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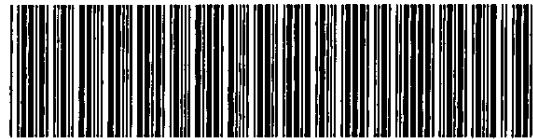
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LAW OFFICES

SALTER, FEIBER, MURPHY, HUTSON & MENET, P.A.

POST OFFICE BOX 357399
GAINESVILLE, FLORIDA 32635-7399

JAMES G. FEIBER, JR. *
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DAVID E. MENET
MELISSA JAY MURPHY
JAMES D. SALTER
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GAINESVILLE, FLORIDA 32605

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*CERTIFIED CIVIL MEDIATOR

January 12, 2007

Via Federal Express

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**Re: Greystone of Gainesville LLC.
Articles of Organization
Our File #: 06-0117.3**

Dear Sir/Madam:

In reference to the above, you will please find enclosed an original and one (1) copy each of the Articles of Organization.

Also enclosed please find office check # 30713 in the amount of \$78.75 made payable to the Florida Department of State for the following:


Filing fee	\$35.00
Registered Agent Designation	35.00
Certified copy of Articles	<u>8.75</u>
	\$ 78.75

Please return the appropriate copy to our office in the enclosed self-addressed stamped envelope at your earliest convenience.

Thank you and if you require any further information or have any questions, please do not hesitate to call.

Sincerely yours,

SALTER, FEIBER, MURPHY,
HUTSON & MENET, P.A.



Denise Lowry Hutson

DLH/gh
Enclosures



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 19, 2007

SALTER FEIBER MURPHY HUTSON & MENET, P.A.
ATTN: DENISE LOWRY HUTSON
PO BOX 357399
GAINESVILLE, FL 32635-7399

SUBJECT: GREYSTONE OF GAINESVILLE HOMEOWNER'S ASSOCIATION,
INC.
Ref. Number: W07000002826

We have received your document for GREYSTONE OF GAINESVILLE HOMEOWNER'S 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 name of the entity must be identical throughout the document.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

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) 245-6879.

Ruby Dunlap
Regulatory Specialist
New Filing Section

Letter Number: 507A00004286

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
GREYSTONE OF GAINESVILLE HOMEOWNER'S ASSOCIATION, INC.**

By these Articles of Incorporation, the undersigned Subscriber forms a corporation not for profit in accordance with Chapter 720, Florida Statutes, and pursuant to the following provisions ("these Articles"):

**ARTICLE I
NAME**

The name of the corporation shall be **GREYSTONE OF GAINESVILLE HOMEOWNER'S ASSOCIATION, INC.**

**ARTICLE II
DURATION**

The Association shall exist perpetually unless and until dissolved according to law. Corporate existence of the Association shall commence upon the filing of these Articles with the Florida Department of State.

**ARTICLE III
DEFINITIONS**

3.1 Additional Property shall mean and refer to those real properties, together with any improvements thereon, other than the property described in the Plat as that term is defined herein, which are made subject to the Declaration under provisions of Article II thereof.

3.2 Assessments shall mean and refer to assessments from time to time levied by the Association for Common Expenses when authorized by the Declaration or by the Board of Directors of the Association.

3.3 Association shall mean and refer to GREYSTONE OF GAINESVILLE HOMEOWNER'S ASSOCIATION, INC., a Florida Not-for-Profit corporation, its successors or assigns.

3.4 Board of Directors of the Association shall mean and refer to the Board of Directors initially appointed by the Declarant and thereafter elected by the Owners of Lots in *Greystone* and given such duties and powers contained in the Declaration.

3.5 Common Expenses shall mean and refer to the actual and estimated expenses of operating the Association and meeting the costs incurred or to be incurred relative to the performance of the duties of the Association, including without limitation, the costs incurred for operation, maintenance and improvement of any Common Property, including any reserves established by the Association, all as may be found to be necessary and appropriate by the Board of Directors of the Association pursuant to the Declaration, the Bylaws and these Articles.

3.6 Common Property shall mean and refer to those lands and any improvements thereon designated as *Conservation Areas, Conservation Management Area, Open Space, Open Space, Common Public Utility Easement, Drainage Easement, Easement and Common Area and Drainage Easement and Common Area*, on the Plat, which said lands or facilities are intended to be devoted exclusively to the use and employment of the Owners of the Lots located within *Greystone*. The costs of operation, maintenance and improvements of Common Property shall be borne solely by the Association as set forth in the Declaration.

Provided however, certain portions of the Common Property shall be maintained by the Master Association as that term is defined in the Declaration.

3.7 Declarant shall mean and refer to GREYSTONE OF GAINESVILLE, LLC, a Florida limited liability company, and its successors and assigns. No successor or assignee of the Declarant shall have any rights or obligations of the Declarant hereunder unless such rights and obligations are specifically set forth in the instrument of succession or assignment, or unless such rights pass by operation of law. The Declarant may or may not be the Owner of those real properties made subject to the Declaration. The Owner(s) of the real property, at the time of annexation of said real property to the Declaration, shall be deemed to designate and authorize GREYSTONE OF GAINESVILLE, LLC its successors and/or assigns, as authorized agent to exercise all rights and fulfill all duties required by the Declarant or as an Owner hereunder.

3.8 Declaration shall refer to the Declaration of Covenants, Conditions, Restrictions and Easements for *Greystone*, executed as of _____, 2007, and recorded at Official Records Book _____, page _____ of the Public Records of Alachua County, Florida, and as amended from time to time.

3.9 Lot shall mean a residential Lot in *Greystone*.

3.10 Owner shall mean and refer to the record holder, whether one or more persons or entities of fee simple title to a Lot in *Greystone* (other than the Association); but notwithstanding any applicable theory of the law of mortgages, Owner shall not mean or refer to any mortgagee unless and until such mortgagee has acquired title pursuant to a foreclosure proceeding or a conveyance in lieu of foreclosure.

3.11 Plat The Plat of Greystone recorded at Plat Book 27, Page 92-93 of the Public Records of Alachua County, Florida.

3.12 Greystone shall mean and refer to the real property described in the Plat, together with such additional property as may be annexed thereon from time to time under the provisions of Article II of the Declaration.

ARTICLE IV PRINCIPAL OFFICE

The principal office of the Association is located at 2321 - A2 NW 41st Street, Gainesville, FL 32606.

ARTICLE V REGISTERED OFFICE AND AGENT

Denise Lowry Hutson, whose address is 3940 NW 16th Boulevard, Suite B, Gainesville, FL 32605, is hereby appointed the initial registered agent of the Association, and the registered office shall be at said address.

ARTICLE VI PURPOSE AND POWERS OF THE ASSOCIATION

The Association is formed to carry out the duties and responsibilities imposed upon it by the Declaration. The Association shall have all the powers of a non-profit corporation organized under the laws of the State of Florida, subject only to such limitations upon the exercise of such powers as are expressly set forth in these Articles, the Bylaws or the Declaration. The Association shall have the power and duty to do any and all lawful things which may be authorized, assigned, required or permitted to be done by the Declaration, these Articles and the Bylaws, and to do and perform any and all acts which may be necessary or proper for, or incidental to, the exercise of any of the duties or powers of the Association for the benefit of the Owners and for the maintenance, administration and improvement of *Greystone* and Common Property within its jurisdiction.

The Association is further organized for the management, maintenance, operation and care of real and personal property, including without limitation the following powers:

- A. To fix and make assessments and collect the assessment by any lawful means;
- B. To borrow money as authorized by the Board of Directors for the benefit of the Association;
- C. To use and expend the proceeds of assessments and borrowings in a manner consistent with the purposes for which the Association is formed;
- D. To review plans and specifications of proposed improvements to determine whether said improvements comply with the Declaration;
- E. To maintain, repair, replace, operate and care for real and personal property;
- F. To levy and collect adequate assessments against the owners of the Association for the costs of the Association.
- G. To purchase and maintain insurance;
- H. To make, amend, impose and enforce by any lawful means reasonable rules and regulations for use of the Common Areas, Association property and Lots;
- I. To contract with others for services;
- J. To do and perform anything required by these Articles, the Bylaws or the Declaration to be done by an Owner, but if not done by an Owner in a timely manner, at the expense of Owner; and,
- 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.
- M. To operate, maintain and manage the surface water or stormwater management system(s) in a manner consistent with the St. Johns River Water Management District permit no. _____ requirements and applicable District rules, and shall assist in the enforcement of the Declaration of Covenants and Restrictions which relate to the surface water or stormwater management system.
- L. To levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the surface water or stormwater management system to include but not be limited to work within retention areas, drainage structures and drainage easements.

The foregoing specific duties and responsibilities are not to be 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 VII MEMBERSHIP

Each Owner, including the Declarant, shall be a Member of the Association. Any person or entity who holds any interest merely as a security for the performance of any obligation shall not be a Member. The Association membership of each Owner shall be appurtenant to the Lot giving rise to such membership and shall not be transferred except upon the transfer of title to said Lot and then only to the transferee of title thereto. Any prohibited separate transfer shall be void. Any transfer of title to a Lot shall operate automatically to transfer the membership in the Association appurtenant thereto to the new Owner thereof.

ARTICLE VIII BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board, elected as provided for in the Bylaws of the Corporation, of not less than three (3) nor more than five (5) directors who must be Members. The initial Board shall be comprised of three (3) people. Notwithstanding the above, until such time as the Declarant has relinquished control of the Association pursuant to the Declaration, the Declarant shall be entitled to designate the Board of Directors of the Association. Declarant-appointed directors need not be Members. The names and addresses of persons who are to act in the capacity of director until appointment or election of their successors pursuant to these Articles are as follows:

<u>Name</u>	<u>Address</u>
Thomas C. Spain	2321 - A2 NW 41 st Street, Gainesville, FL 32606
Susan B. Spain	2321 - A2 NW 41 st Street, Gainesville, FL 32606
Mike Cooper	2321 - A2 NW 41 st Street, Gainesville, FL 32606

Once the Declarant relinquishes its right to appoint the Board of Directors, the Members shall elect the directors for terms of two (2) years each, and said Directors shall be Members. In the event that the number of people comprising the Board of Directors is changed, such change in number shall be implemented in such a manner as to have as nearly equal in number as possible the number of directors whose terms expire in any given year.

This provision, requiring notification of transfer of control of the Association, shall not be subject to amendment or deletion.

ARTICLE IX OFFICERS

The affairs of the Association shall be administered by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors at the first meeting, and they 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:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President	Thomas C. Spain	2321 - A2 NW 41 st Street Gainesville, FL 32606
Secretary/Treasurer	Susan B. Spain	2321 - A2 NW 41 st Street Gainesville, FL 32606
Vice President	Mike Cooper	2321 - A2 NW 41 st Street Gainesville, FL 32606

ARTICLE X INDEMNIFICATION

10.1 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 a director or officer in connection with any proceeding, whether civil, criminal, administrative or investigative; or any settlement of any proceeding; or any appeal from such proceeding to which a director or officer may be a party or in which a director or officer may become involved by reason of a director or officer being or having been a director or officer of the Association; or having served at the Association's request as a director or officer of any other corporation, whether or not said director or officer is a director or officer at the time such expenses are incurred, regardless of by whom the proceeding was brought, except in relation to matters as to which any such director or officer shall be adjudged liable for gross negligence or willful misconduct, provided that in the event of a settlement, the indemnification shall apply only when the Board of Directors of the Association approves such settlement and reimbursement as being in the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

10.2 Expenses incurred in defending a suit or proceeding, whether civil, criminal, administrative or investigative, may be paid by the Association in advance of the final disposition of such action, suit or proceeding if authorized by all of the non-interested directors upon receipt of an undertaking by or on behalf of the director or officer to repay such amount if it shall ultimately be determined that said director or officer is not to be indemnified by the Association as authorized by these Articles of Incorporation.

10.3 The Association shall have the power to purchase at its expense and maintain insurance on behalf of any person who is or was a director or officer of the Association, or who is or was serving at the request of the Association as a director or officer of another association against any liability asserted against a director or officer and incurred by a director or officer in any such capacity; or arising out of a director or officer status as such, whether or not the Association would have the power to indemnify a director or officer against such liability under the provisions of these Articles.

ARTICLE XI ADOPTION OF BYLAWS; AMENDMENT OF ARTICLES AND BYLAWS PROCEDURE FOR AMENDMENT

11.1 Adoption of Bylaws Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded consistent with these Articles, the Bylaws and the Declaration.

11.2 Procedure to Amend Articles Amendments to these Articles of Incorporation shall be made in the following manner:

11.2.1 Resolution. The Board of Directors shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of Members, which may be either the annual or a special meeting.

11.2.2 Notice. Within the time and in the manner provided in the Bylaws for giving notice of meetings of Members, written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each Member of record entitled to vote thereon. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

11.2.3 Vote. At such meeting, a vote of the Members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving a majority of votes of all Members entitled to vote thereon.

11.2.4 Multiple Amendments. Any number of amendments may be submitted to the Members and voted upon by them at one meeting.

11.2.5 Agreement. If all of the Directors and all of the Members eligible to vote sign a written statement manifesting their intention that an amendment to these Articles be adopted, the amendment shall thereby be adopted as though Subsections 11.2.1 through 11.2.3 had been satisfied.

11.2.6 Action Without Directors. The Members may amend these Articles without an act of the Directors at a meeting for which notice of the changes to be made is given.

11.2.7 Limitations. No amendment shall make any changes in the qualifications for Members nor the voting rights of Members without approval in writing by all Members. No amendment shall be made which is in conflict with the Declaration. So long as the Declarant shall own any lands within Greystone, no Declarant-related amendment shall be made to the Declaration, to the Articles or the Bylaws of the Association unless such amendment is first approved in writing by the Declarant. Any amendment shall be deemed to be Declarant-related if it does any of the following:

- a. Directly or indirectly by its provisions or in practical application relates to the Declarant in a manner different from the manner in which it relates to other Owners;
- b. Modifies the definitions provided for by Article I of the Declaration in a manner which alters the Declarant's rights or status;
- c. Modifies or repeals any provision of Article III of the Declaration;
- d. Alters the character and rights of membership as provided for by Article VII of the Declaration or affects or modifies in any manner whatsoever the rights of Declarant as a Member of the Association;
- e. Alters any previously recorded or written agreement with any public or quasi-public agencies, utility companies, political subdivisions, public authorities or other similar agencies or bodies, respecting zoning, streets, roads, drives, easements or facilities;
- f. Denies the right of the Declarant to convey Common Property to the Association;
- g. Modifies the basis or manner of assessment as applicable to the Declarant or any lands owned by the Declarant; or,
- h. Alters or repeals any of the Declarant's rights or any provision applicable to the Declarant's right as provided for by any such provision of the Declaration.

11.2.8 Filing. A copy of each amendment shall be certified by the Secretary of State, State of Florida, and be recorded in the Public Records of Alachua County, Florida.

ARTICLE XII SUBSCRIBERS

The name and address of the Subscriber to these Articles of Incorporation is as follows:


<u>Name</u>	<u>Address</u>
Thomas C. Spain	2321 - A2 NW 41 st Street Gainesville, FL 32606

ARTICLE XIII NON-STOCK CORPORATION

The Association is organized on a non-stock basis and shall not issue shares of stock evidencing membership in the Association; provided, however, that membership in the Association may be evidenced by a certificate of membership which shall contain a statement that the Association is a corporation not for profit. In addition, the Association shall not pay dividends, and no part of any income of the Association shall be distributed to its Members, directors or officers.

IN WITNESS WHEREOF, the undersigned Subscriber has caused these presents to be executed as of the 3 day of January, 2007.

Signed, sealed and delivered
in the presence of:


Print Name: DENISE LOWRY HUTSON
Print Name: Glenda J. Hayden

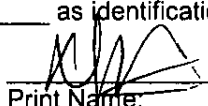

THOMAS C. SPAIN

STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 3rd day of January, 2007, by THOMAS C. SPAIN. Subscriber to the Articles of Incorporation. Such person(s):

- ☒ is/are personally known to me.
☐ produced a current Florida driver's license as identification.
☐ produced _____ as identification.

NOTARY PUBLIC-STATE OF FLORIDA
Denise L. Hutson
(SEAL) Commission # DD610049
Expires: DEC. 12, 2010
BONDED THRU ATLANTIC BONDING CO., INC.


Print Name: DENISE LOWRY HUTSON
Notary Public, State of Florida
My Commission Expires:

Serial Number, if any: _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REGISTERED AGENT CERTIFICATE

Pursuant to the Florida Not-For-Profit Corporation Act, the following is submitted in compliance with the statute:

That GREYSTONE HOMEOWNER'S ASSOCIATION, INC., desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation at the City of Gainesville, County of Alachua, State of Florida, has named DENISE LOWRY HUTSON, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated corporation at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity and agrees to comply with the provision of the statute relative in keeping open the office and further states that I am familiar with §720.0503, Florida Statutes.


DENISE LOWRY HUTSON

DATED: January 30, 2007

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