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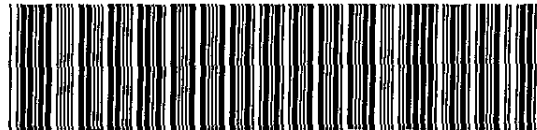
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05 JUL 12 PM 4: 29

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. J. 7-4

PEYTON LAW FIRM, P.A.

7317 Little Road
New Port Richey, FL 34654
(727) 848-5997
Fax: (727) 848-4072

MEMORANDUM

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

From: Tonya Ashby, Secretary

Matter: Highland Bluff Property Owners Association, Inc.

Date: July 8, 2005

Enclosed in connection with the above-referenced matter are the following:

1. Transmittal Letter
2. Articles of Incorporation of Highland Bluff Property Owners Association, Inc.
(Original and 1 photocopy)
3. Check in the amount of \$87.50 payable to Department of State for filing fee

Please contact our office if you have questions or require further information to process this request. Thank you for your assistance with this matter.

ARTICLES OF INCORPORATION

OF

HIGHLAND BLUFF PROPERTY OWNERS ASSOCIATION, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as incorporator of a non-profit corporation under Chapter 617 of the Florida Statutes, does hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I

Name

The name of the corporation (hereinafter called the Association) is HIGHLAND BLUFF PROPERTY OWNERS ASSOCIATION, INC. The principal place of business address of this corporation shall be 5623 U.S. 19, Suite 201, New Port Richey, Florida, 34652, and the mailing address shall be P.O. Box 670, Port Richey, Florida, 34673-0670.

ARTICLE II

Purposes and Powers

The specific primary purposes for which the Association is formed are to provide for maintenance, preservation and control of the common area and easements as such term is defined in the Declaration of Covenants, Conditions, and Restrictions for Highland Bluff, which will be recorded among the Public Records of Pasco County, Florida, in the development located in Pasco County, Florida, known as Highland Bluff, (hereinafter sometimes referred to as "the Property") as well as any additional real property subsequently developed and located in said development. The Association is also formed to promote the health, safety, and welfare of the residents within the above described development 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 shall 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 of HIGHLAND BLUFF, platted as Highlands II, in Pasco County, Florida, in Plat Book 50, Page 132;

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

(c) Maintain, repair, improve, and insure the Common Area as defined in the Declaration and other real or personal property which the Association owns or which it has assumed the obligation to maintain, including without limitation the surface water management system which includes the lakes, retention areas, culverts, and related appurtenances;

(d) Pay all Association expenses;

(e) Make, amend, and enforce reasonable rules and regulations for the use of the property it owns or maintains;

(f) Enforce the terms of the Declaration, these Articles, and the Bylaws of the Association.

(g) Sue and be sued;

(h) Contract for operation and maintenance services. ;

(i) Require all of the homeowners, lot owners, parcel owners and/or unit owners to be members of the Association.

(j) Acquire by gift, purchase, or otherwise, own, hold, and improve, build upon, 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;

(k) Borrow money and, subject to the consent by vote or written instrument of two-thirds of each class of members, 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;

(l) Dedicate, sell, or transfer all or any part of the Common areas or easements to any municipality, public agency, authority, or utility for such purposes and subject to such conditions as may be agreed upon by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds of each class of members, agreeing to such dedication, sale or transfer;

(m) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes;

(n) Exist in perpetuity, but in the event that the Association is dissolved, the Common Area, including the surface water management system, shall be conveyed to an appropriate agency of local government, or if not accepted, to a nonprofit corporation with similar purposes;

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

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

ARTICLE III
Eligibility for Membership

Every person or entity who is record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessments by the Association shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of a Lot which is subject to assessment by the Association.

ARTICLE IV
Classes of Membership

The Association shall have two classes of voting members as follows:

Class A. Class A members shall be all owners, with the exception of the Developer, as such terms are defined in the Declaration, and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as such members may determine among themselves, but in no event shall more than one vote be cast with respect to any Lot owned by Class A members.

Class B. The Class B member shall be the Developer, as such term is defined in the Declaration, who shall be entitled to ten (10) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership for each Lot conveyed by Developer to a third party, other than a successor Developer.

ARTICLE V
Term

The period of duration of the Association shall be perpetual, unless dissolved according to law. Corporate existence shall commence upon filing of these Articles.

ARTICLE VI
Subscribers

The name and address of each subscriber is :

David W. Williams, P.O. Box 670, Port Richey, Fl. 34673-0670

ARTICLE VII
Management

The affairs of the Association shall be managed by a Board of Directors. The Board of Directors, the number of which shall be set forth in the Bylaws, shall consist of

not less than three (3) directors. Directors shall be elected or removed in accordance with the Bylaws.

ARTICLE VIII
First Board of Directors

The names and addresses of the persons who shall serve as directors until the first election are:

David W. Williams	P.O. Box 670 Port Richey, Fl 34673-0670
Craig Fiebe	P.O. Box 670 Port Richey, Fl 34673-0670
Craig Gallagher	P.O. Box 670 Port Richey, Fl 34673-0670

ARTICLE IX
Bylaws

The initial Bylaws of the Association shall be made and adopted by the Board of Directors. Thereafter, the Bylaws of the Association may be made, altered, or rescinded at any annual meeting of the Association, or at any special meeting duly called for such purpose, on the affirmative vote of two-thirds of each class of members existing at the time of, and present at, such meeting.

ARTICLE X
Amendments

Amendments to these Articles of Incorporation may be proposed by any member of the Association. These Articles may be amended at any annual meeting of the Association, or at any special meeting duly called and held for such purpose, on the affirmative vote of a majority of each class of members existing at the time of, and present at, such meeting. However, as long as the Developer owns a Lot, no such amendment may be made without the consent of Developer. No such amendment shall materially affect or interfere with the rights of Lot owners or lienors.

ARTICLE XI
Dedication of Assets

In the event the Association shall dissolve or otherwise terminate its corporate existence subject to Chapters 607 and 617, Florida Statutes, the assets of the Association shall 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 shall be granted, conveyed, and assigned to any non-profit corporation, association, trust, or other organization organized and operated for such similar purposes.

ARTICLE XII

Initial Registered Office and Registered Agent

Initial Registered Office: The address of the initial registered office of the Association in the State of Florida is:

5623 U.S. Highway 19, Suite 201
Port Richey, FL. 34652

Initial Registered Agent: The registered agent of the Association at the registered office of the Association is:

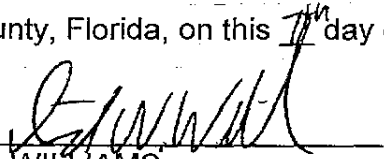
David W. Williams

ARTICLE XIII

Additions

Additions to the Properties may be made only in accordance with the provisions of the Declaration or any other recorded Covenants and Restrictions applicable to the Property. Such additions, when properly made under the Declaration or other applicable Covenants, shall extend the jurisdiction, functions, duties and membership of this Association to such Properties.

EXECUTED at New Port Richey, Pasco County, Florida, on this 7th day of July, 2005.



DAVID W. WILLIAMS

**STATE OF FLORIDA
COUNTY OF PASCO**

BEFORE ME, the undersigned authority, personally appeared DAVID W. WILLIAMS, who is to me known to be the person described in and who subscribed the above and foregoing Articles of Incorporation and he freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal at New Port Richey, Pasco County, Florida, this 7th day of July, 2005.



Notary Public

My Commissions Expires:

DEVON DeTRAPANI
Notary Public, State of Florida
My Comm. Expires Oct. 21, 2008
No. DD364974

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHICH PROCESS MAY BE SERVED**

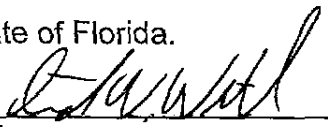
In compliance with Section 48.091, Florida Statutes, the following is submitted:

FIRST: That HIGHLAND BLUFF PROPERTY OWNERS ASSOCIATION, INC.,
desiring to organize or qualify under the Laws of the State of Florida, with its principal
place of business at:

**5623 U.S. Highway 19, Suite 201
New Port Richey, FL 34652**

has named: David W. Williams
located at: 5623 U.S. Highway 19, Suite 201
New Port Richey, FL 34652

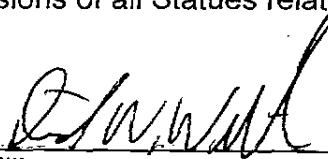
as its agent to accept service of process within the State of Florida.



David W. Williams

Date: 7/7/05

Having been named to accept service of process for the above stated
Corporation, at the place designated in this Certificate, I hereby agree to act in this
capacity, and I further agree to comply with the provisions of all Statutes relative to the
property and complete performance of my duties.



David W. Williams
Registered Agent

Date: 7/7/05

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05 JUL 12 PM 4: 29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA