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FLORIDA NON-PROFIT CORPORATION  
HILLCREST OWNERS ASSOCIATION, INC.

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April 16, 2002

BURKE AND BLUE

SUBJECT: HILLCREST OWNERS ASSOCIATION, INC.  
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Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

article iii section 1.

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**ARTICLES OF INCORPORATION  
OF  
HILLCREST OWNERS ASSOCIATION OF GAINESVILLE, INC.**

**ARTICLE I - NAME AND PURPOSE**

Section 1. The name of this corporation shall be HILLCREST OWNERS ASSOCIATION OF GAINESVILLE, INC., hereinafter referred to as the "Association." The principal office of the corporation shall be 727 Highway 98 East, Destin, Florida 32541.

Section 2. The purpose for which the Association is organized is to do any and all things necessary and proper for the Association to carry out its duties and responsibilities as set forth in the Declaration of Covenants and Restrictions for HILLCREST SUBDIVISION, a subdivision, for the benefit of an on behalf of the members of this corporation and other lawful occupants. The capitalized terms used herein shall have the same meanings as ascribed to them in the Declaration.

Section 3. The corporation shall have such powers as are provided under Florida law, including those set out in Chapters 617 and 607, Florida Statutes.

**ARTICLE II - MEMBERSHIP**

The members of the corporation shall consist of the subscribers to these Articles of Incorporation and all of the record owners of lots in HILLCREST SUBDIVISION (the "Members").

**ARTICLE III - DIRECTORS**

Section 1. This corporation shall have three (3) directors initially. The number of directors may be either increased or decreased from time to time by the By-Laws, but shall never be less than three (3). The method of election of directors shall be stated in the By-Laws of this non-profit corporation.

Section 2. The first Board of Directors shall consist of the individuals whose names and addresses appears below and shall serve until the first election of Directors:

F. W. "Freddie" Schinz

727 Highway 98 East  
Destin, FL 32541

Prepared by:

Les W. Burke, Esq. - Florida Bar # 110499

Burke & Blue, P.A.

P.O. Box 70

Panama City, FL 32402

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Ron Rogers

277A Azalea Drive  
Destin, FL 32541

Les W. Burke

221 McKenzie Avenue  
Panama City, FL 32401

Section 3. The officers of this corporation shall be elected by Board of Directors from its number. The officers shall include a President and such other officers as may be provided in the By-Laws. Officers shall be elected at the annual meeting of the corporation and shall serve for a term of one (1) year. Any officer, upon re-election, may serve any number of additional and successive one (1) year terms.

Section 4. The names of the officers who will serve until the first election of officers can be held are as follows:

President	F. W. "Freddie" Schinz
Vice-President	Ron Rogers
Secretary/ Treasurer	Les W. Burke

#### ARTICLE V - INCORPORATOR

The name and address of the person signing as Incorporator of this corporation is:

Les W. Burke	221 McKenzie Avenue Panama City, FL 32401
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#### ARTICLE VI - REGISTERED AGENT

The registered agent and the street address of the initial registered office of this corporation is:

Les W. Burke	221 McKenzie Avenue Panama City, FL 32401
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#### ARTICLE VII - INDEMNIFICATION

The corporation shall indemnify the officers or directors or any former officer or director, to the full extent permitted by law.

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**ARTICLE VIII - BY-LAWS**

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

**ARTICLE IX - AMENDMENTS TO ARTICLES**

Notwithstanding anything to the contrary in these Articles of Incorporation, these Articles of Incorporation may be amended from time to time in the furtherance of the development of HILLCREST SUBDIVISION by HILLCREST DEVELOPMENT CORPORATION OF GAINESVILLE (the "Developer"), during the Development Period which shall mean and refer to the period beginning with the filing of these Articles of Incorporation and terminating ten (10) years thereafter or the date the Developer turns over control of the Association to the Members, whichever is earlier. Otherwise, Amendments to the Articles of Incorporation shall be made upon two-thirds (2/3) vote of the board of Directors at any duly called regular meeting or special meeting of the Board, providing not less than fourteen (14) days prior notice has been given of the proposed amendment; no amendment to these Articles of Incorporation shall be effective until same has been filed with the Department of State and approved by the Department.

IN TESTIMONY WHEREOF, the undersigned subscriber has hereunto executed these Articles of Incorporation the 16<sup>th</sup> day of April, 2002.


  
Les W. Burke

STATE OF FLORIDA  
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 16<sup>th</sup> day of April, 2002, by Les W. Burke, who is personally known to me.

(Seal)



  
Notary Public

CHERYL B. BURTON

Printed Name of Notary

My commission expires: 6-2-05

04/16/02 TUE 09:04 FAX 850 784 0857

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**ACCEPTANCE OF REGISTERED AGENT**

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.



Les W. Burke

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