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(Requestor's Name)

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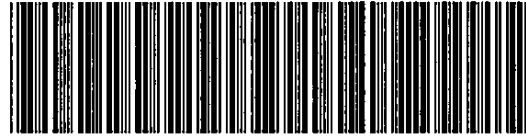
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9/19/06
[Handwritten signature]

TRANSMITTAL LETTER

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

SUBJECT: SOUTHERN MEADOWS HOMEOWNER'S ASSOCIATION, INC.
(Proposed Corporate Name - Must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$122.50
Filing Fee &
Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

FROM: Audrey S. Bullard
Name (Printed or typed)

P.O. Box 1733
Address

Lake City, FL 32056-1733
City, State & Zip

386-755-4050
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
SOUTHERN MEADOWS HOMEOWNER'S ASSOCIATION, INC.
(A Corporation Not For Profit)**

The undersigned, acting as incorporator of a corporation not for profit pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is Southern Meadows Homeowners Association, Inc., hereafter called the "Association".

ARTICLE II - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal office and the mailing address of the Association is located at 2753 E US H'way 90, Lake City, FL 32055.

ARTICLE III - DURATION

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Association shall exist in perpetuity.

ARTICLE IV - PURPOSE AND POWERS OF THE ASSOCIATION

The Association shall have all the powers set forth in Chapter 617, Florida Statutes, including but not limited to, the following:

- A. To exercise and enforce all of the powers, privileges and duties set forth in the above described Declaration as it presently exists and as it may be amended, together with those contained in like declarations applicable to subsequently platted units;
- B. To establish, levy, collect and enforce payment of all fees, dues, charges or assessments pursuant to the terms of the aforesaid Declaration or By-laws of the Association for all of the purposes of the Association and to create and establish reasonable reserves for the purposes;
- C. To pay all expenses incident to the conduct of the business of the Association;
- D. To promulgate or enforce rules, regulations, by-laws, covenants, restrictions or agreements to effectuate all of the purposes for which the Association is organized;

- E. To purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of real or personal property and to enter into, make, perform or carry out contracts of every kind with any person, firm, corporation or association;
- F. To charge recipients for services rendered by the Association and the user for the use of Association property where such is deemed appropriate by the Association;
- G. To pay taxes and other charges, if any, on or against any property owned, used or accepted by the Association;
- H. To borrow money and to make, accept, endorse, execute and issue debentures, promissory notes or other obligations of the Association for money borrowed or in payment for property acquired or for any of the other purposes of the Association and to secure the payments for such obligations by mortgages, pledges or other instruments of trust, by liens upon or assignment of or agreement in regard to all or any part of the property rights or privileges of the Association;
- I. To exercise any and all powers, rights and privileges which a corporation organized under the laws of the State of Florida with regard to corporations not for profit may now or hereafter have or exercise under said laws.
- J. The Association shall operate, maintain and manage the Surface Water or Storm Water Management System(s) in a manner consistent with Suwannee River Water Management District ("District") permit No. ERP04-538 and applicable District rules, and shall assist in the enforcement of the Declaration of Covenants and Restrictions which related to the Surface Water or Storm Water Management System(s).
- K. The Association shall levy and collect adequate assessments against the member of the Association for the costs of maintenance and operation of the Surface Water or Storm Water Management System(s).

ARTICLE V - MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Unit which is subject to assessment by the Association.

ARTICLE VI - VOTING RIGHTS

The Association shall have two classes of voting membership:

(i) Class A. Class A Members shall be all Owners with the exception of the Developer while the Developer is a Class B Member. Class A Members shall be entitled to one vote for each Unit such Class A Member owns. When more than one person holds an interest in any Building Unit, other than as security for the performance of an obligation, all such persons shall be Members. The vote for such parcel shall be exercised as they determine by written designation to the Association, but in no event shall more than one vote be cast with respect to any Building Unit.

(ii) Class B. The Class B Member shall be the Developer, who shall be entitled to the number of votes equal to the number of votes held by all Class A Members plus one. The Class B Membership shall cease and be converted to Class A Membership when the Developer no longer owns any property within the Property or when the Developer, in his sole discretion, elects to convert his Class B Membership to Class A Membership. When the Class B Membership ceases, the Class B Member shall be deemed a Class A Member entitled to the same number of votes on the same basis per acre as all other Class A Members.

ARTICLE VII - MANNER OF ELECTION OF OFFICERS AND DIRECTORS

The officers and directors are to be elected in accordance with the Corporate By-laws. The names and addresses of the initial officers and directors are as follows:

Chris A. Bullard	212 N. Marion Street Lake City, FL 32055	D/P
Audrey S. Bullard	2753 E US H'way 90 Lake City, FL 32055	D/VP
Elizabeth B. McArdle	P.O. Box 766 Lake City, FL 32056-0766	D/S/T

ARTICLE VIII - AMENDMENTS

These Articles may be amended upon a resolution duly adopted by the Board of Directors and the consent of the Declarant so long as the Declarant owns any property subject to the Declaration or which may be unilaterally subjected to the Declaration by the Declarant.

ARTICLE IX - DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for the purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes. This procedure shall be subject to court approval or dissolution pursuant to Section 617.05, Florida Statutes.

ARTICLE X - MISCELLANEOUS

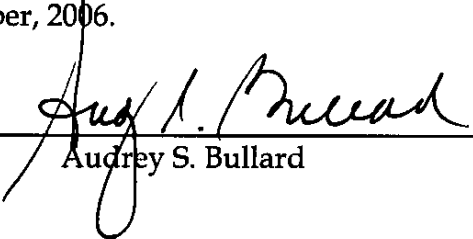
Should a conflict exist or arise between any of the provisions of the Articles of Incorporation and the provisions of the Bylaws, the provisions of the Articles of Incorporation shall control.

ARTICLE XI - INCORPORATOR

The name and street address of the Incorporator for these Articles of Incorporation is:

Audrey S. Bullard P.O. Box 1733
Lake City, FL 32056-1733

The undersigned, constituting the subscriber of this Association, has executed these Articles of Incorporation this 14th day of September, 2006.



Audrey S. Bullard


STATE OF FLORIDA
COUNTY OF COLUMBIA

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Audrey S. Bullard, to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation and acknowledged before me that she executed and subscribed to the same. She is personally known to me.

WITNESS my hand and seal this 14th day of September, 2006.



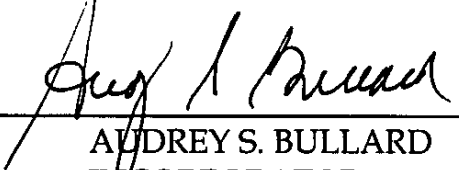
Holly C. Hanover
Commission # DD553935
Expires May 18, 2010
Bonded Troy Fan - Insurance, Inc 800-385-7019



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 607.0501, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST, THAT SOUTHERN MEADOWS HOMEOWNER'S ASSOCIATION, INC.,
WITH ITS PLACE OF BUSINESS AT 2753 E. US H'WAY 90, LAKE CITY, FLORIDA
32055, HAS NAMED CHRIS A. BULLARD, 212 N. MARION STREET, LAKE CITY,
FL 32055, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.



AUDREY S. BULLARD
INCORPORATOR

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION AT THE PLACE DESIGNATED ABOVE, I HEREBY
AGREE TO ACT IN THIS CAPACITY AND AGREE TO COMPLY WITH THE
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES.

DATED: SEPTEMBER 14, 2006



CHRIS A. BULLARD
REGISTERED AGENT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA