

N 97000006238

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

600002297596-9
-09/19/97-01007-009
****122.50 ****122.50

SUBJECT: SANTE FE BEND OWNERS ASSOCIATION, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: AVERY C. ROBERTS
Name (Printed or typed)

Linda Roberts GAVE
AUTHORIZATION BY PHONE TO
CORRECT Corp. Name
DATE 11/13/97
DOC. EXAM. *[Signature]*
P.O. BOX 233
Address

LAKE BUTLER, FL. 32054
City, State & Zip

(904) 496-3509
Daytime Telephone number

97 NOV -5 PM 12:26
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

6246
W97-21788

NOTE: Please provide the original and one copy of the articles.

[Signature]
11/15/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV -5 PM 12: 26

September 23, 1997

AVERY C. ROBERTS
POST OFFICE BOX 233
LAKE BUTLER, FL 32054

SUBJECT: SANTE FE BEND OWNERS ASSOCIATION, INC.
Ref. Number: W97000021788

We have received your document for SANTE FE BEND OWNERS ASSOCIATION, INC.. However, the document has not been filed and is being returned for the following:

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

Please return the original and one copy of 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 (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 597A00047035

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV -5 PM 12:26

ARTICLES OF INCORPORATION

OF

SANTA FE BEND OWNERS ASSOCIATION, INC.

(A NON-PROFIT CORPORATION)

THE UNDERSIGNED, DESIRING TO FORM A CORPORATION NOT FOR PROFIT UNDER THE LAWS OF THE STATE OF FLORIDA, HEREBY ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION:

ARTICLE I - NAME

THE NAME OF THE CORPORATION IS SANTA FE BEND OWNERS ASSOCIATION, INC.

ARTICLE II - TERM OF EXISTENCE

THE PERIOD OF DURATION OF THE CORPORATION IS PERPETUAL, UNLESS DISSOLVED ACCORDING TO LAW.

ARTICLE III - PURPOSE

THE PURPOSE FOR WHICH THIS CORPORATION IS ORGANIZED ARE THE FOLLOWING:

(A) TO ACQUIRE TITLE TO CERTAIN REAL PROPERTY IN GILCHRIST COUNTY, FLORIDA TO BE USED AS PRIVATE ROADS ("ROAD SYSTEM") SERVING CERTAIN LOTS LOCATED IN PRIVATE, RECORDED RESIDENTIAL REAL ESTATE SUBDIVISION KNOWN AS " SANTA FE BEND " (THE DEVELOPMENT) THE LOTS IN THE DEVELOPMENT WHICH SHALL HAVE MEMBERSHIP IN THIS CORPORATION ARE MORE PARTICULARLY KNOWN AS LOTS 1 THROUGH 6 OF THE SANTA FE BEND SUBDIVISION.

(B) TO PROVIDE FOR THE PERPETUAL MAINTENANCE, REPAIR AND UPKEEP TO THE ROAD SYSTEM FOR THE BENEFIT OF THE SEVERAL PROPERTY OWNERS OF THE DEVELOPMENT.

(C) TO PROVIDE SUCH OTHER SERVICES AND COMMON MAINTENANCE, CARE AND UPKEEP OF THE DEVELOPMENT, INCLUDING COMMON AREAS, RECREATIONAL FACILITIES, PRIVATE UTILITIES AND ANY OTHER COMMON FACILITIES WHICH MAY BE A PART OF THE DEVELOPMENT, AS DETERMINED FROM TIME TO TIME BY VOTE OF A MAJORITY OF THE MEMBERS.

(D) TO PROVIDE FOR THE MANAGEMENT, MAINTENANCE, OPERATION AND CARE OF REAL AND PERSONAL PROPERTY, INCLUDING, WITHOUT LIMITATION, ALL LAKES, DITCHES, CANALS, RETENTION OR DETENTION AREAS, DRAINAGE, WETLANDS AND WETLAND MITIGATION AREAS, OTHER SURFACEWATER MANAGEMENT WORKS, (" SURFACEWATER MANAGEMENT SYSTEM ") AND OTHER PRESERVATION OR CONSERVATION AREAS WHICH ARE OWNED OR CONTROLLED BY THE CORPORATION.

(E) TO FIX, MAKE AND COLLECT ASSESSMENTS BY LAWFUL MEANS FOR THE PURPOSE OF MAINTAINING THE ROAD SYSTEM, SURFACEWATER MANAGEMENT SYSTEM, COMMON AREAS, AND OTHER PROPERTY OWNED OR MAINTAINED BY THE CORPORATION, AS PROVIDED FOR HEREIN.

ARTICLE IV - POWERS

IN CARRYING OUT ITS PURPOSES, THE CORPORATION SHALL HAVE ALL CORPORATE POWERS NOW OR HEREAFTER PROVIDED BY THE LAWS OF THE STATE OF FLORIDA, INCLUDING, BUT NOT LIMITED TO:

(A) THE PURCHASE, OWNERSHIP, MAINTENANCE, CONTROL, SALE, LEASE, MORTGAGING, ENCUMBERING OR OTHERWISE DEALING IN ANY MANNER WITH

REAL AND PERSONAL PROPERTY OF EVERY TYPE, KIND AND NATURE.

(B) THE EMPLOYMENT, DIRECTION AND DISCHARGE OF PERSONNEL NECESSARY TO CARRY OUT THE PURPOSES HEREIN STATED.

(C) DO ANY AND ALL THINGS NECESSARY, INCIDENTAL, OR DESIRABLE TO ACCOMPLISH ANY AND ALL OF THE PURPOSES AND OBJECTIVES FOR WHICH THE CORPORATION IS ORGANIZED, EITHER ALONE OR IN COOPERATION WITH OTHER CORPORATIONS, FIRMS OR INDIVIDUALS AND TO CARRY ON ANY LAWFUL ACTIVITY NECESSARY OR INCIDENTAL TO THE ACCOMPLISHMENT OF THE PURPOSES AND OBJECTIVES OF THE CORPORATION.

(D) MAKE AND COLLECT ASSESSMENTS AGAINST PROPERTY OWNERS IN THE DEVELOPMENT AND USE THE PROCEEDS THEREOF IN THE EXERCISE OF ITS POWERS AND DUTIES, INCLUDING, BUT NOT LIMITED TO THE DEFRAYING OF COSTS AND EXPENSES OF CARRYING OUT ITS PURPOSES.

(E) MAINTAIN, REPAIR, REPLACE AND OPERATE PROPERTY OWNED BY IT, PURCHASE INSURANCE THEREON, AND TO ADOPT REASONABLE REGULATIONS RESPECTING THE USE AND APPEARANCE OF THE ROAD SYSTEM AND OTHER PROPERTY OWNED OR CONTROLLED BY THE CORPORATION BY THE CORPORATION, AND TO ENFORCE BY ALL LEGAL MEANS THE PROVISIONS OF THESE ARTICLES OF INCORPORATION AND ANY BY-LAWS OR REGULATIONS ADOPTED PURSUANT HERETO.

(F) MAINTAIN, REPAIR, REPLACE AND OPERATE AND CARE FOR REAL AND PERSONAL PROPERTY, INCLUDING, WITHOUT LIMITATION, ALL LAKES, DITCHES, CANALS, RETENTION OR DETENTION AREAS, DRAINAGE AREAS AND OTHER PORTIONS OF THE SURFACEWATER MANAGEMENT SYSTEM, AND PRESERVATION OR CONSERVATION AREAS, WHICH ARE OWNED OR CONTROLLED BY THE CORPORATION IN A MANNER

CONSISTENT WITH ANY AND ALL PERMITS ISSUED BY SUWANNEE RIVER WATER MANAGEMENT DISTRICT AND THE OPERATION AND MAINTENANCE PLANS ATTACHED THERETO.

(G) DO AND PERFORM ANY OBLIGATIONS IMPOSED UPON THE CORPORATION BY LAW OR BY ANY PERMIT OR AUTHORIZATION FOR 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 ANY RESTRICTIONS AFFECTING THE DEVELOPMENT.

(H) REVIEW AND APPROVE PLANS AND SPECIFICATIONS OF PROPOSED IMPROVEMENTS IN THE DEVELOPMENT TO AS CERTAIN THAT THE SAME COMPLY WITH ALL PROVISIONS OF ANY DECLARATION OF PROTECTIVE COVENANTS AND RESTRICTIONS FOR THE DEVELOPMENT.

(I) DO AND PERFORM ANY AND ALL ACTS NECESSARY OR REQUIRED BY THESE ARTICLES, THE BY-LAWS OR ANY DECLARATION OF PROTECTIVE COVENANTS AND RESTRICTIONS AFFECTING THE DEVELOPMENT TO BE DONE BY ANY OWNER OF ANY PROPERTY IN THE DEVELOPMENT, BUT IF NOT DONE BY THE OWNER IN A TIMELY MANNER TO DO AND PERFORM THE SAME AT THE EXPENSE OF THE OWNER, OR AS MAY BE OTHERWISE PROVIDED IN SUCH DECLARATION OF PROTECTIVE COVENANTS AND RESTRICTIONS.

THE FOREGOING ENUMERATION OF POWERS SHALL IN NO WAY BE CONSTRUED TO LIMIT OR RESTRICT IN ANY MANNER THE POWERS OF THE CORPORATION AS MAY BE OTHERWISE PROVIDED OR GRANTED BY LAW.

ARTICLE V - MEMBERSHIP

MEMBERSHIP IN THE CORPORATION SHALL BE LIMITED TO THOSE PERSONS WHO FROM TIME TO TIME OWN THOSE LOTS IN THE DEVELOPMENT SO

DESCRIBED IN COMPOSITE EXHIBIT "A". ALL RECORD OWNERS OF SUCH PROPERTY SHALL, BY VIRTUE OF SUCH OWNERSHIP, BE MEMBERS OF THE CORPORATION. RIGHTS OF SUCH MEMBERS TO VOTE, HOLD OFFICE AS A DIRECTOR OR OFFICER OF THE CORPORATION, OR OTHERWISE EXERCISE ANY RIGHTS OF MEMBERSHIP MAY BE LIMITED, AS PROVIDED IN THE BY-LAWS, TO THOSE PERSONS WHO HAVE PAID ALL ANNUAL DUES AND ASSESSMENTS AND ARE OTHERWISE IN GOOD STANDING PURSUANT TO THE BY-LAWS. MEMBERSHIP SHALL BE AN APPURTENANCE TO OWNERSHIP OF THE PROPERTY IN THE DEVELOPMENT DESCRIBED IN COMPOSITE EXHIBIT "A".

ARTICLE VI -

REGISTERED OFFICE, AGENT, AND PRINCIPAL OFFICE ADDRESS

THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS 255 NORTH LAKE AVENUE, LAKE BUTLER, FLORIDA 32054. THE NAME OF ITS INITIAL REGISTERED AGENT AT SUCH ADDRESS IS AVERY C. ROBERTS. THE REGISTERED AGENT, BY SIGNING THESE ARTICLES OF INCORPORATION, ACCEPTS APPOINTMENT AS SUCH AND CERTIFIES THAT HE IS FAMILIAR WITH AND ACCEPTS THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT FOR THE CORPORATION.

ARTICLE VII - BOARD OF DIRECTORS

THE CORPORATION SHALL HAVE A BOARD OF DIRECTORS WHICH SHALL CONSIST OF NOT LESS THAN THREE (3) NOR MORE THAN NINE (9) PERSONS. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DECREASED FROM TIME TO TIME AS PROVIDED IN THE BY-LAWS, BUT SHALL NEVER BE LESS THAN THREE (3). DIRECTORS SHALL BE ELECTED ANNUALLY BY THE MEMBERS AT THE ANNUAL MEETING. THE NAMES AND ADDRESSES OF THE PERSONS WHO SHALL SERVE AS INITIAL MEMBERS OF THE BOARD OF DIRECTORS ARE:

<u>NAME</u>	<u>ADDRESS</u>
AVERY C. ROBERTS	POST OFFICE BOX 233 LAKE BUTLER, FLORIDA 32054
LINDA C. BOLES	6798 CRYSTAL LAKE ROAD STARKE, FLORIDA 32091
BILLY WOODINGTON	255 NORTH LAKE AVENUE LAKE BUTLER, FLORIDA 32054

ARTICLE VIII - ORGANIZATIONAL FORM

THE CORPORATION IS ORGANIZED UPON A NON-STOCK BASIS.

ARTICLE IX - DISPOSITION OF ASSETS UPON DISSOLUTION

NO PART OF THE INCOME OF THE CORPORATION SHALL BE DISTRIBUTABLE TO ITS MEMBERS, DIRECTORS OR OFFICERS EITHER DURING THE EXISTENCE OF THE CORPORATION OR UPON ITS DISSOLUTION; PROVIDED, HOWEVER, THAT UPON DISSOLUTION THE ASSETS OF THE CORPORATION SHALL BE TRANSFERRED TO A SUCCESSOR ENTITY, OR TO THE THEN PROPERTY OWNERS IN THE DEVELOPMENT IN SUCH MANNER AS TO ASSURE THAT THE ROAD SYSTEM, SURFACE MANAGEMENT SYSTEM, AND ALL OTHER PROPERTY OWNED BY THE CORPORATION FOR THE BENEFIT OF PROPERTY OWNERS SHALL BE USED FOR THE BENEFIT OF SEVERAL PROPERTY OWNERS IN THE DEVELOPMENT.

PRIOR TO THE DISSOLUTION OF THIS CORPORATION, ALL PROPERTY, INTEREST IN PROPERTY, WHETHER REAL, PERSONAL, OR MIXED, WHICH IS DIRECTLY OR INDIRECTLY RELATED TO THE SURFACEWATER MANAGEMENT SYSTEM, INCLUDING, 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 CORPORATION OR THE OWNERS IN COMMON, WILL BE DEDICATED TO AND ACCEPTED FOR

MAINTENANCE BE THE APPROPRIATE UNIT OF GOVERNMENT OR OTHERWISE TRANSFERRED TO AND ACCEPTED FOR MAINTENANCE BE AN APPROVED ENTITY. DEDICATION OR APPROVAL MUST BE AUTHORIZED BY SUWANNEE RIVER WATER MANAGEMENT DISTRICT THROUGH MODIFICATION OF ANY AND ALL PERMITS 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.

**ARTICLE X - BY-LAWS AND AMENDMENT OF
ARTICLES OF INCORPORATION**

BY-LAWS WILL BE ADOPTED AND MAY BE AMENDED BY THE DIRECTORS OR MEMBERS CONSISTENT WITH THESE ARTICLES OF INCORPORATION AND ANY DECLARATION OF PROTECTIVE COVENANTS AND RESTRICTIONS AFFECTING THE DEVELOPMENT. AMENDMENTS TO THESE ARTICLES OF INCORPORATION MAY BE ADOPTED BY THE DIRECTORS OR MEMBERS IN THE MANNER PERMITTED BY LAW.

ANY AMENDMENTS TO THE BY-LAWS OR THESE ARTICLES OF INCORPORATION WHICH DIRECTLY OR INDIRECTLY IMPACT THE OPERATION AND MAINTENANCE OF THE SURFACEWATER MANAGEMENT SYSTEM, WHICH IS OWNED OR CONTROLLED BY THE CORPORATION, OR THE OWNERS OF LOTS WITHIN THE DEVELOPMENT IN COMMON, MAY BE MADE ONLY AFTER APPROVAL BY SUWANNEE RIVER WATER MANAGEMENT DISTRICT. SUCH APPROVAL SHALL BE IN THE FORM OF A MODIFICATION TO ANY AND ALL PERMITS ISSUED BY SUWANNEE RIVER WATER MANAGEMENT DISTRICT UNDER THE LAWFULLY ADOPTED RULES OF THE DISTRICT IN EFFECT AT THE TIME OF APPLICATION FOR SUCH MODIFICATION. AMENDMENT TO THESE ARTICLES OF INCORPORATION OR THE BY-LAWS WHICH DOES NOT IMPACT THE OPERATION OR MAINTENANCE OF THE SURFACEWATER MANAGEMENT SYSTEM MAY BE MADE WITHOUT AUTHORIZATION OF

SUWANNEE RIVER WATER MANAGEMENT DISTRICT; HOWEVER, COPIES OF ANY SUCH AMENDMENTS SHALL BE FORWARDED TO THE DISTRICT OFFICE WITHIN THIRTY (30) DAYS OF APPROVAL.

ARTICLE XI - INITIAL CONTROL BY DEVELOPER

ANY OTHER PROVISIONS IN THESE ARTICLES TO THE CONTRARY NOTWITHSTANDING, ROBERTS LAND & TIMBER INVESTMENT CORP., INC. A FLORIDA CORPORATION, OR ITS SUCCESSORS IN INTEREST, (HEREIN "DEVELOPER") SHALL MAINTAIN INITIAL CONTROL OF THE DEVELOPMENT UNTIL DEVELOPER HAS RELINQUISHED CONTROL TO THIS CORPORATION IN THE MANNER REQUIRED BY LAW, OR RELINQUISHES SUCH RIGHTS, OR CEASES TO BE THE OWNER OF ANY TRACT IN THE DEVELOPMENT. THE DEVELOPER, PRIOR TO RELINQUISHING CONTROL OF THE ASSOCIATION OR OTHERWISE ALLOWING CONTROL TO TRANSFER TO THE DIRECTORS OF THIS CORPORATION SHALL PROVIDE AT LEAST THIRTY (30) DAYS WRITTEN NOTICE TO SUWANNEE RIVER WATER MANAGEMENT DISTRICT THAT ALL TERMS AND CONDITIONS PLACED UPON DEVELOPER BY PERMITS OR AUTHORIZATIONS FROM SUWANNEE RIVER WATER MANAGEMENT DISTRICT HAVE BEEN SATISFIED IN FULL AND THAT TRANSFER IS PROPOSED TO OCCUR ON A SPECIFIED DATE.

ARTICLE XII - NAME AND ADDRESS OF INCORPORATOR

THE NAME AND ADDRESS OF THE INCORPORATOR IS:

<u>NAME</u>	<u>ADDRESS</u>
AVERY C. ROBERTS	POST OFFICE BOX 233 LAKE BUTLER, FLORIDA 32054

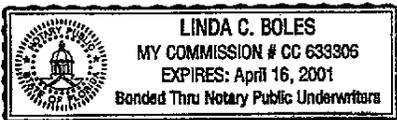
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV -5 PM 12:26

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUTED
THESE ARTICLES OF INCORPORATION TO BE EXECUTED, IN DUPLICATE, THIS
15th DAY OF September, 1997.

Avery C. Roberts
AVERY C. ROBERTS

STATE OF FLORIDA
COUNTY OF GILCHRIST

THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED BEFORE ME THIS 15th
DAY OF September, 1997, BY AVERY C. ROBERTS, PRESIDENT, THE
INCORPORATOR NAMED IN THE FOREGOING ARTICLES OF INCORPORATION, WHO
IS PERSONALLY KNOWN TO ME.



Linda C. Boles
NOTARY PUBLIC, STATE OF FLORIDA
Linda C. Boles
(PRINT OR TYPE NAME)

MY COMMISSION EXPIRES: 4-16-01