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10/14/11

RANDALL N. THORNTON

ATTORNEY AT LAW

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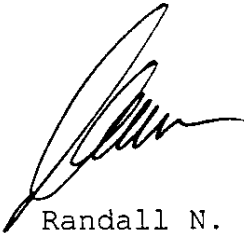
October 7, 2011

Florida Secretary of State
New Corporations Division
Clifton Building
2661 Executive Center Circle
Tallahassee, Fl 32301

Re: MONTGOMERY ACRES ROAD ASSOCIATION, INC.

Dear Sir:

Enclosed are the Articles of Incorporation on the above. Please file and issue a certified copy. Enclosed is my check for \$78.75.



Randall N. Thornton

encl.

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION OF MONTGOMERY ACRES ROAD
ASSOCIATION, INC.

a Florida Corporation Not-For-Profit

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The undersigned incorporators, for the purpose of forming a corporation not-for-profit pursuant to the laws of the State of Florida, Florida Statutes, Chapter 617, hereby adopts the following Articles of Incorporation:

PREAMBLE

The incorporators are lot owners of Phase One Montgomery Acres, recorded in Plat Book 4 Page 115 Sumter County, Florida ("the Subject Property"), and, in order to comply with that certain Final Judgment dated February 28, 2011, (Final Judgment) in Sumter County case 2009CA000813, form this corporation to receive title to the road and right-of-way serving Phase One Montgomery Acres to be administered, maintained, repaired, and replaced as needed.

ARTICLE - NAME

The name of the corporation is "MONTGOMERY ACRES ROAD ASSOCIATION, INC.", hereinafter referred to as the "Association". The principal address is 1361 NW 12th Lane Lake Panasoffkee, Fl 33538.

ARTICLE II - PURPOSE

The purposes for which the Association is organized are as follows:

1. To operate as a corporation not-for-profit pursuant to Chapter 617 of the Florida Statutes.
2. To comply with the terms of the Final Judgment as to the road and right-of-way referenced above.
3. To promote the health, safety, welfare, comfort, and social and economic benefit of the members of the Association.

ARTICLE III - POWERS AND DUTIES

The Association shall have the following powers and duties:

1. All of the common law and statutory powers of a corporation not-for-profit under the laws of the State of

Florida.

2. To administer, enforce, carry out and perform all of the acts, functions, rights and duties provided in, or contemplated by, the Final Judgment, these Articles and Bylaws, subject, however, to all of the terms, conditions, rights, remedies and reservations contained therein including, but not limited to, the following:

A. To own, purchase, sell, mortgage, encumber, lease, administer, manage, operate, maintain, improve, repair and/or replace real and personal property.

B. To make and collect Assessments to be determined by a budget from owners of lots within Phase One Montgomery Acres to defray the costs, expenses and losses incurred or to be incurred by the Association, and to use the proceeds thereof in the exercise of the Association's powers and duties.

C. To enforce the provisions of the Final Judgment, these Articles, and the Bylaws.

D. To make, establish and enforce reasonable rules and regulations governing the use of property under the jurisdiction of the Association.

E. To employ personnel necessary to perform the obligations, services and duties required of or to be performed by the Association and for proper operation of the properties for which the Association is responsible, or to contract with others for the performance of such obligations, services and/or duties.

F. To sue and be sued.

G. To operate and maintain the roadways within the Subject Property unless same or a portion of same are dedicated, conveyed or otherwise transferred to and/or operated and maintained by a governmental or quasi-governmental agency or other entity, in which event the Association shall be relieved of its obligation to operate and maintain such portion of the roadways are properly operated and maintained by such governmental or quasi-governmental agency or other entity.

ARTICLE IV - MEMBERS

1. The members of the Association shall consist of all of the record owners of the Lots. Membership shall be established as to each Lot upon the organizational meeting. Upon the transfer of ownership of fee title to, or fee interest in, a Lot, whether by conveyance, devise, judicial decree, foreclosure, or otherwise, and upon the recordation among the public records in Sumter County of the deed or other instrument establishing the acquisition and designating the Lot affected thereby, the new

Owner designated in such deed or other instrument shall thereupon become a member of the Association, and the membership of the prior owner as to the Lot designated shall be terminated, provided, however, that the Association shall not have the responsibility or obligation of recognizing any such change in membership until the proposed new owner has been approved by the Association in accordance with the provisions of these Articles, the Bylaws and any rules and regulations promulgated pursuant thereto and until it has been delivered a true copy of the applicable deed or other instrument, or is otherwise informed of the transfer of ownership of the Lot.

2. The share of each member in the funds and assets of the Association, in the Common Surplus, and in any membership rights and interests in this Association, cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the Lot for which that membership is established.

3. On all matters upon which the members shall be entitled to vote, there shall be only one vote for each Lot. In the event any Lot is owned by more than one person and/or by another entity, the vote for such Lot shall be cast in the manner provided by the Bylaws. Any person or entity owning more than one Lot shall be entitled to one vote for each Lot owned.

4. The Bylaws shall provide for an annual meeting of the members of the Association and shall make provision for special meetings.

ARTICLE V - TERM OF EXISTENCE

The Association shall have perpetual existence.

ARTICLE VI - INCORPORATORS

The name and street address of the incorporators are:

STEPHEN S. KMIECIK, JR. 1361 NW 12th Lane Lake Panasoffkee,
Fl 33538.

RICHARD HAWTHORNE 1260 NW 12th Lake Panasoffkee, Fl 33538
JUERGEN BEISSEL 1336 CR 459 Lake Panasoffkee, Fl 33538

ARTICLE VII - DIRECTORS

1. The property, business and affairs of the Association shall be managed by a Board which shall consist of three (3) directors, provided, however, the incorporators shall serve as the directors until the Association has its first meeting of members. Directors must be members of the Association.

2. All of the duties and powers of the Association existing under these Articles and the Bylaws shall be exercised exclusively by the Board, subject to approval by the members only when specifically required and subject also to all of the terms, conditions, rights, remedies and reservations contained therein.

3. So long as Beissel Investment, Inc. owns one lot within Phase One Montgomery Acres, Beissel Investment, Inc., acting by and through its officers and directors shall have the right to appoint one of the three directors. Beissel Investment, Inc. may waive its right to appoint a director by written notice to the Association, and thereafter such director shall be elected by the members. When Beissel Investment, Inc. no longer owns any Lot within the Subject Property, all of the directors shall be elected by the members in the manner provided in the Bylaws.

4. Directors may be removed and vacancies on the Board shall be filled in the manner provided by the Bylaws, however any director appointed by Beissel Investment, Inc. may only be removed by the Beissel Investment, Inc., if, at the time such vacancy is to be filled, the Beissel Investment, Inc. is entitled to appoint a director.

5. The names and addresses of the initial directors, who shall hold office until their successors are appointed or elected, are as follows:;

STEPHEN S. KMIECIK, JR. 1361 NW 12th Lane Lake Panasoffkee, Fl 33538.

RICHARD HAWTHORNE 1260 NW 12th Lake Panasoffkee, Fl 33538

JUERGEN BEISSEL 1336 CR 459 Lake Panasoffkee, Fl 33538

ARTICLE VIII - OFFICERS

The officers of the Association shall be a president, vice president, secretary, treasurer and such other officers as the Board may from time to time by a resolution create. The officers shall serve at the pleasure of the Board, and the Bylaws may provided for the removal from office of officers, for filling vacancies, and for the duties of the officer. The names of the officers who shall serve until their successors are designated by the Board are as follows:

STEPHEN S. KMIECIK, JR. President

RICHARD HAWTHORNE Vice President

ALICE ELAINE KMIECIK Sec/Treas

ARTICLE IX - INDEMNIFICATION

1. The Association shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Association) by reason of the fact that he or she is or was a director, employee, officer or agent of the Association, against expenses (including attorney's fees and appellate attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with an action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interest of the Association; and with respect to any criminal action or proceeding, if he or she had no reasonable cause to believe his or her conduct was unlawful; except, that no indemnification shall be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or willful misfeasance or malfeasance in the performance of his duty to the Association unless and only to the extent that the court in which the action or suit was brought shall determine, upon application, that despite the adjudication of liability, but in view of all of the circumstances of the case, such person is fairly and reasonably entitled to indemnify for such expenses as the court shall deem proper. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon plea of nolo contendere or its equivalent, shall not, in and of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interest of the Association; and with respect to any criminal action or proceeding, that he or she had no reasonable cause to believe that his conduct was unlawful.

2. To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referenced to in Paragraph 1 above, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorney's fees and appellate attorney's fees) actually and reasonably incurred by him or her in connection therewith.

3. Any indemnification under Paragraph 1 above (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper under circumstances because he or she has met the applicable standard of conduct set forth in Paragraph 1 above.

Such determination shall be made (a) by the Board by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such quorum is not obtained or, even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in written opinion, or (c) by approval of the members.

4. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding as authorized by the Board in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Association as authorized herein.

5. The indemnification provided herein shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the laws of the State of Florida, any Bylaw, agreement, vote of members or otherwise; and as to action taken in an official capacity while holding office, shall continue as to any person who has ceased to be a director, officer, employee, or agent shall inure to the benefit of the heirs, executors and administrators of such a person.

6. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, as arising out of his or her status as such, whether or not the Association would have the power to indemnify him or her against such liability under the provisions of this Article.

ARTICLE X - BYLAWS

The first Bylaws shall be adopted by the Board and may be altered, amended or rescinded by the Directors and/or members in the manner provided by the Bylaws.

ARTICLE XI - AMENDMENTS

Amendments to these Articles shall be proposed and adopted in the following manner:

1. A majority of the entire Board shall adopt a resolution

setting forth the proposed amendment and directing that it shall be submitted to a vote at a meeting of the members, which may be the annual or a special meeting.

2. Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each member entitled to vote thereon within the time and in the manner provided in the Bylaws for the giving of notice of a meeting of the members. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

3. At such meeting, a vote of the members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of not less than 67% of the votes of the members present at the meeting.

4. Any number of amendments may be submitted to the members and voted upon at any one meeting.

5. If all of the directors and all of the members eligible to vote sign a written statement manifesting their intention that an amendment to these Articles be adopted, then the amendment shall thereby be adopted as through the above requirements had been satisfied.

6. No amendment shall make any changes in the qualifications for membership nor in the voting rights of members unless all of the members so affected by such amendment join in the execution of such amendment.

7. No amendment to these Articles shall be made which discriminates against any Owner (s), or affects less than all of the owners within Subject Property, without the written approval of all of the owners so discriminated against or affected.

8. Upon the approval of an amendment to these Articles, the articles of the amendment shall be executed and delivered to the Department of State as provided by law, and a copy certified by the Department of State shall be recorded in the public records of the county in which the Subject Property is located.

ARTICLES XII - DISSOLUTION

In the event of dissolution or final liquidation of the Association, the assets, both real and personal, of the Association, shall be dedicated to the appropriate public agency to be held devoted to purposes as nearly as practicable the same as those to which we required to be devoted by the Association. In the event acceptance of such dedication is refused, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization, to be

devoted to purposes as nearly as practicable to the same as those to which they were required to be devoted by the Association. No such disposition of the Association properties shall be effective to divest or diminish any right or title of any member vested in him or her under the recorded Declaration unless made in accordance with the provisions of such Declaration.

ARTICLE XIII

INITIAL REGISTERED OFFICE, ADDRESS AND NAME OF REGISTERED AGENT

The initial registered office of the Association shall be at 2031 North C-470 Lake Panasoffkee, Fl 33538. The initial registered agent of the Association who shall be at the address is RANDALL N. THORNTON.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on the 7th day of Oct, 2011.


STEPHEN S. KMIECIK, JR.


RICHARD HAWTHORNE


JUERGEN BLISSEL

STATE OF FLORIDA
COUNTY OF SUMTER

The foregoing instrument was acknowledged before me on the 7th day of Oct, 2011, by Stephen S. Kmiecik, Jr. And Richard Hawthorne.


Notary Public, State of FLA
My Commission Expires: _____

Personally known ✓ or produced identification
Type of Identification Produced _____



STATE OF FLORIDA
COUNTY OF SUMTER

The foregoing instrument was acknowledged before me on the
7th day of Oct, 2011, by JUERGEN BEISSEL.



[Signature]
Notary Public, State of FLA
My Commission Expires: _____

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

I, Randall N. Thornton, whose mailing address and street address are set forth above, hereby accepts the herein designation as registered agent of this corporation.

DATED this 7th day of Oct, 2011.

[Signature]
Randall N. Thornton

STATE OF FLORIDA
COUNTY OF SUMTER

The foregoing instrument was acknowledged before me on the
7th day of October, 2011, by Randall N. Thornton.



[Signature]
Notary Public, State of FLA
My Commission Expires: _____

Personally known — or produced identification
Type of Identification Produced _____

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