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APR 26 PM 1:47
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 585460 80625A

AUTHORIZATION :

Patricia Pizzuto

COST LIMIT : \$ 122.50

ORDER DATE : April 26, 1995

ORDER TIME : 10:08 AM

300001465683

ORDER NO. : 585460

CUSTOMER NO: 80625A

CUSTOMER: Thomas C. Saunders
FROST & O'TOOLE, PA

P. O. Box 2188

Bartow, FL 33830

DOMESTIC FILING

NAME: HIGHLAND LAKES ESTATES
HOMEOWNERS' ASSOCIATION, INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS:

APR 27 1995

BS6

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0391 FAX

000-342-8086



ACCOUNT NO. : 072100000032

REFERENCE : 585460 80625A

AUTHORIZATION :

COST LIMIT : 9 PREPAID

ORDER DATE : April 26, 1995

ORDER TIME : 10:00 AM

ORDER NO. : 585460

CUSTOMER NO: 80625A

CUSTOMER: Thomas C. Saunders
FROST & O'TOOLE, PA

P. O. Box 2188

Bartow, FL 33830

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DOMESTIC FILING

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HOMEOWNERS' ASSOCIATION, INC.

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CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS: _____

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95 APR 26 PM 10:56
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION

FILED

OF

05 APR 26 PM 11:47

SECRETARY OF STATE

HIGHLAND LAKES ESTATES HOMEOWNERS' ASSOCIATION, INC.
(a corporation not for profit)

The undersigned incorporator signs and delivers these Articles of Incorporation in order to form a corporation not for profit under the laws of the State of Florida.

ARTICLE I
NAME

The name of this corporation shall be HIGHLAND LAKES ESTATES HOMEOWNERS' ASSOCIATION, INC.

ARTICLE II
PURPOSES

The purpose for which the corporation is organized is the transaction of any or all lawful business permitted to a corporation not for profit under Part I of Chapter 617, Florida Statutes (1977) unless otherwise prohibited by these Articles or the By-Laws of the Association.

The specific purposes for which it is formed are to provide for the improvement, maintenance, and preservation of the property; to promote the health, safety, social welfare and unity of the Membership; and to provide for a congenial and harmonious community within the property located in Polk County, Florida, known as the Lakes, Park and Lake Extension Area within Highland Lakes Estates, per the Plat thereof recorded in the Polk County, Florida public records ("Property").

ARTICLE III
MEMBERS

Qualification of the members and the manner of their admission shall be prescribed in the By-laws of the corporation.

ARTICLE IV
TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of the Association shall be located at 395 S. Central Avenue, Bartow, Florida. The initial registered agent of the Association at that address is Thomas C. Saunders. The principal business office of the Association shall be located initially at 1510 N. Broadway, Bartow, Florida, and the office of the Association may thereafter be at such other place as the Board of Directors of the Association ("Board") may designate from time to time.

ARTICLE VI
BOARD OF DIRECTORS

The number and identity of the directors of the corporation shall be chosen at the organizational meeting and shall be selected and serve as set forth in the Bylaws.

ARTICLE VII
BY-LAWS

The first By-laws of the Association shall be approved by the Board of Directors, proposed by them to the Membership and approved at any meeting as provided in the By-Laws. The By-laws may be altered, amended or rescinded in the manner provided by the By-laws.

ARTICLE VIII
AMENDMENTS

Amendments to these Articles shall be proposed and adopted in the following manner:

- (a) A notice of the subject matter of the proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered.
- (b) A resolution for the adoption of the proposed amendment may be proposed by either the Board or the Members. Directors and Members not present in person or by proxy at a meeting considering an amendment may express their approval in writing provided that such approval is delivered to the secretary of the Association at or prior to the meeting. Except as elsewhere provided, amendments to these Articles shall require the assent of two-thirds (2/3) of the Membership.
- (c) A copy of each amendment shall be filed with the Secretary of State and recorded among the Public Records of Polk County, Florida.

**ARTICLE IX
DISSOLUTION**

The Association may be dissolved as provided by the laws of the State of Florida.

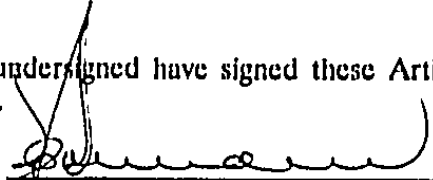
**ARTICLE X
PARAMOUNT PROVISIONS**

In the event of any irreconcilable conflict between the provisions of these Articles and provisions of the Declaration of Restrictions, the provisions of the Declaration shall govern and control. However, the Declaration and these Articles shall, to the extent possible, be read, construed and interpreted so that they are consistent.

**ARTICLE XI
INCORPORATORS**

The name and address of each incorporator is Thomas C. Saunders, 395 S. Central Avenue, Bartow, Florida. The powers of the incorporators cease upon filing of the Articles of Incorporation.

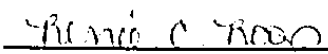
IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 25th day of April, 1995.


Thomas C. Saunders

STATE OF FLORIDA
COUNTY OF POLK

Before me personally appeared Thomas C. Saunders to me well known and personally known to me to be the person described herein who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 25th day of April, 1995.


Notary Public, State of Florida
My commission expires:



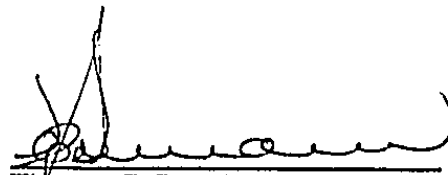
RENEE C HOOP
My Commission CC412380
Expires Nov. 24, 1998
Bonded by NFNU
800-224-6388

ACCEPTANCE BY DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED

05 APR 26 PM 1:47

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the property and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

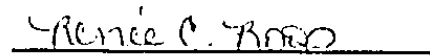

Thomas C. Saunders

Date: April 25, 1995

STATE OF FLORIDA
COUNTY OF POLK

Before me personally appeared THOMAS C. SAUNDERS to me well known and personally known to me to be the person described herein who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 25th day of April, 1995.


Notary Public, State of Florida
My commission expires:



RENEE C ROOP
My Commission CC412380
Expires Nov. 24, 1998
Bonded by NFNU
800-224-0308