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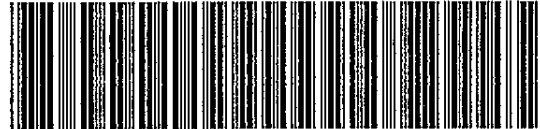
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DIVISION OF CORPORATIONS

B. McKnight DEC 27 2005

COVER LETTER

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

SUBJECT: The Villas of Harrison Ranch 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: Brian M. Mihelich
Name (Printed or typed)

3810 Northdale Boulevard, Suite 100
Address

Tampa, FL 33624
City, State & Zip

(813) 265-3343
Daytime Telephone number

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

**ARTICLES OF INCORPORATION
OF
THE VILLAS OF HARRISON RANCH HOMEOWNERS ASSOCIATION, INC.
A CORPORATION NOT-FOR-PROFIT**

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SECRETARY OF CORPORATIONS
05 DEC 23 AM 11:07

Pursuant to Chapter 617, Florida Statutes, the undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation not for profit under the laws of the State of Florida.

ARTICLE I. NAME AND PRINCIPAL OFFICE

The name of this corporation shall be The Villas of Harrison Ranch Homeowners Association, Inc., a corporation not-for-profit organized under Chapter 617, Fla. Stat. (hereinafter "Villas of Harrison Ranch Association"). The principal office of the Villas of Harrison Ranch Association shall be located at 3810 Northdale Boulevard, Suite 100, Tampa, Florida 33624.

ARTICLE II. PURPOSES

The purposes of the corporation are and shall be to maintain certain exclusive use and limited use common properties within the overall Harrison Ranch subdivision, being areas developed by Pulte Home Corporation in Manatee County, Florida, which common areas shall include those portions of the overall subdivision used for the development of villas and related appurtenances; to promote and protect the peace, quiet, happiness and standards of living of person residing in Harrison Ranch and within those areas of Harrison Ranch constituting The Villas of Harrison Ranch; to promote and protect values of real estate situated in the aforesaid area; to foster and advance civic interest among its members; to enforce restrictive covenants; to represent the residents of The Villas of Harrison Ranch in matters of common interest which require organizational representation; to sponsor improvement projects within the Villas of Harrison Ranch portion of the overall Harrison Ranch subdivision; to cope with community problems, such as school transportation, drainage problems and beautification; to provide and maintain such services, facilities and improvements as are deemed necessary by the members through their directors; to provide and promote recreational facilities for their enjoyment of members; to prescribe rules and regulations and to provide for the enforcement thereof for the use and enjoyment of all of the Villas of Harrison Ranch Association members and to preserve and enhance the natural beauty of the area; and to take such other or further actions as are authorized by law and necessary for purposes of advancing the interests of the Villas of Harrison Ranch Association and its membership.

ARTICLE III. MEMBERSHIP IN ASSOCIATION

3.1 Membership. Every person or entity who is the record owner of a fee or undivided fee interest in any lot subject to the Declaration of Covenants, Conditions and

Restrictions for The Villas of Harrison Ranch shall be a member of the Villas of Harrison Ranch Association.

3.2 Voting Classes. There shall be two (2) classes of membership ("Members").

(a) "Class A Members" shall be all persons owning, in fee simple, a lot or lots in The Villas of Harrison Ranch, or an undivided interest in the fee of a lot or lots. In cases of divided fee ownership, Members shall be entitled to one vote for each lot owned. The votes of corporate owners may be cast by their duly authorized representatives. Admission to the corporation shall be by acquisition of lot owned.

(b) "Class B Members" shall be the Declarant. The Class B Member shall be entitled to three (3) times the total number of votes of the Class A Members plus one (1) unless and until seventy-five (75%) percent of the lots within The Villas of Harrison Ranch, as described in the plat for The Villas of Harrison Ranch subdivision (hereinafter "Lot"), are sold and/or control of the Villas of Harrison Ranch Association is turned over to the Lot owners in the manner prescribed therein. The initial Board of Directors shall be elected by the subscribers hereof, and thereafter until such time as control of the Villas of Harrison Ranch Association is turned over in the manner prescribed in the Covenants, Conditions and Restrictions for The Villas of Harrison Ranch, the Board of Directors shall be elected by Declarant.

3.3 Termination of Class B Membership. The Class B Membership shall cease and terminate on the happening of any of the following events:

(i) Ninety (90) days after the conveyance by Declarant of ninety percent (90%) of all of the Lots within The Villas of Harrison Ranch intended to be governed by this Declaration; or

(ii) The date exactly nine (9) years after the conveyance of the first Lot within the Villas of Harrison Ranch; or

(iii) At the election of Declarant to convert to Class A Membership (whereupon the Class A Members of the Villas of Harrison Ranch Association shall be obligated to elect the Board and assume control of the Villas of Harrison Ranch Association).

3.4 Transfer of Voting Rights. In the event of transfer of fee ownership of any Lot within the Villas of Harrison Ranch, whether voluntary, involuntary, or by operation of law, the membership appurtenant to such Lot shall likewise be transferred; provided however, the transfer of membership shall not be effective until such transfer be recorded in membership record to be maintained by the Villas of Harrison Ranch Association for such purpose, and the Villas of Harrison Ranch Association may, without liability, honor the vote or other act of the previous Member until notice in writing, upon satisfactory proof, be made to it of such transfer.

ARTICLE IV. TERM OF EXISTENCE

4.1 Perpetual Existence. The corporation shall be of perpetual existence.

4.2 Dissolution. The Villas of Harrison Ranch Association may be dissolved upon the affirmative vote of not less than two-thirds (2/3) of the total votes of the association. Upon dissolution of the Villas of Harrison Ranch Association, other than incident to a merger or consolidation, the association assets shall be dedicated to an appropriate public agency or to any non-profit corporation, association, trust or other organization to be used for purposes similar to those for which the Villas of Harrison Ranch Association was created.

ARTICLE V. SUBSCRIBERS

The names and addresses of the subscribers to these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
Brian M. Mihelich	3810 Northdale Blvd., Suite 100, Tampa, Florida 33624
Imanda Stern	3810 Northdale Blvd., Suite 100, Tampa, Florida 33624
Sheila Blackwell	3810 Northdale Blvd., Suite 100, Tampa, Florida 33624

ARTICLE VI. OFFICERS AND DIRECTORS

6.1 Election of Officers. The affairs of this corporation shall be managed and conducted by a President, one or more Vice Presidents, a Secretary and a Treasurer, and such other officers as may be prescribed and fixed by the Board of Directors.

6.2 Board of Directors. The Board shall consist of not less than three (3) or more than nine (9) directors, the exact number to be fixed from time to time by the Bylaws of the corporation. The Board of Directors of this corporation shall be elected as may be provided in the Bylaws by the voting members of the corporation at the annual meeting of the members of the corporation to be held at Harrison Ranch, Manatee County, Florida, on the first Tuesday of each year at an hour fixed by the Bylaws, and said Board, at its annual meeting to be held immediately following the adjournment of the annual meeting of the corporation, shall thereupon elect the officers of the corporation. The date, time and place for holding the annual meetings of both the members and directors may be changed by the Bylaws from time to time. Special

meetings may be called in accordance with the provisions of the Bylaws. The affairs of this corporation shall be managed initially by the following officers:

<u>Name</u>	<u>Address</u>
Brian M. Mihelich (President)	3810 Northdale Blvd., Suite 100, Tampa, Florida 33624
Imanda Stern (Secretary/Treasurer)	3810 Northdale Blvd., Suite 100, Tampa, Florida 33624
Sheila Blackwell (Vice-President)	3810 Northdale Blvd., Suite 100, Tampa, Florida 33624

and a Board of Directors consisting of the above named officers, until the first annual meeting of membership and directors and until their successors are elected and qualified.

ARTICLE VII. REGISTERED AGENT

The Registered Agent for service of process for the corporation shall be Brian Mihelich, whose address is:

Brian M. Mihelich
3810 Northdale Boulevard, Suite 100
Tampa, Florida 33624
(813) 265-3343

ARTICLE VIII. ASSESSMENTS

The Board of Directors shall have the power to levy an assessment upon the several Lots within The Villas of Harrison Ranch to secure funds to conduct the business of the Villas of Harrison Ranch Association and to accomplish its purposes. All unpaid assessments levied by the Board of Directors shall be and remain, until paid a lien upon and against such Lot or Lots within the Villas of Harrison Ranch, provided such lien shall not be effective against any person, firm or corporation contracting, purchasing, extending credit upon or otherwise dealing with the lot, unless and until notice of such lien is recorded by the Villas of Harrison Ranch Association in the public records of Manatee County, Florida, and the cost of recording shall be added to the lien. No membership may be transferred on the records of the Villas of Harrison Ranch Association until unpaid assessments on the Lot or Lots for which liens shall have been so recorded have been paid.

ARTICLE IX. AMENDMENTS

9.1 Amendment to Articles. The Association shall have the right to amend these Articles at any time upon the affirmative vote (in person or by proxy) or written

consent or any combination thereof, of Owners holding not less than two-thirds (2/3) of the total votes of those present at a duly called meeting of the Membership. Amendments may be proposed by resolution approved by a majority of the Board of Directors; provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of the members, without approval in writing by all members and the joinder of all record owners of mortgages upon the Lots within the Villas of Harrison Ranch. No amendment shall be made that is in conflict with Florida law or the Declaration unless the latter is amended to conform to the same. As long as there is a Class B membership and the Department of Housing and Urban Development ("HUD") or Veterans Administration ("VA") is holding, insuring, or guaranteeing any loan secured by any property within the subdivision, the following actions will require the prior approval of the HUD or VA: annexation of additional properties; mergers and consolidations; mortgaging of Limited Use or Exclusive Use Common Area; dissolution of this Association; and amendment of these Articles.

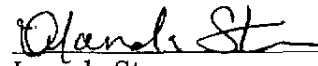
9.2 Amendment to Bylaws. The Bylaws of the corporation are to be made, altered or rescinded by the Board of Directors of the corporation. The Bylaws of the corporation may be adopted by the Board of Directors at a meeting to be called for that purpose by the President or Vice-President or at the first annual meeting of the Board of Directors. Such Bylaws may be altered or rescinded at an annual meeting of the Board of Directors without notice, or at any regular or special meeting called for that purpose after one week's notice, such notice to state the time, place and object of such meeting. Any alteration or rescission of the Bylaws shall be made in the manner set forth in the Bylaws or the Covenants, Conditions and Restrictions of the Villas of Harrison Ranch Association.

IN TESTIMONY of the intention and good faith to carry out the objects and purposes of the foregoing Articles of Incorporation, we the undersigned, being the subscribers to the Articles of Incorporation to The Villas of Harrison Ranch Homeowners Association, Inc. do subscribe our names and set our hands, this 16th day of December, 2005.

SUBSCRIBERS:



Brian M. Mihelich



Imanda Stern



Sheila Blackwell

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

THE FOREGOING ARTICLES OF INCORPORATION WERE ACKNOWLEDGED BEFORE ME THIS 16TH DAY OF DECEMBER, 2005, BY BRIAN M. MIHELICH, IMANDA STERN, AND SHEILA BLACKWELL OF THE VILLAS OF HARRISON RANCH HOMEOWNERS ASSOCIATION, INC., each of whom is personally known to me or has provided _____ identification.



Kimberley J. Leanon
Notary Signature
Stamp/Seal:

CONSENT OF REGISTERED AGENT

Having been named as Registered Agent for the Association at the office designated in the foregoing Articles, I am familiar with the duties and obligations of Registered Agent and I hereby agree to act in this capacity and to comply with all statutes relative to the proper and complete performance of my duties.

REGISTERED AGENT:

Brian M. Mihelich
BRIAN M. MIHELICH

Address:
3810 Northdale Boulevard, Suite 100
Tampa, Florida 33624

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