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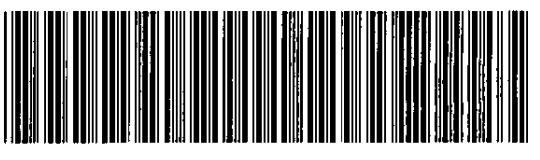
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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LAW OFFICES
SCRUGGS & CARMICHAEL, P.A.

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Gainesville, Florida

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Sigsbee L. Scruggs
1898-1983
Parks M. Carmichael
1909-1994
William D. Pridgeon
1933-1980
Michelle Vaughns
1946-1982
William N. Long
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RETIRED
Ray D. Helping
William C. Andrews
John F. Roscow III
Mitzi Cockrell Austin

June 30, 2009

‡Certified Civil Mediator

Of Counsel
Dennis J. Eisinger
Eisinger, Brown, Lewis & Frankel, P.A.

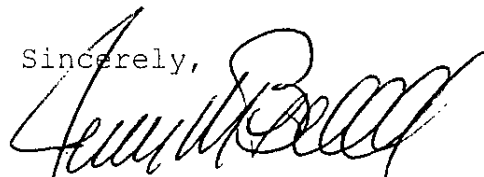
Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Gentlemen:

Enclosed is the original and one copy of the ARTICLES OF INCORPORATION OF PROVENCE SUBDIVISION HOMEOWNERS ASSOCIATION, INC., together with a check in the amount of \$87.50 for the following fees:

Filing fee	\$35.00
Registered Agent Designation	35.00
Certificate of Status	8.75
Certified Copy	<u>8.75</u>
TOTAL	\$87.50

Sincerely,



Jefferson M. Braswell

JMB:ct

Enclosures

**ARTICLES OF INCORPORATION
OF
PROVENCE SUBDIVISION HOMEOWNERS ASSOCIATION, INC.
A NON-PROFIT CORPORATION**

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TALLAHASSEE
SECRETARY OF STATE

The undersigned subscriber(s) to these Articles of Incorporation, being natural person(s) competent to contract hereby, for the purpose of forming a Corporation under the laws of the State of Florida, adopt the following Articles of Incorporation for such Corporation:

ARTICLE I: NAME OF CORPORATION

The name of the Corporation shall be PROVENCE SUBDIVISION HOMEOWNERS ASSOCIATION, INC., ("Association").

ARTICLE II: STATEMENT OF CORPORATE NATURE

This is a non-profit Corporation organized solely for general non-profit purposes pursuant to the Florida Not-For-Profit Corporation Act.

ARTICLE III: PURPOSE OF CORPORATION

The specific and primary purposes for which this Corporation is formed are to receive and maintain certain real property located in Alachua County, Florida which will comprise an entranceway, a road right-of-way with paved driving surfaces, roadside swales, common open spaces, and storm water management facilities, which are to comprise the common area of PROVENCE ("PROVENCE"), a platted subdivision, in accordance with the Rural Cluster Subdivision Land Development Code of Alachua County, Florida. The corporation is to provide insurance to those persons passing along said common areas for liability protection should there be negligent improvements and/or maintenance thereof and is also formed for management, maintenance, operation and care of real and personal property, including but not limited to any streams, ditches, canals, retention or detention areas, drainage or 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 in any manner consistent with a permit issued by the Suwannee River Water Management District and the operation and management plan attached hereto. The foregoing specific duties and responsibilities are not construed in any way as limiting the powers of the Association. Rather, the Association will have and exercise all the powers conferred upon associations or corporations

not-for-profit. In order to accomplish the purposes set forth above the Association shall have the right and authority to do the following to wit:

(a) To fix and make assessments and collect the assessments by any lawful means.

(b) To borrow money, if necessary in order to provide for the accomplishment of the specific and primary purpose set forth above.

(c) To use and expand the proceeds of assessments and borrowings in a manner consistent with the specific and primary purposes for which this Association is formed.

(d) To provide a procedure whereby plans and specifications of proposed improvements are submitted to an Architectural Control Committee to determine whether they comply with the Declaration of Covenants and Restrictions for PROVENCE subdivision.

(e) To maintain, repair, replace, operate and care for real and personal property, including without limitation all recreation areas, and common areas, which are owned by the Association or Owners in common.

(f) To purchase and maintain insurance.

(g) To make, amend, impose, and enforce by any lawful means, reasonable rules and regulations for use of the common areas and association property.

(h) To contract for services with others.

(I) To do and perform anything required by these articles, the bylaws, or the declaration to be done by the owner, but if not done by the owner in a timely manner, at the expense of the owner.

(j) To do and perform any obligations imposed upon the Association by the declaration or by any permit or authorization from any unit of local, regional, state or federal government and to enforce by any legal means the provisions of these articles, the bylaws and the declaration.

(k) To operate, maintain and manage the surface water or storm water management system(s) in a manner consistent with the Suwannee River Water Management District Permit No. ERP07-0249 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(s).

(l) To levy and collect adequate assessments against the members of the Association for the costs of maintenance and operation of the surface water or storm water management system(s).

(m) To maintain the Common Open Space in accordance with the Final Common Open Space Management Plan for the PROVENCE Subdivision and in accordance with the requirements of the Alachua County Development Code.

ARTICLE IV: DEDICATION OF ASSETS

The assets of this corporation are irrevocably dedicated to the purposes set forth in Article III, and no part of the net income or assets of this corporation shall ever inure to the benefit of any trustee, officer or member thereof, or to the benefit of any private individual whatsoever.

ARTICLE V: MEMBERSHIP AND ASSESSMENTS

(a) The corporation shall have a membership distinct from the board of directors. Any person, sui juris, owning an interest in the real property situated in Alachua County, Florida and generally referred to as PROVENCE, a platted subdivision, created in accordance with the rural subdivision ordinance of the County of Alachua, Florida shall be eligible for membership in the corporation. Each of the lots contained in the subdivision known as PROVENCE shall exercise one vote in the management of the affairs of the corporation. When one or more than one person or entity is the owner of one of the above referenced lots, all such person or entities shall be members, but they shall be entitled collectively to only one vote for each Lot in the management of the affairs of the corporation, which shall be exercised as they shall determine.

(b) Assessments to each member for such member's proportionate share of the Common Expenses shall be computed, assessed and due as provided in the Declaration. Annual maintenance and repair assessments, installments thereon or special assessments not paid within thirty (30) days of its due date, as established by the Declaration, shall be delinquent and bear interest from the due date at the highest rate allowed by law until paid in full. The ASSOCIATION shall have the right to file a lien in the public records of Alachua County, Florida, to secure payment of any unpaid assessment, together with interest thereon, and court costs and reasonable attorney's fees incurred by the ASSOCIATION. The total amount due shall be a continuing lien on the real property described in the lien until paid in full, and the ASSOCIATION may bring a civil action to foreclose the lien.

ARTICLE VI: LOCATION OF REGISTERED OFFICE AND REGISTERED AGENT

The principal office of the corporation is 8452 NW 62nd Lane, Gainesville, FL 32603. The name of the registered agent is Jefferson M. Braswell and the registered office address is P.O. Box 23109, One S.E. First Avenue, Gainesville, Florida, 32601.

ARTICLE VII: DIRECTORS OF CORPORATION

There shall be not less than three (3) and not more than nine (9) directors comprising the Board of Directors. Initially the Board of Directors shall be comprised of three (3) members and the names and addresses of the initial Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Richard Zambelli	8452 NW 62 nd Lane, Gainesville, FL 32603
Michelle Zambelli	8452 NW 62 nd Lane, Gainesville, FL 32603
Betty Zambelli	6407 NW 81st Blvd., Gainesville, FL 32653

ARTICLE VIII: NAME OF INCORPORATOR

The name and address of the incorporator of this corporation is as follows:

Richard Zambelli, Managing Member
ZAP Development, LLC
8452 NW 62nd Lane
Gainesville, FL 32603

ARTICLE IX: MANAGEMENT OF CORPORATE AFFAIRS

(a) Board of Directors: The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. Each Director shall be entitled to one vote on all issues upon which a vote is taken and unless stated otherwise in these Articles or in the Bylaws each issue shall be decided by a majority vote. The number of directors of the corporation shall be not less than three (3) nor more than nine (9). The manner in which members of the Board of Directors are elected or appointed shall be as set forth in the Bylaws.

(b) The directors named in Article VII above shall hold office until the annual meeting of members to be held on the 15th day of January, 2012 at which time an election of directors shall be held who shall then serve until the time of the next annual meeting. The annual meeting shall be held on the 15th day of January of each year at the principal office of the corporation or at such other place or places as the Board of Directors may designate from time to time by resolution.

(c) Corporate Officers: The Board of Directors may annually elect a President, Vice-President, Secretary and Treasurer, and such other officers as the By-laws of the corporation may authorize the directors to elect from time to time. At the discretion of the directors, the corporation may operate by election of only a President. With the exception of the President and Secretary, one person may hold more than one office. Until the election to be held on January 15, 2012, the following individual shall serve as the sole corporate officer, to wit: Richard Zambelli, President.

(d) "Control By Developer": Notwithstanding the other provisions contained in these Articles to the contrary, ZAP DEVELOPMENT, LLC, or his successors and assigns in interest ("Developer"), shall control the affairs and operations of the Association as they relate to PROVENCE until such time as said Developer relinquishes that right or ceases to be the owner of 80% of the lots within the Development. The Developer, prior to relinquishing control of the Association or otherwise allowing control to transfer to the directors of the Association shall provide at least 30 days written notice to the Suwannee River Water Management District that all terms and conditions placed upon the Developer by permits or authorizations from the Suwannee River Water Management District have been satisfied in full and that transfer is proposed to occur on a specific date.

ARTICLE X: TERMS OF EXISTENCE AND DURATION

This corporation shall commence with the filing of these Articles with the Secretary of State, Tallahassee, Florida and shall exist in perpetuity.

ARTICLE XI: AMENDMENT OF BYLAWS AND ARTICLES

The Bylaws will be adopted and may be amended by the directors or members consistent with these Articles and the Declaration by resolution of the Board of Directors or the members in accordance with the procedure which shall be set forth in the Bylaws. Amendments which directly or indirectly impact operations and maintenance of the surface water management system, including

without limitation, 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 which are owned by the Association or the owners in common, may be made after approval of 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 Suwannee River Water Management District in effect at the time of application for such modification. Amendment to the Articles or the Bylaws which does not impact operations or maintenance of the 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 within 30 days of approval.

ARTICLE XII: INDEMNIFICATION OF OFFICERS AND DIRECTORS

(a) The Association hereby indemnifies any director or officer which is made a party of any suit or proceeding pending in any court of competent jurisdiction whether such action is civil, criminal, administrative or investigative, so long as said action is brought to impose a liability or penalty on such persons for an act alleged to have been committed by such person in his capacity as director or officer of the Association. This indemnification shall extend against judgments, fines, amounts paid in settlement, reasonable expenses, reasonable attorney's fees or costs of an appeal thereof, if and only if such person acted in good faith in the reasonable belief that such action was in the best interest of the Association, and in the event of criminal action or proceedings, without reasonable grounds for belief that such action was unlawful.

(b) The persons referred to above shall not be entitled to indemnification in relation to matters to which such person has been adjudged to have been guilty or gross negligence, misconduct, or malfeasance in the court, administrative agency or investigative body before which such action is held unless, after consideration of all of the circumstances of the individual case, a majority of the members of the Association vote that the individual is entitled to indemnification for such expenses as are incurred.

(c) The Board of Directors shall assume responsibility for determining whether amounts claimed by a director or officer are proper expenses and whether such director or officer acted in good faith and in a manner which he or she believed to be in the best interest of the Association, and whether he or she had reasonable grounds for belief that such action was unlawful. Such determination shall be made by a majority vote of a quorum of the

members of the Board of Directors, none of whom shall be parties to the action, suit or proceeding.

(d) The abovementioned rights of indemnification shall not be deemed to limit the powers of the Association to indemnify in accordance with applicable statutory case or common law.

ARTICLE XIII: DISSOLUTION OF CORPORATION

(a) Upon the dissolution or winding up of the corporation, its assets remaining after payment or provision for payment, of all debts and liabilities of the corporation, shall be distributed to Alachua County, Florida, or to any public authority, utility, municipal corporation, or political subdivision of the State of Florida, or to any other entity which has established its tax exempt status under the Internal Revenue Code of 1954, as amended, or corresponding provisions of any subsequent federal tax laws.

(b) In the event of termination, dissolution or final liquidation of the 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 Suwannee River Water Management District prior to such termination, dissolution or liquidation.


ARTICLE XIV: CONFLICT OF ARTICLES AND BYLAWS

Should a conflict exist or arise between any of the provisions of the Articles and Bylaws, the provisions of the Articles will control.

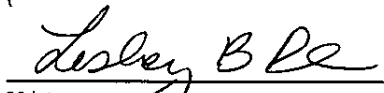
IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation on this 18th day of June, 2009.



Witness



RICHARD ZAMBELLI, Managing Member
ZAP Development, LLC



Witness

STATE OF FLORIDA
COUNTY OF ALACHUA

The Foregoing instrument was acknowledged before me this 18
day of June, 2009, by Richard Zambelli, who is
personally known to me or who has produced a Florida Drivers
License as identification and who did not take an oath.



Eunice E. Davenport
Notary Public-State of Florida
My Commission Expires:

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial Registered
Agent of PROVENCE SUBDIVISION HOMEOWNERS ASSOCIATION, INC., a
Florida Corporation not-for-profit.

Date: June 18, 2009.

By: R. J. H.

This instrument prepared by:
Jefferson M. Braswell, Esquire
Scruggs & Carmichael, P.A.
P.O. Box 23109
One S.E. First Avenue
Gainesville, Florida 32602
telephone 352-376-5242
facsimile 352-375-0690

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SECRETARY OF STATE
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