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February 20, 1996

N96000001103

UNIVERSITY MICROFILMS
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Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Attn: New Filing Department

Re: Highlands Glen Homeowners Association, Inc.

Dear Sir or Madam:

Enclosed please find the original Articles of Incorporation for Highlands Glen Homeowners Association along with our check in the amount of \$70.00. Please file the Articles and provide me with proof of filing together with a Certificate of Filing at your earliest convenience. Please advise if any additional information is required. Thank you for your assistance in this matter.

Sincerely,



David K. Wittek

DKW:dls
cc: Highlands Glen Homeowners Association

RECEIVED
FEB 23 1996
AM 8:15
DIVISION OF CORPORATIONS
STATE OF FLORIDA

ARTICLES OF INCORPORATION
OF
HIGHLANDS GLEN HOMEOWNERS ASSOCIATION, INC.

FILED STATE
SECRETARY OF CORPORATIONS
96 FEB 26 AM 8:15

We, the undersigned, hereby associate ourselves together for the purpose of forming a nonprofit corporation under the laws of the State of Florida in accordance with the provisions of Chapter 617, Florida Statutes, and further adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the Corporation is HIGHLANDS GLEN HOMEOWNERS ASSOCIATION, INC.

ARTICLE II

PRINCIPAL OFFICE

The place in this State where the principal office of this corporation is to be located is 200 Highlands Glen Circle, Winter Springs, Florida 32708, but the corporation may maintain offices and transact business in such other places within or without the State of Florida as may from time to time be designated by the Board of Directors.

ARTICLE III

PURPOSE

The corporation is organized as a corporation not-for-profit under the laws of Florida to provide an entity responsible for the operation and administration of HIGHLANDS GLEN HOMEOWNERS ASSOCIATION, a homeowners' association situated in Seminole County, Florida; and to perform the acts and duties incident to the operations and management of the homeowners' association in accordance with the provisions of these Articles of Incorporation and the Bylaws of the Association which will be adopted; and to own, operate, encumber, lease, manage, sell, convey, exchange, and otherwise deal with the land, the improvements and such other property, real and personal, as may become part of the Association to the extent necessary or convenient for the administration of the Association. The Association shall be conducted as a nonprofit organization for the benefit of its members.

ARTICLE IV

TERMS OF EXISTENCE

This corporation shall commence as of the date of filing of these Articles with the Secretary of State and shall have perpetual existence, however such existence shall not exceed fifty (50) years as required by Florida Statutes.

ARTICLE V

MEMBERSHIP

The membership of this corporation shall consist of all persons who are owners of property within Highlands Glen Subdivision. Such membership shall automatically terminate when a person is no longer the owner of a piece of property within the Highlands Glen Subdivision. Membership in this corporation shall be limited to such property owners. Subject to the foregoing, admission to and termination of membership shall be governed by the Bylaws of this corporation.

ARTICLE VI

SUBSCRIBERS

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

DAVID MOSHER	200 Highlands Glen Circle Winter Springs, FL 32708
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JAMES LEWIS	222 Highlands Glen Circle Winter Springs, FL 32708
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ARTICLE VII

POWERS

The Association shall have all of the powers and privileges granted to corporations not-for-profit under the law pursuant to which this corporation is chartered, and all of the powers reasonably necessary to implement and effectuate the purposes of the Association, including but not limited to the power, authority, and right to:

A. Make and establish reasonable rules and regulations governing use of the property, common elements and limited common elements in and of the Association, as such terms will be defined by the Bylaws.

B. Levy and collect assessments against members of the Association to defray the common expenses of the Association, as will be provided in the Bylaws, including the right to levy and

collect assessments for the purpose of acquiring, owning, holding, operating, leasing, encumbering, selling, conveying, exchanging, managing and otherwise dealing with the Association property, including property, which may be necessary or convenient in the operation and management of the Association and in accomplishing the purposes set forth in these Articles and By laws.

C. Maintain, repair, replace, operate and manage the association property, including the right to reconstruct improvements after casualty and to further improve and add to the Association property.

D. Contract for the management of the Association and, in connection therewith, to delegate any and/or all of the powers and duties of the Association to the extent and in the manner permitted by the Bylaws.

E. Enforce the provisions of these Articles of Incorporation, the Bylaws and all rules and regulations governing use of the Association which may hereafter be established.

F. Exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to or imposed upon the Association.

ARTICLE VIII

BOARD OF DIRECTORS AND OFFICERS

The affairs of this corporation shall be managed by a Board of Directors and the following officers: President, Vice-President, Secretary and Treasurer, and such other officers as may be provided by the Bylaws. The Directors shall be elected at the annual meeting of the membership for a term of one year or until their successors shall be elected and shall qualify, and the officers shall be elected at the annual meeting of the Board of Directors. The Board of Directors of this corporation shall consist of not less than three members nor more than the number specified in the Bylaws. The number and terms of directors and the provisions for their election, and the provisions respecting the removal, disqualification and resignation of directors and for filling vacancies on the Board of Directors shall be established by the Bylaws.

ARTICLE IX

INITIAL BOARD OF DIRECTORS

The following persons shall constitute the initial Board of Directors and shall serve until the first election of the Board of Directors at the first regular meeting of the membership

Director	James Lewis
Director	David Mosher

Director	Will Knighton
Director	Andrea Mosher
Director	Myra Able

ARTICLE X

INITIAL OFFICERS

The names of the officers who shall manage the affairs of this corporation until the first election of officers, pursuant to the Bylaws shall be as follows:

President:	David Mosher
Vice-President:	Will Knighton
Secretary	Andrea Mosher
Treasurer	Myra Able

ARTICLE XI

REGISTERED AGENT AND REGISTERED OFFICE

The initial registered agent of this corporation shall be David K. Wittek. The street address of the initial registered office of this corporation is 111 North Orange Avenue, Suite 1200, Orlando, Florida 32801.

ARTICLE XII

INDEMNIFICATION

Every director and officer of the Association shall be indemnified by the Association to the full extent allowed by law, including, without limitation, indemnification against all expenses and liabilities, including attorney's fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement thereof to which he may be a party or in which he may become involved by reason of his being or having been a director or officer at the time such expenses are incurred, except in cases wherein the director or officer is adjudged guilty of willful misfeasance of malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE XIII
LIMITATIONS

This corporation shall issue no shares of stock of any kind or nature whatsoever. Membership in the corporation and the transfer thereof, as well as the number of members, shall be upon such terms and conditions as provided for in the Bylaws. There shall be no dividends paid to any of the members, nor shall any part of the income of the corporation be distributed to its Board of Directors or officers. In the event there are any excess receipts over disbursements as a result of performing services, such excess shall be applied in the manner provided for in the Bylaws. The corporation may pay compensation in a reasonable amount to its members, directors and officers for services rendered, may confer benefits upon its members in conformity with its purpose, and upon dissolution or final liquidation may make distribution to its members as is permitted by the Court having jurisdiction thereof, and no such payments, benefit or distribution shall be deemed to be a dividend or distribution of income.

ARTICLE XIV
BYLAWS

The Bylaws of this corporation shall be adopted by the first Board of Directors. The power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors or the members of the corporation at any duly called meeting of the members in the manner provided by the Bylaws.

ARTICLE XV
AMENDMENTS

Proposals for the alteration, amendment or rescission of these Articles of Incorporation which do not conflict with the applicable law may be made by a majority of the Board of Directors or a majority of the voting members. Such proposals shall set forth the proposed alteration, amendment or rescission, shall be in writing, filed by the Board of Directors or a majority of the members, and delivered to the President, who shall thereupon call a special meeting of the corporation not less than ten (10) days nor later than sixty (60) days from receipt of the proposed Amendment, the notice for which shall be given in the manner provided in the Bylaws. An affirmative vote of seventy-five (75%) of all qualified votes of the members of the corporation shall be required for the requested alteration, amendment or rescission.

ARTICLE XVI
DISSOLUTION

In the event of the dissolution of this corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, distribute all assets of the corporation exclusively to such charitable, educational, religious or scientific entities as shall at the time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding section of any future United States Internal Revenue Law) and shall be selected by the Board of Directors.

IN WITNESS WHEREOF, we, the undersigned subscribing incorporators, have hereunto set our hands and seals this ____ day of _____, 1996, for the purpose of forming this corporation not-for-profit under the laws of the State of Florida.

Witnesses:

A. Christine Shern

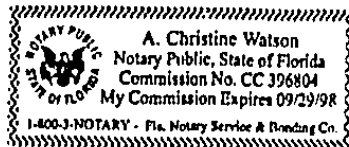
David W. Mosher
James I. Lewis

STATE OF FLORIDA)
COUNTY OF Seminole)

Before me personally appeared David W. Mosher who executed the foregoing instrument and is personally known to me or has produced Florida Drivers License identification and acknowledged to and before me that the foregoing is true and correct to the best of his knowledge and executed said instrument for the purposes herein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 5th day of February, 1996.

A. Christine Shern
Notary Public
My Commission Expires:



STATE OF FLORIDA)
COUNTY OF ORANGE)

Before me personally appeared James C. Davis who executed the foregoing instrument and is personally known to me or has produced PERSONALLY KNOWN identification and acknowledged to and before me that the foregoing is true and correct to the best of his knowledge and executed said instrument for the purposes herein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 9th day of FEBRUARY, 1996.

Erma L. Stanchfield
Notary Public
My Commission Expires:



ERMA L. STANCHFIELD
My Commission CC420000
Expires Dec. 27, 1996
Bonded by HAI
800-422-1555

STATE OF FLORIDA)
COUNTY OF _____)

Before me personally appeared _____, who executed the foregoing instrument and is personally known to me or has produced _____ as identification and acknowledged to and before me that the foregoing is true and correct to the best of his knowledge and executed said instrument for the purposes herein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this ____ day of _____, 1996.

Notary Public
My Commission Expires:

ACCEPTANCE

I HEREBY ACCEPT the appointment to act in the capacity of Registered Agent and Resident Agent and agree to comply with the provisions of the laws of the State of Florida relative to keeping said office open.


DAVID K. WITTEK

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 FEB 26 AM 8:15

STATE OF FLORIDA)
COUNTY OF Orange)

Before me personally appeared David K. Wittek, who executed the foregoing instrument and is personally known to me or has produced _____ as identification and acknowledged to and before me that the foregoing is true and correct to the best of his knowledge and executed said instrument for the purposes herein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 20th day of February, 1996.



Notary Public
My Commission Expires:



Notary Public, State of Florida
DIANE L. SPANICH
My Comm. Exp. Apr. 22, 1996
Comm. No. CC 195910