

Gary D. Grunder
Attorney at Law, P.A.
1025.5 North Main Street
P. O. Box 727
High Springs, Florida 32643
Telephone (904) 454-1298
Fax (904) 454-7496

March 7, 1995

N950000001413

Sandra B. Mortham
Secretary of State
Division of Corporations
New Filings Section
P. O. Box 6327
Tallahassee, Florida 32314

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****122.50 ****122.50

Re: Forest Grove Farms Owners' Association, Inc.

Dear Madam:

Enclosed please find Articles of Incorporation for Forest Grove Farms Owners' Association, Inc., in duplicate, along with the Acceptance of Resident Agent. We are also enclosing our check in the amount of \$122.50 to cover the filing fee for same. If you find all is in order, we request these Articles be filed and a copy returned with appropriate documentation.

Thank you for your prompt attention to this matter.

Sincerely,

Sonja Pride

Sonja Pride
Administrative Assistant

Enclosures

FILED
MAR 10 1995
TALLAHASSEE, FLORIDA

N.P.
BDB 3/13/95
509, 634
N95-5500
N95-1413



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 13, 1995

SONJA PRIDE
GARY D. GRUNDER ATTORNEY AT LAW, P.A.
P.O. BOX 727
HIGH SPRINGS, FL 32643

SUBJECT: FOREST GROVE FARMS OWNERS' ASSOCIATION, INC.
Ref. Number: W95000005560

We have received your document for FOREST GROVE FARMS OWNERS' ASSOCIATION, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must be identical throughout the document.

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6929.

Brendolyn Bruton
Corporate Specialist

Letter Number: 895A00011168

Gary D. Grunder
Attorney at Law, P.A.
1025-5 North Main Street
P O Box 727
High Springs, Florida 32643
Telephone (904) 454-1298
Fax (904) 454-7496

March 20, 1995

Sandra B. Mortham
Secretary of State
Division of Corporations
New Filings Section
P. O. Box 6327
Tallahassee, Florida 32314

Re: Forest Grove Farms Owners' Association, Inc.

Attention: Brendolyn Bruton, Corporate Specialist

Dear Madam:

Enclosed please find redrafted Articles of Incorporation for Forest Grove Farms Owners' Association, Inc., in duplicate. Corrections have been made and we trust they meet with your approval.

Thank you for your prompt attention to this matter.

Sincerely,



Sonja Pride
Administrative Assistant

Enclosures

**ARTICLES OF INCORPORATION
OF
FOREST GROVE FARMS OWNERS' ASSOCIATION, INC.**

**ARTICLE I
TERM OF EXISTENCE**

The existence of the association shall commence upon the filing of these Articles of Incorporation with the Department of State of the State of Florida and shall continue in perpetuity.

**ARTICLE II
PURPOSE**

A. The association is organized for the purpose of management, maintenance, operation and care of real and personal property, including, but not limited to all roads, 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.

B. The association shall have the power:

1. To fix and make assessments of lots and lot owners and collect the assessment by any lawful means;
2. To borrow money;
3. To use and expend proceeds of assessments and borrowings in a manner consistent with the purposes for which the association is formed;
4. To review plans and specifications of proposed improvements to assure compliance with the declaration of covenants and restrictions of Forest Grove Farms Owners' Association, Inc.;
5. To maintain, repair, replace, operate, and care for real and personal property, including but not limited to, all lakes, ditches, canals, retention or detention areas, drainage, roads and lands of the surface water management system which are owned by the association or the owners in common in a manner consistent with the permit issued by the Suwannee River Water Management District and the operation and maintenance plan attached thereto;
6. Purchase and maintain insurance;
7. To make, amend, impose and enforce by any lawful means, reasonable

rules regulating use of the common areas and association property.

8. To contract for services with others;
9. To do and perform anything required by these articles, the bylaws, or the Declaration of Covenants and Restrictions (Declaration) to be done by the owner, but if not done by the owner in a timely manner, at the expense of the owner;
10. To do and to perform any obligations imposed upon the association by the Declaration or by the 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 by-laws, and the declaration;

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 of the powers conferred upon associations so formed.

ARTICLE III OFFICES

The principal offices of the corporation in the State of Florida shall be located at 23008 N. W. 188th Street, High Springs, Florida 32643. The corporation may have such other offices, either within or without the State of Florida, as the Board of Directors may designate or as the business of the corporation may require from time to time. The mailing address of the corporation shall be P. O. Box 1886, High Springs, Florida 32643.

ARTICLE IV MEMBERSHIP

Every person or entity who is, from time to time, the record owner of Lots 1 through 8 inclusive, of Forest Grove Farms, a subdivision as recorded in Plat Book "R" Page 97 of the Public Records of Alachua County, Florida, shall be a member of the association. Membership shall be appurtenant to and may not be separated from the ownership. Each member shall be entitled to one vote for each lot owned by that member. If the owner owns a fractional interest in a lot, the member shall have a fractional vote proportional to ownership interest.

ARTICLE V DIRECTORS

The following three persons shall serve the corporation as directors until the first annual meeting or other meeting called to elect directors:

<u>NAME</u>	<u>ADDRESS</u>
W.H. Wellborn	P. O. Box 1886, High Springs, FL 32643 23008 N.W. 188th Street, High Springs, FL 32643
Hillary H. Wellborn	P. O. Box 1886, High Springs, FL 32643 23008 N.W. 188th Street, High Springs, FL 32643
Patty Millikin Moser	P. O. Box 520, Alachua, FL 32615 4022 Highway 441, Alachua, FL 32615

ARTICLE VI INITIAL CONTROL BY DEVELOPER

Notwithstanding the other provisions contained in these articles to the contrary, Walter H. Wellborn and Hillary H. Wellborn, or their successors in interest herein referred to as "developer" shall have full right and authority to elect and/or remove all directors until developer relinquishes that right or ceases to be the owner of one or more of the lots as described in Article III above. The developer prior to relinquishing control of the association or otherwise allowing control of the directors to transfer to the lot owners of the association, shall provide at least thirty 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 VII ASSESSMENTS

Each lot owner shall be responsible for 1/8 of the cost of carrying out the purposes of the corporation. The Board of Directors shall assess lot owner on an annual basis, a regular basis other than annually, and/or from time to time as the need arises in order to defray the costs incurred by the corporation and provide reserves that the Board of Directors in its judgment deems

reasonable, for the operation of the corporation. Assessments shall be levied by resolution of the Board of Directors.

ARTICLE VIII BYLAWS AND AMENDMENT OF ARTICLES

The bylaws will be adopted and may be amended by the directors, consistent with these Articles. Amendments to the Articles and bylaws which directly or indirectly impact operation and maintenance of the subsurface management system, including without limitation, all lakes, ditches, canals, retention or detention areas, drainage or other subsurface management works, and preservation or conservation areas, wetland and wetland mitigation areas which are owned by the association or the owners in common, may be made 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 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 operation 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 Suwannee River Water Management District within thirty days of approval.

ARTICLE IX REGISTERED OFFICE AND REGISTERED AGENT

The principal address and the registered office address shall be 23008 N. W. 188th Street, High Springs, Florida 3264. The name of the corporation's initial registered agent at such address is W.H. Wellborn.

ARTICLE X INDEMNIFICATION OF OFFICERS AND DIRECTORS

A. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he is or was a director,

officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expense (including attorneys' fees), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by him in connection with such action, suit or proceeding, including any appeal thereof, if he acted in good faith or in a manner he reasonably believes in or not opposed to the best interest of the corporation, and with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful. However, with respect to any action by or in the right of the corporation to procure a judgment in its favor, no indemnification shall be made in respect to any claim, issue, or matter as to which such person is adjudged liable for negligence or misconduct in the performance of his duties to the corporation unless, and only to the extent that, the court in which such action or suit was brought determines, on application, that despite the adjudication of liability such person is fairly and reasonably entitled to indemnity in view of the circumstances of the case. Any indemnification hereunder shall be made only on a determination by a majority of disinterested directors that the indemnification is proper in the particular circumstances because the party to be indemnified has met the applicable standard of conduct. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the party did not meet the applicable standard of conduct. Indemnification hereunder may be paid by the corporation in advance of the final disposition of any action, suit, or proceeding, on a preliminary determination that the director, officer, employee, or agent met the applicable standard of conduct and on receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount, unless it is ultimately determined that he is entitled to be indemnified by the Corporation as authorized in this section.

B. The corporation shall also indemnify any director, officer, employee, or agent who has been successful on the merits or otherwise, in defense of any action, suit, or proceeding, or in defense of any claim, issue or matter therein, against all expenses, including attorneys fees, actually and reasonable incurred by him in connection therewith without the necessity of an independent determination that such director, officer, employee, or agent met any appropriate standard of conduct.

C. The indemnification provided for herein shall continue as to any person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

D. In addition to the indemnification provided for herein, the corporation shall have the

power to make any other or further indemnification, except an indemnification against gross negligence or willful misconduct, under any resolution or agreement duly adopted by a majority disinterested directors.

ARTICLE XI INCORPORATORS

The name and address of each incorporator are as follows:

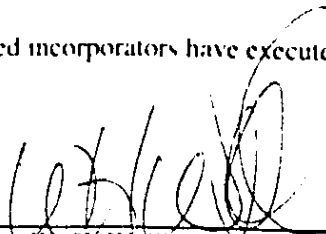
W.H. Wellborn
23008 N. W. 188th Street
High Springs, Florida 32643

Hillary H. Wellborn
23008 N. W. 188th Street
High Springs, Florida 32643


ARTICLE XII PRECONDITION TO 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 management system, including but without limitation all lakes, ditches, canals, retention or detention areas, drainage or other subsurface 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, the appropriate unit of government or otherwise transferred to, and accepted for maintenance by, another 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. 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.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation on March 20, 1995.



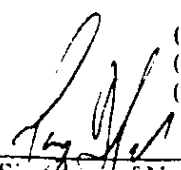
W. H. Wellborn



Hillary H. Wellborn

STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 20 day of MARCH, 1995, by W. H. Wellborn and Hillary H. Wellborn his wife, who


() are personally known to me.
() produced a current Florida driver's license as identification.
() produced _____ identification.

Signature of Notary
My Commission Expires:

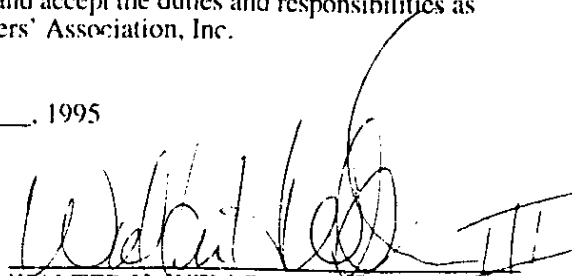


(SEAL)
GARY D. GRUNDER
My Commission Expires 7/4/95

DESIGNATION AND ACCEPTANCE OF RESIDENT AGENT

I hereby certify that I am familiar with and accept the duties and responsibilities as registered agent for Forest Grove Farms Owners' Association, Inc.

Dated this 20 day of March, 1995



WALTER H. WELLBORN, III

FILED
MAR 21 1995
ALACHUA COUNTY, FLORIDA