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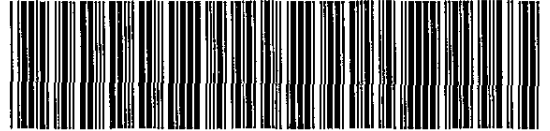
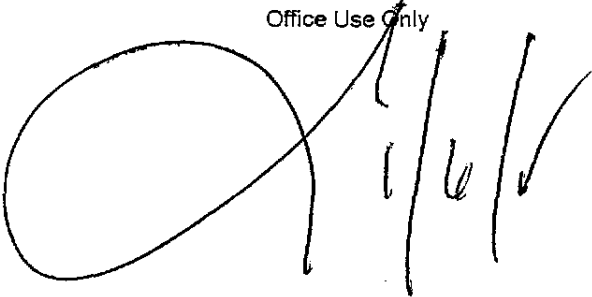
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CORPORATION SERVICE COMPANY'

ACCOUNT NO. : 072100000032

REFERENCE : 123997 80745A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : January 5, 2005

ORDER TIME : 9:22 AM

ORDER NO. : 123997-005

CUSTOMER NO: 80745A

CUSTOMER: Ms. Penny K. Every
Korey, Sweet, Mckinnon
Simpson & Vukelja
Suite A
595 West Granada Boulevard
Ormond Beach, FL 32174

DOMESTIC FILING

NAME: HARRIS PARK OWNERS
ASSOCITION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 2956

EXAMINER'S INITIALS: _____

ARTICLES OF INCORPORATION
OF
HARRIS PARK OWNERS ASSOCIATION, INC.

(A corporation not for profit under
the laws of the State of Florida)

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TALLAHASSEE FLORIDA

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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 corporations not for profit, we, the undersigned, hereby associate ourselves into a corporation for the purposes and with the powers hereinafter mentioned; and to that end we do, by these Articles of Incorporation, set forth:

ARTICLE 1

NAME

The name of the corporation shall be **Harris Park Owners Association, Inc.** For convenience, the corporation shall be referred to in this instrument as "The Association."

ARTICLE 2

PURPOSE

2.1 The purpose for which the Association is organized is to provide an entity to carry out and accomplish the purposes described in the Declaration of Covenants and Restrictions for Harris Park (the "Declaration"), as recorded in the Public Records of Flagler County, Florida, and to undertake such management, maintenance, operation, ownership and other duties with respect

to the Development as shown on the Plat of Harris Park (hereafter "Development") including but not limited to the management of the common areas within the Development.

2.2 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 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.

2.3 The Association shall make no distribution of income to its members, directors or officers, being conducted as a nonprofit organization for the benefit of its members.

ARTICLE 3

POWERS

The Association shall have the following powers:

3.1 The Association shall have all of the common law and statutory powers of a corporation not for profit not in conflict with the terms of these Articles.

3.2 The Association shall have the power to administer and enforce the provisions of the Declaration more fully described in Article 2 hereof and all of the powers and duties reasonably necessary to carry out the responsibilities and

duties conferred upon it by the Declaration, as it may be amended and supplemented from time to time, including but not limited to, the following:

a) To make and establish reasonable rules and regulations regarding the use of Association common property subject to its jurisdiction.

b) To make and collect assessments against members of the Association to defray the cost, expenses and losses of the Association.

c) To use the proceeds of assessments in the exercise of its power and duties.

d) To maintain, repair, replace, operate and manage the Association property, including the right to reconstruct improvements after casualty, to make and construct additional improvements upon the Association property and maintain and repair the surface water or stormwater management systems including but not limited to work within retention areas, drainage structures and drainage easements.

e) To purchase insurance upon the Association property and improvements and insurance for the protection of the Association and its members.

f) To enforce by legal means the provisions of the Declaration, as amended from time to time, these Articles of incorporation, the By-Laws of the Association which may be hereafter adopted and the rules and regulations governing the use of the Association property.

g) To contract for the management of the Association property and to delegate to such contractor all powers and duties of the Association except such

as are specifically required by the Declaration of Covenants and Restrictions to have approval of the Board of Directors or the membership of the Association.

h) To contract for the management and operation of portions of the Association property susceptible to separate management or operation.

i) To employ personnel and engage such professional assistance as may be necessary to perform the services required for the proper operation of the Association and its properties.

j) To exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to or imposed upon the Association pursuant to the Declaration of Covenants and any Declaration supplementary thereto.

k) To organize, promote and support undertakings and activities for the benefit and general welfare of the residents of the Development.

l) To 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.

m) To hold title to Association real and personal property.

3.3 All funds and the title of all properties acquired by the Association, and their proceeds, shall be held for the benefit of the members of the Association in accordance with the provisions of the Declaration, these Articles of Incorporation and the By-Laws.

3.4 In the event of the dissolution of the Association, title to all real property shall vest in the abutting lot owners as at common law, subject, however, to the same easements and rights of uses by the residents of the

Development as existed prior to dissolution. Upon dissolution of the Association, all money and other personal property of the Association shall be distributed pro rata to lot or unit owners, in the same ratio as votes are distributed and apportioned among said lot or unit owners.

3.5 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 4

MEMBERS

The qualifications of members, the manner of their admission to and termination of membership, and voting shall be as follows:

4.1 The membership of the Association shall consist of every person who is the record owner of a fee estate or life estate in any lot in the Development so long as such ownership interest shall exist.

4.2 Immediately upon the divestment of a member's ownership interest in a lot regardless of the means by which such ownership may be divested, such owner's membership shall terminate.

4.3 The interest of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to his lot. The funds and assets of the Association belong solely to the Association subject to the limitation that the same be expended, held or used for the benefit of the membership and for the purposes authorized herein, in the Declaration, and in the By-Laws which may be hereafter adopted.

4.4 Votes may be exercised or cast by the owner or owners of each lot as may be provided in the Declaration and the By-Laws hereafter adopted by the Association.

ARTICLE 5

PRINCIPAL OFFICE AND DESIGNATION OF RESIDENT AGENT

The principal office of the Association shall be located at 2 Armand Beach Drive, Suite 2A, Palm Coast, FL 32137 , but the Association may 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. The Board of Directors shall also have the right to relocate the principal office. The initial resident agent of the Association shall be **Jeffrey C. Sweet, 595 West Granada Blvd., Ormond Beach, FL 32174**. The Board of Directors may, from time to time, change the resident agent by designation filed in the office of the Secretary of State.

ARTICLE 6
DIRECTORS

6.1 The affairs of the Association will be managed by a Board consisting of not less than three (3) nor more than five (5) directors. The number of members of the Board of Directors shall be as provided from time to time by the By-Laws of the corporation, and in the absence of such determination, shall consist of three (3) directors. Directors need not be members of the Association.

6.2 Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

6.3 The election of the Directors shall be held on the second Friday in June of 2005, and annually thereafter. The directors named in these Articles shall serve until successor directors are elected and any vacancies in their number occurring before such election shall be filled by the remaining Directors.

6.4 The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

Jeffrey C. Sweet	595 W. Granada Blvd., Ormond Beach, FL 32174
Penny K. Every	595 W. Granada Blvd., Ormond Beach, FL 32174

Katherine E. Phillips 595 W. Granada Blvd., Ormond Beach, FL 32174

6.5 The Board of Directors shall elect a President and Secretary-Treasurer, and as many Vice Presidents and Assistant Secretaries as the Board of Directors shall determine to be necessary. The same person may hold two offices, the duties of which are not incompatible; provided, that the office of President and Vice President shall not be held by the same person, nor shall the President also be the Secretary-Treasurer or an Assistant Secretary.

ARTICLE 7

OFFICERS

The affairs of the Association shall be administered by the officers elected by the Board of Directors. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

Jeffrey C. Sweet 595 W. Granada Blvd. Ormond Beach, FL 32174	President
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Penny K. Every 595 W. Granada Blvd. Ormond Beach, FL 32174	Secretary
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Katherine E. Phillips 595 W. Granada Blvd. Ormond Beach, FL 32174	Treasurer
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ARTICLE 8
IDEMNIFICATION

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 or any settlement of 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 of the Association, whether or not he is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification shall apply only when the Board of Directors approved 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 9
BY-LAWS

The first By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the By-Laws.

ARTICLE 10

EXISTENCE AND DURATION

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 11

AMENDMENTS

Except as otherwise herein provided, amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

11.1 A Resolution for the adoption of a proposed amendment may be proposed by the Board of Directors of the Association acting upon a vote of a majority of the directors, or by members of the Association to whose lots 25% of the total vote are appurtenant, whether meeting as members or by instrument in writing signed by them.

11.2 Upon any amendment or amendments to these Articles of Incorporation being proposed by said Board of Directors or members, such proposed amendment or amendments shall be transmitted to the President of the Association or other officers of the Association in the absence of the President, who shall thereupon call a special meeting of the members of the Association for a day no sooner than ten (10) days nor later than thirty (30) days after the receipt by him of the proposed amendment or amendments, and it shall

be the duty of the secretary to give to each member written or printed notice of such meeting, stating the time and place of the meeting and reciting the proposed amendment or amendments in reasonably detailed form. Such notice shall be mailed to or presented personally to each member not less than ten (10) nor more than thirty (30) days before the date set for such meeting. If mailed, such notice shall be deemed to be properly given when deposited in the United States mail, addressed to the member at his post office as it appears on the records of the Association, the postage thereon prepaid. Any member may, by written waiver of notice signed by such member, waive such notice, and such waiver when filed in the records of the Association, whether before or after the holding of the meeting, shall be deemed equivalent to the giving of such notice to such member. In order to become effective, the proposed amendment or amendments must be approved by the affirmative vote of the majority of the total votes appurtenant to all lots subject to Association assessment. A copy of each amendment, after it has become effective, shall be transcribed and certified in such form as may be necessary to register the same in the office of the Secretary of State of the State of Florida, and upon the registration of such amendment or amendments with the Secretary of State, a certified copy thereof shall be recorded in the Public Records of Flagler County, Florida.

11.3 At any meeting held to consider any amendment or amendments of these Articles of incorporation, the written vote of any member of the Association shall be recognized, if such member of the Association is not in

attendance at such meeting or represented thereof by proxy, provided such written vote is delivered to the secretary of the Association at or prior to such meeting.

11.4 No amendment of these Articles shall be made that is in conflict with the Declaration as amended from time to time. No amendment to these Articles of incorporation which shall abridge, amend or alter the rights of the developer, or any successor developer, may be adopted or become effective without the prior written consent of said developer, or such successor.

ARTICLE 12

SUBSCRIBERS NAMES

12.1 The name and address of the subscribers of these Articles of incorporation are as follows:

Jeffrey C. Sweet 595 W. Granada Blvd., Ormond Beach, FL 32174

Penny K. Every 595 W. Granada Blvd., Ormond Beach, FL 32174

Katherine E. Phillips 595 W. Granada Blvd., Ormond Beach, FL 32174

ARTICLE 13

REGISTERED AGENT

13.1 The name and address of the registered agent of the Association is as follows:

Jeffrey C. Sweet 595 W. Granada Blvd., Ormond Beach, FL 32174

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this 4 day of January 2005.

[Signature]
Jeffrey C. Sweet

[Signature]
Penny K. Every

[Signature]
Katherine E. Phillips

STATE OF FLORIDA
COUNTY OF VOLUSIA

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared JEFFREY C. SWEET, PENNY K. EVERY and KATHERINE E. PHILLIPS, who are personally known to me be the persons described as the Subscribers and Incorporators, who have executed the foregoing Articles of Incorporation and who have not taken an oath.

Witness my hand and official seal in the County and State named above this 4th day of January 2005.

[Signature]

Notary Public


My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of Harris Park Owners Association, Inc., which is contained in the foregoing Articles of Incorporation.

DATED this 4th day of January, 2005.



Jeffrey C. Sweet
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA