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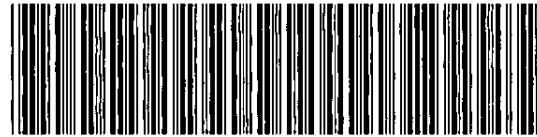
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
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April 8, 2008

VIA HAND DELIVERY

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

Re: East Highland Place Owners Association, Inc.
Our File No. 4130249-1

Dear Madam or Sir:

Enclosed for filing are an original and one (1) copy of the Articles of Incorporation of East Highland Place Owners Association, Inc. **PLEASE FILE THESE ARTICLES AND ISSUE A CERTIFIED COPY.** A check in the amount of \$78.75 is enclosed. Upon receipt of this request, please date-stamp the copy of this letter attached, and call me when the certified copy is ready to be picked up.

Thank you for your assistance in this matter.

Sincerely,

Mari-Jo Lewis-Wilkinson

Mari-Jo Lewis-Wilkinson
Paralegal

Enclosures

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
EAST HIGHLAND PLACE OWNERS ASSOCIATION, INC.
(A Corporation Not for Profit)

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation not for profit under the laws of the State of Florida:

Article I
Name

The name of the corporation is EAST HIGHLAND PLACE OWNERS ASSOCIATION, INC. (hereinafter referred to as "Association").

Article II
Purposes

The Association does not contemplate pecuniary gain or profit to its members and is deemed a corporation not for profit. The Association will make no distributions of income to its members or Directors, unless it is dissolved pursuant to Florida law.

Each parcel of property ("Parcel") or condominium unit ("Condo") located within the property described in **Exhibit "A"** attached hereto, in Lakeland, Polk County, Florida, will be subject to the covenants, conditions and restrictions set forth in the Covenants, Conditions and Restrictions, for East Highland Place (the "Declaration") to be filed in the public records of Polk County, Florida. Once the Declaration are recorded in the Public Records of Polk County, Florida, the terms defined therein are incorporated herein by reference and made a part hereof. This Association is organized for the general purpose of functioning as the property owners association of the Property and serving as the instrumentality of the Owners of the Property for the purpose of controlling and regulating the activities within, and the development and maintenance of the Property. The specific purposes for which this Association is formed include, but are not limited to, the following:

A. To provide for the promotion, construction, regulation, maintenance and preservation of the Property.

B. To provide for the regulation, maintenance and control of the parking areas, landscaping, easements and other common facilities and properties within the Property.

C. To acquire, hold, convey and otherwise deal with real and/or personal property in its capacity as a property owners association.

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TALLAHASSEE, FLORIDA

D. To exercise all powers and discharge all responsibilities granted to it as a corporation under the laws of the State of Florida, its By-Laws, these Articles of Incorporation, and the Declaration for the Property.

E. To otherwise engage in any lawful activities for the benefit, use, convenience, and enjoyment of its members as it may deem proper.

Article III Principal Place of Business

The principal place of business of the Association shall be at 210 Highland Drive, East, Lakeland, Florida 33803, or at such other place within the State as the Board of Directors shall by appropriate action hereafter from time to time determine.

Article IV Powers

The powers of the Association shall include and be governed by the following provisions:

A. The Association shall have all the powers of a corporation, not for profit, provided by law and not in conflict with the terms of these Articles of Incorporation, the By-Laws of the Association and, in addition, all powers set forth in the conveyances of individual large parcels. It shall further have all of the powers and duties reasonably necessary to operate pursuant to its purposes, as they may be amended from time to time, including, but not limited to, the following:

1. To fix, levy, collect, and enforce assessments (whether they be annual or special), to defray the costs, expenses and losses of its operation and to ensure compliance with its rules and regulations.

2. To acquire liens against all Property Owners, including any Parcel.

3. To subordinate, in its sole discretion, any liens acquired by the Association.

4. To use the proceeds of assessments in the exercise of its powers and duties.

5. To acquire personal and real property (by purchase or otherwise), and to hold, maintain, repair, operate, lease, sell or otherwise dispose of any properties it may acquire.

6. To construct and maintain improvements on its property and to reconstruct improvements after casualty.

7. To borrow money and to mortgage, pledge, or otherwise hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.

8. To purchase insurance for its properties and insurance for the protection of the Association, its Officers, Directors, and its members.

9. To make and amend reasonable rules and regulations, and to grant exceptions thereto, respecting the construction of improvements, and maintenance and use of the properties of its members.

10. To enforce any regulations, restrictions or limitations imposed by deed, plat, site plan, or otherwise on the land within the Property.

11. To enforce by legal means the rights of the Association and the provisions of these Articles, the By-Laws of the Association, the Declaration, and all rules and regulations for the construction, maintenance, and use of the properties of the members.

12. To manage, operate and maintain any of the Association properties, to contract for the management, operation and maintenance of any such properties and to thereby delegate powers and duties of the Association.

13. To employ personnel to perform the services required to carry out the purposes of this Association.

14. To participate in mergers or consolidations with other non-profit corporations organized for similar purposes and to annex additional properties to the properties subject to the jurisdiction of this Association.

15. All funds, except such portions thereof as are expended for the expense of the Association, shall be held in trust for the members' respective interests in accordance with the provisions of these Articles of Incorporation and the By-Laws of the Association.

16. To operate and maintain the surface water management system facilities, including all inlets, ditches, swales, culverts, water control structures, retention and detention areas, and ponds.

Article V Members

A. Members of the Association shall be record owners of title of the individual parcels of the Property located in the Property.

B. If applicable, each buyer under a contract to purchase ("Agreement for Deed") a Parcel of the Property shall also be members of the Association.

C. Change of membership shall be established by recording in the Public Records of Polk County, Florida, a deed or other instrument establishing record fee title to a Parcel of the Property, or by assignment of the contract to purchase a Parcel, and by the delivery to the Association of a copy of such instrument. The owner designed by such instrument or certificate thus

becomes a member of the Association and the membership of the prior owner shall be terminated. In the event that a certified copy of said instrument or such certificate is not delivered to the Association, said owner shall become a member, but shall not be entitled to voting privileges. The foregoing shall not, however, limit this Association's powers or privileges.

D. The interest of a member in the funds and assets of the Association shall not be assigned, hypothecated or transferred in any manner except as an appurtenance to the Property.

E. Membership shall be compulsory and shall continue until such time as the member transfers or conveys of record his interest upon which his membership is based or until said interest is transferred or conveyed by operation of law, at which time the membership shall automatically be conferred upon the transferee. Membership shall be appurtenant to, run with, and shall not be separated from the interests upon which membership is based.

F. If ownership of a Parcel of Property is vested in more than one person, then all of the persons so owning the interest shall be members. However, the number of votes cast by such members shall be determined by the provisions of Article VI below.

G. Notwithstanding the provisions hereof, no person or entity who holds an interest upon which membership is based only as security for performance of an obligation shall become a member of the Association.

Article VI Voting

Each Member of the Association shall be entitled to vote in accordance with the provisions of the Declaration and the Bylaws.

Article VII Directors

A. The affairs of the Association shall be managed by a Board of Directors consisting of the number of Directors determined by the By-Laws of the Association, but said board shall consist of not less than three (3) Directors.

B. Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the By-Laws of the Association.

C. The powers and duties of the Directors shall be designated in the By-Laws of the Association.

D. The first election of the Directors by members shall occur within thirty (30) days after the filing of these Articles. Directors named in the Articles shall serve until the first election of Directors by the members, and any vacancies in their number occurring before the first election shall be filled by the Incorporator. Prior to the first election of the Board of Directors by the members,

Directors need not be members of the Association. Subsequent thereto, however, Directors must be members of the Association.

E. The names and addresses of the members of the first Board of Directors who will hold office until their successors are elected and have qualified, or until removed, are as follows:

Name:	Address:
John A. Rodda	250 Highland Drive, East Lakeland, Florida 33803
H. Lee Wall	225 East Lemon Street, Suite 205 Lakeland, Florida 33801
Sam Monte	210 Highland Drive, East Lakeland, Florida 33803

Article VIII Officers

The affairs of the Association shall be administered by a President, Vice President, Secretary and Treasurer. The duties and authority of said officers shall be designated in the By-Laws of the Association. Said officers shall be elected by the Board of Directors at its first meeting following the first annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The names and addresses of the Officers who shall serve until their successors are designated are as follows:

<u>Name</u>	<u>Office</u>
H. Lee Wall	President
John A. Rodda	Vice President
Sam Monte	Vice President
H. Lee Wall	Secretary
John A. Rodda	Treasurer

Article IX Indemnification

Every Director and Officer of the Association shall be indemnified by the Association against all expenses and liabilities, including legal fees and costs reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party in which he may become involved by reason of his being or having been a Director or Officer, whether or not he is a Director or Officer at the time such expenses are incurred, except when the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the

event of a settlement, indemnification shall apply only in the event that the Board of Directors approves such settlement and reimbursement as being in the best interests of the Association.

Article IX Bylaws

The By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded by the Board of Directors prior to the first meeting of the members. Subsequent to the first meeting of the members, the By-Laws may be altered, amended or added to at any duly called meeting of the members, provided:

- A. Notice of the meeting shall contain a statement of the proposed amendment.
- B. The amendment shall be altered by the majority vote of the members voting at such meeting.

Article X Amendment

Amendments to these Articles of Incorporation may be proposed and adopted in the following manner:

A. A resolution for the adoption of a proposed amendment may be either by fifty percent (50%) of the Board of Directors or by ten percent (10%) of the members of the Association. Directors and members not present in person or by proxy at the meeting considering a resolution for adoption of a proposed amendment may cast their votes for such proposal in writing, provided such votes are delivered to the Secretary of the Association at or prior to the meeting.

B. Notice of the subject matter or proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered.

C. Proposed amendments may be passed at the meeting at which they are to be considered as follows:

1. By approval of not less than fifty-one percent (51%) of the Board of Directors and by not less than fifty-one percent (51%) of the votes of the members voting at the meeting; or

2. By approval of not less than two-thirds (2/3) of the votes of the members voting at the meeting.

D. However, no amendment shall make any changes in the qualifications for membership nor the voting rights of members without unanimous written consent or the vote of all members, except in the case of an amendment passed prior to the first election of Directors by members.

E. A copy of each amendment shall be certified by the Secretary of State, State of Florida, and shall be recorded in the Public Records of Polk County, Florida.

Article XII
Prohibition Against Issuance of Stock
and Distribution of Income

This Association shall never have nor issue any share of stock, nor shall this Association distribute any part of the income of this Association, if any, to its members, Directors or Officers. Nothing herein, however, shall be construed to prohibit the payment by the Association of compensation in a reasonable amount to the members, Directors or Officers for services rendered, nor shall anything herein be construed to prohibit the Association from making any payments or distributions to members of benefits, monies or properties permitted by statute.

Article XIII
Contractual Powers

In the absence of fraud, no contract or other transaction between this Association and any other person, firm, association, corporation or partnership shall be affected or invalidated by the fact that any Director or Officer of this Association is pecuniarily or otherwise interested in, or is a director, officer or member of any such other firm, association, corporation or partnership, or is partly or is pecuniarily or otherwise interested in, such contract or other transactions, or in any way connected with any person, firm, association, corporation or partnership, pecuniarily or otherwise interested therein. Any Director may vote and be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Association for the purpose of authorizing such contract or transaction with like force and effect as if he were not so interested, or were not a director, member or officer of such other firm, association, corporation or partnership.

Article XIV
Term

The term of this Association shall be perpetual, however, if the Association is dissolved, the control or rights of access to the property containing the surface water management system facilities shall be conveyed or dedicated to an appropriate governmental unit or public utility, and if not accepted, then the surface water management system facilities shall be conveyed to a non-profit corporation similar to the Association.

Article XV
Initial Registered Office and Agent

The street address of the initial registered office of the corporation is 225 East Lemon Street, Suite 205, Lakeland, Florida 33801, Lakeland, Florida, and the name of the initial registered agent of the corporation at that address is H. Lee Wall.

Article XVI
Subscribers

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

Name:

Address:

H. Lee Wall

225 East Lemon Street, Suite 205
Lakeland, Florida 33801

IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these Articles of Incorporation this 2 day of APRIL, 2008.

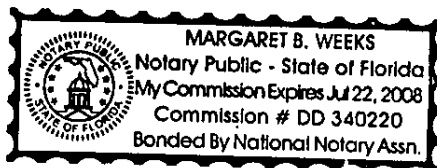

_____(SEAL)
H. Lee Wall, Incorporator

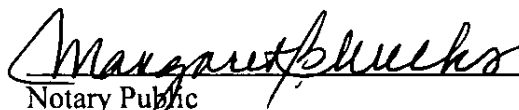
STATE OF FLORIDA
COUNTY OF POLK

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared H. Lee Wall, who ☒ is personally known to me or who ☐ has produced _____ as identification.

WITNESS my hand and official seal this 2 day of APRIL, 2008.

(NOTARIAL SEAL)





Notary Public
State of Florida at Large
My Commission Expires:

To: The Department of State
Tallahassee, Florida 32304

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

East Highland Place Owners Association, a corporation not for profit, desiring or organized under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the County of Polk, State of Florida, has named H. Lee Wall, located at 225 East Lemon Street, Suite 205, Lakeland, Florida 33801, as its agent to accept service of process within Florida.

ACKNOWLEDGMENT:

Having been named to accept service of process of the above named corporation at the place designated in this Certificate, I hereby accept to act in its capacity and agree to comply with the provision of said Act relative to keeping open said office.

DATED this 2 day of APRIL, 2008.



H. Lee Wall, Registered Agent

H:\home\KAC\highland Commercial Prop\HO Articles.doc

LEGAL DESCRIPTION:

The East 213 feet of the East $\frac{1}{2}$ of the Southwest $\frac{1}{4}$ of the Northwest $\frac{1}{4}$ of the Southwest $\frac{1}{4}$ of Section 6, Township 29 South, Range 24 East, Polk County, Florida, Less and Except that certain parcel described in deed recorded in O.R. Book 5271, Page 571, Public Records of Polk County, Florida, AND that part of said East $\frac{1}{2}$ of Southwest $\frac{1}{4}$ of the Northwest $\frac{1}{4}$ of the Southwest $\frac{1}{4}$ lying north of said parcel described in O.R. Book 5271, Page 571, Less and Except the East 213 feet thereof;

AND That part of said East $\frac{1}{2}$ of the Southwest $\frac{1}{4}$ of the Northwest $\frac{1}{4}$ of the Southwest $\frac{1}{4}$ described as follows:

Commence at the Southeast corner of said East $\frac{1}{2}$ of Southwest $\frac{1}{4}$ of the Northwest $\frac{1}{4}$ of the Southwest $\frac{1}{4}$ and run N $89^{\circ}04'25''$ W along the South line of said Southwest $\frac{1}{4}$ of Northwest $\frac{1}{4}$ of the Southwest $\frac{1}{4}$ a distance of 213.03 feet; thence N $00^{\circ}00'00''$ E, 28.36 feet to a point on the North Right of Way line of East Highland Drive, said point being 213.00 West of the East line of said Southwest $\frac{1}{4}$ of the Northwest $\frac{1}{4}$ of the Southwest $\frac{1}{4}$, said point being the Point of Beginning; thence continue N $00^{\circ}00'00''$ E, 191.51 feet; thence N $89^{\circ}08'28''$ W, 13.97 feet to the Northeast corner of that certain parcel described in deed recorded in O.R. Book 4023, Page 1833 (the Walgreen Parcel) thence S $00^{\circ}51'31''$ W along the East line of said Walgreen Parcel 190.14 feet to the North Right of Way line of East Highland Drive; thence S $84^{\circ}32'38''$ E, along said North Right of Way, 16.89 feet to the Point of Beginning.

AND

Part of the Southwest $\frac{1}{4}$ of the Northwest $\frac{1}{4}$ of the Southwest $\frac{1}{4}$ of Section 6, Township 29 South, Range 24 East, Polk County, Florida, described as follows: Beginning at the Southeast corner of said Southwest $\frac{1}{4}$ of the Northwest $\frac{1}{4}$ of the Southwest $\frac{1}{4}$, and run North along the East line of said Southwest $\frac{1}{4}$ of the Northwest $\frac{1}{4}$ of the Southwest $\frac{1}{4}$, on an assumed bearing of N $00^{\circ}00'00''$ E, 291.74 feet; thence N $90^{\circ}00'00''$ W, 39.35 feet to a point midway on the East line of that certain parcel described in deed recorded in O.R. Book 4095, Page 1564; thence S $00^{\circ}08'47''$ W, along said East line, 96.00 feet to the Southeast corner of said parcel recorded in O.R. Book 4095, Page 1564; thence N $89^{\circ}51'13''$ W, 100.00 feet to the Southwest corner of said parcel; thence N $00^{\circ}08'47''$ E, 96.00 feet to a point midway on the West line of said parcel recorded in O.R. Book 4095, Page 1564; thence N $90^{\circ}00'00''$ W, 73.65 feet; thence S $00^{\circ}00'00''$ E, 68.68 feet; thence N $89^{\circ}08'28''$ W, 13.97 feet to the Northeast corner of that certain parcel described in deed recorded in O.R. Book 4023, Page 1833 (the Walgreen parcel); thence S $00^{\circ}51'31''$ W, along the Easterly line of said Walgreen parcel 219.83 feet to a point on the South line of the Southwest $\frac{1}{4}$ of the Northwest $\frac{1}{4}$ of the Southwest $\frac{1}{4}$ of the aforementioned Section 6; thence S $89^{\circ}04'25''$ E along said South Line of the Southwest $\frac{1}{4}$ of the Northwest $\frac{1}{4}$ of the Southwest $\frac{1}{4}$ a distance of 230.29 feet to the Point of Beginning. Subject to and Together with Easements of Record.

