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FLORIDA NON-PROFIT CORPORATION
HILLCREST OWNERS ASSOCIATION, INC.

Certificate of Status	1
Certified Copy	0
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02 APR 16 PM 12:01
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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 16, 2002

BURKE AND BLUE

SUBJECT: HILLCREST OWNERS ASSOCIATION, INC.
REF: W02000010605

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

article iii section 1.

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Neysa Culligan
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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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Ron Rogers 277A Azalea Drive
Destin, FL 32541

Les W. Burke 221 McKenzie Avenue
Panama City, FL 32401

Section 3. The officers of this corporation shall be elected by Board of Directors from its number. The officers shall include a President and such other officers as may be provided in the By-Laws. Officers shall be elected at the annual meeting of the corporation and shall serve for a term of one (1) year. Any officer, upon re-election, may serve any number of additional and successive one (1) year terms.

Section 4. The names of the officers who will serve until the first election of officers can be held are as follows:

President	F. W. "Freddie" Schinz
Vice-President	Ron Rogers
Secretary/ Treasurer	Les W. Burke

ARTICLE V - INCORPORATOR

The name and address of the person signing as Incorporator of this corporation is:

Les W. Burke 221 McKenzie Avenue
Panama City, FL 32401

ARTICLE VI - REGISTERED AGENT

The registered agent and the street address of the initial registered office of this corporation is:

Les W. Burke 221 McKenzie Avenue
Panama City, FL 32401

ARTICLE VII - INDEMNIFICATION

The corporation shall indemnify the officers or directors or any former officer or director, to the full extent permitted by law.

ARTICLE VIII - BY-LAWS

The By-Laws of the corporation are to be made, altered or rescinded by the Board of Directors by majority vote.

ARTICLE IX - AMENDMENTS TO ARTICLES

Notwithstanding anything to the contrary in these Articles of Incorporation, these Articles of Incorporation may be amended from time to time in the furtherance of the development of HILLCREST SUBDIVISION by HILLCREST DEVELOPMENT CORPORATION OF GAINESVILLE (the "Developer"), during the Development Period which shall mean and refer to the period beginning with the filing of these Articles of Incorporation and terminating ten (10) years thereafter or the date the Developer turns over control of the Association to the Members, whichever is earlier. Otherwise, Amendments to the Articles of Incorporation shall be made upon two-thirds (2/3) vote of the board of Directors at any duly called regular meeting or special meeting of the Board, providing not less than fourteen (14) days prior notice has been given of the proposed amendment; no amendment to these Articles of Incorporation shall be effective until same has been filed with the Department of State and approved by the Department.

IN TESTIMONY WHEREOF, the undersigned subscriber has hereunto executed these Articles of Incorporation the 16th day of April, 2002.

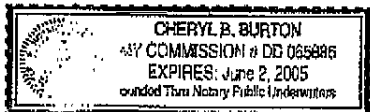



Les W. Burke

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 16th day of April, 2002, by Les W. Burke, who is personally known to me.

(Seal)





Notary Public

CHERYL B. BURTON

Printed Name of Notary

My commission expires: 6-2-05

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ACCEPTANCE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.



Les W. Burke

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