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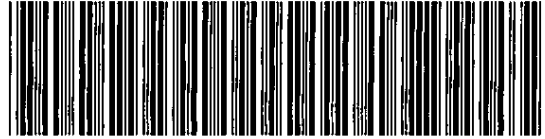
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2008 JAN 28 P 5:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Paw
1-28-08

TERRY McDAVID
ATTORNEY AT LAW
178 SE HERNANDO AVENUE
LAKE CITY, FLORIDA 32025

MAILING ADDRESS
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LAKE CITY, FLORIDA 32056-1328

TELEPHONE: 386-752-1896
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January 25, 2008

Florida Department of State
Corporation Division
Post Office Box 6327
Tallahassee, FL 32314

Re: Oaks of Lake City Homeowners' Association, Inc.

Gentlemen:

I am enclosing an original and a copy of the Articles of Organization with respect to the above-referenced matter. Please file the original and certify the copy to be returned to me. My check in the amount of \$78.75 is enclosed in payment of the filing fee.

Sincerely yours,



Terry McDavid

TM/db

Enclosures

ARTICLES OF INCORPORATION
OF
OAKS OF LAKE CITY HOMEOWNERS' ASSOCIATION, INC.

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2008 JAN 28 P 5:00

The undersigned incorporator, a resident of the State of Florida and of full age and legal capacity, makes, subscribes, acknowledges and files with the Department of the State of Florida these Articles of Incorporation for the purpose of forming a corporation not for profit under the laws of the state of Florida.

ARTICLE I

NAME

The name of this corporation is OAKS OF LAKE CITY HOMEOWNERS' ASSOCIATION, INC., a Florida corporation not for profit (hereinafter called the "Association" in these Articles).

ARTICLE II

OFFICE AND REGISTERED AGENT

The Association's principal office is 1286 W. US 90, Lake City, FL 32055. The Association's registered agent is Bradley N. Dicks, who maintains a business office at 1286 W. US 90, Lake City, FL 32055. Both this Association's principal office and registered agent may be changed from time to time by the Board of Directors as provided by law.

ARTICLE III

PURPOSE

This Association does not contemplate pecuniary gain or profit to its members and the specific purposes for which it is formed are to provide for the maintenance, preservation and architectural control of all common areas and residential lots within the Oaks of Lake City Subdivision (hereinafter called the "Property") in Columbia County, Florida.

ARTICLE IV

POWERS

Without limitation this Association is empowered to:

- (a) Declaration. Exercise all rights, powers, privileges, and perform all duties, of this Association set forth in that certain Declaration of Covenants, Conditions,

Restrictions and Easements for The Oaks of Lake City (hereinafter called the "Declaration") applicable to the Property and recorded or to be recorded in the Public Records of Columbia 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 in full;

- (b) Property. In any lawful manner, acquire, own, hold, improve, manage, operate, maintain, repair, replace, operate, convey, sell, lease, transfer, assign, and otherwise dispose of property of any nature whatsoever, real, personal, or mixed, tangible or intangible, in connection with this Association's affairs;
- (c) Assessments. Fix, levy, collect, and enforce by any lawful means all charges or assessments established by or pursuant to, the Declaration; and to use and expand the proceeds of assessments in the exercise of its powers and duties hereunder;
- (d) Costs. Pay all costs, expenses, and obligations lawfully incurred in connection with this Association's affairs including, without limitation, all licenses, taxes, or other governmental charges levied or imposed against this Association's property;
- (e) Borrowing. Borrow money and, with the approval of two-thirds (2/3) of each class of members, mortgage, pledge, deed in trust, hypothecate, assign, grant security interests in, or otherwise transfer any and all of its property as security for money borrowed, debts incurred, or any of its other obligations;
- (f) Dedications. With the approval of two-thirds (2/3) of each class of members, dedicate, sell or transfer all or any part of its property to any public agency, authority, or utility for such purposes, and subject to such conditions, as two-thirds (2/3) of each class of members determine;
- (g) Mergers. With the approval of two-thirds (2/3) of each class of members, participate in mergers and consolidations with other non-profit corporations organized for similar purposes;
- (h) Rule. From time to time adopt, alter, amend, rescind, and enforce reasonable rules and regulations governing the use of the Lots and Neighborhood Common Property (as those terms are defined in the Declaration) consistent with the rights and duties established by the Declaration and these Articles;
- (i) Water Management. Operate and maintain common property used as part of a surface water management system including mitigation areas as permitted by the Suwannee River Water Management District including lakes, retention areas, culverts and appurtenances.
- (j) General. Have and exercise all common law rights, powers, and privileges and those that a corporation not for profit may now or hereafter have or exercise under the laws of the State of Florida, together with all other rights, powers, and privileges reasonably to be implied from the existence of any right, power, or privilege so granted, or granted by the Declaration or these Articles, or reasonably necessary to effectuate the exercise of any right, power, or privilege so granted;
- (k) Enforcement. To enforce by legal means the obligation of the members of this Association and the provisions of the Declaration;
- (l) Litigation. To sue or be sued; provided, however, that this Association's right to sue any third party is limited in the manner described in the Declaration; and
- (m) Other. Engage in all lawful acts permitted or authorized by Section 617.0302, Florida Statutes.

ARTICLE V MEMBERSHIP

Every person who from time to time holds the record fee simple title to, or any undivided fee simple interest in, any Lot that is subject to the provisions of the Declaration is a member of this Association, including contract sellers, but excluding all other persons who hold any interest in any Lot merely as security for the performance of an obligation. An Owner of more than one Lot is entitled to one membership for each Lot owned. Membership is appurtenant to, and may not separate from, ownership of at least one Lot that is subject to the provisions of the Declaration, and membership may not be transferred other than by transfer of title to such Lot. Each membership is transferred automatically by record conveyance or other transfer of title of a Lot.

ARTICLE VI VOTING RIGHTS

This Association shall have two classes voting membership:

Class "A" Members shall be entitled to one (1) vote for each Lot in which they hold the interest required for membership under Article V hereof; provided, however, there shall be only one (1) vote per Lot. In any situation where a person is entitled personally to exercise the vote for his Lot and more than one (1) person holds the interest in such Lot required for membership, the vote for such Lot shall be exercised as those persons determine among themselves and advise the Secretary of this Association in writing prior to any meeting. In the absence of such advice, the Lot's vote shall be suspended if more than one (1) person seeks to exercise it.

The Class "B" Member shall be the Declarant (as defined in the Declaration). The Class "B" Member shall have three (3) votes for each Lot, which it owns until the end of the Class "B" Control Period, as hereafter defined. Thereafter, the Class "B" Member shall have one (1) vote for each Lot which it owns. Other rights of the Class "B" Member, including the right to approve actions taken under the Declaration and this Association's By-Laws, are specified in the Declaration and the By-Laws.

The Class "B" Member shall be entitled to appoint a majority of the members of the Board of Directors of this Association during the Class "B" Control Period, as hereafter defined; provided, however, in the event the Class "B" Member fails to exercise this power within thirty (30) days after vacancy occurs on the Board for which the Class "B" Member would be entitled to appoint a successor, the Class "B" Member shall be deemed to have waived its right to appoint such a successor. In such case, the voting members

representing the Class "A" Members may act to call a special meeting of this Association (in accordance with Article III of the By-Laws) for the purpose of electing a successor to serve the remainder of the unexpired term of the vacating director. Thereafter, the voting members representing the Class "A" Members shall be entitled to elect a successor to the director who filled the vacancy in accordance with the By-Laws in addition to those directors the voting members may be entitled to elect under Article IV of the By-Laws.

The Class "B" Control Period shall commence with the execution of the Declaration by Declarant and expire upon the first to occur of the following:

- (a) twelve months after ninety percent (90%) of the Lots in all phases of the Oaks of Lake City that will ultimately be operated by the Association (the Declarant having reserved the right to annex additional lands for future phases pursuant to Article II of the Declaration) have been conveyed to Owners other than the Declarant, any builders, contractors or other parties who purchased a Lot for the purpose of constructing improvements thereon for resale;
- (b) ten (10) years after the date the first Lot in the Oaks of Lake City is conveyed to a homeowner; or
- (c) when, in its discretion, the Class "B" Member so determines.

This Article cannot be amended without the express written consent of members representing one hundred percent (100%) of the total Class "A" Members in this Association.

ARTICLE VII BOARD OF DIRECTORS

Section 1. This Association's affairs are managed by a Board of Directors initially composed of three Directors. The number of Directors from time to time may be changed by amendment to this Association's By-Laws, but at all times it must be either three (3) members or five (5) members. The initial Directors named below shall serve until this Association's first annual meeting. The term of office for all Directors is one year. Before any such annual meeting occurring after the Class "B" Control Period expires, all vacancies occurring on the Board of Directors, if any, will be filled by majority vote of the remaining Directors, even if less than a quorum. Any Director may succeed himself or herself in office. All Directors will be elected by secret written ballot. Each member may vote for each vacancy; however, cumulative voting is not permitted. Directors need not be Association members.

Section 2. The names and addresses of the persons who will serve as Directors until their successors have been duly elected and qualify, unless they sooner die, resign, or are removed, are:

Bradley N. Dicks
768 SE Rossi Drive
Lake City, FL 32025

Suzanne Davis
1925 NW Lake Jefferey Road
Lake City, FL 32025

Andrew J. Dicks
206 SW Ridgeview Place
Lake City, FL 32024

Directors shall be elected as provided for in the Bylaws.

ARTICLE VIII INCORPORATOR

The name and residence of the incorporator is:

Bradley N. Dicks
768 SE Rossi Drive
Lake City, FL 32025

ARTICLE IX DISSOLUTION OF ASSOCIATION

This Association may be dissolved in the manner from time to time provided by the laws of the State of Florida and with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of this Association in any manner other than incident to a merger or consolidation, all of this Association's assets must be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. If dedication is refused, such assets must be granted, conveyed, and assigned to any nonprofit corporation, association, trust, or other organization to be devoted to such similar purposes. In no event, however, may any assets inure to the benefit of any member or other private individual.

No part of the income of the corporation shall be distributable to its members, directors or officers either during the existence of the corporation or upon its dissolution.

Prior to dissolution of this association, all property, interest in property, whether real, personal, or mixed, which is directly or indirectly related to the surface water management system, including but without limitation, all lakes, ditches, canals, retention or detention areas, drainage, other surface water management works, and preservation or

conservation areas, wetlands, and wetland mitigation areas which are owned by the association or the owners in common, will be dedicated to and accepted for maintenance by an approved entity. Dedication or approval must be authorized by the Suwannee River Water management District through modification of any and all permits or authorizations issued by the Suwannee River Water Management District and approved by the County of Columbia, State of Florida. Such modification shall be made under the lawfully adopted rules of the Suwannee River Water Management District in effect at the time of application for such modification and any Ordinances adopted by the County of Columbia and shall be in accordance with Columbia County land development regulations in effect at that time.

ARTICLE X DURATION

This Association exists perpetually.

ARTICLE XI AMENDMENT

Until the termination of the end of the Class "B" Control Period, the Board of Directors may amend these Articles unilaterally, provided, that such amendment has no adverse effects on the material rights of any Owner. Such amendments shall include the addition of future phases of the Oaks of Lake City. Thereafter, amendments to these Articles may be proposed and adopted in the manner from time to time provided by the laws of the State of Florida, provided that each such amendment must have the approval of two-thirds (2/3) of the voting interests of the Association at a meeting at which a quorum is present. In certain circumstances set forth in the Declaration or as may be set forth in any future supplemental declaration the Members may have authority to approve amendments to these Articles by a different percentage of the Members; in those circumstances such provisions shall control the amendment to these Article.

ARTICLE XII BY-LAWS AND AMENDMENT OF ARTICLES

This Association's By-Laws initially will be adopted by the Board of Directors. Thereafter, the By-Laws may be altered, amended, or rescinded with the approval of the Board of Directors, except as to those provisions for amendment to the By-Laws which are provided, shall control such amendments.

The bylaws will be adopted and may be amended by the Directors or members, consistent with these articles and the declaration by majority vote or written assent of

members entitled to exercise voting power. Amendments to articles or bylaws which directly or indirectly impact operation and maintenance of the surface water management system, including but without limitation, all lakes, ditches, canals, retention or detention areas, drainage, other surface water management works, and preservation or conservation areas, wetlands and wetland mitigation areas which are owned or controlled by the association or the owners in common, may be made after approval by the Suwannee River Water Management District and County of Columbia, State of Florida. Such approval shall be in the form of a modification to any and all permits issued by the Suwannee River Water Management District under the lawfully adopted rules of the Suwannee River Water Management District in effect at the time of application for such modification. Amendments to the articles or the bylaws which do not impact operation or maintenance of the system may be made without authorization of the Suwannee River Water Management District or the County of Columbia; however, copies of any such amendments shall be forwarded to the District and to the County of Columbia within 30 days of approval.

ARTICLE XIII INTERPRETATION

Express reference is made to the Declaration where necessary to interpret, construe, and clarify the provisions of these Articles. Without limitation, all terms defined in the Declaration have the same meaning where used in these Articles. By subscribing and filing these Articles, the incorporator intends for its provisions to be consistent with the provisions of the Declaration and to be interpreted, construed, and applied with those of the Declaration to avoid inconsistencies or conflicting results.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, I, the undersigned, constituting the incorporator of this Association, have executed these Articles of Incorporation this 18th day of January, 2008.

Signed, sealed and delivered in our presence:

Nanci Nettles

Signature of Witness

Nanci Nettles

Print name of Witness

DeEtte F. Brown

Signature of Witness

DeEtte F. Brown

Print name of Witness

Bradley N. Dicks

Bradley N. Dicks
Incorporator

State of Florida
County of Columbia

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared Bradley N. Dicks, who is personally known to me to be the person described in and who executed the foregoing instrument, who was not required to furnish identification, and he acknowledged before me that he executed the same and who did not take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 18th day of January, A.D. 2008

Nanci Nettles
Notary Public, State of Florida



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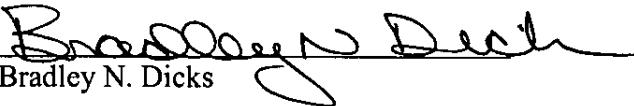
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

OAKS OF LAKE CITY HOME OWNER'S ASSOCIATION, INC., desiring to organize under the laws of the State of Florida, as a corporation not for profit with its principal office, as indicated in its Articles of Incorporation, at 1286 w. U.S. 90, Lake City, FL 32055, County of Columbia, State of Florida, has named Bradley N. Dicks, whose business office is 1286 W. U.S. 90, Lake City, FL 32055, as its registered agent to accept service of process within Florida.

ACCEPTANCE

Having been named to accept service of process for the foregoing corporation at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions off all statutes, including the duties and obligations imposed by Section 617.0503, Florida Statutes, relative to the proper and complete performance of my duties.


Bradley N. Dicks

Date: January 18, 2008