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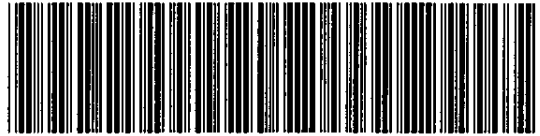
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TALLAHASSEE, FLORIDA

CS. 1-16

OB at Flagler, LLC

6355 Metrowest Blvd. Suite 330
Orlando, Florida 32835
{407} 523-2323 ♦ Fax {407} 578-8323

Via Federal Express

January 14, 2008

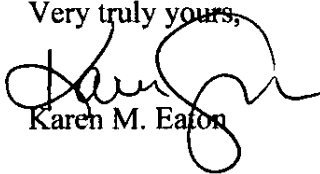
Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: New Filing

Enclosed please find the original and one copy of the Articles of Incorporation and Designation of Registered Agent for the above referenced corporation along with a check in the amount of \$78.75. Please file the Articles with the Florida Secretary of State and return the certified copy of said Articles to the undersigned in the federal express envelope provided.

Thank you for your prompt attention to this matter. Should you have any questions, please do not hesitate to contact me.

Very truly yours,



Karen M. Eaton

ARTICLES OF INCORPORATION
OF
GRAND RESERVE SUBDIVISION
HOMEOWNERS' ASSOCIATION, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of Florida Statutes, Chapter 617, the undersigned, all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I
Name of Corporation

The name of the corporation is the Grand Reserve Subdivision Homeowners' Association, Inc. (hereinafter the "Association").

ARTICLE II
Commencement and Duration of Corporate Existence

This Corporation shall commence corporate existence as of the day and year that these Articles of Incorporation are signed and shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III
Principal Office of the Association

The principal office and mailing address of the Association is located at 6355 Metrowest Blvd., Suite 330, Orlando, FL 32835.

ARTICLE IV
Registered Office and Registered Agent

The street address of the initial registered office of the Association is 6355 Metrowest Blvd., Suite 330, Orlando, FL 32835, and the name of the initial registered agent at that address is Nancy A. Rossman.

ARTICLE V
Definitions

All terms defined in the Declaration of Covenants, Conditions and Restrictions of the Grand Reserve Subdivision recorded in Official Records Book _____, Page _____, Flagler County, Florida (the "Declaration") shall have the same meanings herein as in the Declaration.

ARTICLE VI
Purpose and Powers of the Association

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the Lots and Common Areas within that certain tract of property described as:

See Exhibit "A"

(hereinafter the "Property") and to promote the health, safety and welfare of the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

- (a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions, Easements and Restrictions (hereinafter the "Declaration"), applicable to the Property and recorded or to be recorded in the Public Records of the Flagler County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;
- (b) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the Property of the Association and to enter into contracts for the rendering of services for the benefit of the Common Areas and the Association;
- (c) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property and specifically, the Common Areas as defined in the Declaration, in connection with the affairs of the Association;
- (d) Borrow money and mortgage, pledge or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;
- (e) Sue or be sued on behalf of the affairs of the Association;
- (f) Dedicate, sell or transfer all or any part of the Common Areas to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the Members;
- (g) Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Areas, provided that any such merger, consolidation or annexation shall have the assent of each class of members; and

- (h) Have and to exercise any and all powers, rights and privileges which a corporation organized under Chapter 617, Florida Statutes, the Florida Not For Profit Corporation Act of the State of Florida, by law may now or hereafter have or exercise.
- (i) Apply for and thereafter abide by the terms of that certain Consumptive Use Permit for the Property and/or enter into any agreement with a governmental agency relating to the Property.
- (j) Employ personnel and retain independent contractors and professionals to enter into any agreements consistent with the purpose of the Association, including contracts or for professional management and to delegate to such professional management certain powers and duties for the Association.

ARTICLE VII

Membership

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot or portion thereof that 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, or persons who are leasing a Lot within the Property. Membership shall be appurtenant to and may not be separated from ownership of any Lot that is subject to assessment by the Association.

ARTICLE VIII

Voting Rights

The Association shall have two classes of voting membership:

Class A: Class A Members shall be every person or entity who is an Owner of a fee simple or undivided fee simple interest in any Lot that is subject by covenants of record to assessment by the Association, excluding the Developer and its successors and assigns as long as Class B membership shall exist, and thereafter, the Developer and its successors and assigns shall be Class A Members to the extent each would otherwise qualify. The Class A Members shall be entitled to one (1) vote for each Lot within the Property owned by such Member. When more than one (1) person owns such interest or interests in any Lot, all such persons shall be Members, but the vote for such Lot shall be exercised by that one person who is entitled to vote as set forth in Article III, Section 2 of the Declaration. In no event shall more than one (1) vote be cast with respect to any such Lot.

Class B: The Class B Member shall be the Developer (as defined in the Declaration) and shall be entitled to nine (9) votes for each Lot within the Property owned by the Class B Member. The Class B membership shall cease and terminate and be converted to Class A membership (i) at such time as ninety percent (90%) of the maximum number of Lots allowed for both the Property and Additional Property,

as defined in the Declaration, have been conveyed to Class A Members, or (ii) sooner if required by the provisions of Chapter 617, Florida Statutes, or (iii) at the election of Developer, whereupon the Class A Members shall be obligated to elect a board of directors and assume control of the Association.

ARTICLE IX **Board of Directors**

The affairs of this Association shall be managed initially by a Board of three (3) Directors who shall serve until the organizational meeting and thereafter by a Board of three (3) Directors, who need not be members of the Association. The number of Directors may be changed by amendment of the Bylaws of the Association. The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

<u>Name</u>	<u>Address</u>
William W. Cole, Jr.	111 S. Maitland Ave, Ste 101 Maitland, FL 32751
Allan N. Goldberg	111 S. Maitland Ave, Suite 101 Maitland, FL 32751
Nancy A. Rossman	6355 Metrowest Blvd., Suite 330 Orlando, FL 32835

At the first annual meeting, the members shall elect three (3) Directors for a term of one (1) year. At each annual meeting thereafter, the Members shall elect three (3) Directors for a term of one (1) year.

ARTICLE X **Initial Officers**

The affairs of the Association shall be managed by a President, Vice President, Secretary and Treasurer, and such other officers as permitted in the Bylaws. The names and addresses of those persons who are to act as the officers of the corporation until the election of their successors are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Vince Viscomi	President	3 Crooked Tree Trail Ormond Beach, FL 32174
Allan N. Goldberg	Vice President	101 S. Maitland Ave, Suite 101 Maitland, FL 32751
William W. Cole, Jr.	Vice President	111 S. Maitland Ave, Suite 101 Maitland, FL 32751

Nancy A. Rossman

Secretary/
Treasurer

6355 Metrowest Blvd., Suite 330
Orlando, FL 32835

The above-named officers shall serve until the first organizational meeting of the Board of Directors of the corporation. The officers shall be elected by the Directors at the first meeting of the Board of Directors and shall hold office for a one (1) year period from the date of their election.

ARTICLE XI **Dissolution**

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the total cumulative votes 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 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 nonprofit corporation, association, trust or other organization to be devoted to such similar purposes. 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. Johns River Water Management District prior to such termination, dissolution or liquidation. This procedure shall be subject to court approval upon dissolution pursuant to Chapter 617, Florida Statutes.

ARTICLE XII **Amendments**

The Declaration allows certain amendments and supplements to the Declaration to be effected by the Declarant along and the Developer may amend these Articles to bring the Articles into conformity with any such amendment or supplement without the joinder or consent of any Class A Member.

Otherwise, amendment of these Articles shall require the assent of two-thirds (2/3) of the total cumulative votes of both classes of Members entitled to vote thereon, in the manner set forth under Chapter 617, Florida Statutes. A majority of each class shall not be required, so long as a majority of the cumulative total of votes of the two classes combined is satisfied. No such amendment shall conflict with the Declaration and no amendment shall diminish without interference with the rights and privileges of the Developer without its specific written consent.

ARTICLE XIII

Bylaws

The Bylaws of this Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded by a majority vote of the Board of Directors or as otherwise provided in the Bylaws.

ARTICLE XIV

Conflict Between Documents

In the event of any conflict between the terms and provisions of the Declaration and the terms and provisions of these Articles, the terms and provisions of the Declaration shall control. In the event of any conflict between the terms and provisions of these Articles and the terms and provisions of the Bylaws, the terms and provisions of these Articles shall control.

ARTICLE XV

FHA/VA Approvals

So long as there is a Class B membership of any member association, annexation of Additional Property, mergers and consolidations of the Association, mortgaging of Common Areas, dissolution of the Association, and amendment of these Articles require prior approval by the Federal Housing Administration (FHA) and the Veterans Administration (VA).

ARTICLE XVI

Subscriber

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

Nancy A. Rossman

6355 Metrowest Blvd., Suite 330
Orlando, FL 32835

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Florida, the undersigned, constituting the incorporator of this Association, has executed these Articles of Incorporation on this 11 day of January, 2008.




Nancy A. Rossman

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 11 day of January, 2008 by **Nancy A. Rossman**, who ☒ is personally known to me or ☐ has produced the following identification:





Notary Public

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**


In compliance with Sections 48.091 and 617.0501, Florida Statutes, the following is submitted:

The Grand Reserve Subdivision Homeowners' Association, Inc. (the "Corporation") desiring to organize as a domestic corporation or qualify under the laws of the State of Florida has named and designated Nancy A. Rossman as its Registered Agent to accept service of process within the State of Florida with its registered office located at 6355 Metrowest Blvd., Suite 330, Orlando, FL 32835.

ACKNOWLEDGMENT

Nancy A. Rossman, having been named as Registered Agent for the Corporation at the place designated in this Certificate, I hereby agree to act in this capacity; I am familiar with and accept the obligations of Section 607.0501, Florida Statutes, as the same may apply to the Corporation; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

Dated this 11 day of January, 2008.



Nancy A. Rossman
Registered Agent

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TALLAHASSEE, FLORIDA