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September 30, 1996

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6427
Tallahassee, FL 32301

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-10/02/96--01039--008
***122.50 ***122.50

In re: Haile Village Center Merchants
Association, Inc, a Florida Not For
Profit Corporation

Dear Sir/Madam:

Enclosed please find an original and one (1) copy each of
the Articles of Corporation for the above-referenced
corporations.

Also enclosed please find this firm's checks in the amount
of \$122.50 each for the following:

Filing Fee	\$ 35.00
Registered Agent Designation	35.00
Certification Copy of Articles	<u>52.50</u>
	\$122.50

We appreciate your cooperation in this matter. If you
require any further information or have any questions, please
advise.

Sincerely yours,

Michelle K. Womble

Michelle K. Womble
Legal Assistant to
James D. Salter

/mkw
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 OCT - 2 AM 10:11

D. BROWN OCT - 7 1996

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ARTICLES OF INCORPORATION

OF

HAILE VILLAGE CENTER
MERCHANTS ASSOCIATION, INC.
A FLORIDA NOT FOR PROFIT CORPORATION

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned, all of whom are residents of Gainesville, Florida, and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I

The name of the corporation is HAILE VILLAGE CENTER MERCHANTS ASSOCIATION, INC., hereinafter called the Association.

ARTICLE II

The principal office of the Association is located at 5300 S.W. 91st Terrace, Gainesville, Florida 32608.

ARTICLE III

RICK MEDINA, whose address is 5330 S.W. 91st Terrace, Gainesville, Florida 32608, is hereby appointed the initial registered agent of this Association.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed is to more effectively market the goods and services of the businesses within the commercial area within Haile Plantation known as Haile Village Center (the Center). Common advertising campaigns, organized events which would produce additional market exposure for the merchants, coordination of operating hours, sharing of general market information, seasonal decoration of the Center, initiation and coordination of articles to be published in Haile Plantation Community News and other similar activities will be the primary focus of the ASSOCIATION.

All events, promotions and advertising will first be approved by the Members and submitted to the Board of Directors for final approval before the same may be carried out.

**ARTICLE V
MEMBERSHIP**

There shall be two classes of membership. Class A Members shall consist of the members of the board of directors of Haile Plantation Corporation who from time to time are members of that board plus such other numbers as designated by the board of directors of Haile Plantation Corporation such that there would be no fewer than five (5) members of the Board of Directors.

Class B Members shall consist of every person, corporation or partnership owning or leasing parcels within the Center.

Class B Membership in the Association will be open to each business or profession properly operating within the Center. Proper operation includes compliance with the covenant and restrictions of the Association, conditions of leases within the Center and compliance with any rules and regulations of either Haile Plantation, Haile Plantation West or the Association which may be promulgated by the Board of Directors from time to time. Membership is not available to those not actually owning or leasing property within the Center.

**ARTICLE VI
VOTING RIGHTS**

Only Class A Members of the Association shall be entitled to vote.

**ARTICLE VII
BOARD OF DIRECTORS AND OFFICERS**

The affairs of this Association shall be managed by a Board of five (5) Directors, who need not be members of the Association. The number of directors may be changed by amendment of the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

<u>Name</u>	<u>Address</u>
ROBERT KRAMER	5300 SW 91 Terr Gainesville, FL 32608
MATTHEW KASKEL	10295 SW 248 ST Homestead, FL 33032
DAVID FLEEMAN	420 Lincoln Rd. Ste 435 Miami Beach, FL 33139
JAMES D. SALTER	703 NE First St. Gainesville, FL 32601
DAVID COFFEE	5346 SW 91 Terrace Gainesville, FL 32608

From the Class A and Class B Members shall annually be elected the following officers who shall serve for terms of one (1) year each: President, Vice President and Secretary/ Treasurer. The initial officers of the corporation shall be:

PATSY BLOUNT	--	President
DICK MAHAFFERY	--	Vice President
DR. GARY BANFIELD	--	Secretary
RICK MEDINA	--	Treasurer

Election shall be by vote of the Class A Members.

ARTICLE VIII DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the Class A members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets, if any, of the Association shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization dedicated to purposes similar to those for which this Association was created.

ARTICLE IX DURATION

The corporation shall exist perpetually.

ARTICLE X AMENDMENTS

Amendment of these Articles shall require the assent of three-fourths (3/4) of the Class A membership.

ARTICLE XI BY-LAWS

The By-Laws of the corporation are to be made, altered, or rescinded by the members of the Board of Directors.

ARTICLE XII NAMES AND ADDRESSES OF INCORPORATOR

The names and street addresses of the incorporator of the Articles of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
Robert B. Kramer	5300 S.W. 91st Terrace Gainesville, Florida 32608

IN WITNESS WHEREOF, for the purpose of forming this 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 24 day of September, 1996.

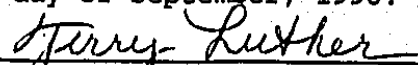


ROBERT B. KRAMER

STATE OF FLORIDA
COUNTY OF ALACHUA

Before me personally appeared the following subscriber: Robert B. Kramer, to me well known and known to me to be the individuals described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State above named this 24 day of September, 1996.



Notary Public, State of Florida
at Large

My commission expires:

(SEAL)

TERRY LUTHER
Notary Public, State of Florida
My comm. expires JUNE 22, 1997
Comm. No. CC293451

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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CERTIFICATE OF REGISTERED AGENT

I HEREBY accept designation as registered agent for
HAILE VILLAGE CENTER MERCHANTS ASSOCIATION, INC., and hereby
agree to fulfill the obligations thereof.

IN WITNESS WHEREOF, I have hereto set my hand and seal
this 24th day of September, 1996.

Rick Medina
RICK MEDINA

STATE OF FLORIDA
COUNTY OF ALACHUA

BEFORE ME personally appeared the following registered
agent:

RICK MEDINA

to me well known and known to me to be the individual described
in and who executed the foregoing Certificate of Registered
Agent, and he acknowledged before me that he executed the same
for the purposes therein expressed.

WITNESS my hand and official seal in the County and
State

above named this 24th day of September, 1996.

Wilma A. Ewing
Notary Public, State of Florida
at Large.
My Commission Expires:

(SEAL)

