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THEODORE M. DURT, P.A.
114 Northeast First Street
Post Office Box 308
Trenton, Florida 32693

Theodore M. Burt, Esq.

(352) 463-2348
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August 7, 1996

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****122.50 ****122.50

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Silver Oaks Homeowner's Association, Inc.

Gentlemen:

Enclosed please find the original and one (1) copy of the Articles of Incorporation for the above named proposed Florida corporation, together with the Registered Agent Designation. Also enclosed is a check in the amount of \$122.50, representing payment of the following:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Designation	<u>35.00</u>
	\$122.50

Yours truly,

Theodore M. Burt

Theodore M. Burt

TMB/ss

Enclosures: Articles of Incorporation (original and 1 copy)
Check
Registered Agent Designation

7232.004

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TALLAHASSEE, FLORIDA
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 12, 1996

THEODORE M. BURT
114 NORTHEAST FIRST STREET
TRENTON, FL 32693

SUBJECT: SILVER OAKS HOMEOWNER'S ASSOCIATION, INC.
Ref. Number: W96000016757

We have received your document for SILVER OAKS HOMEOWNER'S ASSOCIATION, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

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) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 096A00038230

TALLAHASSEE
FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

August 15, 1996

THEODORE M. BURT
114 NORTHEAST FIRST ST
TRENTON, FL 32693

SUBJECT: SILVER OAKS HOMEOWNER'S ASSOCIATION, INC.
Ref. Number: W96000016757

We have received your document for SILVER OAKS HOMEOWNER'S ASSOCIATION, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 396A00038973

Articles of Incorporation
of
SILVER OAKS OF FANNING SPRINGS HOMEOWNER'S ASSOCIATION, INC.
A Non-profit Corporation

The undersigned natural person of legal age, a citizen of the State of Florida, acting as incorporator of a corporation under Chapter 617 of the Florida Statutes, does hereby adopt the following articles of incorporation for such corporation:

Article I

The name of the corporation, called the "Association", is SILVER OAKS OF FANNING SPRINGS HOMEOWNER'S ASSOCIATION, INC. The corporation's principal and mailing address is 114 Northeast First Street, Post Office Box 308, Trenton, Florida 32693.

Article II

The association is a non-profit corporation.

Article III

The period of its duration is perpetual.

Article IV

The association is organized for the primary purposes of management, maintenance, operation and care of real and personal property, including but without limitation, all 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 and to promote the health, safety and welfare of the residents within the area hereinafter described and such additions thereto as may hereafter be brought within the jurisdiction of the association for such purpose. The lands which are owned by the association or the owners in common are located within the subdivision of land in Levy County, Florida to be known as SILVER OAKS.

In furtherance of such purposes, the association shall have power to:

(a) To perform all of the duties and obligations of the association as set forth in a certain Declaration of Covenants,

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Conditions, and Restrictions (the declaration) applicable to the subdivision and to be recorded in the public records of Levy County, Florida;

(b) To fix and make assessments and collect the assessments by any lawful means; affix, levy, and collect all charges and assessments pursuant to the terms of the declaration, and enforce payment thereof by any lawful means; and pay all expenses in connection therewith, and all office and other expenses incident to the conduct of the business of the association, including all licenses, taxes, or governmental charges levied or imposed on the property of the association;

(c) To acquire (by gift, purchase, or otherwise), own, hold, improve, build on, operate, maintain, convey, sell, lease, transfer, dedicate to public use, or otherwise dispose of real and personal property in connection with the affairs of the association;

(d) To borrow money and, subject to the consent by vote or written instrument of two-thirds of each class of members, mortgage, pledge, convey by deed of trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) To use and expend the proceeds of assessments and borrowings in a manner consistent with the purposes for which this association is formed, including the payment of debts and obligations of the association, the making of improvements to property of the association, and such other allowable purposes;

(f) To dedicate, sell, or transfer all or any part of the common areas to any municipality, public agency, authority, or utility for such purposes and subject to such conditions as may be agreed on by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds of each class of members, agreeing to such dedication, sale, or transfer;

(g) To participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, or annex additional residential property and common areas, provided that any merger, consolidation, or annexation shall have the consent by vote or written instrument of two-thirds of each class of members;

(h) To review plans and specifications of proposed improvements to determine whether they comply with the "Declaration of Restrictions and Protective Covenants for Silver Oaks", a subdivision located in the City of Fanning Springs, Levy County, Florida;

(i) To have and exercise any and all powers, rights, and privileges that a corporation organized under Chapter 617 of the Florida Statutes by law may now or hereafter have or exercise.

(j) To maintain, repair, replace, operate and care for real and personal property, including, but without limitation, all 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 in a manner consistent with the permit issued by the Suwannee River Water Management District and the operation and maintenance plan attached thereto.

(k) To purchase and maintain insurance.

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

(m) To contract for services with others.

(n) Do and perform anything required by these articles, the by-laws, or the declaration to be done by the owner, but if not done by the owner in a timely manner, at the expense of owner.

(o) 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 the federal government and to enforce by any legal means the provisions of these articles, the by-laws and the declaration.

The forgoing specific duties and responsibilities are not construed in anyway as limiting the powers of the association. Rather, the association will have and exercise all the powers conferred upon association so formed. Activities of the association shall be financed by assessments on members as provided by the declaration, and no part of any net earning shall inure to the benefit of any member.

Article V

The street address of the initial registered office of the association is 114 Northeast First Street, Trenton, Florida, and the name of its initial registered agent at such address is THEODORE M. BURT.

Article VI

Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is subject by covenants of

record to assessments by the association, including contract sellers, but excluding persons holding title merely as security for performance of an obligation, shall be a member of the association. Membership shall be appurtenant to and may not be separated from ownership of a lot which is subject to assessment by the association.

Article VII

The association shall have two classes of voting members as follows:

Class A. Class A members shall be all owners with the exception of the declarant as such term is defined in the declaration, and shall be entitled to one vote for each lot owned. When more than one person holds an interest in any lot, all such persons shall be members. The vote for such lot shall be exercised as such members may determine among themselves, but in no event shall more than one vote be cast with respect to any lot owned by Class A members. Every person or entity who is, from time to time, the record owner of each lot shall be a member of the association. Membership will be appurtenant to, and may not be separated from the ownership.

Class B. The Class B member shall be the declarant, as such term is defined in the declaration, who shall be entitled to three votes for each lot owned. The Class B membership shall cease and be converted to Class A membership as provided in the declaration.

Initial Control by Developer. Notwithstanding the other provisions contained in these articles to the contrary, ARTHUR J. McQUILLAN, or his successor in interest (Developer), until the Developer relinquishes that right or ceases to be the owner of twenty-five percent (25%) of the lots. The developer prior to relinquishing control of the association or otherwise allowing control to transfer to directors of the association shall provide at least thirty (30) days written notice to the Suwannee River Water Management District that all terms and conditions placed upon the developer by permits or authorizations by the Suwannee River Water Management District have been satisfied in full and that transfer is proposed to incur on a specific date.

Article VIII

The number of directors constituting the initial board of directors of the association is three (3), and the names and addresses of the persons who are to serve as the initial directors are:

Name	Address
Arthur J. McQuillan	P.O. Box 537, Highway 241 Alachua, FL 32616
Gregory McQuillan	1805 S.E. 12th St. Gainesville, FL 32641
Madeline L. McQuillan	P.O. Box 537, Highway 241 Alachua, FL 32616

The number of Directors may be increased or decreased from time to time by amendment to the By-Laws; however, at no time shall the corporation have fewer than three (3) directors.

Article IX

By-Laws and Amendment of Articles

The By-Laws will be adopted and may be amended by the directors or members, consistent with these articles and the declaration. Amendments to articles or by-laws which directly or indirectly impact operation and maintenance of the surfacewater management system, including but without limitation, all lakes, ditches, canals, retention or detention areas, drainage, other surfacewater management works, and preservation or conservation areas, wetlands and wetland mitigation areas which are owned by 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. Amendments to the articles or the by-laws which do 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 District within thirty (30) days of approval.

Article X

Prior to dissolution of this association, all property, interest in property, whether real, personal, or mixed, which is directly or indirectly related to the surfacewater management system, including but without limitation, all lakes, ditches, canals, retention or detention areas, drainage, other surfacewater 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 an 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.

The remaining assets of the association, on dissolution, shall be distributed to an appropriate public agency to be used for purposes similar to those for which the association was created. In the event such distribution is refused acceptance, such assets shall be granted, conveyed, and assigned to any nonprofit corporation, association, trust, or other organization organized and operated for such similar purposes.

Article XI

The name and street address of the incorporator is:

THEODORE M. BURT, Esquire
114 Northeast First Street
Post Office Box 308
Trenton, Florida 32693

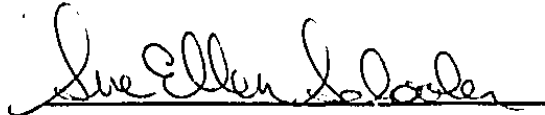
Executed at Trenton, Florida, on the 17th day of October,
1996.


THEODORE M. BURT, Incorporator

STATE OF FLORIDA
COUNTY OF GILCHRIST

I, do hereby certify that on the 17th day of October, 1996,
personally appeared before me THEODORE M. BURT, who being by me
first duly sworn, declared that he is the person who signed the
foregoing document as incorporator, and that the statements therein
contained are true.

In witness whereof I have hereunto set my hand and seal the
day and year above written.



NOTARY PUBLIC
My Commission Expires:



"OFFICIAL SEAL"
Sue Ellen Schooler
My Commission Expires 4/2/2000
Commission #CC 544814

7323.002

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

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

First that SILVER OAKS OF FANNING SPRINGS HOMEOWNER'S ASSOCIATION, INC., desiring to be organized under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, County of Gilchrist, State of Florida has named THEODORE M. BURT located at 114 Northeast First Street, Trenton, Florida 32693, County of Gilchrist, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the 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: 

THEODORE M. BURT
Registered Agent