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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2005 JUN 16 AM 8:07

FILED

W05-2699+

T. Hampton JUN 17 2005

Salter, Feiber, Murphy, Hutson & Menet, P.A.

Attorneys at Law

James G. Feiber, Jr.*
Susan M. Gerling**
Denise Lowry Hutson
David E. Menet
Melissa Jay Murphy
James D. Salter
Kristine J. Van Vorst

3940 NW 16th Blvd, Bldg. B
Gainesville, Florida 32605

Post Office Box 357399
Gainesville, Florida 32635-7399
352.376.8201
Fax 352.376.7996

*Certified Civil Mediator
**Licensed in Florida, Illinois
And Missouri

www.salterlaw.net

May 26, 2005

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Haile Market Square Owners Association, Inc.
Our File #03-2018.2

Dear Sir/Madam:

Enclosed please find an original and one (1) copy each of the Articles of Corporation for the above-referenced not-for-profit corporation.


Also enclosed please find this firm's checks in the amount of \$78.75 each for the following:

Filing Fee	\$ 35.00
Registered Agent Designation	35.00
Certification Copy of Articles	<u>8.75</u>
	\$ 78.75

We appreciate your cooperation in this matter. If you require any further information or have any questions, please advise.

Sincerely yours,

SALTER, FEIBER, MURPHY,
HUTSON & MENET, P.A.


Jerese Bolduc
Paralegal

/jb

enclosures

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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

June 8, 2005

RECEIVED

05 JUN 16 PM 2:56

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

JENESE BOLDUC, PARALEGAL
SALTER, FEIBER, MURPHY, ET AL
P O BOX 357399
GAINESVILLE, FL 32635-7399

SUBJECT: HAILE MARKET SQUARE OWNERS ASSOCIATION, INC.
Ref. Number: W05000026971

We have received your document for HAILE MARKET SQUARE OWNERS ASSOCIATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and street address must be consistent wherever it appears in your document.

The person designated as registered agent in the document and the person signing as registered agent must be the same.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6855.

Tammy Hampton
Document Specialist
New Filings Section

Letter Number: 605A00038725



RECEIVED

05 JUN -7 PM 12:41

FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

May 31, 2005

JENESE BOLDUC, PARALEGAL
SALTER, FEIBER, MURPHY, ET AL
P O BOX 357399
GAINESVILLE, FL 32635-7399

SUBJECT: HAILE MARKET SQUARE OWNERS ASSOCIATION, INC.
Ref. Number: W05000026971

We have received your document for HAILE MARKET SQUARE OWNERS ASSOCIATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

~~The registered agent must sign accepting the designation.~~

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6855.

Tammy Hampton
Document Specialist
New Filings Section

Letter Number: 605A00038725

FILED

2005 JUN 16 AM 8:07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
HAILE MARKET SQUARE OWNERS ASSOCIATION, INC.

By these Articles of Incorporation, the undersigned Subscriber forms a corporation not for profit in accordance with Chapter 617, Florida Statutes, and pursuant to the following provisions ("these Articles");

ARTICLE I

NAME

The name of the corporation shall be **HAILE MARKET SQUARE OWNERS ASSOCIATION, INC.** For convenience, the corporation shall be referred to in this instrument as the "Association."

ARTICLE II

DURATION

The Association shall exist perpetually unless and until dissolved according to law. Corporate existence of the Association shall commence upon the filing of these Articles with the Florida Department of State.

ARTICLE III

PRINCIPAL OFFICE

The principal office of the Association is located at 5300 SW 91st Terrace, Suite B, Gainesville, FL 32608.

ARTICLE IV

REGISTERED OFFICE AND AGENT

Robert R. Rowe, whose address is 5300 SW 91st Terrace, Suite B, Gainesville, FL 32608, is hereby appointed the initial registered agent of the Association and the registered office shall be at said address.

ARTICLE V

PURPOSE AND POWERS OF The Association

The Association shall not pay dividends and no part of any income of the Association shall be distributed to its Members, directors or officers. The Association is formed to carry out the duties and responsibilities imposed upon it by the Declaration of Covenants, Conditions and Restrictions filed by HG JOINT VENTURE, a Florida general partnership and recorded in O.R. Book 2994, Page 224 of the Public Records of Alachua County, Florida. The Association shall have all the powers of a nonprofit corporation organized under the laws of the State of Florida, subject only to such limitations upon the exercise of such powers as are expressly set forth in these Articles, the By-laws, or the Declaration. The Association shall have the power and duty to do any and all lawful things which may be authorized, assigned, required or permitted to be done by the Declaration, these Articles and the By-laws, and to do and perform any and all acts which may be necessary or proper for, or incidental to, the exercise of any of the duties or powers of the Association for the benefit of the Owners and for the maintenance, administration and improvement of the Exhibit "A" Property and Common Property within its jurisdiction.

ARTICLE VI

MEMBERSHIP

Each Owner of a Parcel in the Multi-Use Site as defined in the Declaration, including Declarant, shall be a Member of the Association. Any person or entity who holds any interest merely as a security for the performance of any obligation shall not be a Member. The Association membership of each such Owner shall be appurtenant to the Parcel giving rise to such membership, and shall not be transferred except upon the transfer of title to said Parcel and then only to the transferee of title thereto. Any prohibited separate transfer shall be void. Any transfer of title shall operate automatically to transfer the membership in the Association appurtenant thereto to the new Owner thereof.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board, elected as provided for in the by-laws of the Corporation, of not less than three (3), nor more than five (5) directors who need not be Members. The initial Board shall be comprised of three (3) people. Anything in these Articles to the contrary notwithstanding, until such time as Declarant has conveyed to purchasers not affiliated with Declarant all lands, or at such earlier date as may be selected by Declarant, Declarant shall be entitled to designate the Board of Directors of the Association. The names and address of

persons who are to act in the capacity of director until appointment or election of their successors pursuant to these Articles are:

<u>Name</u>	<u>Address</u>
Robert R. Rowe	5300 SW 91 st Terrace, Suite B Gainesville, FL 32608
Jennifer J. Rowe	5300 SW 91 st Terrace, Suite B Gainesville, FL 32608
Linda Turner	5300 SW 91 st Terrace, Suite B Gainesville, FL 32608

Once Declarant relinquishes its right to appoint the Board of Directors, the Members shall elect the directors for staggered terms of two (2) years each. To create the staggered terms, one post shall become vacant in one (1) year and a successor director shall be elected. The second post shall be deemed vacant at the end of the second year, and a successor director shall be elected. All successor directors shall serve for terms of two (2) years each. In the event that the number of people comprising the Board of Directors is changed, such change in number shall be implemented in such a manner as to have as nearly equal in number as possible the number of directors whose terms expire in any given year.

ARTICLE VIII

OFFICERS

The affairs of the Association shall be administered by the officers designated in the By-laws. The officers shall be elected by the Board of Directors at the first meeting, and they 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:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President	Robert R. Rowe	5300 SW 91 st Terrace, Suite B Gainesville, FL 32608
Vice President	Jennifer J. Rowe	5300 SW 91 st Terrace, Suite B Gainesville, FL 32608
Secretary/Treasurer	Linda Turner	5300 SW 91 st Terrace, Suite B Gainesville, FL 32608

ARTICLE IX

INDEMNIFICATION

9.1 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 whether civil, criminal, administrative or investigative, or any settlement of any proceeding, or any appeal from such 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, or having served at the Association's request as a director or officer of any other corporation, whether or not he is a director or officer at the time such expenses are incurred, regardless of by whom the proceeding was brought, except in relation to matters as to which any such director or officer shall be adjudged liable for gross negligence or willful misconduct, provided that in the event of a settlement, the indemnification shall apply only when the Board of Directors of the Association approves such settlement and reimbursement as being for 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.

9.2 Expenses incurred in defending a suit or proceeding whether civil, criminal, administrative or investigative may be paid by the Association in advance of the final disposition of such action, suit or proceeding if authorized by all of the non-interested directors upon receipt of an undertaking by or on behalf of the director or officer to repay such amount if it shall ultimately be determined that he is not to be indemnified by the Association as authorized by these Articles of Incorporation.

9.3 The Association shall have the power to purchase at its expense and maintain insurance on behalf of any person who is or was a director or officer of the Association, or is or was serving at the request of the Association as a director or officer of another association, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of these Articles.

ARTICLE X

BY-LAWS

The 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 XI

AMENDMENTS

Amendments to these Articles of Incorporation shall be made in the following manner:

11.1 Resolution. The Board of Directors shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of Members, which may be either the annual or a special meeting.

11.2 Notice. Within the time and in the manner provided in the By-laws for the giving of notice of meetings of Members, written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each Member of record entitled to vote thereon. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

11.3 Vote. At such meeting, a vote of the Members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving both the affirmative vote of a majority of the votes of Members of each class entitled to vote thereon as a class and the affirmative vote of a majority of the votes of all Members entitled to vote thereon.

11.4 Multiple Amendments. Any number of amendments may be submitted to the Members and voted upon by them at one meeting.

11.5 Agreement. If all of the Directors and all of the Members eligible to vote sign a written statement manifesting their intention that an amendment to these Articles be adopted, then the amendment shall thereby be adopted as though subsections 13.1 through 13.3 had been satisfied.

11.6 Action Without Directors. The Members may amend these Articles without an act of the Directors at a meeting for which notice of the changes to be made is given.

11.7 Limitations. No amendment shall make any changes in the qualifications for Members nor the voting rights of Members without approval in writing by all Members. No amendment shall be made that is in conflict with the Declaration. So long as Declarant shall own any lands within the Development Plan, no Declarant related amendment shall be made to the Declaration, or to the Articles or By-laws of the Association unless such amendment is first approved in writing by Declarant. Any amendment shall be deemed to be Declarant related if it does any of the following:

a. Directly or indirectly by its provisions or in practical application relates to Declarant in a manner different from the manner in which it relates to other Owners;

b. Modifies the definitions provided for by Article I of the Declaration in a manner which alters Declarant's rights or status;

- c. Modifies or repeals any provision of Article II of the Declaration;
- d. Alters the character and rights or membership as provided for by Article III of the Declaration or affects or modifies in any manner whatsoever the rights of Declarant as a Member of the Association ;
- e. Alters any previously recorded or written agreement with any public or quasi-public agencies, utility company, political subdivision, public authorities or other similar agencies or bodies, respecting zoning, streets, roads, drives, easements or facilities;
- f. Denies the right of Declarant to convey to the Association Multi-Use Site Common Property;
- g. Modifies the basis or manner of assessment as applicable to Declarant or any lands owned by Declarant;
- h. Alters or repeals any of Declarant's rights or any provision applicable to Declarant's right as provided for by any such provision of the Declaration.

11.8 **Filing.** A copy of each amendment shall be certified by the Secretary of State, State of Florida, and be recorded in the Public Records of Alachua County, Florida.

ARTICLE XII

SUBSCRIBERS

The name and address of the Subscribers to these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
Robert R. Rowe	5300 SW 91 st Terrace, Suite B Gainesville, FL 32608
James D. Salter	3940 NW 16 th Blvd., Bldg B Gainesville, FL 32605
Jenese J. Bolduc	3940 NW 16 th Blvd., Bldg B Gainesville, FL 32605

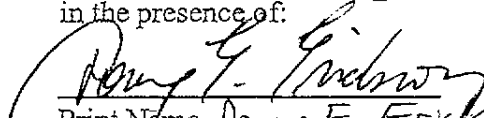
ARTICLE XIII

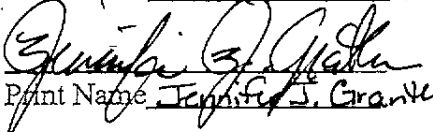
NON-STOCK CORPORATION

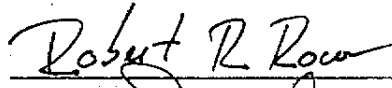
The Association is organized on a non-stock basis and shall not issue shares of stock evidencing membership in the Owner's Association ; provided, however, that membership in the Association may be evidenced by a certificate of membership which shall contain a statement that the Association is a corporation not for profit.

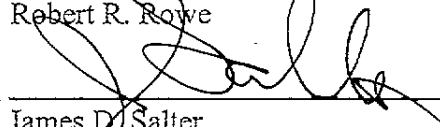
IN WITNESS WHEREOF, the undersigned Subscribers have caused these presents to be executed as of the ~~21st~~ day of ~~September, 2004.~~
May, 2005

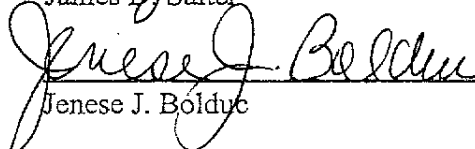
Signed, sealed and delivered
in the presence of:


Print Name Dorene E. Erickson


Print Name Jennifer J. Grantman


Robert R. Rowe

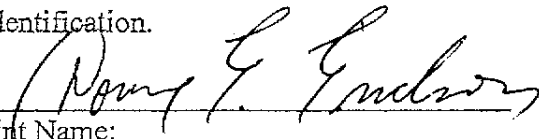

James D. Salter



Jenese J. Bolduc

STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this ~~21st~~ ^{May} day of ~~September, 2004,~~ ²⁰⁰⁵ by Robert R. Rowe, James D. Salter, and Jenese J. Bolduc as Subscribers to the Articles of Incorporations. Such person(s):

- () is/are personally known to me.
- () produced a current Florida Driver's license as identification.
- () produced _____ as identification.


Print Name: _____
Notary Public, State of Florida
My Commission Expires: _____
Serial Number, if any: _____

(SEAL)  **Dorene E. Erickson**
Commission # DD 046080
Expires July 31, 2005
Bonded Thru
Atlantic Bonding Co., Inc.

CERTIFICATE OF REGISTERED AGENT

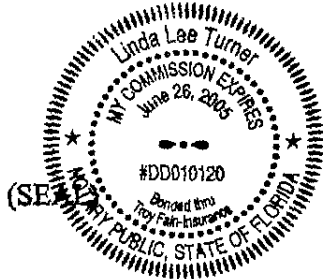
I HEREBY accept designation of registered agent for **HAILE MARKET SQUARE OWNERS ASSOCIATION, INC.**, and hereby agree to fulfill the obligations thereof.

IN WITNESS WHEREOF, I have hereto set my hand and seal this 26th day of May, 2005.

Robert R. Rowe
Robert R. Rowe, Registered Agent

STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 13th day of June, 2005, by **Robert R. Rowe, Registered Agent**, who executed the foregoing Certificate of Registered Agent, and he acknowledged before me that he executed the same for the purposes therein expressed. Such person is personally known to me.



LINDA LEE TURNER

Notary Sign Name Above

Notary Print Name Below

Linda Lee Turner

Notary Public, State of Florida

My Commission Expires:

Serial Number: D D 10 1 2 0