

THE LAW OFFICE OF
SAMUEL A. MUTCH, P.A.

June 12 1998

SECRETARY OF STATE
DIVISION OF CORPORATIONS
P O BOX 6327
TALLAHASSEE FL 32314

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*****70.00 *****70.00

RE: MABEL'S WEST BRANCH SUBDIVISION ASSOCIATION, INC.

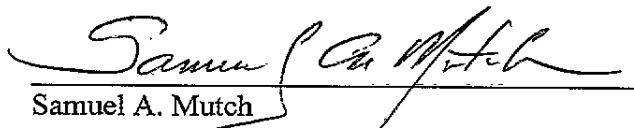
Dear Sir:

Enclosed please find the original and one copy of Articles of Incorporation of Mabel's West Branch Subdivision Association Inc., together with our client's check # 3555, in the amount of \$70.00. I have also attached a Certificate of Acceptance of Designation of Registered Agent Status to the corporate articles.

The check is to cover cost the filing fees for the Articles of Incorporation and fee for Registered Agent Designation for the above-named corporation. Please file the articles and activate the corporation on day received, or as soon thereafter as possible.

Sincerely,

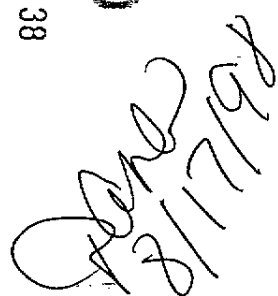
SAMUEL A. MUTCH, P.A.


Samuel A. Mutch

SAM/cs

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SECRETARY OF STATE
TALLAHASSEE FLORIDA



**ARTICLES OF INCORPORATION
OF
MABEL'S WEST BRANCH SUBDIVISION ASSOCIATION, INC.**

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is Mabel's West Branch Subdivision Association, Inc., hereinafter referred to as "Association".

ARTICLE II - STATEMENT OF CORPORATE NATURE

The Association is a non-profit corporation organized pursuant to Chapter 617, Florida Statutes. The Association will be operated as a homeowners' association for the benefit of its members, and it shall make no distribution of income to its members, directors, or officers.

ARTICLE III - PURPOSES OF THE ASSOCIATION

The Association is an entity established to act on the behalf of landowners in the Mabel's West Branch Subdivision concerning land issues that include, but are not limited to, the enforcement of protective covenants, the collection of assessments, and the maintenance and repair of common areas.

ARTICLE IV - DURATION AND INITIAL ADDRESS

This corporation shall have perpetual existence. The initial principal office of the Association is located at 211 Ashley Lake Drive, Melrose, Florida 32666.

ARTICLE V - MEMBERSHIP

A person who owns a lot in the Mabel's West Branch Subdivision shall automatically be an Association member. An owner's membership in the Association shall likewise be automatically terminated upon the owner being divested of title to or interest in the lot. The Association shall recognize transfer of Association membership when it has received a certified copy of the instrument conveying title or interest in the lot to the new owner. There shall be one (1) vote per lot owned. When there is more than one owner of a lot or where the lot's owner is a

corporation or other entity, then one (1) individual shall be designated to vote.

ARTICLE VI - MANAGEMENT

Section 1 - Board of Directors - The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The Board of Directors shall consist of not less than five members; however, such number may be changed by a Bylaw duly adopted by the Board. Board members shall be elected at the Corporation's annual meeting and serve a term of one (1) year. Board of Director members shall serve, be elected, or removed in accordance with the procedure provided in the Bylaws of the Corporation. Until the first election is held at the first annual meeting, the following persons shall serve as the initial Board of Directors:

James Bond

Mary Bond

Section 2 - Corporate Officers - The Board of Directors shall elect the following officers: President, Vice President, Secretary, and Treasurer and such other officers as the Bylaws of this Corporation may authorize. Officers shall be elected at Corporate annual meetings and serve a term of one (1) year, unless otherwise provided in the Bylaws. Until the first election is held, the following persons shall serve as corporate officers of the Association:

President James Bond

Vice President Mary Bond

Secretary James Bond

Treasurer Mary Bond

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office is 2790 N.W. 43rd Street, Suite 100,

Gainesville, Florida 32653, and the name of the initial registered agent is Samuel A. Mutch.

ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator is:

James A. Bond
211 Ashley Lake Drive
Melrose, Florida 32666

ARTICLE IX - DEDICATION OF ASSETS

In the event that the Corporation shall dissolve or otherwise terminate its corporate existence, the Board of Directors shall distribute all of the Corporation's existing assets equally to members of the organization (i.e., one-fifth (1/5) of assets to each owner of each lot.)

ARTICLE X - AMENDMENTS OF THE ARTICLES

Subject to any conditions set forth in Florida law, the Articles of Incorporation may be amended by a unanimous vote of all Directors present at any regular meeting of the Board of Directors or at any special meeting of the Board of Directors called for that purpose.

ARTICLE XI - BYLAWS


The Board of Directors shall adopt the Corporation's initial Bylaws. Subject to any provision contained in the Bylaws or in Florida law, the Bylaws shall be amended, repealed, newly created, or altered by a unanimous vote of all the Directors present at any regular meeting of the Board of Directors or at any special meeting of the Board of Directors called for that purpose.

ARTICLE XII - INDEMNIFICATIONS

The Corporation shall indemnify and hold harmless the Officers and Directors of this

Corporation from and against any and all cause and causes of action, liabilities, losses and damages of any kind or nature, including any reasonable attorney's fees and expenses incurred in connection with the execution of their duties or the exercise of their discretion taken on behalf of the Corporation, except when the same is judicially determined to be due to the gross negligence or willful misconduct of such persons. Nevertheless, the Corporation shall be given reasonable notice by such persons of any such action and be given reasonable opportunity to assume the defense against the same and to indemnify and hold harmless said persons therefrom.

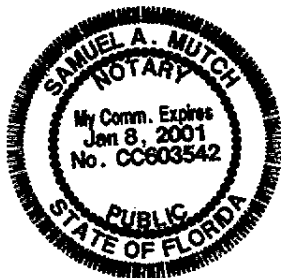
I, the undersigned, being the Incorporator of the Corporation, for the purpose of forming this nonprofit, charitable corporation under the laws of the State of Florida, have executed these Articles of Incorporation on this 15th day of May 1998.



James A. Bond


STATE OF FLORIDA
COUNTY OF ALACHUA

BEFORE me, the undersigned authority, personally appeared JAMES A. BOND who, being by me first duly cautioned and sworn, deposes and says that he is the individual who executed the foregoing instrument and acknowledged to and before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 15th day of May 1998.



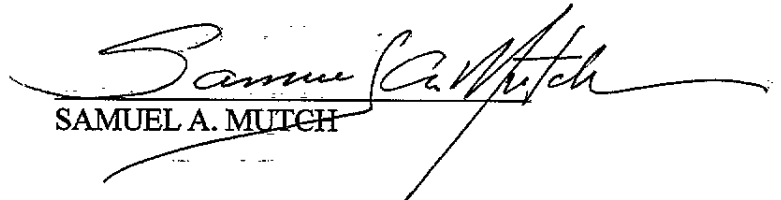

NOTARY PUBLIC, State of Florida


Printed Name of Notary
My Commission Expires:
Commission No. (if any):

CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT
OF MABEL'S WEST BRANCH SUBDIVISION ASSOCIATION, INC.

Pursuant to §§ 48.091 and 617.0501, *Florida Statutes (1997)*, the undersigned, having been designated as the initial Registered Agent for the service of process within the State of Florida upon **MABEL'S WEST BRANCH SUBDIVISION ASSOCIATION, INC.**, a Corporation Not-for-Profit, organized under the laws of the State of Florida, does hereby accept the appointment of Registered Agent for the above-named Corporation and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said Corporation, which Registered Office is located at 2790 N.W. 43rd Street, Gainesville, Florida 32653.

IN WITNESS WHEREOF, I, the said Registered Agent have hereunto set my hand and seal at Gainesville, Alachua County, Florida, on this 15th day of May, 1998.


SAMUEL A. MUTCH

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TALLAHASSEE FLORIDA