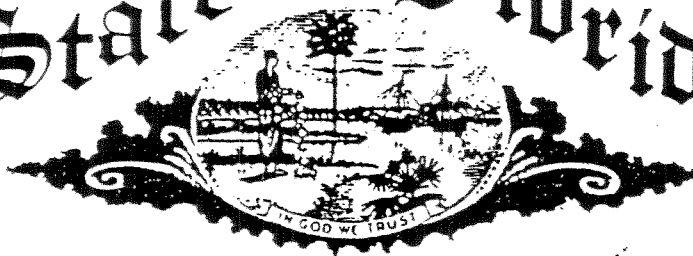


# State of Florida



Department of State

I certify that the attached is a true and correct copy of the Articles of Incorporation of CYPRESS SPRINGS OWNERS ASSOCIATION, INC., a corporation organized under the Laws of the State of Florida, filed on October 9, 1986, as shown by the records of this office.

The document number of this corporation is N17208.

Given under my hand and the  
Great Seal of the State of Florida,  
at Tallahassee, the Capital, this the  
10th day of October, 1986.



A handwritten signature in cursive script, appearing to read "George Firestone".

George Firestone  
Secretary of State



D. W. McKinnon, Director  
Division of Corporations  
904/487-6000

FLORIDA DEPARTMENT OF STATE  
George Firestone  
Secretary of State

Mrs. Mary D. Kacur, Chief  
Bureau of Corporate Records  
904/487-6900

October 10, 1986

Ms. Linda Conner Kane  
Gallagher, Baumer, Mikals, ET AL  
P.O. Box 4788  
Jacksonville, Fl 32201

Dear Ms. Kane:

The Articles of Incorporation for CYPRESS SPRINGS OWNERS ASSOCIATION, INC. were filed on October 9, 1986, and assigned document number N17208. Your check for \$38.00 covering the various fees has been received.

Enclosed is a certified copy of the articles.

Should you have any questions regarding this matter, please telephone (904) 487-6051, the Non-Profit Filing Section.

Sincerely,

D. W. McKinnon, Director  
Division of Corporations

DWM:cm

All of Section 4, Township 23 South, Range 31 East; and the East 1/2 of Section 5, Township 23 South, Range 31 East, less and except lands as described in that instrument dated April 11, 1981, in Official Records Book 3371, Page 2664, Public Records of Orange County, Florida, which is more particularly described as follows:

Commence at an iron pipe at the E 1/4 corner of Section 5, Township 23 South, Range 31 East; thence run S 00°44'41" East, along the East line thereof, 459.09 feet to a point lying 3,1000 feet South of the NE corner of said Section 5; thence N 89°44'48" W, 250 feet for the Point of Beginning; thence S 00°44'41" E, parallel with the East line of said Section 5, 100 feet; thence N 89°44'48" W, 100 feet; thence N 00°44'41" W, parallel with the East line of Section 5, 100 feet; thence S 89°44'48" East, 100 feet to the Point of Beginning.

and

The Northwest 1/4 of Section 5, Township 23 South, Range 31 East lying East of Dean Road;

and

The Northeast 1/4 of the Southwest 1/4 of Section 5, Township 23 South, Range 31 East of Dean Road.

RECORDED & RETURNED

*Thomas H. Lohr*  
County Commissioner, Orange County, Fla.

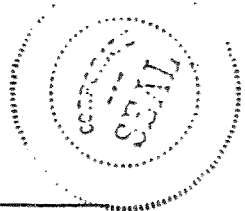
CERTIFICATE NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted:

That Cypress Springs Owners Association, Inc. a corporation duly organized and existing under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, named J. Thomas Gillette, III, located at 8351 Westport Road, Jacksonville, Florida 32244 as its agent to accept service of process within this state.

CYPRESS SPRINGS OWNERS  
ASSOCIATION, INC.

By *Paul Allen Stanton*  
Its Secretary



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 provisions of said Florida Statute relative to keeping open said office.

*J. Thomas Gillette, III*  
J. Thomas Gillette, III

Rec Fee \$ 53.00 Orange County  
 Doc Tax \$ \_\_\_\_\_ Comptroller  
 Int Tax \$ \_\_\_\_\_ By AKK  
 Total \$ 53.00 Deputy Clerk

LEONIA L. KAME, Secretary  
 2000 INDEPENDENT SQUARE  
 JACKSONVILLE, FLORIDA 32202

ARTICLES OF INCORPORATION  
 OF  
 CYPRESS SPRINGS OWNERS ASSOCIATION, INC.  
 A CORPORATION NOT-FOR-PROFIT

The undersigned, being desirous of forming a corporation not for profit, under the provisions of Chapter 617 of the Florida Statutes, hereby subscribes to these Articles for the purpose of forming a corporation and with the powers herein specified.

FILED  
 Oct 9 11 58 AM '86  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA  
 08/20/86

ARTICLE I. NAME

2582491 ORANGE CO. FLA.  
 03:14:00PM

The name of this corporation shall be:

OR3813 PG3481

Cypress Springs Owners Association, Inc. (hereinafter referred to as the "Association").

ARTICLE II. OFFICE

The principal office of the Association shall be 8351 Westport Road, Jacksonville, Florida 32244, or such other place as the Board of Directors may designate.

ARTICLE III. REGISTERED AGENT AND OFFICE

J. Thomas Gillette, III, whose address is 8351 Westport Road, Jacksonville, Florida 32244 is hereby appointed the initial registered agent of this Association.

ARTICLE IV. PURPOSE AND POWERS  
 OF THE ASSOCIATION

A. The purposes and object of the Association shall be to administer the operation and management of Cypress Springs (hereinafter "Community") to be established upon that certain real property in Orange County, Florida, more fully described in Exhibit A ("Property") of the Cypress Springs Declaration of Covenants, Conditions and Restrictions to be recorded in the public records of Orange County, Florida ("Declaration"), and any additions thereto which may be brought into the jurisdiction of this Association by annexation under the terms and conditions as set forth in the Declaration by Gulfstream Communities, its successors and assigns (the "Declarant").

B. The Association does not contemplate pecuniary gain or profit to the Members thereof and shall undertake and perform all acts and duties incident to the operation, management, preservation and architectural control of the Property in accordance with the terms, provisions, and conditions of these Articles of Incorporation, the Bylaws of the Association and the Declaration. The Association shall further promote the health, safety and welfare of the Members of the Association in the Community.

C. The Association shall have the following powers:

1. All of the powers and privileges granted to corporations not for profit under the laws of the State of Florida as the same may be amended from time to time as therein provided.

2. All of the powers reasonably necessary to implement and effectuate the purposes of the Association, including, without limitation, the power, authority and right to undertake all powers and duties set forth in the Declaration, these Articles and Bylaws as the same may be amended

Return to Clerk to BCC - 5th Floor, County Administration Building - Deverly

from time to time, the Declaration and Bylaws being incorporated herein as if set forth in full.

3. The right to fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith 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 property of the Association;

4. The right to acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association and to annex such property owned by it to the covenants and restrictions;

5. The right to borrow money, and with the assent of two-thirds (2/3) of each class of members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

6. The right to dedicate, sell or transfer all or any part of the Common Property to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been assigned by two-thirds (2/3) of each class of Members, agreeing to such dedication, sale or transfer; provided, however, the Association shall have the right to grant permits, easements or licenses to a public agency or utility company for utilities, roads and other purposes reasonably necessary or useful for the proper maintenance or operation of the property, which grants shall not be deemed a dedication, sale or transfer requiring the consent of Members.

7. The right to participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Property, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of Members.

#### ARTICLE V. QUALIFICATION OF MEMBERS

The qualifications of Members, manner of their admission to and termination of membership shall be as follows:

A. Every person or entity who is a fee simple record owner of a fee interest in any Lot which is subject to the Declaration, including contract sellers, shall be a Member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to the Declaration.

B. The membership of any person or entity shall be automatically terminated upon his being divested of his title or interest in such Lot; provided that nothing herein contained shall be construed as terminating the membership of any person or entity owning fee title to or a fee ownership interest in two or more Lots at any time while such person or entity shall retain fee title to or a fee ownership interest in any Lot.

C. Transfer of membership shall be recognized by the Association upon its being provided with a copy of the

recorded deed conveying such fee simple title to a Lot to the new Member.

D. Except as an appurtenance to his Lot, no Member can assign, hypothecate or transfer in any manner, his membership in the Association or his interest in the funds and assets of the Association. The funds and assets of the Association shall belong solely to the Association subject to the limitation that the same be expended, held or used for the benefit of the membership and for the purposes authorized herein, in the Declaration, and the Bylaws hereof.

#### ARTICLE VI. VOTING RIGHTS

There shall be three classes of voting membership:

Class A. Class A member(s) shall be all Owners of Multi-Family Residential Lots ("MFRL") as such is defined in the Declaration, with the exception of Declarant and Class A Members shall be entitled to one vote for each MFRL owned.

Class B. The Class B members shall be Owners of Single Family Residential Lots ("SFRL") as such is defined in the Declaration, with the exception of Declarant and Class B members shall be entitled to one vote for each SFRL owned.

Class C. The Class C Member shall be the Declarant, and the Declarant shall be entitled to three (3) votes for each Lot owned and three (3) votes for each acre of land in the additional property. The Class C membership shall cease and be converted to Class A or B membership on the happening of any of the following, whichever first occurs:

*see Declaration,  
pg 3  
Article I  
Section 16;  
Article II  
Section (b)*

- (a) when the total votes outstanding in the Class A and B membership equal the total votes outstanding in the Class C membership; or
- (b) ten (10) years from the recording of the Declaration; or
- (c) at such earlier time as the Declarant in its sole discretion determines to transfer control.

Until the recordation of the Declaration in the public records of Orange County, Florida, the membership of the Association shall be comprised of the subscribers to these Articles, each of whom shall be entitled to cast one vote on all matters upon which the membership would be entitled to vote.

When more than one person holds an interest in any MFRL or SFRL, all such persons shall be members. The vote for such MFRL or SFRL shall be exercised by one person as they determine, and such person shall be designated as the holder of the vote. If a corporation, partnership, joint venture or other entity is a fee simple title holder to a lot, such entity shall designate one person as the holder of the vote. In no event shall more than one vote be cast with respect to any MFRL or SFRL.

#### ARTICLES VII. BOARD OF DIRECTORS

A. The business affairs of this Association shall be managed by the Board of Directors who need not be Members of the Association. The number of members of the first Board of Directors shall be three and the initial Board of Directors shall be appointed by the Declarant. Upon the termination of the Class C membership, the number of directors shall be increased to equal the number of subdivisions (as defined in the Declaration) in the Community.

*Voting Rights  
Section*

B. The names and address of the persons who are to serve as the initial Board of Directors until their successors are appointed or chosen, are as follows:

<u>Director</u>	<u>Address</u>
J. Thomas Gillette, III	8351 Westport Road
Jane Ann Blanton	Jacksonville, FL 32244
Charles A. Thompson	

C. Upon termination of the Class C membership, subject to the Declaration, the Board of Directors shall be elected by the Members of the Association within each Subdivision at the annual membership meeting in the manner and by the method provided in the Bylaws.

#### ARTICLE VIII. 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 be compensated in the manner to be provided in the Bylaws. 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 Community and 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 persons who are to serve as officers of the Association until their successors are chosen are:

<u>Office</u>	<u>Name</u>
President	J. Thomas Gillette, III
Vice President	Charles A. Thompson
Secretary/Treasurer	Jane Ann Blanton

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, but no other officer need be a Director. The offices of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except Secretary and Treasurer.

#### ARTICLE IX. BYLAWS

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



B. The Bylaws shall be amended by the procedure more fully set forth in the Bylaws and shall be approved by at least a majority of each class of membership.

#### ARTICLES X. AMENDMENT OF ARTICLES

Amendment of these Articles shall require the assent of a majority of votes of each class of Members. When the Class C membership ceases and is converted to Class A or B membership, amendment of these Articles shall require the assent of a majority of the votes of each class of membership.

#### ARTICLE XI. INDEMNITY

Every Director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed upon 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 willful misfeasance or malfeasance in the performance of his duties; provided, that in the event any claim for reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in 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 or officer may be entitled.

#### ARTICLE XII. NON-PROFIT STATUS

No part of the income of this corporation shall be distributed to the Members except upon dissolution or final liquidation and as permitted by the court having jurisdiction thereof.

#### ARTICLE XIII. MERGER AND DISSOLUTION

The Association shall have the right to participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, provided such merger or consolidation shall have the assent of two-thirds of each Class of members.

This Association may be dissolved by the approval of two-thirds of the votes of each class of members given in person, by proxy or by written consent. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created, including without limitation, the assignment of all the Association's obligations concerning the drainage facilities to an entity approved by St. Johns Water Management District. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non profit corporation, association, trust or other organization to be devoted to such similar purposes. This procedure shall be subject to court approval on dissolution pursuant to Florida Statute 617.05.

#### ARTICLE XIV. DURATION

This Association shall exist perpetually.

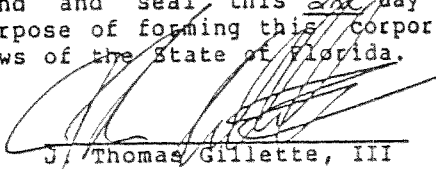
ARTICLE XV. FHA/VA APPROVAL

As long as there is a Class C membership, the following actions will require prior approval of the Federal Housing Administration or the Veteran's Administration: annexation of additional properties, mergers and consolidations, mortgaging of Common Property, dedication of Common Property, dissolution and amendment of these Articles.

ARTICLE XVI. SUBSCRIBER


The name and address of the subscriber to these Articles is J. Thomas Gillette, III whose address is 8531 Westport Road, Jacksonville, Florida 32224.

IN WITNESS WHEREOF, the undersigned subscribing incorporator has hereunto set his hand and seal this 2nd day of July, 1986, for the purpose of forming this corporation ~~not~~ for profit under the laws of the State of Florida.

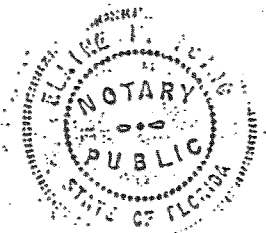
  
\_\_\_\_\_  
J. Thomas Gillette, III

STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing ARTICLES OF INCORPORATION was acknowledged before me this 2nd day of July, 1986, by J. Thomas Gillette, III, a subscriber J

  
\_\_\_\_\_  
Notary Public, State of  
Florida at Large

My Commission Expires:



NOTARY PUBLIC, STATE OF FLORIDA  
My Commission Expires Sept. 20, 1987  
Bonded by Transamerica Insurance

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
OCT 9 11 29 AM '06

FILED