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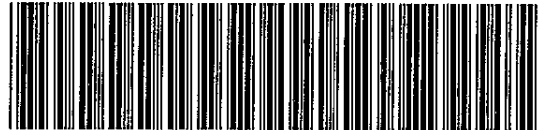
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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March 7, 2005

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Subject: Heather's Cove Homeowners Association, Inc.

Enclosed is an original and one (1) copy of the Articles of Incorporation and Certificate of Designation of Registered Agent/Registered office, and a check in the amount of \$78.75 representing the filing fee and fee for a certified copy/certificate.

Please issue a letter of acknowledgement upon filing.

Once these have been filed, please return the certified copy to us.

Thank you for your time and attention to this matter.

FROM: Robert A. Hoonhout, Esquire
Mackey Law Group, P.A.
1402 Third Avenue West
Bradenton, FL 34205
(941) 746-6225

**ARTICLES OF INCORPORATION
OF
HEATHER'S COVE
HOMEOWNERS' ASSOCIATION, INC.**

FILED
05 MAR 14 PM 1:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(A Corporation not for profit)

We, the owners of lots and/or homes in Heather's Cove, associate ourselves together for the purpose of forming and creating a corporation not for profit under and by virtue of the laws of the State of Florida, and by and under the provisions of the statutes of the State of Florida which provides for the formation, rights, privileges, liabilities and immunities of a corporation not for profit. To that end, we agree and subscribe to the following Articles of Incorporation.

ARTICLE I

The name of this corporation shall be "HEATHER'S COVE HOMEOWNERS' ASSOCIATION, INC." hereinafter referred to as the Association.

ARTICLE II

The general nature of the objectives and purposes of this Association shall be:

Section 1: To unify the owners of lots and/or homes for the purpose of representing a common interest in matters of policy affecting the members, matters of private policy, public, or otherwise, affecting the individuals or the community as a whole, and to represent the owners of lots and/or homes in contractual relationships between them and other parties: further, to allow the Board of Directors to speak authoritatively for the membership of this Association.

Section 2: To form a homeowner's association as provided in the Restrictive Covenants for Heather's Cove, as recorded in the Public Records of Hillsborough County, Florida, including but not limited to the power and authority to enforce the provisions of said Restrictive Covenants.

ARTICLE III

The Association shall have all the common law and statutory powers of a corporation not for profit including the power to own and convey property; to operate and maintain common property, specifically the surface water management system as permitted by the Southwest Florida Water Management District, including all lakes, retention areas, culverts and related appurtenances, and to contract for services to provide for such operation and maintenance, to sue and be sued; to establish rules and regulations for the operation and maintenance of the common property; to assess the members of the Association such sums as may be deemed necessary and appropriate by the Board of Directors and Members of the Association to provide for the operation and maintenance of the common property herein above described, and to enforce such assessments by the imposition of liens on the property of the members within the subdivision, and to take any other action necessary for the purpose for which the Association is organized.

The foregoing statement shall be understood as an indication of the powers of this corporation, and no recitation, expression or declaration of specific powers or purposes herein enumerated shall be deemed to be exclusive but it is hereby expressly declared that all other lawful powers not inconsistent herewith are hereby included by reference.

ARTICLE IV

This corporation is to exist perpetually unless sooner dissolved by law. In the event the Corporation is dissolved, the surface water management system shall be conveyed to an appropriate agency of local government, and if no such local governmental agency will accept the surface water management system, same shall be dedicated to a non-profit corporation similar to this corporation, together with the power to assess lots in Heather's Cove for the cost of operating and maintaining such system, and to enforce such assessment by the imposition of liens thereon.

ARTICLE V

Membership in the Association shall consist of all owners of lots in Heather's Cove in Hillsborough County, Florida. The owners of each lot shall be entitled to one vote with regard to the business of the Association and the one vote may be exercised by the owner or owners of the said subdivision lot. There shall be only one class of members.

ARTICLE VI

Section 1: The affairs of the corporation shall be managed by a President, Vice President, Secretary and Treasurer, all of whom shall be Directors, and a Board of Directors of three to five members. All officers and directors must be lot owners in the subdivision, except that the initial directors may be employees of the developer.

Section 2: The Directors shall be elected each year according to the procedure prescribed in the by-laws. The annual meeting and election shall be held by the association members on the third Thursday of January of each year, beginning in 2005. Immediately after the election of the Directors, they shall meet, organize and elect from that body the officers for said year.

The Directors shall have authority to fill vacancies on the Board to maintain a membership of five. Terms of members of the Board shall be for one year.

A majority of the Board shall constitute a quorum and a majority vote of those present at any regular or special meeting shall be sufficient to authorize any action deemed necessary.

Section 3: The names of the persons who are to serve as initial officers and directors of the Board of Directors are:

<u>OFFICE</u>	<u>NAME</u>
President/Secretary/Treasurer/Director	William L. Manfull

ARTICLE VII

Section 1: The Board of Directors of this corporation shall provide such by-laws for the

conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Section 2: Upon proper notice, the by-laws may be amended, altered, or rescinded by the Board of Directors and the membership as spelled out in the by-laws.

ARTICLE VIII

These Articles of Incorporation may be amended by the act of two-thirds (2/3) of the members of the Corporation. Such amendments may be proposed and adopted in the manner provided for in the By-Laws of the Corporation.

ARTICLE IX

The names and addresses of the subscribers of these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
William L. Manfull	4308 Redfish Court Palmetto, FL 34221

ARTICLE X

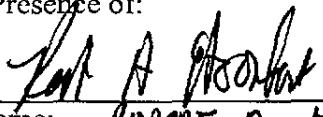
The initial street address in Florida of the principle office and initial registered office of the corporation is 4308 Redfish Court, Palmetto, FL 34221, and the initial registered agent at such address is William L. Manfull.


ARTICLE XI

If the Corporation is dissolved, the assets of the Corporation shall be irrevocably dedicated to the Hillsborough County Housing Authority, OR, to such other public body as may be determined by the Board of Commissioners of the Authority, OR, conveyed to a non-profit organization with purposes similar to the stated purpose of this Corporation.

IN WITNESS WHEREOF, we the undersigned, being all of the subscribers named below do hereby further certify that the facts stated above are truly set forth and accordingly have set our respective hands and seals.

Signed, Sealed and Delivered
In the Presence of:


Print name: ROBERT A. MANFULL



William L. Manfull, Incorporator


Print name: JENNIFER S. PUTNAL

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 14th day of February, 2004, by William L. Manfull, as incorporator of Heather's Cove Homeowners' Association Inc., who is personally known to me or who has produced _____ as identification.




Notary Public
My commission expires:

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes (1999), the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent and his Florida office:

1. The name of the corporation is: Heather's Cove Homeowners' Association, Inc.
2. The name and address of the registered agent and office is:

Name: William L. Manfull
Address: 4308 Redfish Court, Palmetto, FL 34221

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Dated: February 4, 2004.



William L. Manfull