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**FLORIDA NON-PROFIT CORPORATION**

**Hilltop Preserve Homeowner's Association, Inc.**

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

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Prepared by and Return to:  
S. Patrick High  
Blossom Holdings, LLC  
1390 Josephine Drive  
Sebring, FL 33875

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
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## ARTICLES OF INCORPORATION HILLTOP PRESERVE HOMEOWNER'S ASSOCIATION, INC.

The undersigned incorporator, a resident of the State of Florida and of full age, hereby makes, subscribes, acknowledges and files with the Department of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation not for profit under the laws of the State of Florida.

### ARTICLE I Name

The name of this corporation is Hilltop Preserve Homeowner's Association, Inc., a Florida corporation not for profit, (hereinafter called "Association" in these Articles).

### ARTICLE II Office and Registered Agent

This Association's principal and registered office is Blossom Holdings, LLC, 1390 Lake Josephine Drive, Sebring, FL 33875, and its registered agent is S. Patrick High. Both this Association's registered office and registered agent may be changed from time to time by the Board of Directors as provided by law.

### ARTICLE III Purpose

The Association does not contemplate pecuniary gain or profit to its members and the specific purposes for which it is formed are to provide for the maintenance, preservation and architectural control of all common areas, specifically the surface water management system, the ingress/egress easements and other residential lots within that certain tract of property (hereinafter called the Property) in Hillsborough County, Florida and more particularly described as Hilltop Preserve, Plat Book 99, Page 135 as recorded in the public records of Hillsborough County, Florida.

### ARTICLE IV Powers

Without limitation this Association is empowered to:

(a) Declaration. Exercise all rights, powers, privileges and perform all duties of this Association set forth in that certain Declaration of Covenants, Conditions, and Restrictions (hereinafter called the Declaration) applicable to the property and recorded or to be recorded in Public Records of Hillsborough County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporation herein as if set forth in full;

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(b) Property. In any lawful manner, acquire, own, hold improve, manage, operate, maintain, repair, replace, operate, convey, sell, lease, transfer, assign, and otherwise dispose of property of any nature whatsoever including but not limited to: real, personal, mixed, tangible or intangible, in connection with this Association's affairs.

(c) Assessments. Fix, levy, collect, and enforce by any lawful means all charges or assessments established by, or pursuant to, the Declaration; and to use and expend the proceeds of assessments in the exercise of its powers and duties hereunder.

(d) Costs. Pay all costs, expenses, and obligations lawfully incurred in connection with this Association's affairs including, without limitation, all licenses, taxes, or other government charges levied or imposed against this Association's property.

(e) Borrowing. Borrow money and, with the approval of seventy-five percent (75%) of each class of members, mortgage, pledge, deed in trust, hypothecate, assign, grant security interests in, or otherwise transfer any or all of its property as security for money borrowed, debts incurred, or any of its other obligations.

(f) Dedications. With the approval of seventy-five percent (75%) of the members, dedicate, sell or transfer all or any part of its property to any public agency, authority, or utility for such purposes, and subject to such conditions, as seventy-five percent (75%) of the members determine.

(g) Mergers. The Association may be merged with another Homeowners Association as per the Declarations of Covenants, Conditions and Restrictions of High Country Acres, Article VI, Section 1b.

(h) Rules. From time to time adopt, alter, amend, rescind, and enforce reasonable rules and regulations governing the use of the Lots, Common Area, and Corporate Property consistent with the rights and duties established by the Declarations and these Articles.

(i) General. Have and exercise all common law rights, powers, and privileges and those that a corporation not for profit may now or hereafter have or exercise under the laws of the State of Florida, together with all other rights, powers, and privileges reasonable to be implied from the existence of any right, power, or privilege so granted. The Association may enter into litigation, mediation or arbitration to enforce their rights as stated herein or to defend themselves against any claims made against the Association.

(j) Enforcement. To enforce by legal means the obligations of the members of the corporation; the provisions of the Declaration, and the provision of the dedication or conveyance of the Corporate Property to the corporation with respect to the use and maintenance thereof.

(k) Common Property. The Association shall operate and maintain common property, specifically the surface water management system as permitted by the Southwest Florida Water Management District including all ponds, retention areas, water management areas, swales, ditches, culverts, structures and related appurtenances; and the ingress/egress easements.

ARTICLE V  
Voting Rights

A. The Association shall have two classes of voting membership:

Class A. Class A members shall be all Owners, with the exception of the Declarant (as defined in the Declaration), and 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. The vote for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. The Class B member shall be the Declarant, and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of the following events, whichever occurs earlier.

(a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or

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(b) on the anniversary date three years from the date when the first Lot is conveyed to an individual purchaser.

**B. Transition of Association Control:**

(1) Members other than the developer are entitled to elect at least a majority of the members of the board of directors of the Homeowner's Association when the earlier of the following events occurs:

(a) Three months after 90 percent of the lots in Hilltop Preserve that will ultimately be operated by the Homeowner's Association have been conveyed to member; or

(b) Such other percentage of the lots have been conveyed to the members, or such other date or event has occurred, as is set forth in the governing documents in order to comply with the requirements of any governmentally chartered entity with regard to the mortgage financing of lots. For purposes of this section, the term "members other than the developer" shall not include builders, contractors, or others who purchase lots for the purpose of construction improvements thereon for resale.

(2) The developer is entitled to elect at least one member of the board of directors of the Homeowner's Association as long as the developer holds for sale in the ordinary course of business at least 5 percent of the lots in Hilltop Preserve. After the developer relinquishes control of the Homeowner's Association, the developer may exercise his right to vote any developer-owned voting interests in the same manner as any other member, except for purposes of reacquiring control of the Homeowner's Association or selecting the majority of the members of the board of directors.

**ARTICLE VI  
Board of Directors**

**Section 1.** This Association's affairs are managed by a Board of Directors initially composed of three (3) Directors. The number of Directors from time to time may be changed by amendment to this Association's Bylaws. The initial Directors named below shall serve until this Association's first annual meeting, all vacancies occurring on the Board of Directors, if any, will be filled by majority vote of the remaining Directors, even if less than a quorum. Any Director may succeed himself or herself in office. All Directors will be elected by secret written ballot. At this first annual meeting, the members shall elect a total of three Directors; one Director for a term of one year, one Director for a term of two years, and one Director for a term of three years; and at each annual meeting thereafter, the members shall elect one director for a term of three years. Each member may cast as many votes for each vacancy such member has; and the person receiving the largest number of votes cast for each vacancy is elected. Cumulative voting is not permitted. Directors need not be Association members.

**Section 2.** The name and address of the persons who will serve as Directors until a successor has been fully elected and qualify, unless they sooner dies, resigns, or is removed is:

S. Patrick High  
1390 Lake Josephine Drive  
Sebring, FL 33875

Nancy W. High  
1390 Lake Josephine Drive  
Sebring, FL 33875

Richard C. Bennett  
4001 McLane Drive  
Tampa, FL 33610

**ARTICLE VII  
Incorporator**

The name and residence of the incorporator is:  
S. Patrick High, Managing Member  
Blossom Holdings, LLC  
1390 Lake Josephine Drive  
Sebring, FL 33875

**ARTICLE VIII  
Dissolution**

This Association may be dissolved in the manner from time to time as provided by the laws of the State of Florida and with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of this Association in any manner other than incident to a merger or consolidation, all of this Association's assets must be dedicated to an appropriate public agency to be used for purposes

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similar to those for which this Association was created. If dedication is refused, such assets must be granted, conveyed, and assigned to any nonprofit corporation, association, trust, or other organization to be devoted to similar purposes. In no event, however, may any assets inure to the benefit of any member of other private individual.

ARTICLE IX  
Duration

This Association exists in perpetuity so long as the Properties are used in whole or in part as a residential community.

ARTICLE X  
Bylaws

This Association's Bylaws initially will be adopted by the Board of Directors. Thereafter the Bylaws may be altered, amended, or rescinded with the approval of seventy-five percent (75%) of each class of members, except as those provision for Amendment to the Bylaws which are provided in the Declaration or any supplemental Declaration in which case those provisions shall control such Amendments.

ARTICLE XI  
Amendments

Amendments to these Articles may be proposed and adopted in the manner from time to time provided by the laws of the State of Florida, provided that each such amendment must have the approval in writing of seventy-five percent (75%) of each class of members, except as to those provisions for Amendment to the Bylaw which are provided in the Declaration or any Supplemental Declaration in which case those provisions shall control such Amendments.

ARTICLE XII  
Interpretation

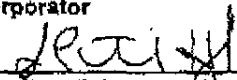
Express reference is made to the Declaration where necessary to interpret, construe, and clarify the provisions of the Articles. Without limitation, all terms defined in the Declaration have the same meaning where used in these Articles. By subscribing and filing these Articles, the incorporators intend its provision to be consistent with the provisions of the Declaration and to be interpreted, construed, and applied with those of the Declaration to avoid inconsistencies or conflicting results.

ARTICLE XIII  
FHAVA Approval

As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: annexation of additional properties, mergers and consolidations, mortgaging of Common Areas, dissolution and amendment of these Articles, except as provided for under Article IV(g).

IN WITNESS WHEREOF, for the purpose of forming the Corporation under the laws of the State of Florida, we, the undersigned, constituting the incorporator of this Association, have executed these Articles of Incorporation this 9<sup>th</sup> day of MARCH, 2004.

Incorporator

  
S. Patrick High, Managing Member  
Blossom Holdings, LLC

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CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

- 1. The name of the corporation is Hilltop Preserve Association, Inc.
- 2. The name and address of the registered agent and office are:

S. Patrick High  
1390 Lake Josephine Drive  
Sebring, FL 33875

SIGNATURE: [Signature]  
S. Patrick High, Managing Member  
Blossom Holdings, LLC

DATE: 3/9/04

Having been named as registered agent and to accept service of process for the above stated Corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to at in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

SIGNATURE: [Signature]  
S. Patrick High, Managing Member  
Blossom Holdings, LLC

DATE: 3/9/04

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