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State of Florida
Department of State
Corporate Division
Post Office Box 6327
Tallahassee, Florida 32314

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****122.50 *****78.75

Re: Arava Homeowners Association, Inc.

Gentlemen:

Enclosed is an original and one copy of the Articles of Incorporation for the above company. Please file the original in your office and certify and return to us one copy.

We are enclosing our check in the amount of \$122.50, covering:

\$ 35.00 - filing fee
35.00 - Certificate Designating Registered Agent
52.50 - Certified Copy
\$122.50

Very truly yours,

Frank M. Scruby
Frank M. Scruby

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

ARAVA HOMEOWNERS ASSOCIATION, INC.

A CORPORATION NOT FOR PROFIT

We, the undersigned, being desirous of forming a corporation not for profit, do hereby associate ourselves into a corporation for the purposes and with the powers herein specified and do hereby agree to the following Articles of Incorporation:

ARTICLE 1 - NAME

The name of this Corporation shall be:

ARAVA HOMEOWNERS ASSOCIATION, INC.

(hereinafter referred to as the "Association").

ARTICLE 2 - PURPOSE

The purpose and object of the Association shall be to exercise all of the rights, powers and duties granted to it under that certain Declaration of Covenants, Conditions, Restrictions, and Easements for ARAVA, a subdivision in Clay County, Florida, as amended from time to time (the "Declaration"), as well as all other rights, powers and duties which may be granted to it by the Developer, as that term is defined in the Declaration (the "Developer"), these Articles or the Association Bylaws. Such rights, powers and duties shall include, but not be limited to, the following: The Association shall own, operate and maintain the Common Areas as defined in the Declaration (the "Common Areas"). Each homeowner shall be a member of the ARAVA Homeowners Association, Inc. and pay its share of assessments and abide by the Covenants, Restrictions, Terms and Conditions, all as set forth in the Declaration of Covenants and Restrictions for ARAVA as recorded in Official Records Book _____, Page(s) _____, of the public records of Clay County, Florida. The Developer shall exercise architectural control over the development of the Property, as that terms is defined in the Declaration (the "Property"); and the Association shall have the right to enforce the covenants, conditions, restrictions, and easements contained in the Declaration. It is the intent that all future units the

property owners shall become Class A members of the Association.

ARTICLE 3 - EXISTENCE AND DURATION

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State. The Association shall exist in perpetuity.

ARTICLE 4 - POWERS

The Association shall have the following powers:

A. All of the powers and privileges granted to corporations not for profit under the laws of the State of Florida and the Declaration.

B. All of the powers reasonably necessary to implement and effectuate the purposes of the Association, including, without limitation, the power, authority and right to:

1. Make and establish reasonable rules and regulations governing the use of the Property or the Common Areas, as such terms will be defined herein and in the Declaration.

2. Adopt for, and in advance of, each fiscal year a budget necessary to carry out the purposes of the Association as set out herein.

3. Levy and collect assessments against Members of the Association to defray the expenses of the Association, including the right to enforce any lien right granted the Association to secure the payment of said assessments.

4. Own, operate, lease, sell, manage, encumber, convey, subject to easements, and otherwise deal with such real and personal property as may be necessary or convenient for the administration of the Common Areas.

5. To own, manage, administer and operate such property as may be conveyed to it by the Developer, its successors or assigns for the mutual benefit and use of all Members.

6. Enforce the provisions of these Articles of Incorporation, the Bylaws, the Declaration and all covenants, restrictions, rules and regulations governing use of the Property, or a portion thereof, and the Common Areas which may now exist or hereafter be established.

7. The Association shall operate, maintain and manage the surface water or stormwater management system(s) in a manner consistent with the St. Johns River Water Management District requirements and applicable District rules, and shall assist in the enforcement of the Declaration of Covenants and Restrictions which relate to the surface water or stormwater management system.

8. The Association shall levy and collect adequate assessments against members of the Association to fund the obligations of the Associations to pay assessments to ARAVA Homeowners Association, Inc., including the costs of maintenance and operation of the surface water or stormwater management system.

ARTICLE 5 - QUALIFICATION OF MEMBERS

The qualification of members, manner of their admission to and termination of membership and voting by members shall be as follows. Each "Owner" of a "Lot" (as those terms are defined in the Declaration), including the Developer, shall be and become a member of the Association upon the recording of a deed, in the public records of Clay County, granting such owner fee simple title to a Lot.

ARTICLE 6 - VOTING

A. The affairs of the Association shall be administered and managed by the Board of Directors as described in Article VIII hereof.

B. Until such time as the first Lot is conveyed to an Owner other than the Developer, the membership of the Association shall be comprised of the subscribers to these Articles, each of whom shall be entitled to cast a vote on all matters upon which the membership would be entitled to vote.

C. There shall be two classes of voting membership in the Association:

Class A. Class A Members shall be all Owners, except the Developer while the Developer is a Class B Member, and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot other than a security for the performance of any obligation, all such persons shall be Members. The Vote for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. The Class B Member shall be the Developer. The Class B Member shall be entitled to the number of votes held by all Class A Members plus one. The Class B Membership shall cease when the Developer has conveyed one hundred percent (100%) of the Lots within the Property, or when the Developer, in its sole discretion, elects to terminate its Class B membership, whichever occurs first. Upon the termination of its Class B membership, the Developer, if it still owns any Lots, shall become a Class A Member.

ARTICLE 7 - TERM OF EXISTENCE

The Association shall have perpetual existence. The termination, dissolution or final liquidation of the Association shall not relieve its members of the collective responsibility to pay assessments to ARAVA Homeowners Association, Inc.

ARTICLE 8 - OFFICE

The principal office of the Association shall be 2575 County Road 220, Suite 107, Middleburg, Florida 32068, or such other place as the Board of Directors may designate.

ARTICLE 9 - BOARD OF DIRECTORS

A. The business affairs of this Association shall be managed by the Board of Directors. Each member of the Association Board of Directors shall be entitled to one vote.

B. The name and address of the person who is to serve on the initial Board of Directors until his successor(s) is chosen, is as follows:

James R. Menard
2575 County Road 220
Middleburg, FL 32068

ARTICLE 10 - OFFICERS

A. The officers of the Association shall be a President, one or more Vice Presidents, Secretary and Treasurer and, if any, the Assistant Secretaries and Assistant Treasurers, who shall perform the duties of such offices customarily performed by like officers of corporations in the State of Florida subject to the directions of the Board of Directors.

B. Officers of the Association may not be compensated. The

Board of Directors, or the President with the approval of the Board of Directors, may employ a managing agent, agency, and/or other managerial and supervisory personnel or entity to administer or assist in the administration of the operation and management of the affairs of the Association, and any and all such persons and/or entity or entities may be so employed without regard to whether any such person or entity is a Member, Director or officer of the Association.

C. The person who is to serve as officer of the Association until his successors are chosen are:

James R. Menard - President/Secretary/
Treasurer

D. The officers shall be elected by the Board of Directors at their annual meeting as provided in the Bylaws. Any vacancies in any office shall be filled by the Board of Directors at any meeting duly held.

E. The President shall be elected from the membership of the Board of Directors, but no other officer need be a Director. The same person may hold two offices, provided, however, that James R. Menard is no longer an officer, the office of the President and Vice President shall not be held by the same person, nor shall the office of the President and Secretary or Assistant Secretary be held by the same person. Officers shall be elected annually.

ARTICLE 11 - ANNUAL FEES

A. CLASS A MEMBERS.

Class A Members shall pay an annual fee in the amount set by the Association but not less than One Hundred Eighty Dollars (\$180.00), payable by January 15th of each year. For the year in which a person first becomes a Class A Member the fee will be prorated so that the new member pays only for that portion of the calendar year that remains.

B. CLASS B MEMBERS.

Class B Members shall not be required to pay an annual fee either as a Class B or Class A member.

C. BUILDERS.

Purchasers of lots who do not intend to occupy a home built or to be built such as builders on said lot or lots shall not be required to pay an annual fee.

D. INITIAL FEE.

The initial fee is One Hundred Eighty Dollars (\$180.00) per year.

E. INCREASES IN FEE.

Beginning in the 2001 calendar year and in any year thereafter the Board of Directors may increase the annual fee to be paid by each Class A Member. However no such increase shall be greater than Ten percent (10%) higher than the fee for the preceding calendar year.

F. DUE DATE.

Annual fees shall be due not later than January 15th of the calendar year to which they apply.

G. NOTICE.

All Class A Members shall be given written notice by First Class United States Mail not later than December 15th the annual fee is due.

ARTICLE 12 - SPECIAL ASSESSMENTS

In addition to the annual dues, when approved by a two-thirds (2/3) vote of the property owners attending a meeting of the Association, after due notice, the Association may levy, in addition to the dues, a special assessment required to fulfill its responsibilities. Class B Members shall not be required to pay special assessments.

ARTICLE 13 - MEETINGS

A. So long as Developer is still in control of the Association there shall be no annual meetings, other than the organizational meeting.

B. Within thirty (30) days after the Developer is no longer in control of the Association there shall be a meeting of the

Association at which the Board of Directors shall be elected, By-Laws adopted and other business transacted.

ARTICLE 14 - BYLAWS

A. The Board of Directors shall adopt by a majority vote the original Bylaws of the Association.

B. The Bylaws may be amended, altered or rescinded upon the proposal of the Board of Directors. Upon such a proposal, a special meeting of the Members shall be called, the notice of which shall state that such proposal is to be voted upon at the meeting. The proposal shall be passed if at least a two-thirds (2/3) majority of the votes lot owners approve the proposal.

ARTICLE 15 - AMENDMENT OF ARTICLES

A. These Articles of Incorporation may be amended upon the proposal of the Board of Directors. Upon such proposal, a special meeting of the Members shall be called, the notice of which shall state that such proposal is to be voted upon at that meeting. The proposal shall be passed if at least two-thirds (2/3) of the votes of lot owners approve the amendment.

B. If so approved, a certified copy of the said amendment shall be filed in the office of the Secretary of State of the State of Florida.

C. The Articles of Incorporation may be amended without consent or joinder from any party (i) to conform to the requirements of the Federal Home Loan Mortgage Corporation, Federal National Mortgage Association, FHA/VA/HUD and/or any other generally recognized institution involved in the purchase and sale of home mortgages (ii) to conform to the requirements of institutional mortgage lender(s) or title insurance company(ies) or (iii) to perfect, clarify, or make internally consistent the provisions herein.

ARTICLE 16 - DISSOLUTION

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 40C-42.027, F.A.C., and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

ARTICLE 17 - INDEMNIFY

Every Director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, incurred by him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or officer of the Association, whether or not he is a Director or officer at the time such expenses are incurred, except in such cases where the Director or officer is adjudged guilty of wilful misfeasance or malfeasance in the performance of his duties; provided, that any reimbursement or indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.

ARTICLE 18 - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and street address of the initial registered agent is:

James R. Menard
2575 County Road 220, Suite 107
Middleburg, FL 32068

ARTICLE 19

The name and address of the incorporator for these Articles of Incorporation is:

James R. Menard
2575 County Road 220, Suite 107
Middleburg, FL 32068



JAMES R. MENARD

STATE OF FLORIDA

COUNTY OF CLAY

The foregoing Articles of Incorporation was acknowledged before me this 29 day of March, 1999, by JAMES R. MENARD, who is personally known to me or who has produced a driver's license as identification and who did/did not take an oath.



Notary Public - State of Florida
My Commission expires:



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.


1. The name of the corporation is:

ARAVA HOMEOWNERS ASSOCIATION, INC.

2. The name and address of the registered agent and office is:

James R. Menard
2575 County Road 220, Suite 107
Middleburg, Florida 32068

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



JAMES R. MENARD

Date: _____

3/29/99

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA