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THOMAS M. EGAN
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LAWYER

2107 SE 3rd Avenue
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Telephone:
(352) 629-7110
(352) 629-6696 fax

February 12, 2013

Dept. of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Sent UPS Overnight

2661 Executive Center Circle
Tallahassee, FL 32301

Re: Orange Lake Association, Inc.

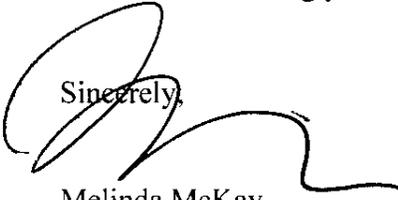
Dear Clerk:

Enclosed you will find the following regarding the above referenced matter.

1. Original Articles of Incorporation
2. Copy to conform and return
3. Ck# ~~91312~~ in the amount of \$78.~~75~~ for the filing fees

Please file accordingly.

Sincerely,


Melinda McKay
Encl.

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ARTICLES OF INCORPORATION
A CORPORATION NOT FOR PROFIT
FOR ORANGE LAKE ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS that we, the undersigned, desiring to form a corporation pursuant to the not-for-profit corporation law of the State of Florida, do hereby make, subscribe and acknowledge this document, constituting the Articles of Incorporation, as follows:

ARTICLE I--NAME

The name of the corporation shall be ORANGE LAKE ASSOCIATION, INC., and its principal place of business shall be at Micanopy, Florida.

ARTICLE II--NON-PROFIT PURPOSE

The corporation is formed exclusively for purposes for which a corporation may be formed under the not-for-profit corporation law of the State of Florida, and not for any pecuniary profit or financial gain. No part of the assets, income or profit of the corporation shall be distributable to, or inure to the benefit of its members, trustees, or officers. The corporation shall not engage in any activity prohibited to a non-profit corporation under the laws of Florida, or under the Internal Revenue Code of the United States. Notwithstanding any other provision of these Articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501 of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue Code.

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ARTICLE III--GENERAL AND SPECIFIC PURPOSES

The general and specific purposes and objects of the corporation shall be:

(a) Subject to Article II hereof, the specific and primary purpose for which this corporation is formed is conservation, preservation, restoration, and long-term management of Orange Lake, in Alachua and Marion Counties, Florida.

(b) The general purposes for which this corporation is formed are exclusively charitable, and educational within the meaning of Section 501 (c)(3) and 501 (j) of the Internal Revenue Code, or the corresponding provision of any future Code.

(c) The corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene, by publication or distribution of any statements or otherwise, in any political campaign on behalf of or against any candidate for public office.

ARTICLE IV--MEMBERSHIP

The membership of this corporation shall be constituted by all persons hereinafter named as subscribers, and by such other persons as from time to time hereafter may become members.

Any natural person shall be eligible for membership who has attained the age of 18 years, and is of good moral character; and any fictitious entity in good standing exhibiting a legitimate interest in the purposes of the corporation, as provided in the Bylaws.

Members shall be admitted as provided in the By Laws of the corporation.

The rules and regulations that may be adopted by the Board of Directors regarding eligibility for membership shall not discriminate on the basis of race, color, creed, national origin, religion, sex, or age.

The members of this corporation shall have no right, title, or interest whatsoever in its income, property, or assets, nor shall any portion of said income, property, or assets

be distributed to any member upon dissolution or winding up of the affairs of this corporation. Members of this corporation shall not be personally liable for the debts, liabilities, or obligations of the corporation, and shall not be subject to any assessment against the corporation.

ARTICLE V--EXISTENCE

The corporation shall have perpetual existence.

ARTICLE VI--SUBSCRIBERS

The names and residence addresses of the subscribers to these Articles are as follows:

Kelby D. Watt – 2570 Bedford Mews Drive, Wellington, FL 33414

Kay M. Richardson – 22515 NW 60th Ave, Evinston, FL 32633

Robert J. Perry – 3901 NW 219th Street Road, Micanopy, FL 32667

ARTICLE VII--DIRECTORS

The business affairs of this corporation shall be managed by a Board of Directors. The corporation shall have not fewer than three (3), nor more than nine (9) Directors. The corporation shall have three (3) Directors initially, which includes the officers set forth in Article VIII below, who shall also be Directors. The number of Directors may be increased or decreased as provided in the By-Laws.

Directors shall be members of this corporation. Directors shall be elected according to the procedure set forth in the By-Laws, and shall serve a term of three (3) years, unless otherwise specified. The terms may be staggered in a manner set forth in the Bylaws. The names and addresses of the initial Board of Directors are:

Kelby D. Watt – 2570 Bedford Mews Drive, Wellington, FL 33414

Kay M. Richardson – 22515 NW 60th Ave, Evinston, FL 32633

Robert J. Perry – 3901 NW 219th Street Road, Micanopy, FL 32667

The Board of Directors may provide such by-laws for the conduct of its business and the carrying out of its purposes as the Board may deem necessary.

ARTICLE VIII--OFFICERS

The corporation shall have a President, Vice President, Treasurer and a Secretary, each of whom shall be elected directly by the members, by majority vote of members attending a meeting called for that purpose. The initial officers who shall serve until the next election as provided in the Bylaws, shall be:

President: Kelby D. Watt

Vice President & Treasurer: Kay M. Richardson

Secretary: Robert J. Perry

ARTICLE IX--AMENDMENTS

These Articles may be amended by majority vote of the Directors of the corporation at a meeting called for that purpose.

ARTICLE X--LOCATION

The initial address of the corporation shall be 21761 NW 60th Avenue, Micanopy, Florida, 32667. The mailing address shall be the same. The corporation may maintain other offices at other locations.

ARTICLE XI--REGISTERED AGENT

The name and address of the initial Agent for the corporation shall be Robert J. Perry, 21761 NW 60th Avenue, Micanopy, Florida 32667.

ARTICLE XII--CORPORATE POWERS

The corporation shall have all the powers granted to a corporation not-for-profit under the laws of Florida, except any power which would invalidate its right to qualify for exempt status under the United States Tax Code.

ARTICLE XIII--DISTRIBUTION UPON DISSOLUTION

Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 of the Internal Revenue Code of 1986, or corresponding provision of any future provision, or shall be distributed to the federal, state, or local government for a public purpose. Any assets no so disposed of shall be disposed of by the court of common pleas in the county in which the corporation maintains its principal place of business, exclusively for such purposes.

IN WITNESS WHEREOF, we, the undersigned incorporators, have hereunto set our hands on this 4th day of February, 2013.

Kelby D. Watt
KELBY D. WATT

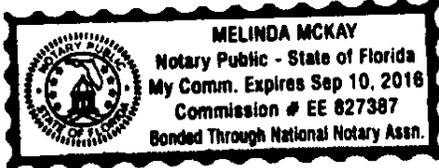
Kay M. Richardson
KAY M. RICHARDSON

Robert J. Perry
ROBERT J. PERRY

STATE OF FLORIDA
COUNTY OF Marion

The foregoing instrument was acknowledged and subscribed before me for the purpose therein stated by Kelby D. Watt, who produced Florida Driver Licenses as identification and did not take an oath, on this 4th day of February, 2013.

Melinda McKay
Notary Public

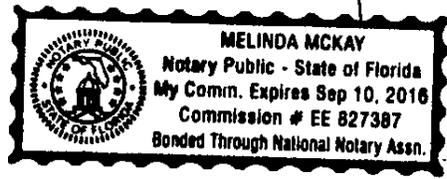


STATE OF FLORIDA
COUNTY OF Marion

The foregoing instrument was acknowledged and subscribed before me for the purpose therein stated by Kay M. Richardson, who produced Florida Driver Licenses as identification and did not take an oath, on this 4th day of February 2013.

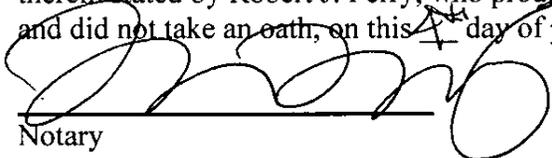


Notary Public

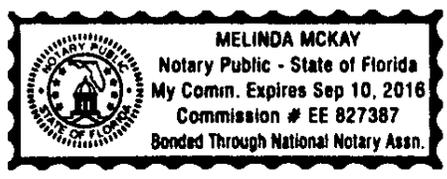


STATE OF FLORIDA
COUNTY OF Marion

The foregoing instrument was acknowledged and subscribed before me for the purpose therein stated by Robert J. Perry, who produced Florida Driver Licenses as identification and did not take an oath, on this 4th day of February 2013.



Notary



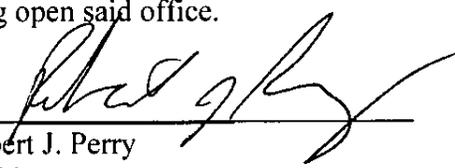
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is
submitted, in compliance with said Act:

First -- That Orange Lake Association, Inc. desiring to organize under the laws of
the State of Florida with its principal office, as indicated in the Articles of Incorporation
at the City of Micanopy, County of Marion, State of Florida, has named Robert Perry,
located at 21761 NW 60th Avenue, Micanopy, Florida 32667, as its agent to accept
service of process within this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation,
at place designated in this certificate, I hereby accept to act in this capacity, and agree to
comply with the provision of said Act relative to keeping open said office.

By: 
Robert J. Perry
Resident Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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