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FLORIDA NON-PROFIT CORPORATION

Hillsboro Pines Civic Association, Inc.

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**ARTICLES OF INCORPORATION
OF
HILLSBORO PINES CIVIC ASSOCIATION, INC.
(A Florida Corporation Not For Profit)**

In order to form a corporation not for profit under and in accordance with the provisions of Chapter 617 of the Florida Statutes, the undersigned hereby incorporates the corporation not for profit for the purposes and with the powers hereinafter set forth and, to that end, the undersigned, by these Articles of Incorporation, certifies as follows:

**ARTICLE I
NAME, PRINCIPAL AND MAILING ADDRESS**

The name of this corporation shall be HILLSBORO PINES CIVIC ASSOCIATION, INC., a Florida corporation not for profit ("Association"), whose principal address and mailing address is c/o Melissa McGaughey, 4830 N.W. 74th Place, Pompano Beach, Florida 33073.

**ARTICLE II
PURPOSES**

The purpose for which this Association is organized is to operate as an organization for all the residents of the Hillsboro Pines area of Broward County, Florida, and which organization will represent such residents and take actions which are for the betterment of all the residents and to maintain the condition and quality of the Hillsboro Pines area.

**ARTICLE III
POWERS**

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

- A. The Association shall have all of the common law and statutory powers of a corporation not for profit.
- B. The Association shall have all of the powers to be granted to the Association in the Bylaws of the Association which powers are incorporated into these Articles.
- C. The Association shall have all of the powers reasonably necessary to implement the purposes of the Association, including, but not limited to, the following:
 - 1. To collect voluntary dues from its Members to pay expenses and costs, and to use and expend the amounts collected in the exercise of the powers and duties and to perform the purposes of the Association.
 - 2. To employ personnel, retain independent contractors and professional personnel, and enter into service contracts to provide for the betterment of the Hillsboro Pines neighborhood and to enter into any other agreements consistent with the purposes of the Association.
 - 3. To work with the applicable governmental agencies to improve the Hillsboro Pines neighborhood.

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ARTICLE IV
MEMBERS AND VOTING

The qualification of Members of the Association, the manner of their admission to membership, the manner of the termination of such membership and the manner of voting by Members shall be as follows:

A. Each resident of the Hillsboro Pines neighborhood shall be a Member of the Association.

B. Any Member who is no longer a resident of the Hillsboro Pines neighborhood shall no longer be a Member and shall lose all rights and privileges of membership. Such person shall not be entitled to a refund of any dues paid.

C. There shall be only one (1) membership vote for each household. If there is more than one resident with respect to a household, such residents collectively shall be entitled to only one (1) vote.

D. A quorum for purposes of meetings of Members shall consist of persons entitled to cast at least ten percent (10%) of the total number of votes of the Members.

ARTICLE V
TERM

The term for which this Association is to exist shall be perpetual. In the event of dissolution of the Association (unless same is reinstated), other than incident to a merger or consolidation, all of the assets of the Association shall be conveyed to a similar homeowners' association or a public agency having a similar purpose, or any Member may petition the appropriate circuit court of the State of Florida for the appointment of a receiver to manage the affairs of the dissolved Association and its properties in the place and stead of the dissolved Association and to make such provisions as may be necessary for the continued management of the affairs of the dissolved Association and its properties.

ARTICLE VI
INCORPORATOR

The name and address of the Incorporator of these Articles are:

Melissa McGaughey
4830 N.W. 74th Place
Pompano Beach, FL 33073

ARTICLE VII
OFFICERS

The affairs of the Association shall be managed by the President of the Association, assisted by the Vice President(s), Secretary and Treasurer, and, if any, by the Assistant Secretary(ies) and Assistant Treasurer(s), subject to the directions of the Board.

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

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President shall be elected from amongst the membership of the Board, but no other officer need be a Director. The same person may hold two offices, the duties of which are not incompatible; provided, however, the office of President and a Vice President shall not be held by the same person, nor shall the office of President and Secretary or Assistant Secretary be held by the same person.

**ARTICLE VIII
BOARD OF DIRECTORS**

A. The number of Directors on the first Board of Directors of the Association ("First Board") shall be twelve (12). The Incorporator shall notice the initial meeting of the residents of the Hillsboro Pines neighborhood for the purpose of electing the First Board. The number of Directors elected by the Members subsequent to the First Board shall be not less than three (3) nor more than fifteen (15), as the Board shall from time to time determine prior to each meeting at which Directors are to be elected. Directors must be Members or the parents, children or spouses of Members. There shall be only one (1) vote for each Directorship available to be elected at a meeting.

B. The Board shall be elected at each "Annual Members' Meeting" (as defined in the Bylaws).

A Director may be removed from office upon the affirmative vote of a majority of Members, for any reason deemed to be in the best interests of the Members. A meeting of the Members to so remove a Director shall be held upon the written request of ten percent (10%) of the Members.

C. A notice of Members meetings shall be forwarded to all Members in accordance with the Bylaws; provided, however, that the Members shall be given at least seven (7) days' notice of such meeting. The notice shall also specify the number of Directors which shall be elected by the Members.

D. At the first Members meeting at which the First Board will be elected, a "staggered" term of office of the Board shall be created as follows:

1. a number equal to fifty percent (50%) of the total number of Directors rounded up to the nearest whole number is the number of Directors whose term of office shall be established at two (2) years and the Directors serving for a two (2) year term will be the Directors receiving the most votes at the meeting; and
2. the remaining Directors' terms of office shall be established at one (1) year.

At each Annual Members Meeting thereafter, as many Directors of the Association shall be elected as there are Directors whose regular term of office expires at such time, and the term of office of the Directors so elected shall be for two (2) years expiring when their successors are duly elected and qualified. In the event the Board determines to enlarge the size of the Board, the same procedure for election of Directors shall be followed for the filling of the new seats as was used to elect the First Board so that a "staggered" term of office shall be maintained.

**ARTICLE IX
INDEMNIFICATION**

Each and every Director and officer of the Association shall be indemnified by the Association against all costs, expenses and liabilities, including attorney and paralegal fees at all trial

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and appellate levels and postjudgment proceedings, reasonably incurred by or imposed upon him in connection with any negotiations, proceeding, arbitration, litigation or settlement in which he becomes involved by reason of his being or having been a Director or officer of the Association, and the foregoing provision for indemnification shall apply whether or not such person is a Director or officer at the time such cost, expense or liability is incurred. Notwithstanding the above, in the event of any such settlement, the indemnification provisions provided in this Article IX shall not be automatic and shall apply only when the Board approves such settlement and reimbursement for the costs and expenses of such settlement as in the best interest of the Association, and in the event a Director or officer admits or is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, the indemnification provisions of this Article IX shall not apply. The foregoing right of indemnification provided in this Article IX shall be in addition to and not exclusive of any and all rights of indemnification to which a Director or officer of the Association may be entitled under statute or common law.

**ARTICLE X
BYLAWS**

The Bylaws shall be adopted by the First Board, and thereafter may be altered, amended or rescinded in the manner provided for in the Bylaws. In the event of any conflict between the provisions of these Articles and the provisions of the Bylaws, the provisions of these Articles shall control.

**ARTICLE XI
AMENDMENTS**

A. These Articles may be amended in the following manner:

1. (a) The Board shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of the Members, which may be at either the Annual Members' Meeting or a special meeting. Any number of proposed amendments may be submitted to the Members and voted upon by them at one meeting.

(b) Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each Member within the time and in the manner provided in the Bylaws for the giving of notice of meetings ("Required Notice").

(c) At such meeting, a vote of the Members shall be taken on the proposed amendment(s). The proposed amendment(s) shall be adopted upon receiving the affirmative vote of the Members entitled to cast a majority of the votes of the Members.

2. An amendment may be adopted by a written statement (in lieu of a meeting) signed by a majority of the Members and a majority of the members of the Board setting forth their intention that an amendment to the Articles be adopted.

B. These Articles may not be amended without the written consent of a majority of the members of the Board.

C. Any instrument amending these Articles shall identify the particular article or articles being amended and shall provide a reasonable method to identify the amendment being made. A certified copy of each of such amendment shall be attached to any certified copy of these Articles

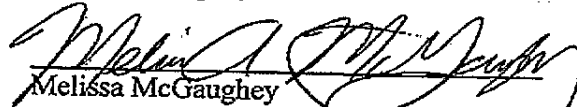
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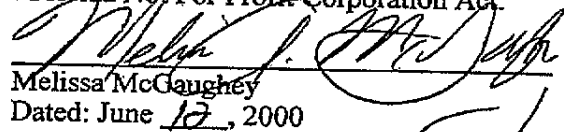
**ARTICLE XII
REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of the Association is 4830 N.W. 74th Place, Pompano Beach, Florida, 33073, and the initial registered agent of the Association at that address shall be Melissa McGaughey.

IN WITNESS WHEREOF, the Incorporator has hereunto affixed his signature, this 12 day of June, 2000.

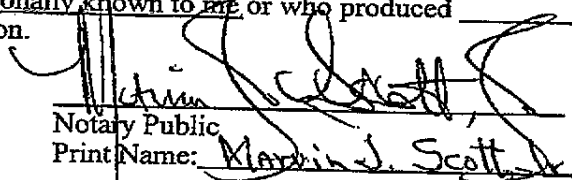

Melissa McGaughey

The undersigned hereby accepts the designation of Registered Agent as set forth in Article XI of these Articles of Incorporation, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under the Florida Not For Profit Corporation Act.



Melissa McGaughey
Dated: June 12, 2000

STATE OF FLORIDA)
COUNTY OF BROWARD) ss

The foregoing instrument was acknowledged before me this 12 day of June, 2000, by Melissa McGaughey, the person described as the Incorporator of these Articles who executed the foregoing Articles of Incorporation, who is personally known to me or who produced _____ as identification.


Notary Public
Print Name: Marvin J. Scott Jr

My Commission Expires:

 Marvin J Scott Jr
My Commission CC753955
Expires June 24, 2002

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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