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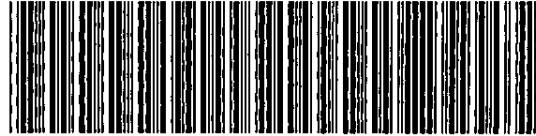
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4/10/07

RYAN AND MARKS ATTORNEYS, LLP

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April 6, 2007

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

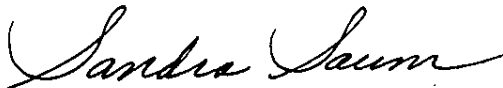
Re: Articles of Incorporation for Fixel Forest Homeowners Association, Inc.

Dear Ladies and Gentlemen:

Enclosed is an original and one copy of Articles of Incorporation for the above referenced non-profit corporation, together with our check in the amount of \$78.75 for the filing fee. We would appreciate receipt of a certified copy of the Articles by return mail. Thank you for your assistance in this matter.

Sincerely,

RYAN AND MARKS ATTORNEYS, LLP



Sandra Saum
Assistant to Jeff Marks

Enclosures

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**ARTICLES OF INCORPORATION
FOR
FIXEL FOREST HOMEOWNERS ASSOCIATION, INC.
A FLORIDA CORPORATION NOT-FOR-PROFIT**

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TALLAHASSEE, FLORIDA

**ARTICLE I
AUTHORITY**

This corporation not-for-profit is formed under the provisions of Florida Statutes, Chapter 617.

**ARTICLE II
DEFINITIONS**

Section 2.1 **Articles.** This means these Articles as filed with the Florida Department of State, and all duly adopted amendments.

Section 2.2 **Association.** This means Fixel Forest Homeowners Association, Inc.

Section 2.3 **Bylaws.** This means the instrument commemorating the rules for managing the business and regulating the affairs of the Association, as adopted at the organizational meeting for the Association, and all duly adopted amendments.

Section 2.4 **Common Areas.** The common areas are identified in Article II of the Declaration.

Section 2.5 **Developer.** This means A. Fixel Haley, L.L.C., a Florida limited liability company, the plat maker and the developer of Fixel Forest. Also, this term includes any transferee or successor in interest to A. Fixel Haley, L.L.C. holding the rights of the Developer under the Declaration.

Section 2.6 **Declaration.** This means the Declaration of Covenants, Restrictions and Easements imposed by the Developer upon the record title of Fixel Forest and any duly adopted and recorded amendment to the Declaration.

Section 2.7 **FIXEL FOREST.** This means the plat of FIXEL FOREST, according to the plat thereof, recorded in Plat Book 63, Pages 110 and 111, of the current public records of Duval County, Florida.

Section 2.8 **Lot.** This means any one of the 10 lots shown on the plat of Fixel Forest numbered 1 through 10, inclusive.

Section 2.9 **Member.** This term means the persons who have proprietary interests in the Association. This term is interchangeable with the term "Owner," as all owners are required to be members of the Association.

Section 2.10 **Owner.** This means any record owner, whether one or more persons or entities, of a fee simple interest to any of the lots in Fixel Forest, including contract sellers, but excluding those having an interest merely as security for the performance of an obligation.

Section 2.11 **Residence.** This means a detached, single-family residential structure located upon a lot within Fixel Forest.

Section 2.12 **Lake/Water Management System.** This means a system which is designed and constructed or implemented to control discharges which are necessitated by rainfall events, incorporating methods to collect, convey, store, absorb, inhibit, use, or reuse water to prevent or reduce flooding, over-drainage, and environmental degradation or otherwise affect the quantity and quality of discharges.

Section 2.13 **Water Management District.** This means the St. Johns River Water Management District, a Florida public agency, and any successor to that agency.

ARTICLE III **NAME OF CORPORATION**

The name of this corporation shall be Fixel Forest Homeowners Association, Inc., a Florida corporation not-for-profit.

ARTICLE IV **INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS**

The street address of the initial principal office is 9310 Old Kings Road South, #1101, Jacksonville, Florida 32257. The mailing address of the corporation is P. O. Box 56020, Jacksonville, FL 32241.

ARTICLE V **PURPOSE AND POWERS OF THE ASSOCIATION**

The Association shall operate, maintain, and manage the surface water or storm water management system(s) in a manner consistent with The St. Johns River Water Management District Permit No. 40-031-105757-1 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 storm water management system. The Association shall levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the surface water

or storm water management system. Additionally, the Association is formed to own and/or manage other common areas within FIXEL FOREST and to exercise certain powers granted in the Declaration. The Association will have all of the powers provided by law, except as may be limited by the terms of these Articles or the Declaration.

ARTICLE VI **DIRECTORS**

The initial Board of Directors for this Association shall be three (3) persons, whose names are set forth below. The number, election, conduct and removal of directors shall be regulated by the By-Laws. Whenever a vacancy occurs on the Board of Directors, including one resulting from an increase in the number of directors, the vacancy may be filled by a majority of the remaining directors, even if such directors are less than a quorum. The initial directors and their addresses are as follows:

Alan L. Fixel
P. O. Box 56020
Jacksonville, Florida 32241

Rebecca Fixel
P. O. Box 56020
Jacksonville, Florida 32241

Jay Portnoy
9283 San Jose Boulevard
Jacksonville, Florida 32257

ARTICLE VII **INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT**

The street address of the initial registered office of this Association and the name of its initial Registered Agent at such address are as follows:

Alan L. Fixel
9310 Old Kings Road South, #1101
Jacksonville, Florida 32257

ARTICLE VIII **INCORPORATORS**

The names and addresses of the natural persons who are the incorporators for this Association are as follows:

Alan L. Fixel
9310 Old Kings Road South, #1101
Jacksonville, Florida 32257

ARTICLE IX **TERM OF CORPORATE EXISTENCE**

The term of corporate existence for this Association shall commence as of the time of the filing of these Articles of Incorporation with the Florida Department of State. This corporation shall exist perpetually unless terminated as provided by contract or by law.

ARTICLE X
MEMBERSHIP AND VOTING BY MEMBERS

Section 10.1 **Membership.**

10.1.1 All owners are required to be members of the Association.

10.1.2 All owners automatically become members of the Association at the time they acquire their fee simple interest in the lot.

10.1.3 Membership in the Association runs with the title to the lot and cannot be transferred separately from the title.

10.1.4 Abandonment of ownership of a lot does not discharge the obligations of membership, including payment of assessments.

Section 10.2 **Voting Rights.**

10.2.1 Subject to the restrictions contained in the Declaration or the other governing documents, all members of the Association have voting rights in the Association.

10.2.2 In this instrument and the Declaration and other governing documents for the Association, there will be references to the term "voting interests" or similar language. Unless otherwise expressly stated, there will be only one vote per lot, without regard to the number of owners of the lot, and, therefore, unless otherwise expressly stated, the number of lots will determine the existence of a quorum for the meeting. Where lots are owned by two or more individuals, those individuals must designate one of them in writing to act as agent for all of them in casting the vote for the lot. Where a lot is owned by a legal entity or legal relationship (i.e., a corporation, limited partnership, partnership, limited liability company, etc.), the vote for the lot shall be cast by the person who is designated in writing by the governing body (i.e. the board of directors of a corporation). If a written designation of a representative is not made, then the lot will be counted for determining a quorum, but the participation of the lot will be considered as an abstention.

ARTICLE XI
RESOLUTION OF CONFLICTS BETWEEN DOCUMENTS

In the event of any conflicts between these Articles, the By-Laws, and the Declaration, the specific shall control over the general. If that rule is not sufficient to resolve the issue, then the following shall prevail over each other in this order: the Declaration, these Articles, and the By-laws.

ARTICLE XII

AMENDMENTS AND DISSOLUTION

Section 12.1 Amendments. Amendments to these Articles and the By-laws are subject to the same rules as amendments to the Declaration. These rules are set forth in the Declaration, and they are incorporated by this reference. Moreover, these Articles and the by-laws cannot be amended in any fashion which would be in conflict with the terms of the Declaration. Also, no amendment will be enforceable if it contravenes the permit and the regulations and rules issued by the Water Management District, unless the amendment is approved by that agency.

Section 12.2 Involuntary Dissolution (administrative). The Board of Directors of this Association shall be responsible to immediately reinstate this Association in the event of an administrative, involuntary dissolution because of failure to file annual reports to the Florida Department of State.

Section 12.3 Voluntary Dissolution. The rules governing voluntary dissolution are the same as those governing amendments, as stated in Section 12.1.

Section 12.4 Disposition of Assets of This Association Upon Dissolution. If this Association is voluntarily or involuntarily dissolved, by whatever lawful means, and not reinstated, then the assets of this Association shall be dedicated to a public body, or they shall be conveyed to a non-profit organization with similar purposes to this Association.

Section 12.5 Water Management District Approval Upon Dissolution. In the event of termination, dissolution, or final liquidation of this Association, the responsibility for the operation and maintenance of the surface water or storm water 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. Johns River Water Management District prior to such termination, dissolution, or liquidation.

ARTICLE XIII

BY-LAWS

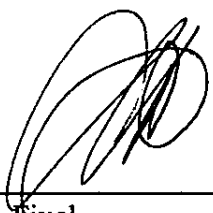
The initial By-Laws will be adopted at the organizational meeting. Any amendments must conform to the requirements for amendments in Section 12.1 of these Articles.

ARTICLE XIV

INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS

Subject to the budgetary limitations contained in the Declaration, and subject to the limitations provided by applicable Florida law, this Association shall have the power to indemnify its officers, directors, employees, and agents, and to purchase insurance on behalf of such persons.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the 6th day of April, 2007.



Alan L. Fixel

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned, Alan L. Fixel, having been named to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, hereby agrees to act in this capacity and to comply with the provisions of all Statutes relating to the proper and complete performance of these duties.



Alan L. Fixel

Date: April 6, 2007

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