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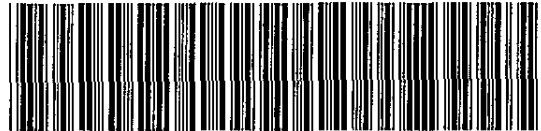
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2004 MAY 24 A 9 31
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May 24, 2004

VIA HAND DELIVERY

Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, FL 32399

Re: Formation of The Hermitage Property Owners' Association

Dear Division Personnel:

Enclosed for filing please find one original and two copies of the Articles of Incorporation and a Certificate of Designation of Registered Agent/Registered Office for the corporation listed above.

Please file these Articles and Certificate of Designation, certify one copy, and stamp the other copy "Filed."

I have enclosed a check in the amount of \$91.50 for the filing fee, certification fee, and a certificate of status. Our messenger will pick up the certified copy, the stamped copy, and the certificate of status after 11:00 a.m. on May 26, 2004.

Sincerely,

Nancy M. Wallace

**ARTICLES OF INCORPORATION
OF
THE HERMITAGE PROPERTY OWNERS' ASSOCIATION, INC.**

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2004 MAY 24 A 9:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Chapter 617, Florida Statutes, I, the undersigned natural person competent to contract, acting as incorporator of a corporation not-for-profit, hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is THE HERMITAGE PROPERTY OWNERS' ASSOCIATION, INC., hereinafter referred to as the "Association".

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Association is 1415 East Piedmont, Suite 3, Tallahassee, Florida 32308.

ARTICLE III

REGISTERED AGENT

Byron B. Block, whose address is 1415 East Piedmont, Suite 3, Tallahassee, Florida 32308, is hereby appointed the initial registered agent of this Association.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purpose for which it is formed is to exercise the powers afforded to

Block Land & Finance Co., Ltd. pursuant to the Property Owners' Covenants The Hermitage (the "Covenants"), recorded with the office of the Clerk of the Circuit Court of Leon County, Florida, upon assignment of such powers by Block Land & Finance Co., Ltd. to the Association, and, upon such assignment, to provide for maintenance and preservation of the Property as provided in the Covenants; provide for the architectural control of the Property; and promote the health, safety and welfare of the residents within the Property and any additions thereto as may hereinafter be brought within the jurisdiction of this Association, and in furtherance of these purposes, to:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of Block Land & Finance Co., Ltd. as set forth in the Covenants and as the same may be amended from time to time as therein provided, said Covenants being incorporated herein as if set forth at length;

(b) fix, levy, collect and enforce payment of, by any lawful means, all charges or assessments pursuant to the terms of the Covenants; to 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 against the property of the Association;

(c) acquire (by gift, purchase or otherwise) own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(d) borrow money, and with the assent of two-thirds (2/3) of the members, mortgage, pledge, deed in 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 commonly-owned portions of the Property to any public agency or authority or utility for such purposes and subject to such conditions as may be provided in the Covenants;

(f) participate in mergers and consolidation with other non-profit corporations organized for the same purposes or annex additional residential property and common areas, provided that any such merger, consolidation or annexation shall have the assent of seventy-five percent (75%) of all votes of membership in the Association and seventy-five percent (75%) of the Board of Directors of the Association; and

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

ARTICLE V

MEMBERSHIP

Each owner of record of real property within the Property which is subject to assessment under the Covenants, with the exception of owners of real property located within the Rachel Lane & Constitution Place subdivision and the Vieux Carré subdivision, shall have appurtenant thereto a membership in the Association, which membership shall be held by the person or entity, or in common by the persons or entities, owning such real property. Owners of real property within the Rachel Lane & Constitution Place subdivision and the Vieux Carré subdivision shall not be members of the Association. Instead, the

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Rachel Lane & Constitution Place Homeowners Association, or its successor, and the Vieux Carré Homeowners Association, or its successor, shall be members of the Association and, as such, shall represent the owners of property within those subdivisions.

No person or entity holding an interest or title to real property as security for performance of an obligation shall acquire the membership by virtue of such interest or title. In no event may any membership be severed from the real property to which it is appurtenant.

ARTICLE VI

VOTING RIGHTS

Each Member, with the exception of the Members that are homeowners associations, shall be entitled to the number of votes equal to such Member's percentage ownership of the portion of the Property that is subject to assessments under the Covenants. The Members that are homeowner associations shall be entitled to the number of votes equal to the percentage of the portion of the Property that is subject to assessments under the Covenants that constitutes the subdivision governed by such homeowners association.

ARTICLE VII

BOARD OF DIRECTORS

The affairs and property of this corporation shall be managed and governed by a Board of Directors composed of not less than three (3) nor more than nine (9) members, and in the future the number will be determined from time to time in accordance with the

provisions of the By-Laws of the corporation. The number of Directors on the Board of Directors shall be an odd number.

The names and addresses of the persons who are to act in the capacity of Director until the selection of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
Byron B. Block	1415 East Piedmont, Suite 3 Tallahassee, Florida 32308
Elaine Hebenthal	1415 East Piedmont, Suite 3 Tallahassee, Florida 32308
Frank Dorsey	401 East Virginia St. Tallahassee, Florida 32308

At the first annual meeting, the members shall elect two (2) directors for a term of one (1) year, two (2) directors for a term of two (2) years, and a fifth (5th) director for a term of three (3) years. The candidate receiving the largest number of votes shall serve as director for three (3) years; the two candidates receiving the second and third largest vote shall serve as directors for two (2) years; and the two candidates receiving the fourth and fifth largest vote shall serve as directors for one (1) year. At each annual meeting thereafter the members shall elect the appropriate number of directors for a term of three (3) years.

ARTICLE VIII

OFFICERS

The officers of this Association shall be a President and a Vice President, who shall at all times be members of the Board of Directors, a Secretary, Treasurer, and such other officers as the Board may from time to time by resolution create. The election of officers

shall take place at the first meeting of the Board of Directors which shall follow each annual meeting of members. The names of the officers who are to serve until the first election of officers are:

PRESIDENT
VICE PRESIDENT/TREASURER
SECRETARY

BYRON B. BLOCK
FRANK DORSEY
ELAINE HEBENTHAL

ARTICLE IX

INDEMNIFICATION OF OFFICERS AND DIRECTORS

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

Whether civil, criminal, administrative, or investigative, other than one by or in the right of the Association to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity of Director or officer of the Association, or in his capacity as Director, officer, employee or agent of any other corporation, partnership, joint venture, or other enterprise which he served at the request of the Association, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily 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 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

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faith in the reasonable belief that such action was in the best interests of the Association 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 of the Association, 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 Association, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association. Such person shall not be entitled to indemnification in relation to matters to which such person has been adjudged to have been guilty of gross negligence or misconduct in the performance of his duty to the Association, unless and only to the extent that, the court, administrative agency, or investigative body before which such action, suit or proceeding is held shall determine upon application that despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

C. The Board of Directors shall determine whether amounts for which a Director or officer seeks indemnification were properly incurred and whether such Director or officer acted in good faith and in a manner he reasonably believed to be in the best interests of the Association, and whether, with respect to any criminal action or proceeding, 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 were not parties to such action, suit or proceeding.

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

ARTICLE X

TRANSACTION IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

A. 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, have a financial interest, shall be invalid, void or voidable solely for this reason, or solely because the Director or officer is present at or participates in the meeting of the Board or Committee thereof which authorized the contract or transaction, or solely because his or their votes are counted for such purpose. However, such Director or officer must disclose such financial or other interest. 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.

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

ARTICLE XI

BY LAWS

By-Laws shall be initially adopted by the Board of Directors after which these By-Laws may be amended, at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy.

ARTICLE XII

ANNEXATION

Residential Property, common area and recreational facilities may be annexed to the Property with the consent of a majority of the Board of Directors of the Association. Such Annexation shall become effective upon the recording of an amendment to the Covenants in the Public Records of Leon County, Florida.

ARTICLE XIII

AMENDMENTS

Proposals for the alteration, amendment or rescission of these Articles of Incorporation may be made by a majority of the Board of Directors or twenty-five percent (25%) of the total number of votes held by the members. Amendment of these Articles of Incorporation shall require the assent of not less than seventy-five percent (75%) of the total number of votes of the membership, except that the Board of Directors may amend these Articles of Incorporation without the assent of the membership to correct any ambiguities, scriveners errors or conflicts appearing within these Articles of Incorporation.

ARTICLE XIV

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by the holders of not less than two-thirds (2/3) of the votes held by the members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for the purposes similar to those for which this Association was created. In the event dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes. Any action under this Article is subject to the procedures and requirements of Florida Statute 617.05.

ARTICLE XV

DURATION

The corporation shall exist perpetually.

ARTICLE XVI

INCORPORATOR

The name and address of the incorporator is as follows:

NAME

Byron B. Block

ADDRESS

1415 East Piedmont, Suite 3
Tallahassee, Florida 32308

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, I, the undersigned, constituting the incorporator of this Association, have executed these Articles of Incorporation this 30th day of April, 2004.



Incorporator

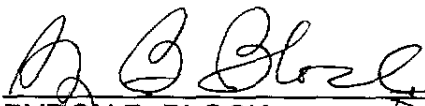
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR SERVICE OR PROCESS WITHIN
THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Statute:

THAT THE HERMITAGE PROPERTY OWNERS' ASSOCIATION, INC., desiring to organize under the laws of the State of Florida, with its principal offices at 1415 East Piedmont, Suite 3, Tallahassee Florida 32308, has named Byron B. Block, Esquire whose office is located at 1415 East Piedmont, Suite 3, Tallahassee, Florida 32308 as its agent to accept service of process with the State.

ACKNOWLEDGMENT

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


BYRON B. BLOCK

2009 MAY 24 A 9:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED