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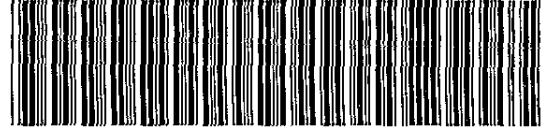
(Business Entity Name)

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05 JUL -5 AM 8:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C.F.R.

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Homestead Hills Homeowners Association, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Bonita S. McCoy
Name (Printed or typed)

P O Box 761
Address

Apopka, FL 32704
City, State & Zip

407-886-2451
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF
HOMESTEAD HILLS HOMEOWNERS ASSOCIATION, INC.
(A Florida Non-Profit Corporation)**

05 JUL -5 AM 8:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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ARTICLE I

The name of the corporation is HOMESTEAD HILLS HOMEOWNERS ASSOCIATION, INC.

ARTICLE II

This corporation does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance and preservation of water retention areas and stormwater swales within that certain tract of property described as:

ALL THAT REAL PROPERTY DESCRIBED IN EXHIBIT "A"
ATTACHED HERETO AND MADE A PART HEREOF

and to promote the health, safety and welfare of the residents within the above described property and any additions thereto as may hereafter be brought within the jurisdiction of this corporation for this purpose to:

- a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the corporation as set forth in that certain Declaration of covenants, conditions and Restrictions, hereinafter called the "Declaration", applicable to the property described in Exhibit "A" attached hereto and recorded or to be recorded in the office of the Clerk of the Circuit Court in and for Lake County, Florida, and as the same may be amended from time to time as therein provided, said declaration being incorporated herein as set forth at length;

- b) 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 corporation, including all licenses, taxes or governmental charges levied or imposed against the property of the corporation;
- c) 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 corporation;
- d) Dedicate, sell or transfer all or any part of the Common Area 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 signed by two-thirds (2/3) of the members, agreeing to such dedication, sale or transfer;
- e) The corporation shall operate, maintain and manage the surface water or stormwater management system(s) in a manner consistent with the St. Johns River Water Management District Permit No. 42-069-97050-1 requirements and applicable District rules, and shall assist in the enforcement of the Declaration of covenants and Restrictions which relate to the surface water or stormwater management system;

- f) The corporation shall levy and collect adequate assessments against members of the corporation for the costs of maintenance and operation of the surface water or storm water management system; and
- g) have and to exercise any and all powers, rights, and privileges which a corporation may now or hereafter have or exercise under the laws of the State of Florida governing corporations not for profit.

ARTICLE III

The term of existence of the corporation shall be perpetual.

ARTICLE IV

There shall be three (3) members of the initial Board of Directors of the corporation. The names and address of the persons who are to serve as directors until the first election thereof are as follows:

H. Lewis Kellom	235 E. Fifth Street Apopka, FL 32704
Bonita S. McCoy	235 E. Fifth Street Apopka, FL 32704
Toby Best	235 E. Fifth Street Apopka, FL 32704

Thereafter, the Board of Directors shall be elected by a majority of the members pursuant to the by-laws of the corporation.

ARTICLE V

The affairs of the corporation are to be managed by a President, Secretary and Treasurer. Such officers will be elected annually pursuant to the by-laws of the corporation.

ARTICLE VI

- a) This corporation shall have no capital stock and shall be composed of members rather than stockholders. The membership of the corporation shall consist of owners of a fee interest in any lot included in the lots of Homestead Hills Subdivision, Lake County, Florida. Each member shall be entitled to one vote for each lot owned.
- b) Upon transfer of title to a member's interest in the aforescribed property by death, sale or otherwise, the transferor shall be terminated as a member and the transferee shall be eligible for membership pursuant to the foregoing provisions of this article.
- c) There shall at no time be more than one voting member for each lot included in the lots of Homestead Hills Subdivision, Lake County, Florida.

ARTICLE VII

The bylaws of the corporation are to be made, altered or rescinded by the voting members of the corporation.

ARTICLE VIII

These Article of Incorporation may be amended by the act of the voting members of the corporation. Such amendments may be proposed and adopted in the manner provided in the by-laws of the corporation.

ARTICLE IX

This corporation shall be dissolved and its affairs wound up by a two-thirds (2/3) vote of the corporation's voting members or when the object for which the corporation is organized has been fully accomplished.

In the event of termination, dissolution or final liquidation of the corporation, the responsibility for the operation and maintenance of the surface water or stormwater management system must be transferred to and accepted by an entity which would comply with Section 40c-42.027, F.A.C., and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

ARTICLE X

The address of this corporation's initial registered office in the State of Florida is 235 E. Fifth St., Apopka, FL 32703. The name of the initial registered agent at the above address is H. Lewis Kellom.

ARTICLE XI

The name and residence address of the subscriber of these Articles of Incorporation is H. Lewis Kellom, 235 E. Fifth St., Apopka, FL 32703.

ARTICLE XII

Existence of the corporation shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida.


IN WITNESS WHEREOF, the undersigned, being the Incorporator of this corporation under the laws of the State of Florida have executed these Articles of Incorporation on the 28th day of June, 2005.

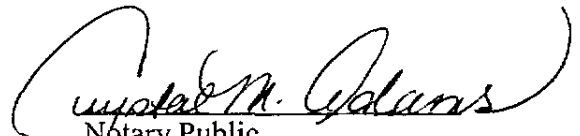

H. Lewis Kellom

STATE OF FLORIDA
COUNTY OF Orange

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgements, personally appeared H. Lewis Kellom, who is personally known to me or who has produced _____, as identification, and who executed the foregoing instrument and acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 28th day of JUNE 2005.

 Crystal M Adams
My Commission DD165101
Expires December 17 2006


Notary Public
Commission No.: DD165101
Commission Expires 12/17/06

STATE OF FLORIDA
DEPARTMENT OF STATE

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED AND NAMES AND ADDRESSES OF THE OFFICERS AND DIRECTORS.

The following is submitted, in compliance with Chapter 617.023, Florida Statutes:

Homestead Hills HOMEOWNERS ASSOCIATION, INC., a corporation not for profit, organized (or organizing) under the laws of the State of Florida, with its principal office at 235 E. Fifth St., Apopka, County of Orange, State of Florida, has named H. Lewis Kellom, located at 235 E. Fifth St., in the City of Apopka, County Orange, State of Florida, as its agent to accept service of process within this state.

OFFICERS:

Name	Title	Specific Address
H. Lewis Kellom	President/	235 E. Fifth St.
Bonita S. McCoy	Secretary/	Apopka, FL 32703
Toby Best	Treasurer	

DIRECTORS:

Name	Specific Address
H. Lewis Kellom	235 E. Fifth St. Apopka, FL 32703
Bonita S. McCoy	235 E. Fifth St. Apopka, FL 32703
Toby Best	235 E. Fifth St. Apopka, FL 32703

By: 
H. Lewis Kellom

ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep office open during prescribed hours; to post my name (and other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office as required by law.



H. Lewis Kellom

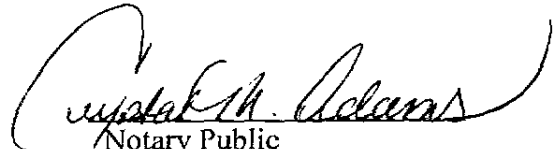
STATE OF FLORIDA
COUNTY OF Orange

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgements, personally appeared H. Lewis Kellom, who is personally known to me or who has produced _____, as identification, and who executed the foregoing instrument and acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 28th day of JUNE 2005.



Crystal M Adams
My Commission DD165101
Expires December 17 2006



Notary Public
Commission No: DD165101
Commission Expires: 12/17/06

FILED
05 JUL -5 AM 8:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXHIBIT A

DESCRIPTION

THE WEST 540.08 FEET OF THE NORTH 217.31 FEET OF LOT 3, HAZZARD'S HOMESTEAD, EUSTIS, FLORIDA, FILED FOR RECORD JULY 14, 1884, IN ORANGE COUNTY, FLORIDA, (NOW LAKE COUNTY), SUBJECT TO ALL EASEMENTS, RIGHTS-OF-WAY AND RESTRICTIONS OF RECORD, IF ANY.

AND

THE SOUTH 120 FEET OF LOT 3, HAZZARD'S HOMESTEAD, EUSTIS, FLORIDA, FILED FOR RECORD JULY 14, 1884, IN ORANGE COUNTY, FLORIDA, (NOW LAKE COUNTY), LESS THE EAST 465 FEET THEREOF. SUBJECT TO ALL EASEMENTS, RIGHTS-OF-WAY AND RESTRICTIONS OF RECORD, IF ANY.

AND

FROM THE NORTHEAST CORNER OF LOT 3, HAZZARD'S SUBDIVISION OF THE SOUTHWEST ¼ OF SECTION 1, TOWNSHIP 19 SOUTH, RANGE 26 EAST, RUN SOUTH 0°01'30" WEST 25 FEET, THENCE SOUTH 89°35'30" WEST 25 FEET, THENCE SOUTH 0°01'30" WEST 106.68 FEET TO POINT OF BEGINNING OF THIS DESCRIPTION. FROM SAID POINT OF BEGINNING RUN SOUTH 89°35'30" WEST 100 FEET, THENCE RUN SOUTH 110 FEET, THENCE SOUTH 89°35'30" WEST 540.08 FEET TO THE WEST BOUNDARY OF SAID LOT 3, THENCE EAST 501.16 FEET, THENCE SOUTH 120 FEET TO THE SOUTH BOUNDARY OF SAID LOT 3, THENCE EAST ALONG SAID BOUNDARY TO A POINT SOUTH 0°01'30" WEST FROM THE POINT OF BEGINNING, THENCE NORTH TO THE POINT OF BEGINNING.

LESS AND EXCEPT:

FROM THE NORTHEAST CORNER OF LOT 3, HAZZARD'S SUBDIVISION OF THE SW ¼ OF SECTION 1, TOWNSHIP 19 SOUTH, RANGE 26 EAST, LAKE COUNTY, FLORIDA RUN SOUTH 0°01'30" WEST, ALONG THE EAST LINE OF LOT 3, 25 FEET; THENCE SOUTH 89°35'30" WEST 25 FEET; THENCE SOUTH 0°01'30" WEST, 106.68 FEET TO THE POINT OF BEGINNING OF PARCEL 2; THENCE CONTINUE SOUTH 0°01'30" WEST, 114.55 FEET TO AN INTERSECTION AT THE NORTH LINE OF AN INGRESS-EGRESS EASEMENT; THENCE SOUTH 89°35'30" WEST, ALONG SAID NORTH LINE 40 FEET, THENCE NORTH 0°01'30" EAST, 114.55 FEET; THENCE NORTH 89°35'30" EAST, 40 FEET TO THE POINT OF BEGINNING.

AND LESS:

FROM THE NORTHEAST CORNER OF LOT 3, HAZZARD'S SUBDIVISION OF THE SW ¼ OF SECTION 1, TOWNSHIP 19 SOUTH, RANGE 26 EAST, LAKE COUNTY, FLORIDA RUN SOUTH 0°01'30" WEST, ALONG THE EAST LINE OF LOT 3, 25 FEET; THENCE SOUTH 89°35'30" WEST, 25 FEET; THENCE SOUTH 0°01'30" WEST, 106.68 FEET THENCE SOUTH 89°35'30" WEST, 40 FEET TO THE POINT OF BEGINNING OF PARCEL 1; THENCE SOUTH 0°01'30" WEST, 114.55 FEET TO AN INTERSECTION AT THE NORTH LINE OF AN INGRESS-EGRESS EASEMENT; THENCE SOUTH 89°35'30" WEST, ALONG SAID NORTH LINE, 59.95 FEET; THENCE NORTH, 114.55 FEET; THENCE NORTH 89°35'30" EAST, 60 FEET TO THE POINT OF BEGINNING.

AND LESS:

FROM THE NORTHEAST CORNER OF LOT 3, HAZZARD'S SUBDIVISION OF THE SW ¼ OF SECTION 1, TOWNSHIP 19 SOUTH, RANGE 26 EAST, LAKE COUNTY, FLORIDA RUN SOUTH 0°01'30" WEST, ALONG THE EAST LINE OF LOT 3, 25 FEET; THENCE SOUTH 89°35'30" WEST, 25 FEET; THENCE SOUTH 0°01'30" WEST, 371.23 FEET TO A POINT ON THE SOUTH LINE OF SAID LOT 3 AND THE POINT OF BEGINNING OF PARCEL 6; THENCE NORTH 89°53'28" WEST ALONG SAID SOUTH LINE, 42 FEET; THENCE NORTH 0°01'30" EAST, 110 FEET TO AN INTERSECTION AT THE SOUTH LINE OF AN INGRESS-EGRESS EASEMENT; THENCE ALONG SAID SOUTH LINE SOUTH 89°53'28" EAST, 42 FEET; THENCE SOUTH 0°01'30" WEST, 110 FEET TO THE POINT OF BEGINNING.

AND LESS:

FROM THE NORTHEAST CORNER OF LOT 3, HAZZARD'S SUBDIVISION OF THE SW ¼ OF SECTION 1, TOWNSHIP 19 SOUTH, RANGE 26 EAST, LAKE COUNTY, FLORIDA RUN SOUTH 0°01'30" WEST ALONG THE EAST LINE OF LOT 3, 25 FEET; THENCE SOUTH 89°35'30" WEST, 25 FEET; THENCE SOUTH 0°01'30" WEST, 371.23 FEET TO A POINT ON THE SOUTH LINE OF LOT 3; THENCE NORTH 89°53'28" WEST, ALONG SAID SOUTH LINE, 42 FEET TO THE POINT OF BEGINNING OF PARCEL 5; THENCE CONTINUE NORTH 89°53'28" WEST ALONG THE SOUTH LINE OF SAID LOT 3, 45 FEET; THENCE NORTH 0°01'30" EAST, 110 FEET TO AN INTERSECTION AT THE SOUTH LINE OF AN INGRESS-EGRESS EASEMENT; THENCE ALONG SAID SOUTH LINE SOUTH 89°53'28" EAST, 45 FEET; THENCE SOUTH 0°01'30" WEST, 110 FEET TO THE POINT OF BEGINNING.

AND LESS:

FROM THE NORTHEAST CORNER OF LOT 3, HAZZARD'S SUBDIVISION OF THE SW ¼ OF SECTION 1, TOWNSHIP 19 SOUTH, RANGE 26 EAST, LAKE COUNTY FLORIDA RUN SOUTH 0°01'30" WEST, ALONG THE EAST LINE OF LOT 3, 25 FEET; THENCE SOUTH 89°35'30" WEST, 25 FEET; THENCE SOUTH 0°01'30" WEST, 371.23 FEET TO A POINT ON THE SOUTH LINE OF SAID LOT 3; THENCE NORTH 89°53'28" WEST, ALONG SAID SOUTH LINE, 87 FEET TO THE POINT OF BEGINNING OF PARCEL 4; THENCE CONTINUE NORTH 89°53'28" WEST, ALONG THE SOUTH LINE OF SAID LOT 3, 50 FEET; THENCE NORTH 0°01'30" EAST, 110 FEET TO AN INTERSECTION AT THE SOUTH LINE OF AN INGRESS-EGRESS EASEMENT; THENCE ALONG SAID SOUTH LINE SOUTH 89°53'28" EAST, 50 FEET; THENCE SOUTH 0°01'30" WEST, 110 FEET TO THE POINT OF BEGINNING.