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HIGHLAND RIDGE HOMEOWNERS' ASSOCIATION OF MANATEE COU

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ARTICLES OF INCORPORATION
OF
HIGHLAND RIDGE HOMEOWNERS' ASSOCIATION OF MANATEE COUNTY, INC.
(A Corporation Not For Profit)

In order to form a corporation under and in accordance with the provisions of the laws of the State of Florida for the formation of a homeowners' association pursuant to Florida Statutes 720 and for the formation of corporations not for profit, pursuant to F.S. 617, we, the undersigned, do hereby associate ourselves together into a corporation for the purposes and with the powers hereinafter set forth, and to accomplish that end, we do hereby adopt and set forth these Articles of Incorporation.

ARTICLE I
NAME OF CORPORATION

The name of this corporation shall be:

HIGHLAND RIDGE HOMEOWNERS' ASSOCIATION OF MANATEE COUNTY, INC.

hereinafter in these Articles referred to as the "Association." The principal office of the Association shall be at 1680 Fruitville Road, Suite 102, Sarasota, FL 34236.

ARTICLE II
PURPOSES

The general nature, objects, and purposes of the Association are:

A. To promote the health, safety, and social welfare of the Owners of all Lots located within Highland Ridge, a subdivision in Manatee County, Florida (the "Subdivision"), being developed by B & B Suncoast Land Development, Inc. ("Developer").

B. To maintain all portions of the Subdivision and improvements thereon for which the obligation to maintain and repair has been delegated to the Association by the "Declaration of Maintenance and Land Use Provisions of Highland Ridge" (the "Declaration"), which is to be recorded in the Public Records of Manatee County, Florida.

C. To operate without profit and for the sole and exclusive benefit of its members.

ARTICLE III
GENERAL POWERS

The general powers that the Association shall have are as follows:

A. To purchase, own, hold, improve, build upon, operate, maintain, convey, transfer, dedicate for public use, accept, lease, or otherwise acquire title to, and to hold, mortgage, rent, sell or otherwise dispose of, any and all real or personal property related to the purposes or activities of the Association; to make, enter into, perform, and carry out contracts of every kind

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activities of the Association; to make, enter into, perform, and carry out contracts of every kind and nature with any person, firm, corporation, or association; and to do any other acts necessary or expedient for carrying on any of the activities of the Association and pursuing any of the objects and purposes set forth in these Articles of Incorporation and not forbidden by the laws of the State of Florida.

B. To establish a budget and to fix regular and special assessments to be levied against all which are subject to assessment pursuant to the Declaration for the purpose of defraying the expenses and costs of effectuating the objects and purposes of the Association and to create reasonable reserves for such expenditures, including a reasonable contingency fund for the ensuing year and a reasonable annual reserve for anticipated major capital repairs, maintenance, improvements, and replacements; to use proceeds of assessments in the exercise of its powers and duties.

C. To place liens against any Lot subject to assessment for delinquent and unpaid assessments or charges and to bring suit for the foreclosure of such liens or to otherwise enforce the collection of such assessments and charges for the purpose of obtaining revenue in order to carry out the purposes and objectives of the Association.

D. To hold funds solely and exclusively for the benefit of the members of the Association for the purposes set forth in these Articles of Incorporation.

E. To adopt, promulgate, and enforce rules, regulations, bylaws, covenants, restrictions and agreements in order to effectuate the purposes for which the Association is organized.

F. To delegate such of the powers of the Association as may be deemed to be in the Association's best interest by the Board of Directors.

G. To charge recipients for services rendered by the Association and users of property of the Association where such is deemed appropriate by the Board of Directors.

H. To pay all taxes and other charges or assessments, if any, levied against property owned, leased or used by the Association.

I. To enforce by any and all lawful means the provisions of these Articles of Incorporation, the Bylaws of the Association which may be hereafter adopted, and the terms and provisions of the Declaration of Maintenance and Land Use Provisions.

J. To purchase insurance upon the Association property for the protection of the Association and its members.

K. To reconstruct the Association property and improvements after casualty and to further improve the property, if required.

L. To enter into contracts and agreements for providing services to the Association.

M. To purchase Lots in the Association subdivision, to foreclose on Association liens against Lots of Owners, to convey, lease, mortgage and improve Lots owned by the Association.

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N. To operate any storm water management and discharge facility serving the Subdivision. To operate and maintain common property, specifically the surface water management system as permitted by the Southwest Florida Water Management District including all lakes, retention areas, water management areas, ditches, culverts, structures and related appurtenances.

O. In general, to have all powers which may be conferred upon a corporation not for profit by the laws of the State of Florida, except as prohibited herein.

P. To dedicate, sell, lease, or transfer all or any part of the Common Area and to grant easements to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed upon by the members.

Q. To borrow funds on behalf of the Association, the Board may authorize the pledge and assignment of any regular and special assessment and the lien rights of the Association as security for the repayment of such loans.

ARTICLE IV MEMBERS

The members of this Association shall consist of all Owners of Lots in the Subdivision. Owners of such Lots shall automatically become members upon acquisition of the fee simple title to their respective Lots.

The membership of any member in the Association shall automatically terminate upon conveyance or other divestment of title to such member's Lot, except that nothing herein contained shall be construed as terminating the membership of any member who may own two or more Lots so long as such member owns at least one Lot.

The interest of a member in the funds and assets of the Association may not be assigned, hypothecated, or transferred in any manner, except as an appurtenance to the Lot, which is the basis of his or her membership in the Association.

The Secretary of the Association shall maintain a list of the members of the Association. Whenever any person or entity becomes entitled to a membership in the Association, it shall become such party's duty and obligation to so inform the Secretary in writing, giving his name, address, and Lot number and providing a copy of the recorded deed instrument; provided, however, that any notice given to or vote accepted from the prior Owner of such Lot before receipt of written notification of change of ownership shall be deemed to be properly given or received. The Secretary may (but shall not be required to) search the Public Records of Manatee County or make other inquiry to determine the status and correctness of the list of members of the Association maintained by him or her and shall be entitled to rely upon the Association's records until notified in writing of any change in ownership.

ARTICLE V VOTING

Each Lot in the Subdivision shall be entitled to one vote in all Association matters submitted to be entitled to one vote in all Association matters submitted to the membership,

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and the Owner of the Lot shall be entitled to cast the vote in his or her discretion. Notwithstanding the foregoing, where Developer has constructed a single dwelling unit on more than one Lot, such Lots shall be entitled to vote and shall be assessed in like fashion (for example, a unit on one and one-half Lots would pay one and one-half assessments and have one and one-half votes in Association matters).

ARTICLE VI
BOARD OF DIRECTORS

A. The affairs of the Association shall be managed by a Board of Directors consisting initially of three Directors. The number of Directors comprising succeeding Boards of Directors shall be decided by a majority of the Members, but in no event shall there be less than three or more than nine Directors and shall always be comprised of an odd number of Directors. The Directors need not be members of the Association or residents of the State of Florida, so long as the Developer retains the right to appoint a majority of the Board of Directors. Thereafter, all directors shall be members of the Association and residents of the state of Florida.

B. All Directors appointed shall serve at the pleasure of Developer until the "turnover" meeting of members. Commencing with the "turnover" meeting, all Directors shall be elected by the members. As used herein, the "turnover" meeting shall mean the first annual or special meeting of members, which meeting shall be held ninety (90) days following the date on which members other than Developer for the first time own at least 95 percent of the Lots in the Subdivision or, if earlier, the date on which Developer relinquished its right to appoint a majority of the Board of Directors.

C. All Directors who are not subject to appointment by Developer shall be elected by the members. Elections shall be by plurality vote.

D. Except as hereinafter provided, the term of each elected Director shall expire upon the election of his successor at the next succeeding annual meeting of members. Commencing with the first annual meeting that either follows or constitutes the "turnover" meeting, all Directors elected by the members shall be elected on a staggered two-year-term basis. Accordingly, at such meeting, the two of the elected Directors receiving the highest number of votes, shall serve two-year terms, and the other elected Director(s) shall serve one-year terms. At each annual meeting of members thereafter, Directors shall be elected for two-year terms to fill the vacancies of those Directors whose terms are then expiring. In the event additional Directors are elected at an annual meeting to fill new directorships created by expansion of the Board, such Directors shall be elected, in the manner set forth above, for one- or two-year terms as may be appropriate to make even, or as nearly as even as possible, the number of Directors serving one- and two-year terms. Each elected Director shall serve until his respective successor has been duly elected and qualified, or until his earlier resignation, removal, or death.

E. Any elected Director may be removed from office with or without cause by majority vote of the members at any special or regular meeting after proper notice of the vote has been served on the members. Any appointed Director may be removed and replaced with or without cause by Developer, in developers sole discretion.

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ARTICLE VII
OFFICERS

A. The officers of the Association, to be elected by the Board of Directors, shall be a President, a Vice President, a Secretary, and a Treasurer, and such other officers as the Board shall deem appropriate from time to time. The President shall be elected from among the membership of the Board of Directors, but no other officer need be a Director. The same person may hold two or more offices, provided, however, that the office of President and Secretary shall not be held by the same person. The affairs of the Association shall be administered by such officers under the direction of the Board of Directors. Officers shall be elected for a term of one year in accordance with the procedure set forth in the Bylaws.

ARTICLE VIII
CORPORATE EXISTENCE

The Association shall have perpetual existence.

ARTICLE IX
AMENDMENTS TO ARTICLES OF INCORPORATION

These Articles may be altered, amended, or repealed by the affirmative vote of the holders of more than one-half of the total votes of the Association membership. No amendment, however, altering the number of votes attributable to any Lot pursuant to Article V hereof shall be effective without the prior written consent of the Owner of such Lot. Moreover, no amendment affecting the rights of Developer shall be effective without the prior written consent of Developer. Notice of the subject matter or proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered. A copy of each amendment shall be recorded in the Public Records of Manatee County, Florida.

ARTICLE X
REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the Association shall be at 1680 Fruitville Road, Suite 102, Sarasota, Florida 34236, and the registered agent at such address shall be ^{JEROME S.} Levin, Tannenbaum, Wolff, Band, Gates and Pugh, P.L. The Association may, however, 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 XI
BUDGET AND EXPENDITURES

The Association shall obtain funds with which to operate by annual assessment, special assessment, fines, and other revenue received in compliance with these Articles and Bylaws of its members in accordance with the provisions of the Declaration, as the same may be supplemented by the provisions of the Association's Articles and Bylaws. Accordingly, the Board of Directors shall annually adopt a budget for the operation of the Association for the ensuing fiscal year and for the purpose of levying assessments against all Lots subject to assessment, which budget shall be conclusive and binding upon all persons; provided,

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however, that the Board of Directors may thereafter at any time approve or ratify variations from such budget.

ARTICLE XII
INCORPORATOR

The name and street address of the incorporator of these Articles is as follows:

Robert L. Koontz	-	1680 Fruitville Road, Suite 102 Sarasota, FL 34236
Brian Koontz	-	1680 Fruitville Road, Suite 102 Sarasota, FL 34236
Jerome S. Levin	-	1680 Fruitville Road, Suite 102 Sarasota, FL 34236

ARTICLE XIII
INDEMNIFICATION OF OFFICERS AND DIRECTORS

All officers and Directors shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred in connection with any proceeding (including appellate proceedings) or settlement thereof in which they may become involved by reason of holding such office. In no event, however, shall any officer or Director be indemnified for his own willful misconduct or, with respect to any criminal proceeding, his own knowing violation of provisions of law. The Association may purchase and maintain insurance on behalf of all officers and Directors for any liability asserted against them or incurred by them in their capacity as officers and Directors or arising out of their status as such. This expense shall be deemed a common expense and included in the annual budget.

ARTICLE XIV
DISSOLUTION OF THE ASSOCIATION

A. The corporation shall have perpetual existence, but if the Association is dissolved, the property consisting of the surface water management system shall be conveyed to an appropriate agency of local government, and that if not accepted, then the surface water management system shall be dedicated to a similar non-profit corporation.

B. Upon dissolution of the Association, any other assets remaining after provision for payment of creditors and all costs and expenses of such dissolution shall be distributed in the following manner:

(1) Any property determined by the Board of Directors of the Association to be appropriate for dedication to any applicable municipal or other governmental authority may be dedicated to such authority provided the authority is willing to accept the dedication.

(2) Except as may be otherwise provided by the terms of the Declaration, all remaining assets, or the proceeds from the sale of such assets, shall be apportioned among

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the Lots in the Subdivision prorated to the number of votes attributable to such Lots pursuant to Article VI hereof, and the share of each shall be distributed to the then Owners thereof.

ARTICLE XV
BINDING EFFECT

The provisions hereof shall bind and inure to the benefit of the members and Developer and their respective successors and assigns.

IN WITNESS WHEREOF, the above-named incorporator has hereunto set his hand and seals this 26 day of February, 2002.

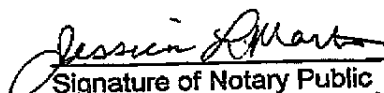

Robert L. Koontz

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 26 day of February, 2002 by Robert L. Koontz, who is personally known to me or who has produced as identification and who did not take an oath.

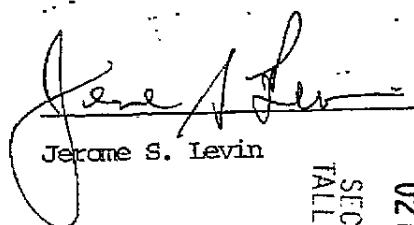
(Notary Seal)




Signature of Notary Public
Print Name: **JESSICA L. MARTIN**
Commission No:
My commission expires:

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the designation as registered agent of the foregoing corporation.


Jerome S. Levin

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