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FILED
01 JUL 26 PM 4:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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July 26, 2001
HAND DELIVERY

Secretary of State
Division of Corporations
Gaines Street
Tallahassee, FL 32301

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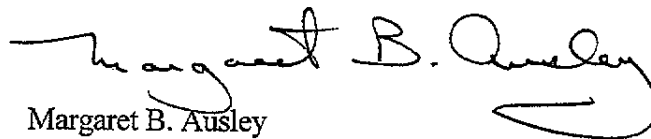
Re: Harwood Plantation Homeowners' Association, Inc.

Dear Madam/Sir:

Enclosed are Articles of Incorporation (and a copy thereof) for the corporation named above. Also enclosed is a check in the amount of \$78.75 in payment of filing fee for Articles of Incorporation, Registered Agent Designation and a Certified copy of Articles of Incorporation.

RECEIVED
01 JUL 26 PM 4:18
DIVISION OF CORPORATIONS

Sincerely yours,


Margaret B. Ausley

MBA/stb
Encl.

J. BRYAN JUL 26 2001

ARTICLES OF INCORPORATION
OF

HARWOOD PLANTATION HOMEOWNERS' ASSOCIATION, INC.
(A FLORIDA CORPORATION NOT FOR PROFIT)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, acting as incorporators to form and establish a corporation NOT FOR PROFIT under Chapter 617, Florida Statutes, do hereby adopt the following Articles of Incorporation:

ARTICLE I
Name

The name of this corporation shall be HARWOOD PLANTATION HOMEOWNERS' ASSOCIATION, INC., a Florida corporation not for profit (the "Association").

ARTICLE II
Purpose

This Association is organized not for profit and for the following specific purposes:

(a) To acquire, own, maintain, repair, construct upon and improve the Common Areas and Bellac Road, of the unrecorded subdivision development in Leon County, Florida, known as HARWOOD PLANTATION SUBDIVISION, for the general benefit of the members of the Association;

(b) To enforce the Declaration of Restrictions and Covenants (hereinafter called "the Declaration") of HARWOOD PLANTATION SUBDIVISION that will be recorded in the public records of Leon County, Florida, and to exercise all of the powers and privileges and perform all of the duties and obligations of the Association as set forth in the Declaration; and to enforce the bylaws of this Association and the rules and regulations established by its Board of Directors.

(c) To establish and collect assessments from the members of the Association pursuant to the Declaration and to enforce liens for assessments, other costs and enforcement expenditures as set forth in the Declaration through non-judicial or judicial means.

ARTICLE III Powers

In order to accomplish the purposes for which this Association is formed and for which the funds and property of this Association shall be handled, administered, operated and distributed as hereinabove set forth, the Association, its Officers and Directors shall possess and exercise all powers, authorities and privileges granted by and under Chapter 617, Florida Statutes, and all powers necessary or convenient to effect all or any of the purposes for which the Association is organized under and not inconsistent with the requirements of the laws of the State of Florida.

ARTICLE IV Registered Office and Registered Agent

The location of its principal place of business and its Registered Office in this State is 75 Bellac Road, Tallahassee, Florida 32303. The name of its Registered Agent in this State located at the address set forth above is Susan C. Cavanagh. The Board of Directors may from time to time move the Registered Office to any other street address in Florida or change the Association's Registered Agent.

ARTICLE V Membership

This Association is organized upon a nonstock basis. Every person or entity who is a record owner of a fee or undivided interest in any lot which is subject to assessment by the Association under the Declaration of Restrictive Covenants of HARWOOD PLANTATION SUBDIVISION to

be recorded in the Public Records of Leon County, Florida, shall be a member of the Association. Memberships shall be appurtenant to and shall pass with the title to each lot and shall not be separated from ownership of the lot. There shall be one membership and one vote for each lot owned. When more than one person holds an interest in a lot, the one vote for that lot shall be exercised as its owners determine. In no event shall more than one vote be cast with respect to a lot. Membership does not extend to include persons or entities holding a security interest in a lot in HARWOOD PLANTATION SUBDIVISION for the performance of an obligation. Membership shall be on the terms and conditions as regulated by the bylaws of the Association.

ARTICLE VI
Term of Corporate Existence

The term for which this Association shall exist is perpetual.

ARTICLE VII
Officers

The corporation shall have a President, Secretary and Treasurer. A person may hold more than one office. Officers shall be elected by the membership on an annual basis.

ARTICLE VIII
Initial Officers

The names and street addresses of the initial officers, who shall serve until the first election are as follows:

<u>Office</u>	<u>Name and Street Address</u>
President	Susan C. Cavanagh 75 Bellac Road Tallahassee, FL 32303

Secretary-Treasurer

James E. Cavanagh, Jr.
75 Bellac Road
Tallahassee, FL 32303

ARTICLE IX
Directors

The initial Board of Directors of this Association shall consist of three persons. The number of Directors may be changed from time to time by amendment to the bylaws. In no event, shall the Board of Directors consist of less than three persons or more than five persons. The Directors shall be members of the Association and shall be voted upon for election once every year.

ARTICLE X
Initial Board of Directors

The names and street addresses of the initial Board of Directors, who shall hold office until the first election by the Members are as follows:

<u>Name</u>	<u>Street Address</u>
Susan C. Cavanagh	75 Bellac Road Tallahassee, FL 32303
James E. Cavanagh, Jr.	75 Bellac Road Tallahassee, FL 32303
Elizabeth E. Hill	185 Bellac Road Tallahassee, FL 32303

ARTICLE XI
Transactions in Which Members, Directors
and Officers are Interested

No contract or transaction between the Association and one or more of its Members, Directors or Officers, or between the Association and any other organization in which one or more

of its Members, Directors or Officers are members, directors or officers, or have a financial interest, shall be void or voidable solely for this reason, or solely because the Member, Director or Officer is present at or participates in the meeting of the Board or committee thereof which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose if:

(a) The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Directors; or

(b) The contract or transaction is fair and reasonable as to the Association as of the time it is authorized by the Board of Directors or a committee thereof.

Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee which authorizes, approves or ratifies such contract or transaction.

ARTICLE XII

Indemnification of Members, Directors or Officers

The Association hereby indemnifies any Officer or Director made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

(a) Whether civil, criminal, administrative or investigative, brought to impose a liability or penalty on such person in his capacity of Director, Officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against judgments, fines, amounts paid in settlement and expenses, including attorneys' fees, actually and reasonably incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in or not

opposed to the best interests of the Association, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such Director or Officer did not act in good faith in the reasonable belief that such action was in or not opposed to the best interests of the corporation or that he had reasonable grounds for belief that such action was unlawful.

(b) By or in the right of the Association to procure a judgment in its favor by reason of his being or having been a Director or Officer, employee or agent of the corporation, or by reason of his being or having been a Director, Officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the corporation, against the expenses, including attorneys' fees, actually and reasonably incurred by him in connection with the defense or settlement of such action, or in connection with the defense or settlement of such action or suit, including any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Association, except that such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his duty to the Association.

(c) Any indemnification under Section (a) shall be made by the Association only as authorized in the specific case upon a determination that amounts for which a Director or Officer seeks indemnification were properly incurred and that such Director or Officer acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Association, and that with respect to any criminal proceeding or action, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of

Directors by a majority vote of a quorum consisting of Directors who are not parties to such action, suit or proceeding.

(d) The Association shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of Section (a) above upon a preliminary determination by the Board of Directors that such person has met the applicable standard of conduct set forth in Section (a) above, and upon receipt of an undertaking by such person to repay all amounts expended by the corporation in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the Association as authorized in this Section. If the Association elects to assume the defense, such defense shall be conducted by counsel chosen by it and not objected to in writing for valid reasons by such person. In the event the corporation elects to assume the defense of any such person and retain such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interests between or among such persons and other parties represented in the same action, suit or proceeding by such counsel retained by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this Section.

(e) The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Association to indemnify under applicable law.

(f) The liability of the officers and directors for any legitimate actions taken in their official capacities shall be limited to the value of the corporation's assets.

ARTICLE XIII

By-laws

The Board of Directors shall adopt bylaws for the Association. The bylaws may be amended, altered, or rescinded by the Members at any annual meeting or any special meeting called for that purpose as provided by the bylaws.

ARTICLE XIV

Amendment to Articles of Incorporation

These Articles of Incorporation may be amended by a two-thirds (2/3) affirmative vote of the Association members. Those Articles, however, pertaining to dissolution of the Association shall not be amended in such a way as to allow or cause any Member, Director or Officer of the Association or any other person to share in any of the Association's assets. Amendments shall be filed with the Department of State of the State of Florida for approval.

ARTICLE XV

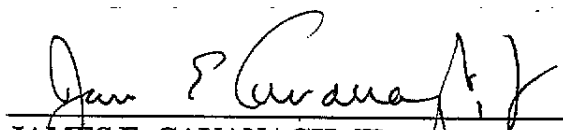
Subscribers

The names and addresses of the Subscribers are as follows:

<u>Name</u>	<u>Street Address</u>
Susan C. Cavanagh	75 Bellac Road Tallahassee, FL 32303
James E. Cavanagh, Jr.	75 Bellac Road Tallahassee, FL 32303

IN WITNESS WHEREOF, the undersigned, being the original incorporating Subscribers to the foregoing Articles of Incorporation, have hereunto set their hands and seals this 25th day of July, 2001.


SUSAN C. CAVANAGH


JAMES E. CAVANAGH, JR.

STATE OF FLORIDA
COUNTY OF LEON

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, SUSAN C. CAVANAGH and JAMES E. CAVANAGH, JR., to me well known to be the persons who executed the foregoing instrument as subscribers to the Articles of Incorporation of Plantation Acres Homeowners' Association, Inc., and acknowledged before me that they executed the same freely and voluntarily for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on this 25th day of July, 2001.



Sue Tucker Beard
NOTARY PUBLIC State of Florida
Sue Tucker Beard
Name Typed/Printed

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby evidences and acknowledges SUSAN C. CAVANAGH's acceptance of being designated as Registered Agent of HARWOOD PLANTATION HOMEOWNERS' ASSOCIATION, INC.

Witnesses:

Margaret B. Ausley
Margaret B. Ausley
Name Typed/Printed
Sue T. Beard
Sue T. Beard
Name Typed/Printed

Susan C. Cavanagh
SUSAN C. CAVANAGH

STATE OF FLORIDA
COUNTY OF LEON

The foregoing Acceptance by Registered Agent was acknowledged before me this 25th day of July, 2001.



Sue Tucker Beard
NOTARY PUBLIC State of Florida
Sue Tucker Beard
Name Typed/Printed

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA