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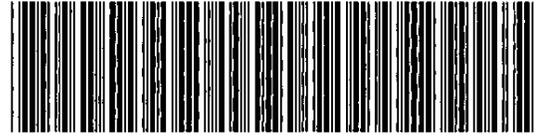
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TALLAHASSEE, FLORIDA

DARBY, PEELE; BOWDOIN & PAYNE

A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

HERBERT F. DARBY, P.A.
S. AUSTIN PEELE, P.A.
W. RODERICK BOWDOIN, P.A.
M. BLAIR PAYNE

ATTORNEYS AT LAW

April 16, 2008

285 N.E. HERNANDO AVENUE
POST OFFICE DRAWER 1707
LAKE CITY, FLORIDA 32056
TELEPHONE (386) 752-4120
FACSIMILE (386) 755-4569

Corporate Records Bureau
Division of Corporations
Secretary of State
Post Office Box 6327
Tallahassee, Florida 32314

Gentlemen:

Enclosed are original and photocopy of Articles of Incorporation of The Homeowners Association at Jewel Lake, Inc., a Florida corporation. Please file the original Articles of Incorporation, certify the copy and return it to us.

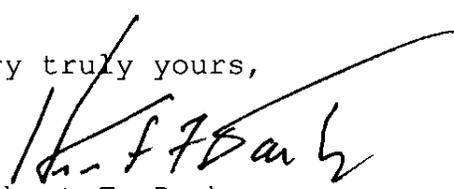
Also enclosed is Greater Southeastern Land Dev., LLC's check in the sum of \$80.75 as payment for the following costs:

Filing fee	\$ 70.00
Fee for certified copy	<u>10.75</u>
Total	\$ 80.75

Should you have any questions, please do not hesitate to contact me.

Thank you.

Very truly yours,


Herbert F. Darby
For the Firm

HFD/lss
Enclosures
cc: Mr. Barry D. Joye (w/o enclosures)

HFD/LSS
12/9/05
4/10/06 (Revised)
4/28/06
6/23/06
3/5/08 (Revised)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
THE HOMEOWNERS ASSOCIATION AT JEWEL LAKE, INC.
(a not for profit corporation)

The undersigned, desiring to form a corporation not for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the Corporation is THE HOMEOWNERS ASSOCIATION AT JEWEL LAKE, INC.

ARTICLE II - TERM OF EXISTENCE

The period of the duration of the Corporation is perpetual, unless dissolved according to law.

ARTICLE III - PURPOSE

The purposes for which this Corporation is organized are the following:

1. To acquire title in fee simple or by one or more perpetual easements, to certain real property in Columbia County, Florida, to be used in connection with a residential real estate subdivision consisting of forty-six (46) Lots known as The Reserve at Jewel Lake Phase 1 (the "Development").

2. To develop private roads, easements, and other rights-of-way within the Development.

3. To construct, maintain, repair, replace, operate, manage and care for all lakes, ditches, canals, retention or detention areas, drainage, or other surface water

management works and preservation or conservation areas, wetlands, and wetland mitigation areas.

4. To provide for the perpetual maintenance, repair, and upkeep to the Common Roads and Common Areas of the Development for the benefit of the several owners of lots within the Development.

5. The Corporation shall operate, maintain and manage the Surface Water or Storm Water Management System(s) in a manner consistent with Suwannee River Water Management District ("District") permit No. ERPO5-0512 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(s).

6. The Corporation shall levy and collect adequate assessments against the members of the Corporation for the costs of maintenance and operation of the Surface Water or Storm Water Management System(s).

7. The Corporation shall levy and collect adequate assessments against the members of the Corporation for the cost of maintenance and upkeep of the Common Roads and other property owned or maintained by the Corporation.

8. Should a conflict exist or arise between any of the provisions of these articles of incorporation and the provisions of the by-laws, the provisions of these articles of incorporation shall control.

ARTICLE IV - POWERS

In carrying out its purposes, the Corporation shall have all corporate powers now or hereafter provided by the laws of the State of Florida, including, but not limited to:

1. The purchase, ownership, maintenance, control, sale, lease, mortgaging, encumbering, or otherwise dealing in any manner with real and personal property of every type, kind, and nature.

2. The employment, direction, and discharge of personnel necessary to carry out the purposes herein stated.

3. To do any and all things necessary, incidental, or desirable to accomplish any and all of the purposes and objectives for which the Corporation is organized, either alone or in cooperation with other corporations, firms, or individuals, and to carry on any lawful activity necessary or incidental to the accomplishment of the purposes and objectives of the Corporation.

4. To make and collect assessments against property owners in the Development and use the proceeds thereof in the exercise of its powers and duties, including, but not limited to, the defraying of costs and expenses of carrying out its purposes.

5. To maintain, repair, replace, and operate property owned by it, purchase insurance thereon, and to make and adopt reasonable regulations respecting the use and appearance of the Common Roads, Surface Water or Storm Water Management System, and other real or personal property owned or controlled by the Corporation, and to enforce by all legal means the provisions of these articles of incorporation and any by-laws or rules and regulations adopted pursuant hereto.

6. To maintain, repair, replace, operate, and care for real and personal property, including, without limitation, the Common Roads, Common Areas, and Surface Water or Storm Water Management System, and other preservation or

conservation areas, wetlands, and wetland mitigation areas, which are owned by the Corporation or controlled by the Corporation in a manner consistent with any and all permits and rules issued by the District and the operation and maintenance plans attached thereto.

7. To do and perform any obligations imposed upon the Corporation by law or by any permit or authorization for any unit of local, regional, state, or federal government, and to enforce by any legal means the provisions of these articles, the by-laws, rules and regulations, and any restrictions affecting the Development.

8. The power and right to review and approve plans and specifications for proposed improvements in the Development to ascertain that the same comply with all provisions of any declaration of protective covenants and restrictions for the Development.

9. The power to do and perform any and all acts necessary or required by these articles, the by-laws, or any declaration of protective covenants and restrictions affecting the Development to be done by any owner of any property in the Development, but, if not done by the owner in a timely manner, to do and perform the same at the expense of the owner or as may be otherwise provided in such declaration of protective covenants and restrictions.

ARTICLE V - MEMBERSHIP

Membership in the Corporation shall be limited to those persons who from time to time own a Lot in the Development. Each Lot owner in the Development shall be a member of the Corporation. Membership shall be an appurtenance to and may not be separate from title to any Lot in the Development. The Corporation shall have two classes

of voting membership:

1. Class A members shall be all owners of Lots in the Development with the exception of Developer while the Developer is Class B. Member. Class A Members shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, other than as security for the performance of an obligation, all such persons shall be Members. The vote for such parcel shall be exercised as they, between themselves, determine, by written designation to the Corporation, but in no event shall more than one vote be cast with respect to any Lot. The vote appurtenant to any Lot shall be suspended in the event that, and for as long as, more than one member holding an interest in that Lot lawfully seeks to exercise it.

2. Class B Members shall be the Developer, who shall be entitled to the number of votes equal to the number of votes held by all Class A Members, plus one. The Class B membership shall cease when the Developer no longer owns any property either within the Jewel Lake Property or any property contiguous thereto or when the Developer in his sole discretion elects to terminate his Class B membership, whichever occurs first, it being intended that Developer shall retain control of the Corporation so long as the Developer has a financial interest in the Jewel Lake Property or any property contiguous thereto.

Rights of such members to vote, hold office as a director or officer of the Corporation, or otherwise exercise any rights of membership may be limited, as provided in the by-laws, to those persons who have paid all annual dues and assessments and are otherwise in good standing pursuant to the by-laws.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation is 10153 West Highway 90, Lake City, Florida 32055. The name of its initial registered agent at such address is BARRY D. JOYE, who, by signing these Articles of Incorporation, accepts appointment as such and acknowledges that he is familiar with the obligations of that position.

ARTICLE VII - PRINCIPAL OFFICE

The principal office of the Corporation is 10153 West Highway 90, Lake City, Florida 32055 and the mailing address of the Corporation is the same.

ARTICLE VIII - BOARD OF DIRECTORS

The Corporation shall have a Board of Directors which shall consist of not less than four (4) nor more than nine (9) persons. The number of persons constituting the initial Board of Directors of the Corporation shall consist of four (4) and the names and addresses of the persons who shall serve as initial members are:

<u>NAME</u>	<u>ADDRESS</u>
RODGER D. POWELL	10715 SW 67 TH Street Gainesville, Florida 32608
TONY D. RICHARDS	162 SW Pinemount Road Lake City, Florida 32024
BARRY D. JOYE	10153 West Highway 90 Lake City, Florida 32055
MICHAEL F. SHEARER	12001 Sawhill Boulevard Spotsylvania, Virginia 22553

The Board of Directors shall be elected in the manner provided in the by-laws of the Corporation.

ARTICLE IX - ORGANIZATIONAL FORM

The Corporation is organized upon a non-stock basis.

ARTICLE X - DISPOSITION OF ASSETS UPON DISSOLUTION

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; provided, however, that upon dissolution the assets of the Corporation shall be transferred to a successor entity or to the then property owners in the Development in such a manner as to assure that the Common Roads, Common Areas, Surface Water or Storm Water Management Systems, and all other property owned by the Corporation for the benefit of the property owners, shall be used for the benefit of the several property owners in the Development.

Prior to dissolution of the Corporation, all property, interests in property, whether real, personal, or mixed, which are directly or indirectly related to the Surface Water or Storm Water Management Systems which are owned by the Corporation or the owners in common, will be dedicated to the appropriate unit of government or otherwise transferred to another approved entity. Dedication or transfer to an approved entity 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. 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.

**ARTICLE XI - BY-LAWS AND AMENDMENT OF
ARTICLES OF INCORPORATION**

By-laws will be adopted and may be amended by the directors or members consistent with these Articles of Incorporation and any declaration of protective covenants and restrictions affecting the Development. Amendments to these Articles of Incorporation may be adopted by the directors or members in the manner permitted by law.

Any amendments to the by-laws or these Articles of Incorporation which directly or indirectly impact the operation and maintenance of the Surface Water Management System, which are owned or controlled by this Corporation or the owners of lots within the Development in common may be made only after approval by the Suwannee River Water Management District. 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 district in effect at the time of application for such modification. Amendment to these Articles of Incorporation or the by-laws which does not impact operation or maintenance of the Surface Water Management System may be made without authorization of the Suwannee River Water Management District; however, copies of any such amendments shall be forwarded to the district office within thirty (30) days of approval.

ARTICLE XII - INITIAL CONTROL BY DEVELOPER

Any other provisions in these articles to the contrary notwithstanding, Greater Southeastern Land Development, LLC, or its successors in interest, (herein "Developer") shall maintain initial control of the Development until Developer has relinquished control to this Corporation, or relinquishes such rights or ceases to be the owner of any tract in the

Development. Developer, prior to relinquishing control of the Development or otherwise allowing control to transfer to the directors of this Corporation shall provide at least thirty (30) days written notice to Suwannee River Water Management District that all terms and conditions placed upon Developer by permits or authorizations from Suwannee River Water Management District have been satisfied in full and that transfer is proposed to occur on a specified date.

Developer reserves the right, without the consent of this Corporation, to cause additional lands not included within the Plat of The Reserve at Jewel Lake Phase 1 to be subject to any Restrictions and Protective Covenants to which Lots in the Subdivision are subject and to require the purchasers of any such additional parcels to become members of and be subject to the provisions of the Articles of Incorporation and Bylaws of this Corporation.

ARTICLE XIII - NAME AND ADDRESS OF INCORPORATOR

The name and address of the incorporator is:

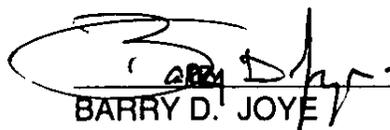
NAME

ADDRESS

BARRY D. JOYE

10153 West Highway 90
Lake City, Florida 32055

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 1st day of April, 2008.

 (SEAL)
BARRY D. JOYE

STATE OF FLORIDA

COUNTY OF COLUMBIA

The foregoing instrument was acknowledged before me this 1st day of April 2008, by BARRY D. JOYE, the incorporator named in the foregoing Articles of Incorporation, who is personally known to me or who produced _____ as identification.

(Notarial Seal)



Loretta S. Steinmann
Notary Public, State of Florida

Loretta S. Steinmann
(print or type name)

My Commission Expires: 10/8/2009

FILED
2008 APR 18 PM 2:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA