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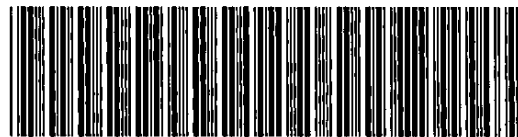
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CAPITAL CONNECTION, INC.

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Highland Park Property
Owner's Association, Inc.

Signature _____

Requested by: _____

Name _____

Date _____

Time _____

Walk-In _____

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☒ Art of Inc. File _____

_____ LTD Partnership File _____

_____ Foreign Corp. File _____

_____ L.C. File _____

_____ Fictitious Name File _____

_____ Trade/Service Mark _____

_____ Merger File _____

_____ Art. of Amend. File _____

_____ RA Resignation _____

_____ Dissolution / Withdrawal _____

_____ Annual Report / Reinstatement _____

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☒ Photo Copy _____

_____ Certificate of Good Standing _____

_____ Certificate of Status _____

_____ Certificate of Fictitious Name _____

_____ Corp Record Search _____

_____ Officer Search _____

_____ Fictitious Search _____

_____ Fictitious Owner Search _____

_____ Vehicle Search _____

_____ Driving Record _____

_____ UCC 1 or 3 File _____

_____ UCC 11 Search _____

_____ UCC 11 Retrieval _____

Courier _____

**ARTICLES OF INCORPORATION
OF
HIGHLAND PARK PROPERTY OWNER'S ASSOCIATION, INC.
(A Corporation Not For Profit)**

FILED
06 OCT 12 PM 12:51
SUNSHINE STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of the Laws of the State of Florida, and for the purpose of forming a corporation not for profit, the undersigned does hereby acknowledge:

ARTICLE I

The name of the corporation is HIGHLAND PARK PROPERTY OWNER'S ASSOCIATION, INC., hereinafter called the "Association". The principal address of the corporation shall be 1975 Sansburys Way, Suite 114, West Palm Beach, Florida 33411.

ARTICLE II

The street address of the Registered office of the Association is 590 Royal Palm Beach Boulevard, Royal Palm Beach, Florida 33411, and the name of the Registered Agent is LAWRENCE M. FUCHS.

ARTICLE III

All definitions in the Declaration of Restrictions ("Declaration") as recorded in the Public Records of Palm Beach County, Florida, are incorporated herein by reference and made a part hereof. These Articles of Incorporation are subject to the terms and provisions of the Declaration, as the same may be amended from time to time.

ARTICLE IV

PURPOSE 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 operation, maintenance and architectural control of the Units and Common Area, and improvements thereon, within that certain real property (and any additions thereto) described on EXHIBIT "A" attached to the Declaration and to promote the health, safety and welfare of the members of the Association.

ARTICLE V

POWERS OF THE ASSOCIATION

The Association shall have all the powers and duties reasonably necessary to operate and maintain the Association, including, but not limited to, the following:

(a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration of Protective Covenants, Conditions and Restrictions for Highland Park Property Owner's Association, Inc., the Declaration and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length, and the By-Laws of the Association;

(b) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Master Declaration, the Declaration or By-Laws of the Association; to 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;

(c) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate or maintain real or personal property in connection with the affairs of the Association, and with the assent of two-thirds (2/3) of each class of members at a duly called meeting of the Association, convey, sell, lease, transfer or otherwise dispose of any such property;

(d) Borrow money with the assent of a majority vote of the Board of Directors; and with the assent of two-thirds (2/3) of each class of the members at a duly called meeting of the Association, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) Participate in mergers and consolidations with other non-profit corporations organized for similar purposes or annex additional residential property, provided that any such merger, consolidation or annexation shall have the assent of a majority of the Board of Directors, however, following the termination of Class B membership in the Association then assent of two-thirds (2/3) of the members at a duly called meeting of the Association, except as otherwise provided in ARTICLE II of the Declaration;

(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. No such dedication or transfer shall be effective without obtaining consent of two-thirds (2/3) of each class of the members to such dedication, sale or transfer in writing or by vote at a duly called meeting of the Association, and unless prior written consent of Declarant is obtained for so long as Declarant owns a Unit;

(g) To promulgate or enforce rules, regulations, by-laws, covenants, restrictions or agreements to effectuate all of the purposes for which the Association is organized;

(h) To have and to exercise any and all powers, rights and privileges which a non-profit corporation organized under the Laws of the State of Florida may now or hereafter have or exercise;

(i) To contract for management of the Association and to delegate in such contract all or any part of the powers and duties of the Association, and to contract for services to be provided the Owners such as, but not limited to, garbage pick-up and other utilities and master antenna or cable television and/or radio system.

ARTICLE VI

MEMBERSHIP AND QUORUM

1. Every Owner of a Unit shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Unit.

2. The presence at any meeting of members entitled to cast, or of proxies entitled to cast, one-third (1/3) of the votes of the Association shall constitute a quorum for any action.

ARTICLE VII

VOTING RIGHTS

The Association shall have two (2) classes of voting membership:

Class A. Class A members shall be all Owners, with the exception of the Declarant, and shall be entitled to one (1) vote for each Unit owned. When more than one (1) person holds an interest in any Unit all such persons shall be members. The vote for such Unit shall be exercised in such manner as may be determined by the Board of Directors, but in no event shall more than one (1) vote be cast with respect to any Unit.

Class B. The Class B member shall be the Declarant, and shall be entitled to one (1) vote for each Unit owned. The Class B membership shall cease on the happening of one of the following events, whichever occurs earlier;

(a) Four (4) months after seventy-five percent (75%) of the Units that will be ultimately operated by the Association have been conveyed to Unit purchasers; or,

(b) Five (5) years following conveyance of the first Unit in the Properties to a Unit purchaser; or,

(c) Such earlier date as Declarant may determine.

ARTICLE VIII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of Directors consisting of not less than three (3) nor more than seven (7) persons, who need not be members of the Association.

The first Board shall consist of three (3) members. Upon the first election of the Directors and thereafter, the number of Directors may be increased up to a maximum of seven (7). The method electing Directors shall be as set forth in the By-laws.

The first election of Directors, after the initial Board named herein, shall be held within thirty (30) days from the termination of the Class B membership as provided in ARTICLE VII hereof, at a meeting of the members called for that purpose. Seven (7) Directors shall be elected at this first election, two (2) for a term of one (1) year, two (2) for a term of two (2) years, and three (3) for a term of three (3) years. At the first election, the three (3) Directors receiving the most votes shall serve for three (3) years, the two (2) Directors receiving the fourth and fifth most votes shall serve for two (2) years, and the two (2) Directors receiving the sixth and seventh most votes shall serve for one (1) year. At each annual meeting thereafter a number of Directors equal to those whose terms have expired shall be elected for the term of three (3) years. At the expiration of any term of three (3) years, any Director may be re-elected.

The Directors named in these Articles shall serve until the first election of Directors, and any vacancies in their number occurring before the first election shall be filled by the remaining Directors. 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:

NAME	ADDRESS
Robert Miller	11651 Manatee Bay Lane, Wellington, Florida 33414
Duncan Miller	801 South Olive Avenue, Apt. 924, West Palm Beach, Florida 33431
Ronald Miller	6065 Marella Ct., Sarasota, Florida 34243

ARTICLE IX

EXISTENCE

The Association shall exist perpetually.

ARTICLE X
AMENDMENTS

Amendments to these Articles shall be proposed and adopted in the following manner:

1. Proposal. Amendments to these Articles may be proposed upon a vote of the majority of the entire Board adopting a resolution setting forth the proposed amendment to these Articles, directing that it be submitted to a vote at a special or annual meeting of members; or amendments may be proposed by petition signed by twenty-five percent (25%) of the members of the Association, and delivered to the Secretary.

2. Call for Meeting. Upon the adoption of a resolution proposing any amendment or amendments to these Articles by said Board or upon presentation of a petition as hereinabove provided, such proposed amendment or amendments shall be transmitted to the President of the Association, or other officer of the Association in absence of the President, who shall thereupon call a special meeting of the membership, unless it is to be considered at an annual meeting. It shall be the duty of the Secretary to give each member written notice stating the purpose of the meeting, place, day and hour of the meeting, and setting forth the proposed amendment or a summary of the changes to be effected thereby. Notice shall be delivered not less than ten (10) nor more than sixty (60) days before the date of the meeting, either personally or by first class mail. If the notice is mailed with postage thereon prepaid, at least thirty (30) days before the date of meeting, it may be done by a class of United States mail addressed to the member at his address as it last appears on the membership books.

3. Vote Necessary. In order for such amendment or amendments to become effective, the same must be approved at a duly called meeting, by an affirmative vote of seventy-five percent (75%) of the votes of the entire membership.

4. By Written Statement. If all the Directors and all 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 1, 2, and 3 above have been satisfied.

5. Filing. The Articles of Amendment containing said approved amendment or amendments shall be executed by the Association by its President or Vice President and by its Secretary or Assistant Secretary and acknowledged by one of the officers signing such Articles. The Articles of Amendment shall set forth:

- (a) The name of the corporation.
- (b) The amendments so adopted.
- (c) The date of the adoption of the amendment by the members.

Such Articles of Amendment shall be filed, along with the appropriate filing fees, within ten (10) days from said approval with the office of the Secretary of State, State of Florida, for approval.

Notwithstanding the foregoing provisions of this Article X, so long as the Declarant holds Units for sale in the ordinary course of business, no amendment to these Articles may be adopted or become effective without the prior written consent of Declarant or Institutional Mortgagee, if in the sole opinion of Declarant or Institutional Mortgagee, respectively, which shall be binding, such amendment affects the rights of Declarant or an Institutional Mortgagee or affects the Declarant's ability to sell or lease Units in the Project.

ARTICLE XI

INCORPORATORS

The name and address of the Incorporator of these Articles of Incorporation is the following:

ROBERT MILLER, 4086 Bahia Isle Circle, Wellington, Florida 33414

DUNCAN MILLER, 5681 S.W. 2nd Ct., Margate, Florida 33436

RONALD MILLER, 6065 Marella Ct., Sarasota, Florida 34243

ARTICLE XII

SUBSCRIBERS

The name and address of the Subscribers of these Articles of Incorporation are the same as listed in ARTICLE VIII above.

ARTICLE XIII

OFFICERS

The Board of Directors shall elect the President, Secretary, Treasurer, and as many Vice-

Presidents, Assistant Secretaries and Assistant Treasurers as the Board of Directors shall from time to time determine.

The names and addresses of the Officers who shall serve until their successors are designated by the Board of Directors are as follows:

President: ROBERT MILLER, 4086 Bahia Isle Circle, Wellington, Florida 33414

Secretary/Treasurer: DUNCAN MILLER, 5681 S.W. 2nd Ct., Margate, Florida 33436

ARTICLE XIV

BY-LAWS

The original By-Laws of the Association shall be adopted by a majority vote of the Directors. Thereafter, the By-Laws of the Association may be amended, altered or rescinded as provided in the By-Laws.

ARTICLE XV

INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every Board member and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including court costs and attorneys' fees through all trial and appellate levels, reasonably incurred by or imposed upon him in connection with any proceeding, arbitration, or settlement to which he may be a party, or in which he may become involved, by reason of his being or having been a Board Member or officer of the Association, whether or not he is a Board Member or officer at the time such expenses are incurred. Provided, however, such indemnification shall be authorized if the Board Member or officer acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Association and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. Notwithstanding the foregoing, in the event of a settlement, the indemnification provisions herein shall not be automatic and shall apply only when the Board approves such settlement in accordance with the provisions set forth in Chapter 607, Florida Statutes. Notwithstanding anything contained herein to the contrary, and in instances where the Board member or officer admits or is adjudged guilty of wilful malfeasance in the performance of his duties, or his actions or omissions to act constitute a violation of the criminal law or a transaction from which the Board Member or officer derived an improper personal benefit or such other act or omission to act under Section 607.1645, Florida Statutes,

the indemnification provisions contained herein shall not apply. The foregoing right of indemnification shall be in addition to and not exclusive of any and all right of indemnification to which such Board Member or officer may be entitled by common law or statute.

ARTICLE XVI

TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

No contract or transaction between the Association and one (1) or more of its Directors or Officers, or between the Association and any other corporation, partnership, association, or other organization in which one (1) or more of its officers or directors are Officers or Directors of this Association shall be invalid, void or voidable solely for this reason, or solely because the Officer or Director is present at, or participates in, meetings of the Board or Committee thereof which authorized the contract or transaction or, solely because said Officers or Directors votes are counted for such purpose. No Director or Officer of the Association shall incur liability by reason of the fact that said Director or Officer may be interested in any such contract or transaction.

Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a Committee which authorized the contract or transaction.

ARTICLE XVII

DISSOLUTION

In the event of the dissolution of the Association, other than incident to a merger or consolidation, any Member may petition the Circuit Court of the Fifteenth Judicial Circuit of the State of Florida for the appointment of a receiver to manage the affairs of the dissolved Association and to manage the Properties, in the place and instead of the Association, and to make such provisions as may be necessary for the continued management of the affairs of the dissolved Association and the Properties.

ARTICLE XVIII

LIABILITY

The Directors of the Association appointed by the Declarant, and all officers appointed by such Directors, shall owe no fiduciary duty of any nature to the Association or the members or Owners, but instead shall act solely on behalf of the Declarant.

IN WITNESS WHEREOF, for the purposes of forming this corporation under the Laws

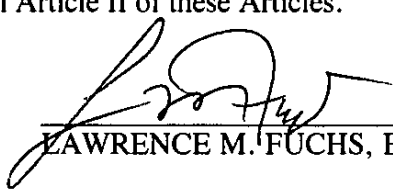
of the State of Florida, we the undersigned, constituting the subscribers of this Association, have executed these Articles of Incorporation this 10th day of October, 2006.


ROBERT MILLER


DUNCAN MILLER


RONALD MILLER

The undersigned hereby accepts the designation of Registered Agent of Highland Park Property Owner's Association, Inc. as set forth in Article II of these Articles.


LAWRENCE M. FUCHS, ESQ.

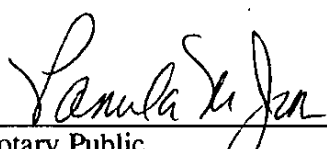
STATE OF FLORIDA)
)
COUNTY OF PALM BEACH) SS:

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 ROBERT MILLER, to me known to be the person described as Subscriber of Highland Park Property Owner's Association, Inc. and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 10th day of October, 2006.



Pamela M. Jones
Commission # DD418263
Expires May 20, 2009
Bonded Title Plan - Insurance, Inc. 800-886-7018


Notary Public
My Commission Expires:

STATE OF FLORIDA)
)
) ~~SARASOTA~~) SS:
COUNTY OF ~~PALM BEACH~~)
) PALM BEACH

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 DUNCAN MILLER, to me known to be the person described as Subscriber of Highland Park Property Owner's Association, Inc. and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 2nd day of October, 2006.
10th



Pamela M. Jones
Commission # DD418263
Expires May 20, 2009
Registered Trust Agent - Insurance, Inc. 800-388-7019

Pamela M. Jones
Notary Public

My Commission Expires:

STATE OF FLORIDA)
)
) SARASOTA) SS:
COUNTY OF SARASOTA)

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 RONALD MILLER, to me known to be the person described as Subscriber of Highland Park Property Owner's Association, Inc. and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 2nd day of October, 2006.

Judy C. Lehmann
Notary Public

My Commission Expires:



JUDY C. LEHMANN
MY COMMISSION # DD 300614
EXPIRES: April 5, 2008
Bonded Thru Budget Notary Services