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GREVIOR, JORDAN & BRANNON

A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

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April 6, 1998

WILLIAM B. BRANNON, JR.
ARNOLD GREVIOR, CHARTERED
ROBERT F. JORDAN, P.A.
BOARD CERTIFIED CIVIL TRIAL LAWYER

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ATTENTION: Carolyn Batten, Document Specialist

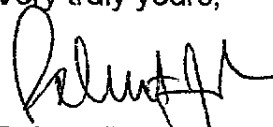
SUBJECT: Hills of Windsor Homeowner's Association of Columbia County, Inc.
Reference Number: W98000007397

Dear Ms. Batten:

Pursuant to your letter of April 2, 1998, enclosed for filing are the Articles of Incorporation for Hills of Windsor Homeowner's Association of Columbia County, Inc. and an Acceptance of Registered Agent that I have signed.

I apologize for any inconvenience this may have caused you. Thank you for your patience and help with regard to this matter.

Very truly yours,


Robert F. Jordan
For the Firm

RFJ:dab
Enclosure

FILED
98 APR - 8 AM 9:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
HILLS OF WINDSOR HOMEOWNER'S ASSOCIATION
OF COLUMBIA COUNTY, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is Hills of Windsor Homeowner's Association of Columbia County, Inc. and such corporation is created under Florida Statutes Chapter 617 as a not-for-profit corporation.

ARTICLE II - TERM OF EXISTENCE

The period of duration of the corporation is perpetual, unless dissolved according to law.

ARTICLE III - PURPOSE

The association is organized for the purpose of acquiring title to real property and management, maintenance, operation and care of real and personal property, including but without limitation, all roads, recreation areas, 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 or controlled by the association or the owners in common and shall have the following powers and all others provided by law:

- A. To fix and make assessments against lot owners and collect the assessment, including costs and attorney fees, by any lawful means;
- B. To borrow money;
- C. To use and expend the proceeds of assessments and borrowing in a

manner consistent with the purposes for which this association is formed and to pay debts and obligations of the association;

D. To review plans and specifications of proposed improvements to the subdivision and determine whether they comply with the "DECLARATION OF COVENANTS AND RESTRICTIONS FOR HILLS OF WINDSOR HOMEOWNER'S ASSOCIATION OF COLUMBIA COUNTY, INC."

E. 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 surfacewater management works and preservation or conservation areas, wetlands, and wetland mitigation areas which are owned or controlled 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.

F. To purchase and maintain insurance;

G. To make, amend, impose, and enforce by any lawful means, reasonable rules and regulations for use of the common areas and association property;

H. To contract for services with others;

I. To do and perform anything required by these articles, the By-Laws, or the Declarations to be done by a lot owner, but if not done by the lot owner in a timely manner, at the expense such Owner;

J. To do and perform any obligations imposed upon the association by the Declarations 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 foregoing specific duties and responsibilities are not to be construed in any way as limiting the powers of the association. Rather, the association will have and exercise all the powers conferred upon an association so formed.

ARTICLE IV - MEMBERSHIP

Every person or entity who is, from time to time, the record owner of a lot in Hills of Windsor, a planned rural residential development according to the Plat recorded or to be recorded in public records of Columbia County, Florida shall be a member of the association. Membership will be appurtenant to, and may not be separated from lot ownership. Members shall pay all dues and assessments and abide by the Articles of Incorporation and By-Laws.

ARTICLE V - OFFICERS

Robert F. Jordan	-	President
M. A. Faisal	-	Vice President
Linnie L. Jordan	-	Secretary/Treasurer

ARTICLE VI - 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 persons constituting the initial Board of Directors of the corporation shall be three (3) and the names and addresses of the persons who shall serve as initial members are:

Names

Addresses

Robert F. Jordan

300 Circle Drive
Lake City, FL 32055

Linnie L. Jordan

Rt. 19, Box 2030
Lake City, FL 32055

M. A. Faisal

4201 South First Street, Suite 4
Lake City, FL 32025

The manner in which directors will be elected or appointed will be determined in the By-Laws.

ARTICLE VII - INITIAL CONTROL BY DEVELOPER

Notwithstanding any other provisions contained in these articles to the contrary, Robert F. Jordan, M. A. Faisal, M.D., Kazi Faisal, and Faisal Family Limited Partnership or their successors in interest ("DEVELOPERS") shall be responsible for complying with the terms of the surfacewater management system permitted by the Suwannee River Water Management District until the developers relinquish that right or ceases to be the owner of a majority of the lots in the subdivision, whichever occurs last. The developers, prior to relinquishing control of the association or otherwise allowing control to transfer to the directors of the association, shall provide at least 30 days written notice to the Suwannee River Water Management District that all terms and conditions placed upon the developer by permit 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

The association shall annually adopt an operating budget to meet its purposes

and obligations. Each lot owner in the subdivision shall pay his or her prorata share of such budget within 30 days after being billed, which billing shall occur no less frequently than quarterly.

ARTICLE IX - AMENDMENTS

By-Laws will be adopted and may be amended by the Directors or members, consistent with these articles and the declarations by majority vote of the directors or members unless a super majority is required by provisions in the declarations or by law. Amendments to articles, declarations 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 or controlled 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 the application and modification. Amendments to the articles declarations 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 30 days of approval.

ARTICLE X - REGISTERED AGENT AND OFFICE

The initial registered office of the corporation is, 300 Circle Drive, Lake City, Columbia County, Florida, and the mailing address of the corporation is 300 Circle Drive, Lake City, Florida 32055. The name of its initial registered agent is Robert F. Jordan.

ARTICLE XI - DISSOLUTION OF ASSOCIATION

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. 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.

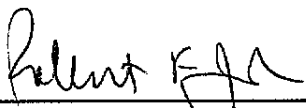
ARTICLE XII-COPY OF PLAT

A copy of the preliminary plat of the subdivision is attached as Exhibit 1.

ARTICLE XIII-100 - YEAR FLOOD PRONE AREAS

Based upon information from F.E.M.A. maps, it is believed that none of the lots are in the 100 year flood plain. Development on flood plain property may be subject to special regulation (based on the minimum standards of the Federal Emergency Management Agent, National Flood Insurance Program) or by Columbia County, Florida, which require that structures be elevated at least one foot above the 100-Year flood levels. Such development may require special surveying, engineering, or architectural design to insure that flood hazard is not increased by the development.

IN WITNESS WHEREOF, the undersigned incorporator has caused these Amended Articles of Incorporation to be executed, in duplicate, by its duly authorized undersigned officer, this 19th day of March, 1998.

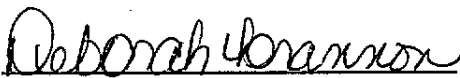

Robert F. Jordan
President/Incorporator

STATE OF FLORIDA
COUNTY OF COLUMBIA

The foregoing Articles of Incorporation were acknowledged before me by Robert F. Jordan, the initial incorporator and President of Hills of Windsor Homeowners Association of Columbia County, Inc., this 19th day of March, 1996.



DEBORAH BRANNON
MY COMMISSION # CC450529 EXPIRES
July 23, 1998
BONDED THRU TROY FAIN INSURANCE, INC.


Deborah Brannon-Notary Public
My Commission Expires

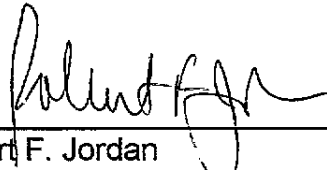
ACCEPTANCE OF REGISTERED AGENT

Robert F. Jordan, being designated in the attached Articles of Incorporation of Hills of Windsor Homeowner's Association of Columbia County, Inc., as registered agent, hereby accepts the appointment of registered agent.

Robert F. Jordan states that he is familiar with, and accepts, the obligations of the position of registered agent.

This acceptance is filed pursuant to section 607.0501(3), Florida Statutes.

Dated: April 3, 1998


Robert F. Jordan

FILED
98 APR -8 AM 9:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA