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December 15, 1997

Department of State
Division of Corporations
409 East Gaines
Tallahassee, Florida 32399

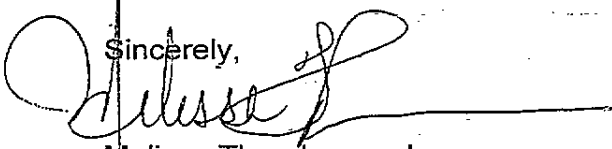
Re: The Crossings at Grand Haven Homeowners Association, Inc.
and The Reserve at Grand Haven Homeowners Association, Inc.

Dear Sir/Madam:

I have enclosed the Articles of Incorporation (in duplicate) for both of the above referenced corporations and a check for \$245 made payable to the Secretary of State.

Please file the articles and return the certificate of filing and a stamped copy to me.

Sincerely,



Melissa Theodoropoulos
Legal Assistant

MT:ss
Enclosures (5)

FILED
97 DEC 19 AM 10:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12/22/97-T.M.

**ARTICLES OF INCORPORATION
OF
THE RESERVE AT GRAND HAVEN HOMEOWNERS ASSOCIATION, INC.,
a corporation not for profit**

In compliance with the requirements of Florida Statute, Chapter 617, the undersigned, a resident of Florida, and of full age, for the purpose of forming a corporation not for profit does hereby certify:

**ARTICLE I
NAME OF CORPORATION**

The name of the corporation is The Reserve At Grand Haven Homeowners Association, Inc., a corporation not for profit organized under Chapter 617 of the Florida Statutes (hereinafter referred to as the "Association").

**ARTICLE II
PRINCIPAL OFFICE**

The principal office of the Association is located at 8081 Philips Highway, Suite 14, Jacksonville, Florida 32256, which shall be the initial registered office of the Association.

**ARTICLE III
REGISTERED AGENT**

Ralph Colton, whose address is 8081 Philips Highway, Suite 14, Jacksonville, Florida 32256, is hereby appointed the initial registered agent of the Association.

**ARTICLE IV
PURPOSE AND POWERS OF THE ASSOCIATION**

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is organized and for which it is to be operated are to provide for maintenance, preservation, and care of the property of the Association, and to provide architectural control of the residence lots and common area within that certain tract of property described in the Declaration of Covenants, Conditions and Restrictions of The Reserve At Grand Haven, (hereinafter called the "Declaration"), recorded or to be recorded in the Office of the Clerk of the Circuit Court, Flagler County, Florida and as the same may be amended from time to time as therein provided (hereinafter referred to as the "Property"), and to promote the health, safety and welfare of the residents within the Property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for these purposes. In connection therewith, the Association shall have the following powers:

(a) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration.

(b) To fix, levy, collect and enforce payment by any lawful means, all charges or assessments due to the Association or any other person affiliated with the Association pursuant to the terms of the Declaration; to pay all expenses in connection therewith; and to pay 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 against the property of the Association.

(c) To acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association.

(d) To borrow money, and with the affirmative vote of 2/3 of the voting interests of the Association as described in Article VI hereof, mortgage, pledge, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.

(e) To dedicate, sell, or transfer all or any part of the common area as defined in the Declaration (hereinafter "Common Area") to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. Any such dedication or transfer shall be effective with the affirmative vote of 2/3 of the voting interests of the Association as described in Article VI hereof.

(f) To participate in mergers and consolidations with other non-profit corporations organized for the same purposes, provided that any such merger or consolidation shall have the assent of two-thirds (2/3) of the members.

(g) To annex additional property and common area in the manner set forth in the Declaration.

(h) To have and to exercise any and all powers, rights and privileges which a corporation organized under Florida law, including Chapter 617, Florida Statutes, by law may now or hereafter have or exercise.

(i) To levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the surface water or stormwater management systems, including but not limited to work within retention areas, drainage structures, and drainage easements.

(j) To operate, maintain, and manage the surface water or stormwater management system, including all lakes, retention areas, culverts, and related appurtenances, in a manner consistent with the St. Johns River Water

Management District permit requirements and applicable District rules, and assist in the enforcement of the restrictions and covenants contained therein.

(k) To adopt and publish rules and regulations governing the use of the Common Area, and the personal conduct of the Members and their guests thereon, and to establish penalties for any infraction thereof;

(l) To sue and be sued in the name of the Association.

ARTICLE V **MEMBERSHIP**

Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is subject to the Declaration, including contract sellers, shall be a member of the Association with the voting rights described in Article VI hereof. The foregoing shall not include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to assessment by the Association.

ARTICLE VI **VOTING RIGHTS**

The Association shall have two classes of voting membership with the relative rights and preferences as follows:

Class A: Class A members shall be all owners, with the exception of the Declarant, of any lot shown upon any recorded plat of the Property (hereinafter "Lot" or "Lots"). Each Class A member shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, each such person shall be members, however, the vote for such Lot shall be exercised as they collectively determine, and in no event shall more than one vote be cast with respect to any Lot.

Class B: The Class B member shall be the Declarant (as defined in the Declaration), who shall be entitled to three (3) votes for each Lot owned. Unless converted earlier and voluntarily by the Declarant, the Class B membership shall cease and be converted to Class A membership upon the first to occur of any of the following events:

(a) the total votes outstanding in the Class A membership equals the total votes outstanding in the Class B membership; or

(b) ten (10) years from the date of the original recording of the Declaration in the public records of Flagler County, Florida; or

(c) At the election of the Declarant (whereupon the Class A Members shall be obligated to elect the Board and assume control of the Association).

ARTICLE VII
BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of not less than three (3) Directors nor more than seven (7), who need not be members of the Association. The initial number of directors shall be three (3) and may be changed by amendment of the bylaws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the election of their successors are:

Ralph Colton - 8081 Philips Highway, Suite 14, Jacksonville, Florida 32256

Vicki Bratvold - 8081 Philips Highway, Suite 14, Jacksonville, Florida 32256

Hunter Collins - 8081 Philips Highway, Suite 14, Jacksonville, Florida 32256

The manner in which the directors are appointed is as stated in the bylaws.

ARTICLE VIII
DISSOLUTION

The Association may be dissolved upon the affirmative vote of 2/3 of the voting interests of the Association as described in Article VI hereof. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency or to any non-profit corporation, association, trust or other organization to be used for purposes similar to those for which this Association was created.

In the event of termination, dissolution, or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water or stormwater management system must be transferred to and accepted by an entity which would comply with Section 40, Florida Administrative Code, and be approved by the St. Johns River Water Management District prior to such termination, dissolution, or liquidation.

ARTICLE IX
DURATION

The existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Association shall exist perpetually.

ARTICLE X
AMENDMENTS

The Association shall have the right to amend these Articles at any time upon the affirmative vote of 2/3 of the voting interests of the Association as described in Article VI hereof. Amendments may be proposed by resolution approved by a majority of the Board of Directors; provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of the members, without approval in writing by all members and the joinder of all record owners of mortgages upon the Lots. No amendment shall be made that is in conflict with Florida law or the Declaration unless the latter is amended to conform to the same.

ARTICLE XI
BYLAWS

The bylaws of the Association shall be adopted by the Board of Directors at the first meeting of Directors, and may be altered, amended or rescinded thereafter in the manner provided therein.

ARTICLE XII
FHA/VA APPROVAL

As long as there is a Class B membership and FHA/VA is holding, insuring, or guaranteeing any loan secured by property subject to the Declaration, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: annexation of additional properties; mergers and consolidations; mortgaging of Common Area; dissolution of this Association; and amendment of these Articles of Incorporation.

ARTICLE XIII
INCORPORATOR

The name and address of the incorporator is:

Ralph Colton
8081 Philips Highway, Suite 14
Jacksonville, Florida 32256

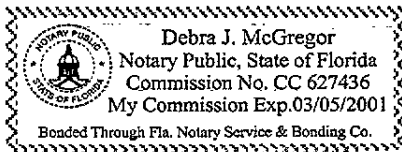
IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the sole incorporator of this Association, has executed these Articles of Incorporation this 10 day of December, 1997.



Incorporator

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 10th day of December, 1997, by Ralph Colton, who is personally known to me.



NOTARY PUBLIC


Signature

DEBRA J. MCGREGOR

Print name

State of Florida at Large

My Commission Expires:

CONSENT OF REGISTERED AGENT

Having been named as Registered Agent for this corporation at the office designated in the foregoing Articles of Incorporation, I am familiar with the duties and obligations of Registered Agents and I hereby agree to act in this capacity and to comply with all statutes relative to the proper and complete performance of my duties.


Registered Agent

FILED
97 DEC 19 AM 10:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA