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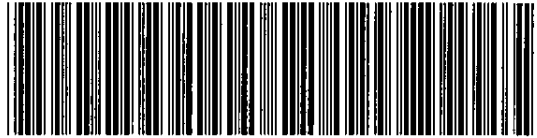
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



BOUNTIFUL LANDS, INC.
A FAZZINI CORPORATION

January 29, 2008

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Dear Sir or Madam,

I have enclosed the Articles of Incorporation of Hillside Estates Property Owner's Association, a non-profit organization to be filed, along with a check for \$78.75, a copy to be filed and returned to us and a self addressed postage paid courier package.

I appreciate your attention to this matter and if you have any questions or need anything then please give me call at (863)676-0707, ext. 225.

Thank you,

Sara L. Wise

**ARTICLES OF INCORPORATION
OF
HILLSIDE ESTATES PROPERTY OWNER'S ASSOCIATION, INC.**

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AND
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HILLSIDE ESTATES PROPERTY OWNER'S ASSOCIATION, INC., a corporation not for profit under Chapter 617 of the Florida Statutes, hereby adopts the following Articles of Incorporation.

**ARTICLE I.
NAME.**

The name of the corporation is **HILLSIDE ESTATES PROPERTY OWNER'S ASSOCIATION, INC.**

**ARTICLE II.
PURPOSES AND POWERS.**

The purposes and powers of the corporation are such as are authorized under Chapter 617 of the Florida Statutes and to own and convey real and personal property, maintain and operate common real property, to include, without limitation, the surface water management system as permitted by the Southwest Florida Water Management District, including all ponds, retention areas, ditches, culverts and related appurtenances, of **HILLSIDE ESTATES** pursuant to a Plat to be recorded in the public records of Polk County, Florida, and to collect (including filing of legal action for this purpose) assessments for maintenance, management and other matters, in accordance with the terms of the articles of incorporation, the bylaws of this corporation, and the Declaration of Covenants, Conditions and Restrictions recorded in the public records of Polk County, Florida, pertaining to **HILLSIDE ESTATES**.

The corporation is authorized:

- (a) To own, rent, lease, operate and maintain sufficient real and personal property to include easements therein, to carry out the purposes hereinabove expressed.
- (b) To receive donations, gifts, or bequests of money or other property, and to accept the same, subject to such conditions or trusts as may be attached thereto, and to perform and execute any and all such conditions or trusts.
- (c) To contract debts and to borrow money, to issue, sell and pledge bonds, debentures, notes and other evidence of indebtedness.
- (d) To establish rules and regulations governing members responsibilities.
- (e) To sue and be sued.
- (f) To do everything necessary, proper, advisable, or convenient for the accomplishment of the purposes or powers set forth in this article, and to do all other things incidental thereto or connected therewith, which are not forbidden by law or these Articles of Incorporation.
- (g) To contract for services to provide the operation and maintenance of the Association.
- (h) To carry out any of the purposes or powers set forth in this article in any state, territory, district or possession of the United States of America, or in any foreign country, to the extent that such purposes are not forbidden by the law of such place.

The purposes or powers set forth in this article are not in limitation of the general powers conferred by non-profit corporation law of the State of Florida.

ARTICLE III. MEMBERS.

The Corporation shall have 2 classes of Voting Members as follows:

Class A (Resident Members). Class A members shall be all Members other than Class B and C Members. Class A Members shall be entitled to one (1) vote for each Lot in which they hold the interest required for membership. When more than one person holds such interests or interest in any Lot, all such persons shall be deemed Members and the vote for such lots shall be exercised as they, among themselves, determine, but in no event shall more than one (1) vote be cast with respect to any such Lot.

Class B (Non Resident Members). A Class B Member is any owner of one or more Lots who do not have a residence constructed on one or more of their Lot(s) or have a residence under construction on one or more of their Lot(s). Class A Members shall be entitled to one (1) vote for each Lot in which they hold the interest required for membership. Class B Members shall not be entitled to serve as officers or directors of the Association.

Class C. The Declarant shall be the sole Class C Member. The Class C Member shall be entitled to three (3) votes for each Lot, which it owns, and three (3) votes for each Lot owned by Class B Members.

Notwithstanding the foregoing, the voting rights of the Class C Member shall continue until:

- (a) Declarant no longer owns:
 - i. Record title to any Lot, and
 - ii. A lien interest in a Lot, and
- (b) January 1, 2012

Whichever occurs first in time, neither the Association nor the members shall take any action or inaction with respect to any matter whatsoever without the consent and approval of the Declarant, which shall not be unreasonably withheld or delayed.

The interest of a member in the funds and assets of the corporation cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to his lot. The funds and assets of the corporation shall belong solely to the corporation subject to limitation that the same be expended, held or used for the benefit of the membership and for the purposes authorized herein, in the By-laws which may be hereafter adopted, and in the Declaration of Covenants, Conditions and Restrictions which have been recorded in the public records of Polk County, Florida, covering HILLSIDE ESTATES.

ARTICLE IV. TERM OF EXISTENCE.

The corporation is to exist perpetually; however, if the Association is dissolved, the property consisting of the surface water management system shall be conveyed to an appropriate agency of local government, and if not accepted, then the surface water management system shall be dedicated to a similar non-profit corporation.

ARTICLE V. ADDRESS.

The street address of the corporation in the State of Florida is 101 E. Stuart Avenue, Lake Wales, Florida 33853 and the mailing address of the corporation in the State of Florida is 101 E. Stuart Avenue, Lake Wales, FL 33853. The Board of Directors may from time to time move the principal office to any other address in Florida and may establish branch offices in such other place or places as may be designated by the Board of Directors.

ARTICLE VI. OFFICERS.

The affairs of the corporation are to be managed by a President, Vice-President and Secretary. The names and addresses of the officers who are to serve until the next election of officers are:

President – John P. Fazzini, 101 E. Stuart Avenue, Lake Wales, FL 33853-

Vice President -- Silvio Fazzini, 101 E. Stuart Avenue, Lake Wales, FL 33853

Secretary -- Silvio Fazzini, 101 E. Stuart Avenue, Lake Wales, FL 33853

ARTICLE VII. DIRECTORS.

The number of persons constituting the first board of directors is one (1). The names and addresses of the directors who are to serve until the first annual meeting of the members or until their successors are elected and qualified are: JOHN P. FAZZINI of 101 E. Stuart Avenue, Lake Wales, FL 33853.

Each of the directors shall be elected by a majority of votes (calculated as described in Article III above) cast a properly called member's meeting. Each Director so elected shall serve at the pleasure of the Members until his or her replacement is elected. In the event that a Director shall resign or otherwise be unable or unwilling to continue to serve his or her replacement shall appointed by a majority of the remaining members of the Board of Directors to serve until the next regular meeting of the Members.

ARTICLE VIII. INCORPORATORS.

The names and addresses of the incorporators of the corporation are: JOHN P. FAZZINI of 101 E. Stuart Avenue, Lake Wales, FL 33853.

ARTICLE IX. ASSESSMENTS.

The private property of the members shall not be subject to the payment of corporate debts of the corporation, provided, however, that this provision shall not in any manner limit the obligation of each member to the corporation as set forth and contained in these Articles of Incorporation, the By-Laws which may be hereafter adopted, and the Declaration of Covenants, Conditions and Restrictions and Easements affecting said lands in HILLSIDE ESTATES nor shall it limit the right of the corporation to levy and assess members for their proportionate share of the expenses of the corporation.

The corporation shall be entitled to enforce collection of such assessments in such manner as may be reserved to the corporation in these Articles, said By-Laws and the protective Covenants, Restrictions and Easements.

ARTICLE X. LIABILITY.

Every director and officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon him in connection with any 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 at the time such expenses are incurred, except in such cases where the director or officer is adjudged guilty or willful

malfeasance or misfeasance in the performance of his duties; provided that, in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the director or officer seeking such reimbursement or indemnification, the indemnification herein shall apply only if the Board of Directors approves such settlement and reimbursement as being in the best interest of the corporation. 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.

**ARTICLE XI.
AMENDMENT OF ARTICLES OF INCORPORATION.**

The corporation reserves the right to amend, alter or change any provision contained in these articles of incorporation in the manner now or hereafter prescribed by law. Each amendment submitted to the members for approval must be approved by a majority of the members entitled to vote thereon.

**ARTICLE XII.
NON-PROFIT CHARACTER.**

This corporation is one which does not contemplate pecuniary gain or profit to the members, directors or officers. Upon dissolution of the corporation, all corporate assets remaining after payment of all liabilities shall be distributed to charitable, religious, scientific, literary or educational organizations.

**ARTICLE XIII.
REGISTERED OFFICE AND AGENT.**

The corporation hereby designates as its registered office at 101 E. Stuart Avenue, Lakes Wales, FL 33853, and its registered agent, JOHN P. FAZZINI, at the same address, for service of process.

IN WITNESS WHEREOF, the undersigned, being the incorporators of this corporation, have, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, executed these Articles of Incorporation on this 29th day of January, 2008.

JOHN P. FAZZINI

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me on this the 29th day of January, 2008, by JOHN P. FAZZINI, who is personally known to me or who has produced _____ as identification and who did (did not) take an oath.

Sara L. Hall
Notary Public

(Print or Type Notary Name)

Commission (Serial) Number: _____

My Commission Expires: _____

(SEAL)



ACCEPTANCE

I certify that I am a permanent resident of Polk County, Florida, residing at the place indicated above. I hereby accept the foregoing designation as Registered Agent for HILLSIDE ESTATES PROPERTY OWNER'S ASSOCIATION, INC., this 29th day of January, 2008.



JOHN P. FAZZINI

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AND
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA