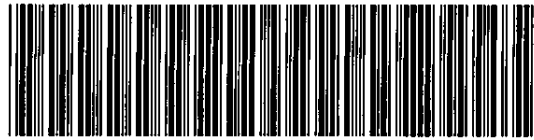
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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July 13, 2006

Florida Department of State
Corporation Division
Post Office Box 6327
Tallahassee, FL 32314

Re: Cove at Rose Creek Homeowners Association, Inc.

Gentlemen:

I am enclosing an original and a copy of the Articles of Organization with respect to the above-referenced matter. Please file the original and certify the copy to be returned to me. My check in the amount of \$78.75 is enclosed in payment of the filing fee.

Sincerely yours,



Terry McDavid

TM/db

Enclosures

ARTICLES OF INCORPORATION

OF

COVE AT ROSE CREEK HOMEOWNERS ASSOCIATION, INC.
(a non-profit corporation)

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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 Cove at Rose Creek Homeowners 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 association is organized for the purpose of acquisition and management, maintenance, operation and care of real and personal property, including but without limitation, all roads, parks, common areas, lakes, ditches, canals, retention or detention areas, drainage, other surfacewater management works and preservation or conservation areas, wetlands and wetland mitigation areas which are owned or controlled by the association or the owners in common and for the purpose of providing street lighting for the subdivision.

A. To fix and make assessments and collect the assessment by any lawful means, including foreclosure of any lien filed for such assessment.

B. To borrow money.

C. To use and expend the proceeds of assessments and borrowings in a manner consistent with the purposes for which this association is formed and to pay debts and obligations of the association.

D. Review plans and specifications of proposed improvements to determine whether they comply with the Declaration of Restrictions and Protective Covenants of Cove at Rose Creek, a subdivision.

E. To maintain, repair, replace, operate, and care for real and personal property, including but without limitation, all roads, parks, common areas, lakes, ditches, canals, retention or detention areas, drainage, other surfacewater management works, and preservation or conversation areas.

F. Provide street lighting for the subdivision.

G. Purchase and maintain insurance.

H. to make, amend, impose, and enforce by any lawful means, reasonable rules and regulations of use of the common areas and association property.

I. To contract for services with others.

J. To do and perform anything required by these articles, the bylaws, or the declaration to be done by the owner, but if not done by the owner in a timely manner, at the expense of Owner.

K. To do and perform any obligations imposed upon the association by the declaration or by any permit or authorization from any unit of local, regional, state, or the federal government and to enforce by any legal means the provisions of these articles, the bylaws and the declaration.

L. The Association shall levy and collect adequate assessments against the Members of the Association for the costs of maintenance and operation of the Surface Water or Storm Water Management System(s).

The foregoing specific duties and responsibilities are not construed in any way as limiting the powers of the association. Rather, the association will have and exercise all the powers conferred upon associations so formed.

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 association 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 expense 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 and other 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 regulations adopted pursuant hereto.

The foregoing enumeration of powers shall in no way be construed to limit or restrict in any manner the powers of the corporation as may be otherwise provided or granted by law.

ARTICLE V - MEMBERSHIP

Every person or entity who is, from time to time, the record owner of a parcel of land in Cove at Rose Creek, a subdivision, shall be a member of the association. Membership will be appurtenant to, and may not be separated from the ownership.

ARTICLE VI - PRINCIPAL OFFICE, REGISTERED OFFICE AND AGENT

The initial principal office and registered office of the corporation is 426 SW Commerce Drive, Suite 130, Lake City, FL 32025. The name of its initial Registered Agent at such address is Charles S. Sparks.

ARTICLE VII - ORGANIZATION FORM

The corporation is organized upon a non-stock basis.

ARTICLE VIII - 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 manner as to assure that the Road System and all other property owned by the corporation for the several property owners in the Development.

ARTICLE IX - OFFICERS

The officers of the corporation shall be a president, a secretary, and a treasurer, and such other officers as the members may determine. One person may hold two or more offices.

ARTICLE X - INITIAL CONTROL BY DEVELOPER

Notwithstanding the other provisions contained in these articles to the contrary, Westfield Investment Group, LLLP, or its successors in interest ("Developer"), shall have control of the activities of the Association until the Developer relinquishes that right or ceases to be the owner of 30% of the parcels within the Development.

ARTICLE XI - ASSESSMENTS

Assessments to each Member for such Member's proportionate share of the Common Expenses shall be computed, assessed and due as provided in the Declaration. Annual assessments, installments thereon or special assessments not paid by the due date, as established by the Declaration, shall bear interest from the due

date until paid at the rate of eighteen percent (18%) per annum or such lower rate as the Board of Directors shall determine, shall be subject to a late charge as may be set and uniformly applied by the Board of Directors and shall entitle the Association to reimbursement of attorneys' fees incurred by the Association incident to the collection of any such delinquent assessment. The Association shall have a lien on each Lot and Unit for any unpaid assessment, including special assessments, together with interest thereon, and for reasonable attorney's fees.

ARTICLE XII - SUBSCRIBERS AND INITIAL
OFFICERS AND DIRECTORS

The subscribers and initial officers and directors of the corporation are:

<u>NAMES</u>	<u>ADDRESSES</u>
Charles S. Sparks President	426 SW Commerce Drive, Suite 130 Lake City, FL 32025
Scott D. Stewart Vice President	426 SW Commerce Drive, Suite 130 Lake City, FL 32025
Michelle Urgelowich Secretary	426 SW Commerce Drive, Suite 130 Lake City, FL 32025

The Board of Directors shall be elected as provided in the Bylaws.

ARTICLE XIII - BYLAWS AND AMENDMENT OF ARTICLES

The bylaws will be adopted and may be amended by the Directors or members, consistent with these articles and the declaration by majority vote or written assent of members entitled to exercise voting power.

Should a conflict exist or arise between any of the provisions of the Articles of Incorporation and the provisions of the Bylaws, the provisions of the Articles of Incorporation shall control.

ARTICLE XIV - DISSOLUTION OF ASSOCIATION

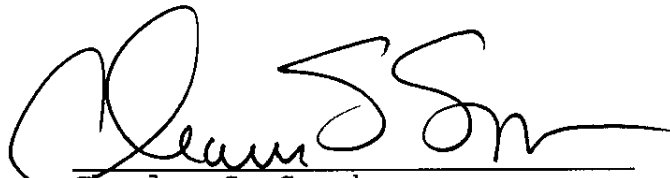
No part of the income of the corporation shall be distributable to its members, directors or officers either during the existence of the corporation or upon its dissolution.

ARTICLE X - NAME AND ADDRESS OF INCORPORATOR

The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Charles S. Sparks	426 SW Commerce Drive, Suite 130 Lake City, FL 32025


IN WITNESS WHEREOF, the undersigned incorporator has caused these Articles of Incorporation to be executed this 13th day of July, 2006.



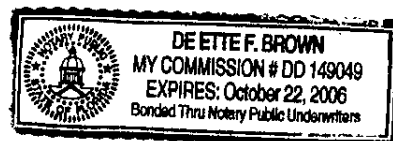
Charles S. Sparks

STATE OF FLORIDA
COUNTY OF COLUMBIA

The foregoing Articles of Incorporation were acknowledged before me by Charles S. Sparks, the incorporator named in the foregoing Articles of Incorporation, this 13th day of July, 2006.



Notary Public



ACKNOWLEDGMENT BY RESIDENT AGENT

Having been named to accept service of process for COVE AT ROSE CREEK HOMEOWNERS ASSOCIATION, INC., at 426 SW Commerce Drive, Lake City, FL 32025, I hereby accept to act in this capacity and agree to comply with the provisions of Florida Statute relative to keeping open said office.



Charles S. Sparks

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