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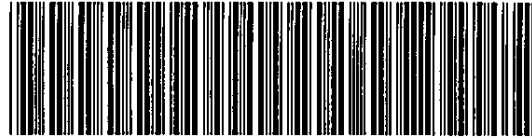
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01/12/07--01035--026 **78.75

FILED
2007 JAN 23 PM 4:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

007-2250

T. Hampton JAN 23 2007

BRASHEAR & ASSOC. P.L.
C o u n s e l o r s A t L a w

926 N.W. 13th Street
Gainesville, FL 32601-4140
voice: 352/336-0800
fax: 352/336-0505
Brashear@NFlaLaw.com
www.NFlaLaw.com

BRUCE BRASHEAR
ANNIKA D. WALLACE

Of Counsel
LARRY D. MARSH
Florida Bar Board Certified Tax Lawyer

January 11, 2007

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

RE: CAROLLTON HOMEOWNERS ASSOCIATION, INC.

Gentlemen:

Please find the original and one (1) copy of the Articles of Incorporation for the above-referenced corporation. Upon filing should you determine that this corporation's name is too similar to that of an existing corporation, please call this office collect before returning the enclosed documents.

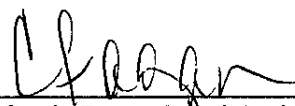
Also enclosed, please find our check in the amount of \$78.75 representing the following:

Filing Fee	\$ 35.00
Certificate Designating Resident Agent	35.00
Certified Copy of Articles of Incorporation	8.75

After filing the original Articles of Incorporation, please certify the enclosed copy and return same to this office.

Sincerely,

BRASHEAR & ASSOC., P.L.

By: 
Carrie Fagan, Legal Assistant

BRASHEAR & ASSOCIATES, P.L.

Counselors At Law

926 N.W. 13th Street
Gainesville, FL 32601

TRANSMITTAL MEMORANDUM

DATE: 1/19/07

TO: TAMMY HAMPTON, DOCUMENT SPECIALIST

COMPANY: DEPARTMENT OF STATE, DIVISION OF CORPORATIONS

FROM: Carrie Fagan, Legal Assistant

RE:

Enclosed please find revised Articles of Incorporation for CAROLLTON HOMEOWNERS ASSOCIATION, INC. (Ref. No. W07000002250), corrected pursuant to your instructions (letter enclosed), to indicate the association will commence upon the filing of the Articles.

Thank you for your assistance, and please call should you have any questions concerning the enclosed.



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 16, 2007

CARRIE FAGAN, LEGAL ASSISTANT
BRASHEAR & ASSOC
926 NW 13TH ST
GAIENSVILLE, FL 32601-4140

COPY

SUBJECT: CAROLLTON HOMEOWNERS ASSOCIATION, INC.
Ref. Number: W07000002250

We have received your document for CAROLLTON HOMEOWNERS ASSOCIATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6855.

Tammy Hampton
Document Specialist
New Filing Section

Letter Number: 107A00003309

RECEIVED
07 JAN 23 AM 10:31
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DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32314

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2007 JAN 23 PM 4:46

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
CAROLLTON HOMEOWNERS ASSOCIATION, INC.**

(A Corporation Not For Profit)

The undersigned incorporator, being a natural person competent to contract, hereby adopts these Articles of Incorporation in order to form a not for profit corporation without stock under the laws of the State of Florida.

ARTICLE I – NAME

The name of this Corporation is CAROLLTON HOMEOWNERS ASSOCIATION, INC. (hereinafter referred to as the "Association").

ARTICLE II – PURPOSE

The purposes and objects of the Association shall be to administer the operation and management of the Common Area and facilities of Carrollton according to the plat or plats hereof, recorded in the Public Records of Alachua County, Florida (the "Plat") and to undertake the performance of the acts and duties incident to the administration of the operation and management of the Common Area in and in accordance with the terms, provisions, covenants and restrictions contained in these Articles, the Declaration of Covenants, Conditions and Restrictions of Carrollton Homeowners Association, Inc. (the "Declaration"), as recorded in the Public Records of Alachua County, Florida, the Bylaws of this Corporation, to otherwise deal with such property, whether real or personal, as may be necessary or convenient in the administration of the Common Area, and to operate and maintain the surface water management system facilities, including all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, flood plain compensation areas, wetlands and any associated buffer areas, and wetland mitigation areas. The Association shall be conducted as a Florida corporation not for profit. The terms used in these Articles shall have the same meaning as set forth in the Declaration.

ARTICLE III – POWERS

The Association shall have the following powers:

1. The Association shall have all of the powers and duties granted to corporations not for profit under the laws of the State of Florida except as limited by these Articles of Incorporation and the Declaration.
2. The Association shall have all of the powers reasonably necessary to implement and effectuate the purposes of the Association, including, but not limited to, the following:

(a) To make and establish reasonable rules and regulations governing the use of Lots and the Common Area as said terms may be defined in the Declaration.

(b) To buy, sell, lease, mortgage or otherwise deal with any and all property, whether real or personal.

(c) To operate, maintain and manage the surface water or stormwater management system(s) in a manner consistent with the requirements of the applicable St. John's River Water Management District permit and applicable district rules; and to assist in the enforcement of those provisions of the Declaration which relate to the surface water or stormwater management system(s).

(d) To levy and collect assessments against members of the Association to defray the common expenses of the Properties as may be provided in said Declaration and in the Bylaws of this Association which may be hereafter adopted, including the right to levy and collect assessments for the costs of maintenance and operation of the surface water or stormwater management system and including the right to levy and collect assessments for the purposes of acquiring, operating, leasing, managing and otherwise trading and dealing with such property, whether real or personal, including Lots in said development.

(e) To maintain, repair, replace, operate and manage the Common Area, including the right to reconstruct improvements after casualty and to make further improvements to the Common Area.

(f) To contract for the maintenance of the Common Area.

(g) To enforce the provisions of the Declaration, these Articles of Incorporation, the Bylaws of the Association which may be hereafter adopted, and the Rules and Regulations governing the use of the Common Area as may be hereafter established.

(h) To approve or disapprove the transfer, lease, mortgage and ownership of Lots as may be provided by the Declaration and by the Bylaws.

(i) To execute, undertake and accomplish all of the rights, duties and obligations which may be granted to or imposed upon the Association pursuant to the Declaration.

(j) All funds and the titles to all property acquired by the Association, and their proceeds shall be held in trust for the members in accordance with the provisions of the Declaration, these Articles of Incorporation and the Bylaws of the Association.

ARTICLE IV – MEMBERS

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

1. Every owner of a Lot which is subject to assessment shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment.

2. Membership shall be acquired by recording in the Public Records of Alachua County, Florida, a deed or other instrument establishing record title to a Lot, the Owner designated by such instrument thus becoming a member of the Association, and the membership of the prior owner being thereby terminated, provided, however, that any party who owns more

than one Lot shall remain a member of the Association so long as he shall retain title to or a fee ownership interest in any Lot.

3. The interest of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to his Lot. The funds and assets of the Association shall belong solely to the Association subject to the limitation that the same be expended, held or used for the benefit of the membership and for the purposes authorized herein, in the Declaration, and in the Bylaws which may be hereafter adopted.

4. On all matters on which the membership shall be entitled to vote, there shall be only those votes for each Lot as set forth in the Declaration, notwithstanding the fact that the Lot is owned by more than one person, and such vote or votes may be exercised by the Owner or Owners of each Lot in such manner as may be provided in the Bylaws hereafter adopted by the Association. Should any Owner or Owners own more than one Lot, such Owner or Owners shall be entitled to exercise or case as many votes as are allocated to the particular Lots owned, in the manner provided by the Bylaws.

5. Notwithstanding anything to the contrary herein, there shall be two (2) classes of Members. The Declarant shall be a Class B Member. The Class B Member shall be entitled to three (3) votes per Lot. All other Owners shall be Class A Members, which shall have one (1) vote per Lot. The Class B membership shall be converted to Class A membership no later than three (3) months after ninety percent (90%) of the Lots in the Subdivision have been conveyed to Members, not including conveyances to a person, firm or entity to whom Declarant assigns its rights.

ARTICLE V – TERM

Existence of the Association shall commence upon the filing of these Articles of Incorporation. The Association shall exist in perpetuity. 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 be approved by the St. John's River Water Management District prior to such termination, dissolution or liquidation.

ARTICLE VI – LOCATION

The principal office of the Association shall be located at 6250 N.W. 23rd Street Gainesville FL 32653, but the Association may maintain offices and transact business in such other places within or without the State of Florida as may from time to time be designated by the Board of Directors; furthermore, the Board of Directors may from time to time relocate the aforesaid principal office.

ARTICLE VII – DIRECTORS

1. The affairs of the Association shall be managed by a Board of Directors. The number of persons which will constitute the entire Board of Directors shall not be less than three (3) nor more than seven (7), except as may be changed from time to time as provided in the

Bylaws. The manner of electing directors shall be provided for in the Bylaws of the Association.

2. The number of directors constituting the initial Board of Directors of the Association is three (3). The names and addresses of said persons who are to serve on the initial Board of Directors are:

Michael D. Shannon
6250 N.W. 23rd Street
Gainesville FL 32653

Cathy R. Shannon
6250 N.W. 23rd Street
Gainesville FL 32653

Deann Larson
6250 N.W. 23rd Street
Gainesville FL 32653

ARTICLE VIII – OFFICERS

The affairs of the Association shall be administered by the officers in accordance with the Bylaws. The president and such other officers and assistant officers as the Board of Directors may from time to time designate shall constitute the officers of the Association. The officers of the Association shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

Michael D. Shannon, President
6250 N.W. 23rd Street
Gainesville FL 32653

Cathy R. Shannon, Vice President / Secretary-Treasurer
6250 N.W. 23rd Street
Gainesville FL 32653

ARTICLE IX – BYLAWS

The first Bylaws of the Association shall be adopted by the Board of Directors and may, thereafter, be altered, amended or rescinded only as provided in said Bylaws.

ARTICLE X – INDEMNIFICATION

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a director or officer at the time such expenses are incurred except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that any claim for reimbursement or indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such directors or officers may be entitled.

The Board of Directors may, and shall if the same is reasonably available, purchase liability insurance to insure all directors, officers or agents, past and present, against all expenses and liabilities as set forth above. The premiums for such insurance should be paid by the Lot Owners as part of the common expense.

ARTICLE XI – AMENDMENTS

These Articles of Incorporation may be amended by a majority vote of the members of the Association whether meeting as members or by instrument in writing signed by them. Provided, however, that no amendment shall make changes in the qualifications for membership nor the voting rights of the members, nor change the provisions contained in Article III, Paragraph 2(j), without approval in writing of all members and the joinder of all record owners of mortgages on the Lots. Furthermore, no amendment shall be made that is in conflict with the Florida Statutes or the Declaration.

ARTICLE XII – CONFLICTS OF INTEREST

In the absence of fraud, no contract or other transaction between the Association and any other person, firm, corporation or partnership shall be affected or invalidated by reason of the fact that any director or officer of the Association is pecuniarily or otherwise interested therein.

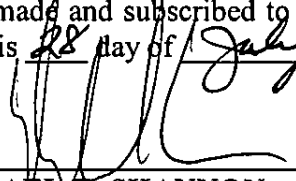
ARTICLE XIII – INCORPORATOR

The name and address of the initial incorporator is Michael D. Shannon, 6250 N.W. 23rd Street Gainesville FL 32653.

ARTICLE XIV – REGISTERED AGENT

The initial registered agent of the Association is Michael D. Shannon, and the street address of the initial registered office of the Association is 6250 N.W. 23rd Street Gainesville FL 32653. This corporation shall have the right to change such registered agent and office from time to time as provided by laws.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation in Gainesville, Alachua County, Florida this 28 day of July 2006.



MICHAEL D. SHANNON

I hereby declare that I am familiar with and accept the duties and responsibilities as registered agent for said corporation.



MICHAEL D. SHANNON
Registered Agent