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2003-07-06 PM 3:42

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8/2/12/02

BRUCE A. HOCHSTETLER

ATTORNEY AT LAW
318 SILVER BEACH AVENUE, SECOND FLOOR
DAYTONA BEACH, FLORIDA 32118-4837

January 28, 2003

FILED

2003 FEB -6 PM 3:42

BARS ADMITTED:
OHIO
FLORIDA

GENERAL PRACTICE OF LAW
(386) 252-2640
FAX: (386) 253-7802

*Department of State
Division of Corporations
Corporate Records Bureau
P. O. Box 6327
Tallahassee, Florida 32301*

Re: HUCKLEBERRY PROPERTY OWNERS ASSOCIATION, INC.

Dear Sir/Madam:

Enclosed are the original and one copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$78.75 is enclosed which represents the following fees:

<i>Filing fee</i>	<i>\$35.00</i>
<i>Certified copy</i>	<i>\$ 8.75</i>
<i>Registered Agent fee</i>	<i>\$35.00</i>

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned. Thank you for your cooperation in this matter.

Sincerely yours,


BRUCE A. HOCHSTETLER

*BAH:ad
Enclosure*

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**ARTICLES OF INCORPORATION
OF
HUCKLEBERRY PROPERTY OWNERS ASSOCIATION, INC.**

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WE, the undersigned natural persons all over the age of eighteen (18) years, acting as subscribers associating ourselves for the purpose of incorporating a non-profit corporation under the laws of the State of Florida, as herein set forth in compliance with the requirements of Chapter 617 of the Florida Statutes. All subscribers to these Articles of Incorporation are residents of the State of Florida. The undersigned individuals adopt these Articles of Incorporation for the non-profit corporation named below, and in furtherance of this do hereby set forth the following provisions in these Articles of Incorporation.

ARTICLE ONE

NAME

The name of the non-profit corporation shall be HUCKLEBERRY PROPERTY OWNERS ASSOCIATION, INC.,

ARTICLE TWO

DURATION OF EXISTENCE

This non-profit corporation shall have as its period of duration a perpetual existence.

ARTICLE THREE

PURPOSE

This non-profit corporation is being organized for the purpose of developing a village under the Horizon West Village Land use classification, and of preserving property values and environment and water quality, all upon a non-profit basis, in West Orange County. All benefits rendered by the non-profit corporation shall be as prescribed by and as set forth in the by-laws.

ARTICLE FOUR

MEMBERSHIP

The non-profit corporation shall have one class of membership and all members shall be entitled to vote. The membership shall be composed of any person over the age of eighteen

(18) years who is a member of the Association as more specifically set forth in the by-laws. Further the non-profit corporation shall be organized upon a non-stock, certificate of membership basis. Such memberships shall be nonredeemable, nontransferable and nondividend bearing.

ARTICLE FIVE

The non-profit corporation shall have, possess and exercise the following powers, but these shall not be construed in anyway as limiting powers, and further, that all other powers not mentioned that are consistent with the purposes of the non-profit corporation, and as otherwise permitted by law, shall be granted:

1. Having succession by its corporate name for the period set forth in its Articles of Incorporation.
2. Sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.
3. Adopt and use a common corporate seal and alter the same; provided, however, that such seal shall always contain the words "corporation not for profit".
4. Elect or appoint such officers and agents as its affairs shall require and allow them reasonable compensation.
5. Adopt, change, amend and repeal by-laws, not inconsistent with law or its Articles of Incorporation, for the administration of the affairs of the corporation and the exercise of its corporate powers.
6. Increase, by a vote of its members cast as the by-laws may direct, the number of directors, managers or trustees so that the number shall not be less than three, but may be any number in excess thereof.
7. Make contracts and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure any of

its obligations by mortgage and pledge of all or any of its property or income.

8. Conduct its affairs, carry on its operations, and have offices and exercise the powers granted by this part in any state, territory, district, or possession of the United States or any foreign country.

9. Purchase, take, receive, lease, take by gifts, devise, or bequest, or otherwise acquire, own, hold, improve, use or otherwise deal in and with real or personal property, or any interest therein, wherever situated.

10. Acquire, enjoy, utilize and dispose of patents, copyrights and trademarks, and all licenses and other rights or interest therein or thereunder.

11. Sell, convey, mortgage, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its property and assets.

12. Lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

13. Make donations for the public welfare or for religious, charitable, scientific, educational or other similar purposes.

14. Have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is organized.

15. Merge and consolidate with other corporations both for profit and not for profit, domestic and foreign, provided that the surviving corporation is a corporation not for profit.

ARTICLE SEVEN

SUBSCRIBERS

The following below listed eleven (11) natural persons, and their residence addresses, are subscribers to these Articles of Incorporation:

Bhagwan Asnani
P.O. BOX 5290
Winter Park, Florida 32789

Ronald Hartog
709 E. Colonial Drive
Orlando, Florida 32803

Richard W. Glenn
4 Harvard Circle
Suite 600
West Palm Beach, Florida 33409

Dominic Mirable
7624 County Road 721
Lorida, Florida 33857

Stephen Harper
P.O. Box 770521
Winter Garden, Florida 34771

Wade Bradford
444 N. Dillard Street
Winter Garden, Florida 34787

Attilio DiMarco
2164 Deer Hollow Circle
Longwood, Florida 32778

Suresh Gupta
5200 Vineland Road
Orlando, Florida 32811

Swapnil Shah
MIC Groves
2110 NW 95th Street
Miami, Florida 33172

Ahmed Ijaz
8980 Kil Gore Street
Orlando, Florida 32836

Lisa Harper
PO Box 770521
Winter Garden, Florida 34777

ARTICLE EIGHT

CONDUCT OF CORPORATE AFFAIRS

The conduct of the affairs of the non-profit corporation are to be managed and governed by the Board of Directors. The members of the Board of Directors shall be elected by majority vote on an annual basis by vote of the membership of the non-profit corporation.

ARTICLE NINE

BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors of the non-profit corporation shall be four (4).

Bhagwan Asnani
PO Box 5290
Winter Park, Florida 32789

Ronald Hartog
709 E. Colonial Drive
Orlando, Florida 32803

Stephen Harper
721 SR 535
PO Box 770521
Winter Gardens, Florida 34777

Attilio DiMarco
2164 Deer Hollow Circle
Longwood, Florida 32779

This number of directors may be increased from time to time as determined by the membership of the non-profit corporation. However, in no event or under no circumstances shall the number of directors on the Board of Directors be less than three (3) directors. All

directors shall be members of the non-profit corporation.

The names and addresses of the initial directors of the Board of Directors, who are to serve until their successors are elected or qualified, are:

Bhagwan Asnani
PO Box 5290
Winter Park, Florida 32789

Ronald Hartog
709 E. Colonial Drive
Orlando, Florida 32803

Stephen Harper
P.O. Box 770521
Winter Garden, Florida 34771

Attilio DiMarco
2164 Deer Hollow Circle
Longwood, Florida 32779

ARTICLE TEN

OFFICERS

The officers of the non profit corporation shall be elected by the members. All officers shall be members of the non-profit corporation.

The names and addresses of the initial officers of the non-profit corporation, who are to serve until successor officers are appointed, or as their appointments as officers are continued by the Directors, are:

Bhagwan Asnani	President
Donald Hartog	Vice-President
Attilio DiMarco	Treasurer
Lisa Harper	Secretary

ARTICLE ELEVEN

BY-LAWS

The by-laws of the non-profit corporation shall be proposed and adopted by majority vote of the members of the HUCKLEBERRY PROPERTY OWNERS ASSOCIATION, INC., and any amendments to the by-laws shall be adopted in this same manner, as well as any rescission of the by-laws.

ARTICLE TWELVE

AMENDMENTS TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended from time to time by the members of the non-profit corporation in the manner set forth in the by-laws, and as otherwise provided for by the law in effect at the time of the amendment.

ARTICLE THIRTEEN

PRINCIPAL PLACE OF BUSINESS

The principal place of business of HUCKLEBERRY PROPERTY OWNERS ASSOCIATION, INC., shall be P.O. Box 5290, Winter Park, Florida 32793.

ARTICLE FOURTEEN

DISSOLUTION

This non-profit corporation shall be dissolved and its affairs wound up upon a vote of two-thirds (2/3) of the voting members so deciding in favor of voluntary dissolution of the corporation. In the event of the dissolution of HUCKLEBERRY PROPERTY OWNERS ASSOCIATION, INC., no member shall be entitled to any distribution or division of its remaining property or its proceeds, and the balance of all money and other property received by the non-profit corporation, from any source, after the payment of all debts and obligations of the non-profit corporation, shall be used or distributed exclusively for purposes within the intentment of 25 U.S.C.A. §501(c) of the Internal Revenue Code, as it now exists or may exist

at the time of dissolution.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 13TH day
of JANUARY, ~~2002~~ 2003

Bhagwan Asnani



Attilio DiMarco

Stephen Harper

Ronald Hartog

STATE OF FLORIDA
COUNTY OF

BEFORE ME, the undersigned authority, personally appeared Bhagwan Asnani, well known to me as the person described in and who did(did not) take an oath, and who executed the foregoing instrument and acknowledged to and before me that they executed said instrument in the capacity and for the purposes therein expressed.

WITNESS my hand and official seal this ____ day of _____ 2002 in the
County and State first above written.

NOTARY PUBLIC

STATE OF FLORIDA
COUNTY OF LAKE

BEFORE ME, the undersigned authority, personally appeared Attilio DeMarco, well known to me as the person described in and who did(did not) take an oath, and who executed the foregoing instrument and acknowledged to and before me that they executed said instrument in the capacity and for the purposes therein expressed.

WITNESS my hand and official seal this 13th day of JANUARY ²⁰⁰³~~2002~~ in the County and State first above written.



Mary Ann Everett
NOTARY PUBLIC

STATE OF FLORIDA
COUNTY OF

BEFORE ME, the undersigned authority, personally appeared Stephen Harper, well known to me as the person described in and who did(did not) take an oath, and who executed the foregoing instrument and acknowledged to and before me that they executed said instrument in the capacity and for the purposes therein expressed.

WITNESS my hand and official seal this ____ day of _____ 2002 in the County and State first above written.

NOTARY PUBLIC

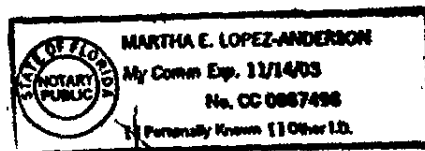
STATE OF FLORIDA
COUNTY OF

BEFORE ME, the undersigned authority, personally appeared Donald Hartog, well known to me as the person described in and who did(did not) take an oath, and who executed the foregoing instrument and acknowledged to and before me that he executed said instrument

in the capacity and for the purposes therein expressed.

WITNESS my hand and official seal this 10th day of January ²⁰⁰³~~2002~~ in the
County and State first above written.

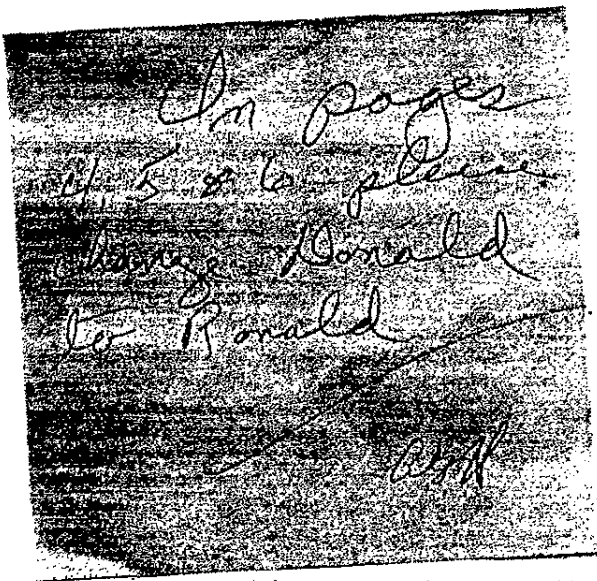
Martha E. Lopez-Anderson
NOTARY PUBLIC



12/17/2002

at the time of dissolution.

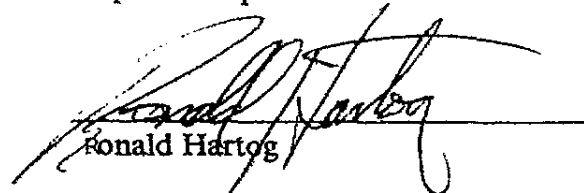
IN WITNESS WHEREOF, we have hereunto set our hands and seals this ____ day
of _____, 2002.



Bhagwan Asnani

Attilio DiMarco

Stephen Harper



Ronald Hartog

STATE OF FLORIDA
COUNTY OF

BEFORE ME, the undersigned authority, personally appeared Bhagwan Asnani, well known to me as the person described in and who did(did not) take an oath, and who executed the foregoing instrument and acknowledged to and before me that they executed said instrument in the capacity and for the purposes therein expressed.

WITNESS my hand and official seal this ____ day of _____ 2002 in the
County and State first above written.

NOTARY PUBLIC

STATE OF FLORIDA
COUNTY OF

BEFORE ME, the undersigned authority, personally appeared Attilio DeMarco, well known to me as the person described in and who did(did not) take an oath, and who executed the foregoing instrument and acknowledged to and before me that they executed said instrument in the capacity and for the purposes therein expressed.

WITNESS my hand and official seal this ____ day of _____ 2002 in the County and State first above written.

NOTARY PUBLIC

STATE OF FLORIDA
COUNTY OF

BEFORE ME, the undersigned authority, personally appeared Stephen Harper, well known to me as the person described in and who did(did not) take an oath, and who executed the foregoing instrument and acknowledged to and before me that they executed said instrument in the capacity and for the purposes therein expressed.

WITNESS my hand and official seal this ____ day of _____ 2002 in the County and State first above written.

NOTARY PUBLIC

STATE OF FLORIDA
COUNTY OF *Orange*

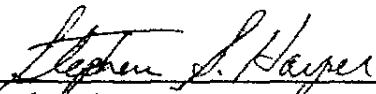
BEFORE ME, the undersigned authority, personally appeared Ronald Hartog, well known to me as the person described in and who did(did not) take an oath, and who executed the foregoing instrument and acknowledged to and before me that he executed said instrument

at the time of dissolution.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this _____ day _____
of _____, 2002.

Bhagwan Asnani

Attilio DiMarco



Stephen Harper

Donald Hartog

STATE OF FLORIDA
COUNTY OF

BEFORE ME, the undersigned authority, personally appeared Bhagwan Asnani, well known to me as the person described in and who did(did not) take an oath, and who executed the foregoing instrument and acknowledged to and before me that they executed said instrument in the capacity and for the purposes therein expressed.

WITNESS my hand and official seal this _____ day of _____ 2002 in the County and State first above written.

NOTARY PUBLIC

STATE OF FLORIDA
COUNTY OF

BEFORE ME, the undersigned authority, personally appeared Attilio DeMarco, well known to me as the person described in and who did(did not) take an oath, and who executed the foregoing instrument and acknowledged to and before me that they executed said instrument in the capacity and for the purposes therein expressed.

WITNESS my hand and official seal this ____ day of _____ 2002 in the County and State first above written.

NOTARY PUBLIC

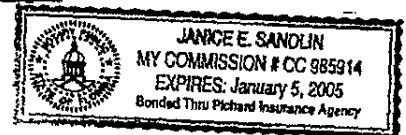
STATE OF FLORIDA
COUNTY OF *Orange*

BEFORE ME, the undersigned authority, personally appeared Stephen Harper, well known to me as the person described in and who did(did not) take an oath, and who executed the foregoing instrument and acknowledged to and before me that they executed said instrument in the capacity and for the purposes therein expressed.

WITNESS my hand and official seal this *13* day of *January* 2002 in the County and State first above written.

Janice E. Sandlin

NOTARY PUBLIC

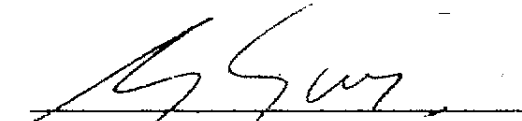


STATE OF FLORIDA
COUNTY OF

BEFORE ME, the undersigned authority, personally appeared Donald Hartog, well known to me as the person described in and who did(did not) take an oath, and who executed the foregoing instrument and acknowledged to and before me that he executed said instrument

at the time of dissolution.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 14th day
of January, 2003.


Bhagwan Asnani

Attilio DiMarco

Stephen Harper

Donald Hartog

STATE OF FLORIDA
COUNTY OF

BEFORE ME, the undersigned authority, personally appeared Bhagwan Asnani, well known to me as the person described in and who did(did not) take an oath, and who executed the foregoing instrument and acknowledged to and before me that they executed said instrument in the capacity and for the purposes therein expressed.

WITNESS my hand and official seal this 14th day of January, 2003 in the
County and State first above written.



Catherine M. Speidel
Commission # DD 014990
Expires May 12, 2005
Bonded Thru
Atlantic Bonding Co., Inc.


NOTARY PUBLIC

CERTIFICATION DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED


In pursuance of Chapter 43.091 and Chapter 617.023 of the Florida Statutes, the following certificate, acceptance and acknowledgement is attached to these Articles of Incorporation, which provides as follows:

First, that HUCKLEBERRY PROPERTY OWNERS ASSOCIATION, INC., is desiring to organize as a Corporation Not For Profit, having its initial principal place of business as specified in the said Articles, do hereby designate the following office in this State and Resident Agent thereat upon whom service of process may be served.

Interstate Holdings, Inc.
431 E. Heratio Avenue, Suite 110
Maitland, FL 32751

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

 Bhagwan Asnani as Resident
Resident Agent

12/17/02

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