N96000001366

LAW OFFICES

PATTILLO & McKEEVER, P.A.

Catherine F. Ackerman
S. Kern Alexander
Jean A. Bick*•
Robert B. Buchanan
Alison P. Danacrau
John R. Dorough*•
David A. Glenny
Kelly Gardner Hamer
Beverly A. Lambert

*Board Certified in Civil Trial Law
•Certified Circuit Court Mediator

Laurel Run Professional Center
[illegible] S.E. 17th Street, Suite [illegible]
Ocala, Florida [illegible]

Post Office Box [illegible]
Ocala, Florida [illegible]

Fax [illegible]
Telephone [illegible]

Betty D. Marion†
Mark A. Massey
John P. McKeever
Stephanie L. Mullins
Andrew O. Pattillo, Jr.*
Scott O. Reichert
Gary L. Sanders
Joseph W. Standley

*Also Admitted in Kentucky
†Also Admitted in Texas

March 6, 1996

700001798117
-03/07/96--01090--003
****122.50 ****122.50

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: TURNING HAWK RANCH UNIT 2 HOMEOWNERS ASSOCIATION, INC.

Enclosed please find original and one copy of Articles of Incorporation of TURNING HAWK RANCH UNIT 2 HOMEOWNERS ASSOCIATION, INC., Certificate of Designation of Registered Agent and our check payable to the Department of State in the amount of $122.50, representing filing fee ($35.00), Registered Agent Designation ($35.00) and one certified copy ($52.50).

I would appreciate your filing the above immediately upon receipt and returning the enclosed copy to me as a certified copy after the original is filed.

Yours very truly,

John P. McKeever

JPM:mkw

Enclosures

FILED
96 MAR -7 PM 1:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DMC 3.12.96

FILED

96 MAR -7 PM 1:08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
TURNING HAWK RANCH UNIT 2 HOMEOWNERS ASSOCIATION, INC.
(A Corporation Not For Profit)

ARTICLE I

Name

The name of this corporation shall be TURNING HAWK RANCH UNIT 2 HOMEOWNERS ASSOCIATION, INC.

ARTICLE II

Purpose

The purposes for which this corporation is organized are:

(a) To promote the health, safety and social welfare of the owners of property in TURNING HAWK RANCH UNIT 2, a subdivision, as evidenced by plat thereof recorded in Plat Book "3", at Pages 166 and 167, of the public records of Marion County, Florida, which area will be hereinafter referred to as TURNING HAWK RANCH UNIT 2.

(b) To own, improve, maintain, operate and manage the streets, surface water and stormwater management system and other common areas in TURNING HAWK RANCH UNIT 2 and any landscaping, structures or other improvements thereon, the ownership of an interest in, or the obligation of maintenance and repair of, any of which has vested in or been delegated to the corporation under the DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR TURNING HAWK RANCH UNIT 2 subdivision, as recorded in Official Records Book 3, at Pages 166 and 167, inclusive, of the public records of Marion County, as the same may be amended from time to time, which document is hereinafter called the Declaration.

(c) To provide or provide for private security and other services for which responsibility is delegated to the Corporation under the Declaration and to own and control any capital improvements and equipment related thereto.

(d) To provide, purchase, acquire, replace, improve, maintain, and repair such structures, landscaping, paving and equipment, necessary to fulfill the purposes herein specified or otherwise reasonably related to the health, safety and social welfare of the members of the Corporation.

(e) To fix, levy, collect and enforce payment of all charges or assessments pursuant to the terms of the Declaration, as the same may be amended from time to time as therein provided, and to pay all expenses in connection with the conduct of the business of the corporation, including all licenses, taxes or governmental charges levied or imposed against the property of the Association and the costs of acquisition, maintenance, repair and operation of the corporation's property including the streets and surface water and stormwater management system and other common areas.

(f) To operate without profit and for the sole and exclusive benefit of its members in conformity with the purposes hereinafter expressed.

ARTICLE III

<u>Powers</u>

The powers of the Corporation shall be as follows:

(a) The corporation shall have all of the powers of a corporation not for profit organized under the provisions of

Chapter 617, Florida Statutes, which are not in conflict with the terms of the Declaration, as amended from time to time, or the terms of these Articles of Incorporation.

(b) The corporation shall have all of the powers vested in or delegated to it by the Declaration.

(c) The corporation shall have the power to make, establish and enforce reasonable rules and regulations governing the use of any property, ownership, control or the obligation of maintenance of which is vested in or delegated to the Corporation by the Declaration, as amended from time to time.

(d) The Corporation shall have the power to make, levy and collect annual assessments, special assessments and specific assessments from the members of the Corporation and to demand and receive deficiency contributions from the Declarant in accordance with the provisions of the Declaration, as amended from time to time, and to use and expend the proceeds of such assessments and contributions in fulfilling the purposes and exercising the powers and duties of the corporation.

ARTICLE IV

Term

This corporation shall have perpetual duration.

ARTICLE V

Members and Meetings of the Members

(a) The members of the corporation shall consist of all persons or entities who are record owners of a fee or undivided interest in any lot in TURNING HAWK RANCH UNIT 2. There shall be two classes of membership as follows:

Class A. Class A members shall be all Owners with the exception of the Declarant. When more than one person holds an interest in any lot, all such persons shall be members but the vote for such lot shall be exercised as provided in Article VI.

Class B. The Class B member shall be the Declarant. The Class B membership shall cease and be converted to Class A membership at such time as the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership.

(b) There shall be an Annual Meeting of the members each year at a date and place determined in the manner provided in the By-Laws. Special meetings of the members may be called by the President, the Board of Directors or by demand of members holding no less than 20% of the votes entitled to be cast at such meeting.

ARTICLE VI

Voting

(a) Each Class A member shall have one (1) vote for each lot owned by such member. When more than one person holds an interest in a lot, all such persons shall be members but the vote for such lot shall be exercised by one of their number as determined by them and designated in the manner provided in the By-Laws. In no event shall more than one vote be cast with respect to any lot.

(b) The Class B member shall have one (1) vote for each lot in Turning Hawk Ranch Unit 2, irrespective of whether owned by Declarant, until such time as the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership.

(c) If, at the date of any meeting of the membership, payment to the corporation of any annual or special assessment for a lot is delinquent, no vote may be cast for the lot subject to such delinquent assessment.

ARTICLE VII

Directors

The affairs of the Corporation shall be managed under the authority of a Board of Directors who need not be members of the Corporation. The initial Board of Directors of the Corporation shall consist of three (3) members, whose names and addresses are as follows:

Name	Address
Leonard L. Levenstein	6401 SW 87th Avenue, Suite 212 Miami, Florida 33173
Randolph A. McKean	6401 SW 87th Avenue, Suite 210 Miami, Florida 33173
Glenn E. Lane	3931 SW College Road Ocala, Florida 34474

The number of Directors may be increased or diminished from time to time by the By-Laws, but shall never be more than seven (7) nor less than three (3). The members of the Board of Directors shall be divided into three (3) classes and the members of one class shall be elected at each annual meeting of the members as provided in the By-Laws of the Corporation and shall serve until the election and qualification of a successor or until removed from office in the manner provided in the By-Laws.

ARTICLE VIII

Officers

The affairs of the corporation, subject to the direction of the Board of Directors, shall be managed by a President, a Secretary-Treasurer and such other officers as may from time to time be provided by the By-Laws of the corporation. The officers of the corporation shall be elected by the Board of Directors at a meeting following the Annual meeting of the members of the Corporation as provided in the By-Laws of the Corporation. The initial officers of the corporation shall be:

PRESIDENT	-	Lenoard L. Levenstein
SECRETARY-TREASURER	-	Randolph A. McKean

ARTICLE IX

By-Laws

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors, provided, however, that any amendment adopted by the Board to any By-Law respecting the right of the members to request a special meeting of the membership or respecting the determination and levy of Annual or Special Assessments, shall become effective only upon ratification by the affirmative vote of a majority of the votes entitled to be cast by the members.

ARTICLE X

Amendments

These Articles of Incorporation may be amended in the following manner:

(a) The Board of Directors shall adopt a resolution setting forth the proposed amendment or amendments and directing that such amendment or amendments be submitted to a vote at a meeting of the members of the Corporation, which may be either the annual or a special meeting of the members.

(b) Written notice setting forth the proposed amendment or amendments, or a summary of the changes to be effected thereby, shall be given to each member of the Corporation entitled to vote thereon not less than ten (10) nor more than sixty (60) days before the date of the meeting at which such amendment or amendments is to be considered by the members. Such notice shall be given either personally by delivery or by first class mail, and, if mailed, such notice shall be deemed to have been delivered when deposited in the United States Mail with postage thereon prepaid addressed to the Member at his address as it appears on the membership roll of the corporation.

Notwithstanding the foregoing provisions for amendment to these Articles of Incorporation, no amendment to these Articles which shall abridge, amend or alter any rights, benefits or obligations provided in the Declaration, as amended from time to time, shall become effective without the prior written consent of all persons or entities enjoying the right or rights or the benefit of the obligations to be so abridged, amended or altered.

ARTICLE XI

Indemnification of Officers and Directors

(a) The Association hereby indemnifies any Director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

(1) Whether civil, criminal, administrative, or investigative, other than one by or in the right of the Association to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as Director or officer of the Association, or in his capacity as Director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any

such Director or officer did not act in good faith in the reasonable belief that such action was in the best interests of the Association or that he had reasonable grounds for belief that such action was unlawful.

(2) By or in the right of the Association to procure a judgment in its favor by reason of his being or having been a Director or officer of the Association, or by reason of his being or having been a Director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of negligence or misconduct in the performance of his duty to the Association unless and only to the extent that the court, administrative agency, or investigative body before which such action, suit or proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

Such indemnification shall extend, however, only to costs, expenses, judgments and other amounts for which insurance proceeds on policies obtained for such purpose are available.

(b) The Board of Directors shall determine whether amounts for which a Director or officer seeks indemnification were properly incurred and whether such Director or officer acted in good faith and in a manner he reasonably believed to be in the best interests of the Association, and whether, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding.

(c) The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Association to indemnify under applicable law.

ARTICLE XII

Transaction in which Directors or Officers are Interested

(a) No contract or transaction between the Association and one or more of its Directors or officers, or between the Association and any other corporation, partnership, association, or other organization in which one or more of its Directors or officers are Directors or officers, or have a financial interest, shall be invalid, void or voidable solely for this reason, or solely because the Director or officer is present at or participates in the meeting of the Board or committee thereof which authorized the contract or transaction, or solely because his or their votes are counted for such purposes. No Director or officer of the Association shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction.

(b) Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

ARTICLE XIII

Dissolution of the Association

(a) Upon dissolution of the Association, any of its assets remaining after provision for creditors and payment of all cost and expenses of such dissolution shall be distributed in the following manner:

(1) Dedication to an appropriate municipal or other governmental authority of such property determined by the Board of Directors of the Association to be appropriate for such dedication and which the authority is willing to accept responsibility. The responsibility for the operation and maintenance of the surface water and stormwater management system must be transferred to and accepted by an entity which complies with the requirements of and is approved by, the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

(2) The remaining assets shall be distributed to the members of the Association as tenants-in-common, with each member receiving an undivided fractional interest equivalent to the number of votes to which such member was entitled immediately prior to the dissolution divided by the total votes then outstanding, such

interest being subject, however, to the easements, licenses and rights of any other member in and to any property so distributed as provided in the Declaration.

(b) Subject to the condition precedent in Paragraph (a)(1), above, the Association may be dissolved upon a resolution to that effect being adopted by affirmative vote of two-thirds (2/3) of the members of the Board of Directors and approved by affirmative vote of two-thirds (2/3) of the members.

ARTICLE XIV

Principal Office and Resident Agent

The address of the initial registered office of the Corporation shall be 2100 SE 17th Street, Suite 300, Ocala, Florida, 34471. The initial registered agent of the corporation at such address shall be JOHN P. McKEEVER.

ARTICLE XV

Subscriber

The name and street address of the Subscriber to these Articles of Incorporation is JOHN P. McKEEVER, 2100 SE 17th Street, Suite 300, Ocala, Florida, 34471.

IN WITNESS WHEREOF the Subscriber has affixed his signature this 6 th day of March, 1996.

John P. McKeever

STATE OF FLORIDA
COUNTY OF MARION

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared JOHN P. McKEEVER who is personally known to me and has executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 6th day of March, 1996.

Marcia K. Williams
NOTARY PUBLIC
Print Name: Marcia K. Williams
Commission Expires:
Commission No:

MARCIA K. WILLIAMS
MY COMMISSION # CC330650 EXPIRES
January 13, 1998
BONDED THRU TROY FAIN INSURANCE, INC.

F:\USER\WILLIAMS\12306A01.COR

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED

96 MAR -7 PM 1:08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501 and 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: TURNING HAWK RANCH UNIT 2 HOMEOWNERS ASSOCIATION, INC.

2. The name and address of the registered agent and office is:

JOHN P. McKEEVER
2100 SE 17th Street, Suite 300
Ocala, Florida 34471

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

John P. McKeever

DATE: March 6, 1996