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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

CS. 2-8

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February 4, 2008

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314-6327

RE: Highlands Landing Property Owners Association, Inc.
Our File No. 42-805

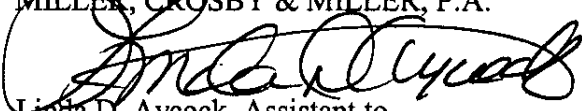
Gentlemen:

Enclosed please find an original and one copy of Articles of Incorporation for the above-referenced corporation. Also enclosed is our firm check in the amount of \$78.75. Please file the original and return a certified copy to us.

Thank you for your assistance in this matter.

Sincerely yours,

MILLER, CROSBY & MILLER, P.A.


Linda D. Aycock, Assistant to
Richard A. Miller

/lda
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
HIGHLANDS LANDING PROPERTY OWNERS ASSOCIATION, INC.**

The undersigned subscriber to these Articles of Incorporation, for the purpose of forming a corporation not-for-profit, pursuant to 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 is HIGHLANDS LANDING PROPERTY OWNERS ASSOCIATION, INC., hereinafter called the "Association."

ARTICLE II. PRINCIPAL OFFICE

The principal office of the Association is located at 5529 U.S. Highway 98 North, Lakeland, Florida 33809. The Board of Directors of the Association may change the location of the principal office of said Association from time to time.

ARTICLE III. REGISTERED AGENT

Joe L. Saunders, whose address is 5529 U.S. Highway 98 North, Lakeland, Florida 33809, is hereby appointed the initial registered agent of this Association. The registered agent shall maintain copies of all permits and permitting actions for the benefit of the Association.

ARTICLE IV. PURPOSE AND POWERS OF ASSOCIATION

HIGHLANDS LANDING, L.L.C., a Florida limited liability company, ("Developer"), has developed a residential subdivision in Highlands County, Florida known as HIGHLANDS LANDING, which, together with other lands where lot owners may in the future and at the sole and exclusive discretion of Developer, be members of this Association, will be referred to hereinafter collectively as the "Subdivision". The Subdivision will be subject to the terms of that certain Declaration of Covenants, Restrictions, Limitations and Conditions to be recorded in the public records of Highlands County, Florida, which will refer to the Association and which will be referred to herein collectively as the "Declaration". This Association does not contemplate pecuniary gain or profit to its members and is formed as the Association described and referred to in the Declaration and shall have the power and responsibility to perform the maintenance and other obligations and responsibilities specified in the Declaration, shall have the power and authority to enforce the terms,

restrictions and other provisions of the Declaration. The Association shall also have such other authority as may be necessary for the purpose of promoting the health, safety, and general welfare of the residents, and of the owners of lots in the Subdivision who are members of the Association.

In furtherance of such purposes, the Association shall have the power to:

(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, as the same may be amended from time to time as therein provided, the terms of which Declaration are incorporated herein by reference;

(b) Fix, levy, collect, and enforce payment by any lawful means of all charges and assessments pursuant to the terms of the Declaration and the Bylaws of the Association; 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 licenses, taxes, or governmental charges levied on or imposed against the property of the Association;

(c) Acquire (by gift, purchase or otherwise), own, hold, improve, 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;

(d) Borrow money, and with the assent of two-thirds (2/3) of each class of 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;

(e) Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, provided that any such merger or consolidation shall have the assent of two-thirds (2/3) of the members;

(f) Operate and maintain the surface water management system, if any, which is permitted by South Florida Water Management District in the name of the Association; and

(g) Have and to exercise any and all powers, rights and privileges that a nonprofit corporation organized under Chapter 617 of the Florida Statutes by law may now or hereafter have or exercise, as well as all other express and implied powers of corporations not-for-profit.

(h) Enforce the Declaration of HIGHLANDS LANDING Subdivision either on its own account or in conjunction with other lot owners.

(i) Modify the Declaration on a reasonable basis to prevent undue hardship in the placement of any structures upon any lot in regard to lot line setback requirements.

(j) Maintain and improve traffic control signs, subdivision and roadway name designation signs within the Subdivision.

(k) It shall have the right, but not the duty, to maintain improved or unimproved lots within HIGHLANDS LANDING wherein lot owners have failed to maintain same in keeping the lot free and clear of debris and trash and unsightly weeds and litter and to assess the costs against the lot owner. It shall have an easement and license of entry over any lot within HIGHLANDS LANDING Subdivision for the purpose of maintenance.

(l) Sue and be sued.

(m) Monitor and/or maintain the mitigation areas as required by the South Florida Water Management Permit.

(n) Provide for the perpetual maintenance of the conservation areas and any conservation easement (preserved/restored/created wetland areas and upland buffer zones) and the further responsibility to take action against lot owners as necessary to enforce the conditions of the conservation easement and the permit.

(o) Accept future phases of development into the Association.

(p) Contract out any and all obligations of the Association to third parties to perform on behalf of the Association.

The Association shall be conducted as a nonprofit organization for the benefit of its members. 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 in accordance with the Bylaws and no part of any net earnings of the Association will inure to the benefit of any member.

ARTICLE V. MEMBERS

Every person or entity who is a record owner of a fee or undivided fee interest in any lot (as defined in the Declaration and referred to herein as "Lot") in the Subdivision shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of a Lot. The Association shall have two classes of voting membership:

Class A

Class A Members shall be all Owners, with the exception of the Developer and shall be entitled to one vote for each Lot owned.

Class B

The Class B Member(s) shall be the Developer and shall be entitled to three votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership and the Members, other than the Developer, shall be entitled to elect at least a majority of the Directors of the Association upon the earlier of the occurrence of the following events:

- (a) When the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership (i.e., when seventy-five percent (75%) of the Lots in the Subdivision have been conveyed to Members other than the Developer); or
- (b) On the date specified by the Developer in a written notice to be given to all of the Class A Members. Each Lot shall be entitled to one (1) vote exercised by the owner or owners at any meeting of members of the Association in accordance with the Bylaws.

ARTICLE VI. DURATION

The period of duration of the Association shall be perpetual, unless sooner dissolved pursuant to provisions of Florida Statutes 617, as amended. If the Association is dissolved, the property consisting of the surface water management system shall be conveyed to an appropriate agency of local government. If it is not accepted, then the surface water management system must be dedicated to a similar non-profit corporation.

ARTICLE VII. INCORPORATOR

The name and residence address of the incorporator is:

NAME

Joe L. Saunders

ADDRESS

5529 U.S. Highway 98 North
Lakeland, FL 33809

ARTICLE VIII. OFFICERS AND DIRECTORS

The affairs of the Association shall be managed by a Board of Directors who, except for those Directors selected by the Developer, shall be members of the Association. The Board of Directors shall be elected at the annual meeting of the Association. Vacancies on the Board of Directors may be filled until the next annual meeting in such a manner as provided by the Bylaws. The officers shall be: a President, Vice President, Secretary, and Treasurer. They shall be elected by the Board of Directors. The officers and members of the Board of Directors shall perform such duties, hold office for such term, and take office at such time as shall be provided by the Bylaws of the Association.

ARTICLE IX. INITIAL DIRECTORS

The number of persons constituting the first Board of Directors of the Association shall be three (3). The first Board of Directors who shall serve until the first election at the regular annual meeting are:

| <u>NAME</u> | <u>ADDRESS</u> |
|--------------------|--|
| Joe L. Saunders | 5529 U.S. Highway 98 North Lakeland, FL 33809 |
| Dean P. Saunders | 5120 South Lakeland Drive Lakeland, Florida 33811 |
| Lee Saunders | 5529 U.S. Highway 98 North Lakeland, FL 33809 |

ARTICLE X. BYLAWS

The Bylaws of the Association may be made, altered, or rescinded as provided for in the Bylaws of the Association. However, the initial Bylaws of the Association shall be made and adopted by the initial Board of Directors of the Association.

ARTICLE XI. AMENDMENT OF ARTICLES OF INCORPORATION

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 two-thirds (2/3rds) of the membership existing at the time of, and present at such meeting. A copy of each amendment shall be filed with the Secretary of State, pursuant to the provisions of the applicable Florida Statutes and a copy certified by the Secretary of State shall be recorded in the public records of Highlands County, Florida. Without the prior written approval of South Florida Water Management District and/or a modification of the South Florida Water Management Permit, there shall be no amendment to these Articles of Incorporation which would affect the surface water management system, the retention areas and drainage facilities described in the Declaration or which would affect the obligation of this Association to maintain the foregoing.

ARTICLE XII. DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by no less than two-thirds (2/3) of the members. Upon dissolution of the Association, other than incident to 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 nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE XIII. FHA/VA APPROVAL

So long as there is a Class B membership, the following actions will require the prior written approval of the Federal Housing Administration or the Veterans' Administration: Annexation of additional properties, merger and consolidations, mortgaging of the assets of the Association, dedication of any of the assets of the Association for public purposes, dissolution and amendment to these Articles of Incorporation.

ARTICLE XIV. WATER MANAGEMENT DISTRICT

The South Florida Water Management District has the right to take enforcement action, including a civil action for an injunction and penalties, against the Association to compel it to correct any outstanding problems with the surface water management facilities or in mitigation or conservation areas under the responsibility or control of the Association.

ARTICLE XV. NOTICE TO MEMBERS/OWNERS

A. Certain lots in the Subdivision may contain or be adjacent to wetland preservation or mitigation areas and upland buffers which are protected under conservation easements.

B. Wetlands and upland buffers may not be altered from their natural permitted condition with the exception of exotic or nuisance vegetation removal or restoration in accordance with the restoration plan included in the conservation easement.

C. The conservation areas are dedicated as common areas. They shall be the perpetual responsibility of the Association and may in no way be altered from their natural or permitted state. Activities prohibited within the conservation areas include, but are not limited to; construction or placing of buildings on or above the ground; dumping or placing soil or other substances such as trash; removal or destruction of trees, shrubs, or other vegetation with the exception of exotic/nuisance vegetation removal or restoration in accordance with the restoration plan included in the conservation easement; excavation, dredging or removal of soil material; flood control, water conservation, erosion control, or fish and wildlife habitat conservation or preservation.


D. The Conservation Area signage is the perpetual responsibility of the Association.

E. The Association shall notify property owners of any mitigating/monitoring and/or financial assurances for which the Association is responsible.

ARTICLE XVI. ANIMAL WASTE MANAGEMENT PLAN AND LIVESTOCK DENSITY

The type and use of animals on the property is addressed in the Declaration. However, the members/owners must comply with the Animal Waste Management Plan and the Livestock Density Criteria attached hereto as Exhibit "C".

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned subscriber has executed these Articles of Incorporation this 11th day of December, 2007.



Joe L. Saunders

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 11th day of December, 2007, by Joe L. Saunders, who is personally known to me.




NOTARY PUBLIC, STATE AT LARGE



ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the appointment as registered agent of HIGHLANDS LANDING PROPERTY OWNERS ASSOCIATION, INC., as set forth in the foregoing Articles of Incorporation.

DATED this 11th of December, 2007.



Joe L. Saunders
Registered Agent

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