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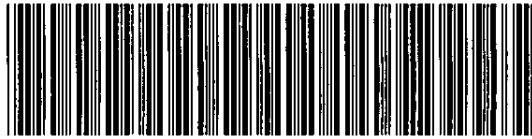
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

08 APR 23 AM 10:26

APPROVED
AND
FILED

B. McKnight APR 24 2008

WILLIAM J. NIELANDER, P.A.
ATTORNEY AT LAW

WILLIAM J. NIELANDER

Email: wjn@nielanders.com
www.nielanders.com



172 E. INTERLAKE BLVD.
LAKE PLACID, FL 33852
863-465-8181
FAX - 863-465-5614

April 18, 2008

Florida Department of State
Division of Corporations
ATTN: NEW FILINGS SECTION
P.O. Box 6327
Tallahassee, FL 32314

Re: HICKORY HILLS OWNERS' ASSOCIATION, INC.

Dear Sir/Madam:

Enclosed please find the original and one (1) copy of the Articles of Incorporation for the above-referenced corporation. Please file the original in your office, and return one (1) copy to me. I am including my check in the amount of \$70.00 to cover the filing fee.

Thank you for your kind assistance.

Yours Sincerely,

A handwritten signature in cursive script, appearing to read 'WJN', written over a horizontal line.

William J. Nielanders

WJN/kr

Enclosures

APPROVED
AND
FILED

08 APR 23 AM 10:26

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

HICKORY HILLS OWNERS' ASSOCIATION, INC. (A Non-Profit Corporation)

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is HICKORY HILLS OWNERS' ASSOCIATION, INC.

ARTICLE II. PURPOSES AND POWERS

The purposes and powers of the corporation are:

a) To maintain, manage and operate certain real property in Highlands County, Florida, known as HICKORY HILLS and to assess, enforce and collect assessments for maintenance, management and other matters, in accordance with the terms of these Articles of Incorporation, the By-Laws of this corporation, and the Declaration of Covenants and Restrictions recorded in the public records of Highlands County, Florida pertaining to HICKORY HILLS. The corporation shall be conducted as a non-profit corporation.

b) To operate and maintain the surface water management system as permitted by the applicable Florida Water Management District including all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, floodplain compensation areas, wetlands and any associated buffer areas, and wetland mitigation areas.

c) To own, rent, sell, convey, lease, operate and maintain sufficient real and personal property to carry out the purposes hereinabove expressed.

d) 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 obligate itself to perform and execute, any and all such conditions or trusts.

e) To contract debts and to borrow money, to issue, sell and pledge bonds, debentures, notes and other evidences of indebtedness. To contract for services to provide for operations and maintenance of the surface water management system if the association so contemplates employing a maintenance company.

f) To sue and be sued and establish rules and regulations.

g) 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.

h) To carry out any of the purposes or powers set forth in this article in any state, territory, district, or possession of the Loted States of America, or in any foreign country, to the extent that such purposes are not forbidden by the law of such place.

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

j) To perform all those powers specified as follows:

- i. Own and convey property;
- ii. Operate and maintain the surface water management system facilities, including all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, floodplain compensation areas, wetlands and any associated buffer areas, and wetland mitigation areas;
- iii. Establish rules and regulations;
- iv. Assess members and enforce assessments;
- v. Sue and be sued;
- vi. Contract for services to provide for operation and maintenance of the surface water management system facilities if the association contemplates employing a maintenance company;
- vii. Require all the lot owners, parcel owners, or unit owners to be members;
- viii. Exist in perpetuity; however, the articles of incorporation shall provide that if the

- association is dissolved, the control or right 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 that if not accepted, then the surface water management system facilities shall be conveyed to a non-profit corporation similar to the association;
- ix. Take any other action necessary for the purposes for which the association is organized.

ARTICLE III. MEMBERS

The qualification of the members, the manner of their admission to membership and termination of such membership, and voting by members shall be as follows:

(a) The owners of all lots in HICKORY HILLS shall be entitled to be members of the corporation, and no other persons or entities shall be entitled to membership.

(b) Membership shall be established by joining the Association and paying the agreed fees, and the membership of any party shall be automatically terminated upon his being divested of title to all lots or by resignation.

(c) 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 the 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 and Restrictions which have been recorded in the public records of Highlands County, Florida, covering HICKORY HILLS.

ARTICLE IV. ADDRESS

The street address of the corporation in the State of Florida is 114 Parkview Drive, Lake Placid, FL 33852. 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 V. OFFICERS

The affairs of the corporation are to be managed by a president and a secretary-treasurer and such other officers as may

be provided in the By-Laws, who shall be elected at the annual meeting of the member as designated in the By-Laws. Officers who are to serve until the first election of officers are:

NAME	OFFICE
REXFORD DARROW	President
MARLENE RAMOS	Vice President
DELORES KING	Secretary
RONALD THARP	Treasurer

Annual meetings will be on the second Wednesday of April of each year, beginning in 2009.

ARTICLE VI. DIRECTORS

The corporation shall be managed by a board of not less than four (4) directors. The four directors who are to serve until the first election of directors are:

NAME	ADDRESS
Rexford Darrow	114 Parkview Drive, Lake Placid, FL 33852
Marlene Ramos	114 Parkview Drive, Lake Placid, FL 33852
Delores King	114 Parkview Drive, Lake Placid, FL 33852
Ronald Tharp	114 Parkview Drive, Lake Placid, FL 33852

The manner in which the directors are to be elected or appointed shall be provided in the By-Laws of the corporation.

ARTICLE VII. SUBSCRIBERS

The name and street address of the subscriber to these articles of incorporation is:

NAME	ADDRESS
Rexford Darrow	114 Parkview Drive, Lake Placid, FL 33852

The subscriber of these Articles of Incorporation hereby assigns to this corporation his rights under the Florida Statutes, to constitute a corporation.

ARTICLE VIII. ASSESSMENTS

The private property of the members shall not be subject to the payment of corporate debts of the corporation; provided that this provision shall not in any manner limit the obligation of each member unto the corporation as set forth and contained in the Articles of Incorporation, the By-Laws which may be hereafter adopted, and the Protective Covenants and Restrictions; or limit the right of the corporation to levy and assess members for their proportionate share of the expenses of the corporation, and to enforce collection of such assessments in such manner as may be reserved to the corporation in the Articles, said By-Laws and the Protective Covenants and Restrictions.

ARTICLE IX. LIABILITY

Every director and officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred by 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 of the corporation, whether or not he is a director or officer at the time such expenses are incurred, except in such cases where the director or officer is adjudged guilty of willful misfeasance or malfeasance 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 X. AMENDMENT OF ARTICLES OF INCORPORATION AND BY-LAWS

This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation as now or hereafter prescribed by law. Each amendment of the Articles of Incorporation must be approved by a three-fourths majority of the votes of LOT owners. Amendment to the By-Laws shall be made in accordance with the Amendment

procedures outlined in the By-Laws.


ARTICLE XI. 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 XII. REGISTERED OFFICE AND
REGISTERED AGENT**

The corporation hereby designates 172 E. Interlake Blvd., Lake Placid, FL 33852, as its registered office and William J. Nielander as its registered agent, who is located at the same address for service of process.

IN WITNESS THEREOF, I, Rexford Darrow the undersigned subscriber, have hereunto set my hand and seal this 17 day of Apr. 2008, for the purpose of forming this non-profit corporation under the laws of the State of Florida, and I hereby make and file in the office of the Secretary of State of the State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true.

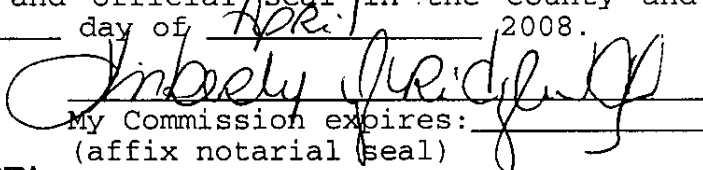


Rexford Darrow, Subscriber


STATE OF FLORIDA
COUNTY OF HIGHLANDS

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, Rexford Darrow, personally known to me or who produced his _____ as identification.

WITNESS my hand and official seal in the county and state named above this 17 day of Apr. 2008.

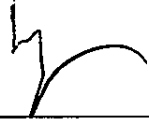


My Commission expires: _____
(affix notarial seal)

NOTARY PUBLIC-STATE OF FLORIDA
 Kimberly J. Ridgeway
Commission #DD371905
Expires: NOV. 15, 2008
Bonded Thru Atlantic Bonding Co., Inc.

ACCEPTANCE OF REGISTERED AGENT

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



William J. Nielander
Registered Agent

APPROVED
AND
FILED

08 APR 23 AM 10:26

SECRETARY OF STATE
TALLAHASSEE, FLORIDA