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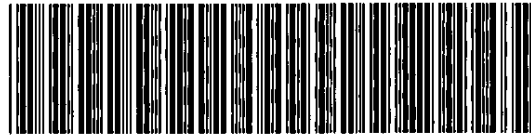
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TALLAHASSEE, FLORIDA

2006 JUL 3 5:2006

**ARTICLES OF INCORPORATION
OF**

**HADLEY CROSSING HOME OWNERS' ASSOCIATION, INC.
a Florida Corporation not for profit**

FILED
2006 JUL -3 PM 2: 29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Chapter 617, Florida Statutes, the undersigned, all of whom are residents of the State of Florida and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I

The name of the corporation is Hadley Crossing Estates Home Owners' Association, Inc., hereinafter called the "Association."

ARTICLE II

The principal office of the Association is located at 3653 Cagney Drive, Tallahassee, Florida 32309.

ARTICLE III

Sonya K. Daws, whose address is 3116 Capital Circle NE, Suite 5, 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 purposes for which it is formed are to provide for maintenance, preservation and control of the Common Area within that certain tract of property located in

Leon County, Florida, and more particularly described in that certain Plat Declaration of Covenants, Conditions and Restrictions of Hadley Crossing recorded or to be recorded in the Public Records of Leon County, Florida, (the "Declaration"), and as the same may be amended from time to time said Declaration being incorporated herein by reference, and to promote the health, safety and welfare of the owners within the property described in said Declaration, and any additions thereto as may hereafter be brought within the jurisdiction of this Association, and for this purpose to:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth herein;

(b) fix, levy, collect and enforce payment by any lawful means, all charges or assessments which may be necessary;

(c) 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;

(d) acquire (by gift, purchase or otherwise), own, hold, improve, use, 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;

(e) borrow money, and with the assent of three-fourths (3/4) 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;

(f) dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members (provided, however, no such dedication or transfer shall be

effective unless an instrument has been signed by two-thirds (2/3) of the members, agreeing to such dedication, sale or transfer and further provided that such public agency agrees to accept same);

(g) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of the members;

(h) have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Florida by law may now or hereafter possess;

ARTICLE V

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of records to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

ARTICLE VI

VOTING RIGHTS

The Association shall have one class of voting membership which shall be all Owners (as defined in herein). The Owners 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 they determine, but in no event shall more than one vote be cast with respect to any Lot.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of not less than two (2) nor more than three (3) Directors, who need not be members of the Association. The number of directors and directors' terms of office may be changed by amendment of the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Doug Hollifield	President	3653 Cagney Drive Tallahassee, FL 32309
Angie Hollifield	Vice-President	3563 Cagney Drive Tallahassee, FL 32309
Andrew Chin	Treasurer	3563 Cagney Drive Tallahassee, FL 32309
Dana Tyre	Secretary	3563 Cagney Drive Tallahassee, FL 32309

At the first annual meeting the members shall elect one director for a term of one year, one director for a term of two years and one director for a term of three years; and at each annual meeting thereafter the members shall elect one director for a term of three years.

ARTICLE VIII

OFFICERS

The officers of this Association shall be a President, who shall at all times be a member of the Board of Directors and a Secretary/Treasurer, and such other officers as the Board of Directors may from time to time by resolution create. The election, term, removal and duties of the officers shall be as set forth in the By-Laws. Until the first election, Doug Hollifield will serve as President and Angie Hollifield will serve as Vice-President.

ARTICLE IX

BY-LAWS

The initial By-Laws for the Association shall be adopted by a vote of a majority of the members of the Board of Directors. The By-Laws may be amended or altered 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, in the manner and subject to any other conditions set forth in the By-Laws.

ARTICLE X

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of 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 that such dedication is refused acceptance, such

assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE XI

DURATION

The corporation shall exist perpetually.

ARTICLE XII

AMENDMENTS

(1) Amendments to these Articles shall be made in the following manner:

(a) The Board of Directors shall adopt a resolution setting forth the proposed amendment and, if members have been admitted, directing that it be submitted to a vote at a meeting of members, which may be either the annual or a special meeting. If no members have been admitted, the amendment shall be adopted by a vote of the majority of Directors and the provisions for adoption by members shall not apply.

(b) 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 within the time and in the manner provided by these Articles, the By-Laws or general law for the giving of notice of meetings of members. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

(c) 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 the affirmative vote of not less than sixty-six and two-thirds percent (66 2/3%) of the votes of members entitled to vote thereon.

(2) Any number of amendments may be submitted to the members and voted upon by them at one meeting.


(3) 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 of Incorporation be adopted, then the amendment shall thereby be adopted as though subsection (1) had been satisfied.

(4) The members may amend these Articles of Incorporation, without an act of the Directors, at a meeting for which notice of the changes to be made is given.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 29th day of June, 2006.



Doug Hollifield
3653 Cagney Drive
Tallahassee, FL 32309



Angie Hollifield
3653 Cagney Drive
Tallahassee, FL 32309

ACCEPTANCE BY REGISTERED AGENT

Sonya K. Daws, having been named as the registered agent in the foregoing Articles of Incorporation of Hadley Crossing Home Owners' Association, Inc., to accept service of process for the corporation at 3116 Capital Circle NE, Suite 5, Tallahassee, FL 32308, hereby agrees to act as the registered agent and comply with the laws of the State of Florida relative to such position.

A handwritten signature in dark ink, appearing to read 'Sonya K. Daws', is written over a horizontal line.

Sonya K. Daws