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FLORIDA PROFIT/NON PROFIT CORPORATION

GRAND LAKES LAKE ASSOCIATION, INC.

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Florida Dept of State



July 19, 2007

FLORIDA DEPARTMENT OF STATE
Division of Corporations

AKERMAN SENTERFITT (MIAMI)

SUBJECT: GRAND LAKES LAKE ASSOCIATION, INC.
REF: W07000034639

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Ruby Dunlap
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FAX Aud. #: H07000183811
Letter Number: 007A00048865

*See
Article
VII*

FAX AUDIT # H07000183811

ARTICLES OF INCORPORATION

OF

GRAND LAKES LAKE ASSOCIATION, INC.

(A Corporation Not For Profit)

In order to form a not-for-profit corporation, the undersigned incorporator, adopts these Articles of Incorporation ("Articles").

ARTICLE I

The name of this corporation shall be GRAND LAKES LAKE ASSOCIATION, INC. ("Association").

ARTICLE II

The street address of the Registered Office of the Association is One S.E. 3rd Avenue, 25th Floor, Miami, Florida 33131 and the name of the Registered Agent is American Information Services, Inc., a Florida corporation.

ARTICLE III

The purpose for which the Association is organized is to (a) provide for ownership of those certain stormwater management property or properties owned by the Association or to be acquired by the Association in that certain subdivision in Miami-Dade County, Florida known as Grand Lakes Phase II (the "Lake Areas") for the benefit of the homeowners surrounding the Lake Area in Grand Lakes Phase II and (b) perform the duties in connection with the foregoing and as allowed by law.

ARTICLE IV

The Association shall have all the powers, privileges and duties reasonably necessary to discharge its obligations, including, but not limited to, the following:

(a) To perform all the duties and obligations of the Association set forth in the Bylaws, as herein provided.

(b) To enforce, by legal action or otherwise, the provisions of the Bylaws and of all rules, regulations, covenants, restrictions and agreements governing or binding the Association.

(c) To acquire (by gift, purchase or otherwise), annex, own, hold, convey, grant rights and easements, sell, dedicate, lease, transfer or otherwise dispose of real or personal property (including the Lake Area) in connection with the functions of the Association except as limited

{M2537410;5}

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by covenants, restrictions, and agreements governing or binding upon the Association or the Lake Maintenance Area.

(d) To borrow money, and to mortgage, pledge or hypothecate any or all of its real or personal property as security for money or debts incurred.

(e) To dedicate, grant, license, lease, concession, create easements upon, sell or transfer all or any part of, the Lake Area to any public agency, entity, authority, utility or other person or entity for such purposes and subject to such conditions as it determines.

(f) To participate in mergers and consolidations with other non-profit corporations organized for the same purposes.

(g) To adopt, publish, promulgate or enforce rules, regulations, covenants, restrictions or agreements governing the Association and the Lake Area and to effectuate all of the purposes for which the Association is organized.

(h) To have and to exercise any and all powers, rights and privileges which a not-for-profit corporation organized under the Laws of the State of Florida may now, or hereafter, have or exercise.

(i) To employ personnel and retain independent contractors to contract for management of the Lake Area and to delegate in such contract all or any part of the powers and duties of the Association.

(j) To contract for services to be provided to, or for the benefit of, the Association and the Lake Area.

(k) To establish committees and delegate certain of its functions to those committees.

(l) To hold title to the Lake Areas. A Miami-Dade County Special Taxing District is assuming all maintenance responsibilities as to the lake as documented in Miami-Dade County Ordinance 02-206 recorded in Official Records Book 20782 at Page 3696 of the Public Records of Miami-Dade County, Florida and Resolution Number R-1166-02 recorded in Official Records Book 20991 at Page 3714.

ARTICLE V

The affairs of the Association shall be managed by a Board with not less than three (3) nor more than seven (7) members.

ARTICLE VI

The Association shall have perpetual existence.

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ARTICLE VII

The principal place of business and mailing address of the Association shall be 1315 S.E. Silver Springs Place, Apt. 3, Ocala, Florida 34471.

ARTICLE VIII

Directors shall be elected and removed in the manner provided by the Bylaws. The current Directors are:

Robert E. Flannery
Robert E. Flannery, II
Samantha Flannery

ARTICLE IX

The name and address of the Incorporator is Robert E. Flannery, 1315 S.E. Silver Springs Place, Apt. 3, Ocala, Florida 34471.

ARTICLE X

The Bylaws of the Association shall be adopted by a majority vote of the Board of Directors.

ARTICLE XI

The Association does hereby indemnify its Officers and Directors as provided in the Bylaws.

ARTICLE XII

Amendments to these Articles shall be made with the approval of a majority of the Board of Directors.

Articles of Amendment containing the approved amendment shall be executed by the Association (by its President or Vice President, and acknowledged by its Secretary or Assistant Secretary). The Articles of Amendment shall set forth:

- (a) The name of the Corporation.
- (b) The amendment(s) so adopted.
- (c) The date of the adoption of the amendment by the members.

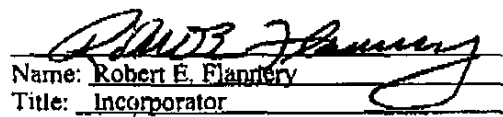
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The Articles of Amendment shall be filed, along with the appropriate filing fees, within ten (10) days from approval with the office of the Secretary of State of Florida for approval.

ARTICLE XIII

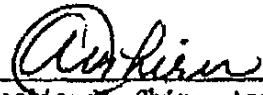
In the event of dissolution of the Association other than incident to a merger or consolidation, the assets of the Association shall be dedicated to a public body or conveyed to a not-for-profit organization with a similar purpose as the Association. If the last Board of Directors of the dissolved Association does not undertake to do so, any member of the last Board of Directors may petition the Circuit Court having jurisdiction to appoint a receiver to manage the affairs of the dissolved Association and to hold title to the Lake Area until such time as the assets of the Association may be dedicated to a public body or conveyed to a not-for-profit organization with a similar purpose as the Association.

IN WITNESS WHEREOF, the incorporator has signed these Articles of Incorporation this 15 day of July, 2007.


Name: Robert E. Flannery
Title: Incorporator

I HEREBY ACCEPT THE DESIGNATION AS REGISTERED AGENT AS SET FORTH IN THESE ARTICLES OF INCORPORATION.

AMERICAN INFORMATION SERVICES, INC.,
a Florida Corporation, Registered Agent

By: 
Angelica M. Chiru, Assistant Secretary

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