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June 5, 1998

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

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Re: Saddlewood Owners Association, Inc.

Dear Sir or Madam:

In connection with the above referenced corporation, enclosed please find the original Articles of Incorporation to be filed with the Secretary of State. I also enclose our firm check in the amount of \$122.50 for the cost of the filing fee.

I enclose a copy of the Articles of Incorporation and would appreciate you stamping and returning the same to me.

Should you have any questions or comments, please do not hesitate to call.

Very truly yours,

Evie Adams

Evie Adams, as Assistant to
Clifford B. Newton

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 JUN 10 AM 9:42

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Enclosures

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ARTICLES OF INCORPORATION
OF
SADDLEWOOD OWNERS ASSOCIATION, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural persons, all of whom are citizens of the State of Florida, acting as incorporators under the laws of the State of Florida, Chapter 617, Florida Statutes, applicable to corporations not for profit, do hereby adopt the following Articles of Incorporation for such corporation.

ARTICLE ONE

The name of the corporation shall be **Saddlewood Owners Association, Inc.**

ARTICLE TWO

The corporation is a non-profit corporation.

ARTICLE THREE

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 in perpetuity.

ARTICLE FOUR

This Association is formed to be the corporate entity which is to be responsible for the common areas, storm and/or surface water management systems, and for the performance of certain duties and the enforcement of certain rights as provided in the Declaration of Covenants, Conditions and Restrictions recorded or to be recorded in Duval County, Florida, for all phases of the subdivision to be known as Saddlewood and located in Duval County, Florida.

The Association shall operate, maintain and manage the stormwater management system(s) in a manner consistent with the requirements of the St. Johns River Water Management District as set forth in Permit No. 40-031-0715A-ERP as may be amended or modified from time to time and applicable District rules, and shall assist in the enforcement of the restrictions and covenants contained therein.

The Association shall levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the stormwater management system.

The assessments shall be used for the maintenance and repair of the stormwater management systems including but not limited to

work within retention areas, drainage structures and drainage easements.

ARTICLE FIVE

The members of the corporation shall be all fee simple lot owners in all phases of the subdivision to be known as Saddlewood in Duval County, Florida. Upon the purchase of a lot, the lot owners shall automatically become Class A members as defined in the covenants and restrictions of Saddlewood to be recorded. Membership shall be appurtenant to, and inseparable from, ownership of a lot.

ARTICLE SIX

The street address of the initial principal business office of the corporation is 6810 St. Augustine Road, Jacksonville, Florida 32217. The address of the registered office and the name of the initial Registered Agent are: Richard R. Dostie, 6810 St. Augustine Road, Jacksonville, Florida 32217.

ARTICLE SEVEN

This corporation shall never have less than THREE (3) Directors. The number of Directors constituting the initial Board of Directors of the Corporation is THREE (3) and the names and addresses of the persons who are to serve as the initial Directors until the first election shall be as follows:

1. RICHARD R. DOSTIE
6810 St. Augustine Road
Jacksonville, Florida 32217
2. RENE DOSTIE, JR.
6810 St. Augustine Road
Jacksonville, Florida 32217
3. DAVID O. DOSTIE
6810 St. Augustine Road
Jacksonville, Florida 32217

Directors shall serve and be appointed as provided in the By-Laws of the Association.

ARTICLE EIGHT

The names and addresses of the Subscribers to these Articles of Incorporation are listed in Article Seven above.

ARTICLE NINE

The affairs of the Corporation are to be managed by the Officers of the Corporation who shall be appointed by the Board of Directors. The names, addresss and offices of the persons who are initially to serve as officers of the Corporation are as follows:

RICHARD R. DOSTIE - President
6810 St. Augustine Road
Jacksonville, Florida 32217

RENE DOSTIE, JR. - Vice President
6810 St. Augustine Road
Jacksonville, Florida 32217

DAVID O. DOSTIE - Secretary
6810 St. Augustine Road
Jacksonville, Florida 32217

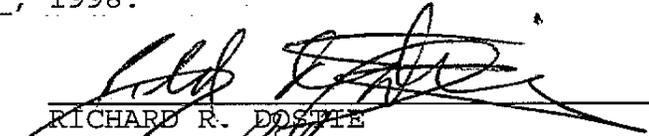
ARTICLE TEN

In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the stormwater management system must be transferred to and accepted by an entity which would comply with Section 40C-42.027, F.A.C., and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation. If the association is dissolved, the assets shall be dedicated to a public body, or conveyed to a nonprofit organization with similar purposes.

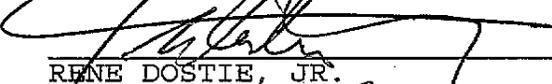
ARTICLE ELEVEN

The power to alter, amend or repeal the By-Laws or Articles of Incorporation or to adopt new By-Laws shall be vested in the Board of Directors. The By-Laws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with the law or with the Articles of Incorporation.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 4th day of June, 1998.



RICHARD R. DOSTIE



RENE DOSTIE, JR.



DAVID O. DOSTIE

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98 JUN 10 AM 9:43
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

FIRST, that Saddlewood Owners Association, Inc. desiring to organize under the laws of the State of Florida, with its principal place of business at 6810 St. Augustine Road, Jacksonville, Florida 32217, has named RICHARD R. DOSTIE, located at the registered office of the corporation, to-wit, 6810 St. Augustine Road, Jacksonville, Florida 32217, as its Agent to accept service of process within this state.

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325 of the Florida Statutes.

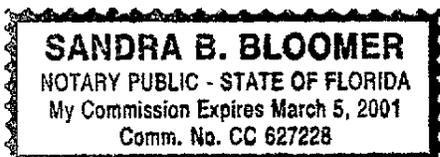
REGISTERED AGENT

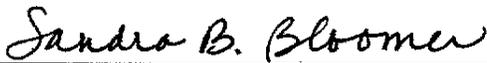

RICHARD R. DOSTIE

STATE OF FLORIDA

COUNTY OF DUVAL

Sworn to and subscribed before me this 4th day of June, 1998, by Richard R. Dostie, who is personally known to me.




Notary Public, State of Florida