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FLORIDA NON-PROFIT CORPORATION

HIGH HAWKS OF VERO PROPERTY OWNERS' ASSOCIATION PHAS

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ARTICLES OF INCORPORATION
OF
HIGH HAWK OF VERO PROPERTY OWNERS' ASSOCIATION PHASE TWO, INC.
A NONPROFIT CORPORATION

We, the undersigned natural persons of legal age, at least two of whom are citizens of the State of Florida, acting as incorporators of a corporation under Chapter 617 of the Florida Statutes, hereby adopt the following articles of incorporation:

Article I.

The name of the corporation is HIGH HAWK OF VERO PROPERTY OWNERS' ASSOCIATION PHASE TWO, INC. (hereinafter the "association"). The principal address shall be: 123 Queens Road, North Hutchinson Island, Florida 34949.

Article II.

The association is a nonprofit corporation.

Article III.

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Association shall exist in perpetuity.

Article IV.

The association is formed for the primary purpose of providing for the maintenance, preservation, and architectural control of the residence lots and common area within a certain subdivided tract of real property described as follows: *see attached Exhibit "A" for legal description*, and to promote the health, safety, and welfare of the residents within the above-described subdivision and such additions thereto as may hereafter be brought within the jurisdiction of the association for such purpose.

In furtherance of such purposes, the association will have the power to:

(a). Perform all of the duties and obligations of the association as set forth in a certain Declaration of Covenants, Conditions, and Restrictions (the "Declaration") applicable to the subdivision and to be recorded in the public records of Indian River County, Florida;

(b). Affix, levy, and collect all charges and assessments pursuant to the terms of the Declaration, and enforce payment thereof by any lawful means; and pay all expenses in connection therewith, and all office and other expenses incident to the conduct of the business of the association, including all licenses, taxes, or governmental charges levied or imposed on the property of the association;

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(c). Acquire (by gift, purchase, or otherwise), own, hold, improve, build on, operate, maintain, convey, sell, lease, transfer, dedicate to public use, or otherwise dispose of real and personal property in connection with the affairs of the association;

(d). Borrow money and, subject to the consent by vote or written instrument of two-thirds of the Class B Membership or, if there is no Class B Membership, by two-thirds of the Class A Membership, mortgage, pledge, convey by deed of trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e). Dedicate, sell, or transfer all or any part of the common areas to any municipality, public agency, authority, or utility for such purposes and subject to such conditions as may be agreed on by the members. No such dedication or transfer will be effective unless an instrument has been signed by two-thirds of the Class B Membership or, if there is no Class B Membership, by two-thirds of the Class A Membership, agreeing to such dedication, sale, or transfer;

(f). Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, or annex additional residential property and common areas, provided that any merger, consolidation, or annexation must have the consent by vote or written instrument by two-thirds of the Class B Membership or, if there is no Class B Membership, by two-thirds of the Class A Membership;

(g). Have and exercise all powers, rights and privileges that a corporation organized under Chapter 617 of the Florida Statutes by law may now or hereafter have or exercise.

(h). The Association shall operate, maintain and manage the surface water or stormwater management system(s) in a manner consistent with the St. Johns River Water Management District permit no. 40-061-26163-2 requirements and applicable District rules and shall assist in the enforcement of the Declaration of Covenants and Restrictions which relate to the surface water or stormwater management System. The Association shall levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the surface water or stormwater management system.

The association is organized and will be operated exclusively for the above purposes. The activities of the association will be financed by assessments on members as provided in the Declaration, and no part of any net earnings will inure to the benefit of any member.

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Association shall exist in perpetuity.

Article V.

The street address of the initial registered office of the association is 123 Queens Road, North Hutchinson Island, Florida 34949, and the name of its initial registered agent at that address is Robert Marcello.

Article VI.

Every person or entity who/which is a record owner of a fee or undivided fee interest in any lot which is subject by covenants of record to assessments by the association, including contract sellers, but excluding persons holding title merely as security for performance of an obligation, will be a member of the association. Membership will be appurtenant to and may not be separated from ownership of a lot which is subject to assessment by the association.

Article VII.

The association will have two classes of voting members, which are defined as follows:

Class A. Class A members will include all owners with the exception of the declarant, as that term is defined in the Declaration. Class A members will be entitled to one vote for each lot owned. When more than one person holds an interest in any lot, all of those persons will be members. The vote for such lot will be exercised as such members determine among themselves, but in no event will more than one vote be cast with respect to any lot owned by Class A members.

Class B. The Class B member will be the declarant, as that term is defined in the Declaration. The declarant will be entitled to fifteen votes for each lot owned. The Class B membership will cease and be converted to Class A membership as provided in the Declaration. During the period of during which Class B membership is in existence, Class A membership shall not have the power to participate in voting without the consent of each owner of Class B membership shares.

Article VIII.

The number of directors constituting the initial board of directors of the association is three, and the names and addresses of the persons who are to serve as the initial directors are:

Name	Address
Robert Marcello	123 Queens Road North Hutchison Island, Florida 34949
Richard Marcello	123 Queens Road North Hutchison Island, Florida 34949
Anthony Marcello	123 Queens Road North Hutchison Island, Florida 34949

As long as the Declarant owns at least one (1) lot in the subdivision, it shall be entitled to elect a majority of the membership of the Board of Directors.

Article IX.

On dissolution, the assets of the association will be distributed to an appropriate public agency to be used for purposes similar to those for which the association was created. In the event such distribution is refused acceptance, such assets will be granted, conveyed, and assigned to any nonprofit corporation, association, trust, or other organization organized and operated for such similar purposes.

In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water or stormwater management system must be transferred to and accepted by an entity which would comply with Section 40C-42.027, F.A.C., and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

Article X.

The officers of the corporation shall be a President, a Vice President/Secretary and a Treasurer.

The names of the persons who are to serve as officers of the corporation until the first meeting of the Board of Directors (and thereafter until such time as the Board of Directors elects new officers) are:

President/Secretary:	Robert Marcello
Vice President/Treasurer:	Richard Marcello

Article XI.

Indemnification of Officers and Directors

Every Director and every Officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or Officer at the time such expenses are incurred, except in such cases wherein the Director or Officer is adjudicated guilty of willful misfeasance or malfeasance in the performance of his duties; provided, that, in the event any claim for reimbursement or indemnification hereunder based upon a settlement by the Director or Officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled.

Article XII.

Transaction in Which Directors or Officers are Interested

No contract or transaction between the Association and one or more of its Directors or Officers, or between the Association and any other corporation, partnership, association, or other organization in which one or more of its Directors or Officers are Directors or Officers, or have a financial interest, shall be invalid, void or voidable solely for the reason, or solely because the Directors or Officer is present at or participates in the Board or Committee thereof which authorized the contract or transaction, or solely because his or their votes are counted for such purpose. No Director or Officer of the Association shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction.

Interested Directors may be counted in determining the presence of a quorum of the Board of Directors or of a committee, which authorized the contract or transaction.

Article XIII.

The name and street address of each incorporator is:

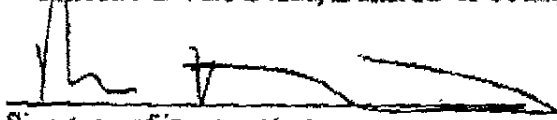
Name

Address

Richard Marcello

123 Queens Road
North Hutchison Island, Florida 34949

Executed at Vero Beach, Indian River County, Florida on the 20th day of May, 2003.

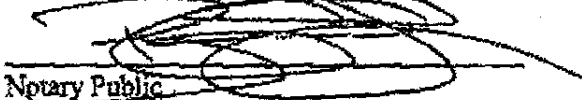

Signatures of incorporators

State of Florida

County of Indian River

I, Barry Glen Segal, a notary public, certify that on March 25, 2004, Richard Marcello, being first duly sworn, personally appeared before me and declared that they are the persons who signed the foregoing document as incorporators, and that the statements contained therein are true.

In witness, I have set my hand and on the date first above-written.


Notary Public

(Notarial seal)



Barry Glen Segal
MY COMMISSION # CC923770 EXPIRES
June 10, 2004
BONDED THROUGH TITLY FAIR INSURANCE, INC.

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

Having been named registered agent to accept service of process for the above stated corporation, at the place designated in the certificate,

I, Richard Marcello, hereby agree to act in that capacity and further agree to comply with the provisions of all statutes relative to the proper and complete performance of such duties.


RICHARD MARCELLO

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Exhibit "A"

DESCRIPTION

Legal Description

A TRACT OF LAND BEING A PORTION OF TRACT 1 AND A PORTION OF THE 60 FOOT WIDE STRIP RESERVED FOR ROAD PURPOSES ADJOINING THE EAST LINE THEREOF, IN SECTION 36, TOWNSHIP 33 SOUTH, RANGE 39 EAST, ACCORDING TO THE LAST GENERAL PLAT OF LANDS OF THE INDIAN RIVER FARMS COMPANY, AS RECORDED IN PLAT BOOK 2, PAGE 25, OF THE PUBLIC RECORDS OF ST. LUCIE COUNTY, FLORIDA (NOW IN PUBLIC RECORDS OF INDIAN RIVER COUNTY, FLORIDA), SAID LANDS NOW LYING AND BEING IN INDIAN RIVER COUNTY, FLORIDA, TOGETHER WITH A PORTION OF THE NORTHWEST 1/4 OF SECTION 31, TOWNSHIP 33 SOUTH, RANGE 40 EAST, INDIAN RIVER COUNTY, FLORIDA, SAID TRACT OF LAND MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE NORTHEAST CORNER OF SAID SECTION 36, PROCEED NORTH 89° 43' 40" WEST ALONG THE NORTH LINE OF SAID SECTION 36 A DISTANCE OF 229.12 FEET; TO A POINT ON THE NORTHERLY EXTENSION OF THE EASTERLY LINE OF "HIGH HAWK OF VERO BEACH PHASE 1", AS RECORDED IN PLAT BOOK 17, PAGES 36 AND 36A, OF THE PUBLIC RECORDS OF INDIAN RIVER COUNTY, FLORIDA; THENCE SOUTH 29° 42' 00" EAST ALONG SAID NORTHERLY EXTENSION AND SAID EASTERLY LINE OF HIGH HAWK OF VERO BEACH PHASE 1, A DISTANCE OF 455.28 FEET TO THE MOST EASTERLY CORNER OF HIGH HAWK OF VERO BEACH PHASE 1; THENCE CONTINUE SOUTH 29° 42' 00" EAST A DISTANCE OF 329.73 FEET TO A POINT ON THE NORTH LINE OF VERO BEACH HIGHLANDS UNIT TWO, AS RECORDED IN PLAT BOOK 5, PAGES 77 AND 78, PUBLIC RECORDS OF INDIAN RIVER COUNTY, FLORIDA; THENCE SOUTH 60° 18' 00" WEST ALONG SAID NORTH LINE, A DISTANCE OF 140.00 FEET TO A POINT ON THE EASTERLY RIGHT-OF-WAY LINE OF SUNRISE DRIVE (70' WIDE RIGHT-OF-WAY WIDTH PER SAID PLAT); THENCE NORTH 29° 42' 00" WEST ALONG SAID EASTERLY RIGHT-OF-WAY LINE AND NORTHERLY LIMITS OF VERO BEACH HIGHLANDS UNIT TWO, A DISTANCE OF 30.00 FEET; THENCE SOUTH 60° 18' 00" WEST ALONG SAID NORTHERLY LIMITS OF VERO BEACH HIGHLANDS UNIT TWO SAID LINE BEING 30.00 FEET NORTHERLY OF, WHEN MEASURED AT RIGHT ANGLES TO, THE SOUTHERLY RIGHT-OF-WAY LINE OF 18TH PLACE S.W. AS SHOWN ON SAID PLAT, A DISTANCE OF 300.17 FEET TO A POINT ON THE NORTHEASTERLY LINE OF HIGHLANDS ELEMENTARY SCHOOL AS RECORDED IN OFFICIAL RECORDS BOOK 714, PAGE 445, PUBLIC RECORDS OF INDIAN RIVER COUNTY, FLORIDA; THENCE NORTH 29° 42' 00" WEST ALONG SAID NORTHEASTERLY LINE, A DISTANCE OF 135.00 FEET TO A POINT ON THE SOUTHERLY LIMITS OF THE AFOREMENTIONED PLAT OF HIGH HAWK OF VERO BEACH PHASE 1; THENCE PROCEED THE FOLLOWING THREE COURSES ALONG SAID SOUTHERLY LIMITS OF HIGH HAWK OF VERO BEACH PHASE 1: NORTH 60° 18' 00" EAST A DISTANCE OF 137.58 FEET; NORTH 29° 42' 00" WEST A DISTANCE OF 164.73 FEET; NORTH 60° 18' 00" EAST A DISTANCE OF 302.59 FEET TO THE POINT OF BEGINNING.

CONTAINING AN AREA OF 2.605 ACRES, MORE OR LESS.

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