

This instrument prepared by: Steven H. Gray, Esq.
P. O. Box 3310
Ocala, FL 32678

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ARTICLES OF INCORPORATION
OF
SILVER MEADOWS CENTRAL PROPERTY OWNERS
ASSOCIATION, INC.

In compliance with the requirements of the laws of the State of Florida, the undersigned hereby associate themselves together for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, 1985, as amended, and do hereby certify:

ARTICLE I
Name

The name of the corporation is SILVER MEADOWS CENTRAL PROPERTY OWNERS ASSOCIATION, INC., hereinafter called the "Association".

ARTICLE II
Registered Agent

The name of the Registered Agent is STEVEN H. GRAY and the address of the registered office is 125 N.E. 1st Avenue - Suite 1, Ocala, Florida 32670.

ARTICLE III
Definitions

All definitions in the Declaration of Protective Covenants and Restrictions of SILVER MEADOWS CENTRAL PROPERTY OWNERS ASSOCIATION (the "Declaration") to which these Articles are attached as Exhibit "A", and recorded in the Public Records of Marion County, Florida, are incorporated herein by reference and made a part hereof.

ARTICLE IV
Purpose and Definitions

Section 1. Purpose. The primary purpose of this Association is to create an entity to organize the recreational, social and cultural activities desired by the Owners of Lots within the SILVER MEADOWS CENTRAL development, the legal description of the real property included therein being shown on Exhibit "A" attached hereto, and to provide a forum for discussion and communication among the Owners of property in SILVER MEADOWS CENTRAL, and to facilitate and assure the maintenance of the common areas and drainage easement areas within SILVER MEADOWS CENTRAL.

Section 2. Nonprofit Character of Association. The Association does not contemplate pecuniary gain or profit, direct or indirect, to its Members. The Association shall make no distributions of income to its Members, Directors or Officers.

Section 3. Definitions. "Developer" shall mean JOHN M. CURTIS, TRUSTEE, and his successors in interest or assigns of all or, at the election of the "Developer", substantially all of its interest in the Subject Property.

ARTICLE V
Powers

The Association shall have all the powers and duties reasonably necessary to operate and maintain the Association including the following:

(a) To meet for the purposes of ascertaining the social, recreational and cultural activities in which its membership is interested in participating.

(b) To provide for the election of representatives, as provided in the Bylaws of the Association for the purpose of eliciting the desires of the membership for social, recreational

LORRRAINE FENDRY, PLANS COORDINATOR
MARION COUNTY ENGINEERING DEPT.
150 S.E. 1st STREET
OCALA, FL 32671

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BY *Steven H. Gray*
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and cultural activities and communicating those desires to the Directors.

(c) To exercise all the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration as recorded in the Public Records of Marion County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length.

(d) To promulgate or enforce rules, regulations, bylaws, covenants, restrictions, or agreements to effectuate all of the purposes for which the Association is organized.

(e) To have and to exercise any and all powers, rights and privileges which a non-profit corporation organized under the laws of the State of Florida may now or hereafter have or exercise.

(f) To establish, collect, and disburse assessments to be used for the maintenance and upkeep of the private roads within SILVER MEADOWS CENTRAL.

ARTICLE VI Membership

Developer and every Owner of a Lot as defined in the Declaration shall be a member of the Association. Except for the Developer, membership shall be appurtenant to and may not be separated from ownership of any Lot. All members agree to be bound by the terms and provisions of these Articles of Incorporation and such Bylaws and operating procedures as may be promulgated by the Association from time to time.

ARTICLE VII Voting Rights

The voting rights in the Association shall be as follows:

All Owners of a Lot shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot all such persons shall be members, but in no event shall more than one vote be cast with respect to any Lot. In the event all of the Owners of a Lot cannot agree on any vote, no vote shall be cast for such Lot, provided, however, that the Association may conclusively rely on the vote cast by any of the Owners of a Lot as being authorized by all such Owners unless the Association has been notified in writing to the contrary by one of such Owners.

ARTICLE VIII Board of Directors

The affairs of the Association shall be managed by a Board of Directors consisting of not less than three nor more than nine persons who need not be members of the Association. The first Board shall consist of three Directors. Thereafter, the number of Directors may be increased to a maximum of nine by a majority vote of the Board of Directors.

The first election of Directors shall be held within thirty (30) days after January 1, 1993 at a meeting of the members called for that purpose. Three Directors shall be elected at this first election, one for a term of one year, one for a term of two years, and one for a term of three years. Said Board shall also determine the term for each new directorship so created. At each annual meeting thereafter a number of Directors equal to that of those whose terms have expired shall be elected for the term of three years. At the expiration of any term, any Director may be re-elected for one additional consecutive term. The Directors shall be elected by the vote of a majority of the Members entitled to

vote thereon at a meeting at which a majority of the Members entitled to vote are present.

The Directors named in these Articles shall serve until the first election of Directors, and any vacancies in their number occurring before the first election shall be filled by the remaining Directors. 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:

<u>Name</u>	<u>Address</u>
Steven H. Gray	125 N.E. 1st Avenue - Suite 1 Ocala, Florida 32670
John S. Rudnianyn	101 N.E. 1st Avenue Ocala, Florida 32670
John M. Curtis	11635 N. W. 1st Avenue Gainesville, Florida 32607

At any time a Lot in SILVER MEADOWS CENTRAL is owned by JOHN M. CURTIS, TRUSTEE (or his specific assignee of the right granted herein) he shall be entitled to appoint one (1) member to the Board of Directors, the balance of the Board of Directors to be elected as noted above.

ARTICLE IX Assessments

The Directors are required to establish a proposed annual assessment to be levied against each Lot sufficient to maintain, extend or improve, and for the express purpose of maintaining, extending, or improving the Common Areas within the Subject Property. Notice of the proposed annual assessment for the next ensuing year shall be provided by the Association to all members not less than thirty (30) days prior to an annual meeting of the members, which notice shall include the time and place for the proposed annual meeting [which shall be in Marion County, Florida]. At the annual meeting of the membership a proposed annual assessment (or any revised annual assessment provided that its total amount is not greater than the original proposed annual assessment included in the notice to the members) may be adopted by the affirmative vote of the Owners of not less than sixty percent (60%) of the Lots within the Subject Property. The assessment so established may be levied and collected annually, quarterly, or monthly, at the sole discretion of the Directors. If, after the first annual assessment is adopted, a revised annual budget is not adopted at the annual meeting of the members at which a proposed annual assessment is considered, the annual assessment for the following year shall be the prior year's annual assessment.

The Directors may, in their complete and sole discretion, propose a special assessment against a Lot for one time and/or extraordinary expenses associated with the maintenance, extension or improvement of the Common Areas of the Subject Property. The Directors shall give each member notification of the proposed Special Assessment, and the time and location for the meeting of the Directors and members for consideration of the special assessment (which shall be in Marion County, Florida) not less than thirty (30) or greater than sixty (60) days prior to the scheduled special meeting of the members. At the special meeting the special assessment (or any revised special assessment provided that the total amount is not greater than the proposed special assessment sent with the notice of the meeting) may be adopted by an affirmative vote of the Owners of at least sixty percent (60%) of the Lots within the Subject Property.

The Directors shall establish a separate interest bearing account for the deposit of all funds collected pursuant to this Article, and shall not place any other funds, regardless of source, in said account. All funds so deposited shall be disbursed only for improvements to, and extensions or maintenance of, the private roads within SILVER MEADOWS CENTRAL. The Directors shall keep separate records of all assessments made and collected pursuant to this Article, and all the monies deposited into, and disbursed from, the account referred to above, and shall make said records available, at reasonable hours and in a reasonable manner, to any member of the Association requesting access to same.

ARTICLE X
Dissolution

In the event of the dissolution of the Association, 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. In the event that acceptance of such dedication is refused, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust, or other organization to be used for such similar purposes. Provided, however, that Marion County is not obligated to accept any dedication of roads or other Common Areas unless formally accepted by resolution of the Board of County Commissioners.

ARTICLE XI
Duration

The corporation shall exist perpetually.

ARTICLE XII
Amendments

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

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

Adoption of Resolution. A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by twenty-five percent (25%) of the Members of the Association entitled to vote thereon.

Adoption of Amendment. Adoption of the amendment will require the affirmative vote of three-fourths of the Members entitled to vote thereon.

ARTICLE XIII
Subscribers

The name and street address of the subscriber and incorporator to these Articles of Incorporation is the same as listed in Article II hereof.

ARTICLE XIV
Officers

The Board of Directors shall elect the President, Secretary and Treasurer, and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board of Directors shall from time to time determine.

The names and offices of the Officers who shall serve until their successors are designated by the Board of Directors are as follows:

John M. Curtis	President
Gail W. Curtis	Treasurer
Steven H. Gray	Secretary

ARTICLE XV
Bylaws

The original Bylaws of the Association shall be adopted by a majority vote of the Directors. Thereafter, the Bylaws of the Association may be amended, altered or rescinded at a regular or special meeting of the Members by the majority vote of the Members otherwise entitled to vote thereon at a meeting at which a majority of the Members entitled to vote are present. Any amendments to Bylaws shall be binding on all Members of the Association.

ARTICLE XVI
Indemnification of Officers and Directors

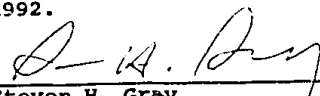
The Association shall and does hereby indemnify and hold harmless Developer and every Director and every Officer, their heirs, executors and administrators, against all loss, cost and expenses reasonably incurred in connection with any action, suit or proceeding to which he may be made a part by reason of his being or having been a Director or Officer of the Association, including reasonable counsel fees, except as to matters wherein he shall be finally adjudged in such action, suit or proceeding to be liable for or guilty of gross negligence or willful misconduct. The foregoing rights shall be in addition to, and not exclusive of, all other rights to which such Director or Officer may be entitled.

ARTICLE XVII
Transaction in Which Directors or Officers are Interested

No contract or transaction between the Association and one or more of the Directors or Officers, or between the Association and any other corporation, partnership, association, or other organization including without limitation, the Developer, or an affiliate of the Developer, or a corporation in which one or more of its Officers or Directors are Officers or Directors of this Association shall be invalid, void or voidable solely for this reason, or solely because the Officer or Director is present at, or participates in, meetings of the Board or committee thereof which authorized the contract or transaction, or solely because said Officers' or Directors' votes are counted for such purposes. No Director or Officer of the Association shall incur liability by reason of the fact that said Director or Officer may be interested in any such contract or transaction.

Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, I, the undersigned, constituting the subscribers and incorporators of this Association, have executed these Articles of Incorporation this 20th day of February, 1992.



Steven H. Gray



John S. Rudnianyn



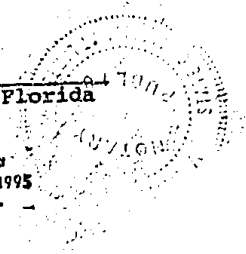
John M. Curtis

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STATE OF FLORIDA
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 20th
day of February, 1992, by STEVEN H. GRAY, JOHN S. RUDNIANYN
and JOHN M. CURTIS.

Verna Gooden
Notary Public, State of Florida
Verna Gooden
My commission expires:
Notary Public, State of Florida
By Commission Expires June 14, 1995
Bonded Thru Troy Fair - Insurance Inc.



ACCEPTANCE AS REGISTERED AGENT

I HEREBY ACCEPT the designation of Registered Agent of SILVER
MEADOWS CENTRAL PROPERTY OWNERS ASSOCIATION, INC..

DATED this 20th day of February, 1992.

Steven H. Gray
STEVEN H. GRAY

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