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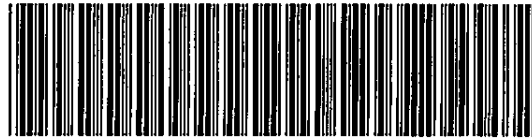
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch APR 27 2007.

TRANSMITTAL LETTER

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

SUBJECT: Highland Groves Phases II and III Homeowners
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX) Association, Inc.

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Highland Groves Phases II and III Homeowners
Dale J. Ladd Association, Inc.
Name (Printed or typed)

1135 East Avenue
Address

Clermont, FL 34736
City, State & Zip

352-394-8686
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
of
HIGHLAND GROVES PHASES II AND III HOMEOWNERS ASSOCIATION, INC.
(a Florida Corporation Not-for-Profit)

The undersigned, acting as incorporators of a nonprofit corporation under Chapter 617 of the Florida Statutes, do hereby adopt the following articles of incorporation for such corporation.

ARTICLE I
NAME

The name of the corporation is HIGHLAND GROVES PHASES II AND III HOMEOWNER ASSOCIATION, INC., hereinafter referred to as the "Association".

ARTICLE II
ADDRESS

The street address of the initial principal office and the mailing address are the same as follows:

1135 East Avenue
Clermont, FL 34711

ARTICLE III
PURPOSE AND POWERS OF THE ASSOCIATION

The Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purpose for which it is formed are to provide for maintenance, preservation and architectural control of the residences and (Common Area) within that certain tract of property described as:

HIGHLAND GROVES PHASES II AND III, Lake County Subdivisions, according to the Plats thereof recorded in the Public Records of Lake County, Florida.

and to promote the health, safety and welfare of the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

A. Exercise all the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called "Declaration" applicable to the property and recorded, or to be recorded, in the Office of the Clerk of the Circuit Court, Lake County, Florida, 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:

B. Fix, levy, collect and enforce payment by any lawful means, of all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connections therewith and all office and other expenses incidental to the conduct of business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

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C. The Association shall operate, maintain and manage the surface water or storm water management system(s) in a manner consistent with the St. Johns River Water Management District Permit Numbers 42-069-85913-2 and 40-069-85913-3 requirements and applicable District rules, and shall assist in the enforcement of the Declaration of Covenants and Restrictions which relate to the surface water or stormwater management system.

The Association shall levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the surface water or stormwater management system.

D. Have to exercise any and all powers, rights and privileges which a corporation organized under the Not For Profit Corporation Law of the State of Florida may now or hereafter have or exercise.

ARTICLE IV **VOTING RIGHTS**

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

CLASS A. The CLASS "A" MEMBER(S) shall be the Owners, and shall be entitled to one vote for each lot owned. When more than one person holds an interest in any residence, all such persons shall be members. The vote for such lot shall be exercised as the multiple owners may determine, but in no event shall more than one (1) vote be cast with respect to any one lot.

CLASS B. The CLASS "B" MEMBER(S) shall be the Developer. The Class "B" member shall be entitled to exercise total voting control until the annual meeting after ninety-five percent (95%) of the total number of lots in the subdivision are owned by individuals other than the Developer, his agents or associates. When ninety-five percent (95%) of said lots are owned by individuals, then Class "A" members may exercise voting rights. No lots owned by the Developer, his agents or associates, shall be subject to any assessment until the annual meeting following this event.

ARTICLE V **BOARD OF DIRECTORS**

The affairs of the Association will be managed by a Board consisting of not less than three (3), no more than five (5) directors. The number of directors may be changed by amendment of the ByLaws of the Association. The names and address of the persons who are to act in the capacity of directors until the selection of their successors are:

<u>Name</u>	<u>Address</u>
Dale J. Ladd	1135 East Avenue Clermont, FL 34711
Darryl A. Ladd	1135 East Avenue Clermont, FL 34711
Nancy Ladd	1135 East Avenue Clermont, FL 34711

At the first annual meeting and each meeting thereafter the members shall elect three (3) directors for a term of one (1) year each.

ARTICLE VI
ADDRESS OF INITIAL REGISTERED OFFICE AND
NAME OF INITIAL REGISTERED AGENT

The address of this Association's initial registered office in the State of Florida is 1135 East Avenue, Clermont, FL 34711. The name of this Association's initial registered agent at the above address is Dale J. Ladd.

ARTICLE VII
OFFICERS

The initial officers of the Association shall be a president, vice president and secretary/treasurer. Such officers shall be elected or appointed at the first meeting of the Board of Directors following each Annual meeting of members.

The names of the officers who are to serve until the first election or appointment are:

Dale J. Ladd, President
Darryl A. Ladd, Vice President
Nancy Ladd, Secretary/Treasurer

ARTICLE VIII
INCORPORATORS

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

Dale J. Ladd
1135 East Avenue
Clermont, FL 34711

ARTICLE IX
BYLAWS

The ByLaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded at any annual meeting of the association, or at any special meeting duly called for such purpose by a vote of a majority of a quorum of voting members present in person or by proxy, except that the initial ByLaws of the Association shall be made and adopted by the Board of Directors.

ARTICLE X
EXISTENCE AND DURATION

Existence of the Association shall commence on April 16, 2007 and the Association shall exist in perpetuity.

ARTICLE XI
AMENDMENTS

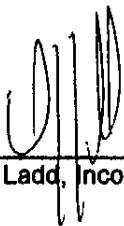
Amendments to the Articles of Incorporation may be proposed by any member of the Association. Those at any annual meeting of the Association or at any special meeting duly called and held for such purpose on the affirmative vote of at least three-fourths (3/4) of the members eligible to vote.

ARTICLE XII
DISSOLUTION

In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water or stormwater management system must be transferred to and accepted by any entity which would comply with Section 40C-42.027, F.A.C., and be approved in writing by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

The Association may be dissolved with the assent given in writing and signed by not less than three-fourths (3/4) of each Class of members. Upon dissolution of the Association, other than incidental to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for 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 non-profit corporation, association, trust or other organization to be devoted to such similar purposes. This procedure shall be subject to court approval on dissolution pursuant to Section 617.05, Florida Statutes.

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 Article of Incorporation on this April 16, 2007.



Dale J. Ladd, Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent, I hereby accept such appointment and am familiar with and accept the duties and responsibilities as registered agent for the corporation.

Date: April 17, 2007



Dale J. Ladd, Registered Agent