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*Stephen F. Baker*

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August 26, 1999

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
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CORPORATE RECORDS BUREAU  
DIVISION OF CORPORATIONS  
POST OFFICE BOX 6327  
TALLAHASSEE FL 32314

Re: Meadows Ridge Homeowners Association, Inc.

Gentlemen:

Please find enclosed herewith the original and two copies of the Articles of Incorporation of the above corporation, and a Designation of Resident Agent. Please send a Certificate of Status directly to this office.

Also enclosed is a check in the amount of \$78.75 to cover the costs of the filing fee, Registered Agent designation and Certificate of Status.

Thank you for your cooperation and assistance in this matter.

Cordially yours,

  
Stephen F. Baker

SFB/clh  
Enclosures

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ARTICLES OF INCORPORATION  
OF  
MEADOWS RIDGE HOMEOWNERS ASSOCIATION, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, by these Articles, associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, and certify as follows:

ARTICLE I

NAME

The name of the corporation shall be MEADOWS RIDGE HOMEOWNERS ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Association".

ARTICLE II

PURPOSE

2.1 The purpose or purposes for which this corporation is organized are the following: To provide for and promote the general and social welfare, common good, comfort, safety and benefit of the members of the Association for the purpose of maintaining the Association's business.

2.2 The Association shall make no distribution of income to its members, directors or officers, and does not contemplate pecuniary gain or profit to the members thereof.

ARTICLE III

POWERS

The powers of the Association shall include and be governed by the following provisions:

3.1 The Association shall have all of the common-law and statutory powers of a corporation not for profit, not in conflict with the terms of these Articles.

3.2 The Association shall have all of the powers and duties set forth in these Articles, the By-Laws and all of the powers and duties reasonably necessary to operate the Association, pursuant to the Declaration and By-Laws and as it may be amended from time to time, including but not limited to the following:

(a) To fix and collect due and assessments from members of the Association; to pay all expenses in connection with the management of the Association and 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 Association.

(b) To make and amend reasonable rules and regulations.

(c) To enforce by any legal means these Articles, the By-Laws of the Association and the rules and regulations referred to in paragraph (b) above.

(d) To have and to exercise any and all powers, rights and privileges which a corporation organized under the General Non-Profit Corporation Law of the State of Florida may now or hereafter have or exercise.

(e) To employ personnel or management firms to perform the services required for proper operation of the Association.

(f) To maintain accounting records according to good accounting practices which shall be open to inspection by all members of the Association at reasonable times, written summaries of which shall be supplied at least annually to the members.

#### ARTICLE IV

##### MEMBERSHIP AND VOTING RIGHTS

###### 4.1 Membership.

(a) Each owner of a lot at The Bluffs of Dundee shall become a member of the Association, subject to and bound by the Association's Articles of Incorporation, By-Laws, and rules and regulations.

(b) During any period in which a member shall be in default in the payment of any dues, the voting rights and right to use any of the facilities which the Association may provide may be suspended by the Board of Directors until dues are paid. In the event of violation by members of any rules and regulations established by the Board of Directors, such members voting and use rights may be suspended by the Board after a hearing to which the general requirements of due process shall be observed. Such hearing shall be held by the Board (or committee therefor) after giving such member ten (10) days prior written notice by registered or certified mail, specifying such alleged violation, and setting the time, place and date of the hearing.

Determination of violations shall be made by majority vote of the Board of the committee therefor, and such action shall thereby be conclusive.

4.2 Voting and Voting Rights.

(a) Each member shall have one vote in the affairs of the Association, provided, however, that there shall be only one (1) vote per lot.

ARTICLE V

DIRECTORS

5.1 The affairs of the Association will be managed by a Board of Directors consisting of the number of directors determined by the By-Laws, but not less than three (3) directors and, in the absence of such determination, shall consist of the three (3) directors.

5.2 Directors of the Association shall be elected by an annual meeting of the members in the manner determined by the By-Laws. Directors maybe removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

5.3 The initial terms of the Board of Directors shall be staggered so that no more than one third (1/3) of the total members of the Board of Directors shall come up for re-election each year; provided, however, that no term of office for a member of the Board of directors of this Association shall exceed three (3) years in length. This shall not prevent a director from remaining on the Board of Directors for a period of time longer

than three (3) years provided that the term for which he or she is elected does not exceed three (3) years in length.

5.4 The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

Waymon E. Meadows	310 Hwy. 542 Dundee, FL 33838
Julia B. Meadows	310 Hwy. 542 Dundee, FL 33838
Jamie Valentine	310 Hwy. 542 Dundee, FL 33838

#### ARTICLE VI

##### OFFICERS

The officers of the Association will be as follows:

President -	Waymon E. Meadows
Secretary -	Julia B. Meadows
Treasurer -	Jamie Valentine

#### ARTICLE VII

##### INDEMNIFICATION

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon him or her in connection with any proceeding to which he or she may be a party or in which he or she may become involved by reason of being or having been a director or officer and is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties; provided, that in the event of a settlement, the indemnification shall apply only when the

Board of Directors approves such settlement and reimbursement as being for the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director officer may be entitled.

#### ARTICLE VIII

##### BY-LAWS

The first By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the By-Laws.

#### ARTICLE IX

##### AMENDMENTS

Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

9.1 Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

9.2 A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing such approval is delivered to the secretary at or prior to the meeting. Except as elsewhere provided:

(1) Such approvals must be by not less than 66-2/3% of the entire membership of the Board of Directors and by not less than 66-2/3% of the votes of the entire membership of the Association; or

(2) By not less than 75% of the votes of the entire membership of the Association.

9.3 Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of members, nor any changes in Section 3.3 of Article III, without approval in writing by all members.

9.4 A copy of each amendment shall be certified by the Secretary of State and recorded in the public records of Polk County, Florida.

#### ARTICLE X

##### TERM

The term of the Association shall be perpetual.

#### ARTICLE XI

##### DISSOLUTION

Upon dissolution of the Association, the assets of the Association shall be distributed to an appropriate public agency to be used for purposes similar to those for which this Association was created and in that event such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization organized and operated for similar purposes.

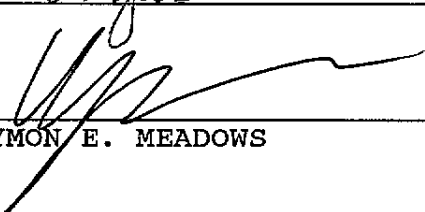


ARTICLE XII

SUBSCRIBERS

The subscriber to these Articles of Incorporation shall be: Waymon E. Meadows.

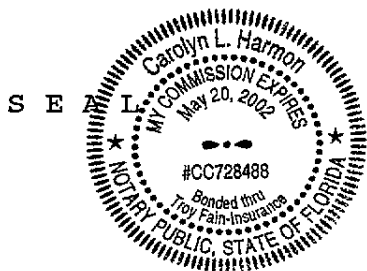
IN WITNESS WHEREOF, the subscriber has affixed his signature this 6th day of August, 1998.

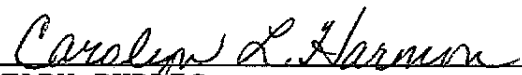
  
\_\_\_\_\_  
WAYMON E. MEADOWS

STATE OF FLORIDA

COUNTY OF POLK

Before me, the undersigned authority, on this 6th day of August, 1998, personally appeared WAYMON E. MEADOWS, to me known to be the subscriber described in the foregoing Articles of Incorporation of Meadows Ridge Homeowners Association, Inc., and acknowledged the same, and after being by me first duly cautioned and sworn, upon his oath, deposes and says that it is intended in good faith to carry out the purposes and objects set forth herein.



  
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NOTARY PUBLIC

My commission expires: 5/20/02

STATE OF FLORIDA  
OFFICE OF THE SECRETARY OF STATE

Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May Be Served and Names and Addresses of the Officers and Directors

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In pursuant of Chapter 47.34, Florida Statutes, the following is submitted in compliance with said Act:

That MEADOWS RIDGE HOMEOWNERS ASSOCIATION, INC., a corporation duly organized and existing under the laws of the State of Florida, with its principal place of business at 310 Hwy. 542, Dundee, Florida 33838, has named WAYMON E. MEADOWS as its agent to accept service of process within this State.

<u>OFFICERS</u>	<u>ADDRESS</u>
President - Waymon E. Meadows	310 Hwy. 542 Dundee, FL 33838
Secretary - Julia B. Meadows	310 Hwy. 542 Dundee, FL 33838
Treasurer - Jamie Valentine	310 Hwy. 542 Dundee, FL 33838

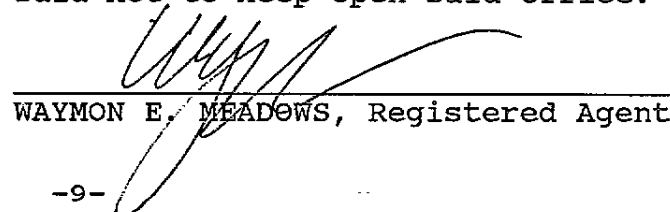
<u>DIRECTORS</u>	<u>ADDRESS</u>
Waymon E. Meadows	310 Hwy. 542 Dundee, FL 33838
Julia B. Meadows	310 Hwy. 542 Dundee, FL 33838
Jamie Valentine	310 Hwy. 542 Dundee, FL 33838

MEADOWS RIDGE HOMEOWNERS  
ASSOCIATION, INC.

BY:   
WAYMON E. MEADOWS, President

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act to keep open said office.

  
WAYMON E. MEADOWS, Registered Agent

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TALLAHASSEE, FLORIDA  
SECRETARY OF STATE