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TALLAHASSEE, FLORIDA

J. Shivers JAN 20 2009

**ARTICLES OF INCORPORATION
OF
HIGHTOWER OFFICE PARK OWNERS ASSOCIATION, INC.**

We, the undersigned, acknowledge and file in the office of the Secretary of State of Florida, for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida, these Articles of Incorporation, as by law provided.

ARTICLE I

The name of this corporation shall be **HIGHTOWER OFFICE PARK OWNERS ASSOCIATION, INC.**, and the principal office shall be 4030 South Pipkin Road, Suite 100, Lakeland, Florida 33811, and its mailing address is the same.

ARTICLE II

1. The purposes for which this corporation is formed are as follows:
 - (a) To form an "Association" to establish and collect assessments from the property owners of Hightower Office Park ("Property Owners") for the purposes of operating, maintaining, repairing, improving and administering the common property.
 - (b) To establish by-laws for the operation of the association.
2. To accomplish the foregoing purposes, the corporation shall have all corporate powers permitted under Florida laws, including the capacity to:
 - (a) Own and convey property;
 - (b) Operate and maintain common property, including, if relevant, any surface water management system, including retention areas, culverts and related appurtenances;
 - (c) Establish rules and regulations;

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- (d) Assess members and enforce said assessments as provided for in the Declaration of Easements, Covenants and Restrictions;
- (e) Sue and be sued;
- (f) Contract for services to provide for operation and maintenance if the Association contemplates employing a maintenance company;
- (g) Require all the property owners to be members;
- (h) Exist in perpetuity; however, if the Association is dissolved, all the Owners shall be jointly and severally responsible for operation and maintenance of the surface water management system facilities in accordance with the requirements of Southwest Florida Water Management District, unless and until an alternate entity assumes responsibility.
- (i) Take any other action necessary for the purposes for which the Association is organized.

No part of the income of this corporation shall be distributed to the members, directors and officers of the corporation.

ARTICLE III

Section 1. All property owners shall automatically be members, and their membership shall automatically terminate when they are no longer owners.

Section 2. There shall not be more than one (1) voting member for each parcel of property and said member shall be entitled to one (1) vote for each parcel which he owns at a meeting of the association. A corporation or any individual with an interest in more than one (1) parcel may be designated the voting member for each parcel in which he owns an interest. The

owner of Tract A, not being responsible for any assessments hereunder, will not be a voting member.

ARTICLE IV

This corporation shall have perpetual existence.

ARTICLE V

The name and address of the incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Mark Hulbert	4030 S. Pipkin Road, Suite 100, Lakeland, Florida 33811

ARTICLE VI

Section 1. The affairs and property of this corporation shall be managed and governed by a Board of Directors, composed of not less than three (3) nor more than five (5) individuals, unless the number is changed by by-law or changed by the Directors.

Section 2. The original Directors set forth in these Articles of Incorporation shall serve until the first annual meeting as provided for in the by-laws. Directors thereafter shall be elected to serve for a term of one (1) year, and shall be elected by the voting members in accordance with the by-laws at a regular annual meeting of the corporation to be held at such time as may be determined in the manner prescribed in the by-laws.

Section 3. All officers shall be elected by the Board of Directors in accordance with the by-laws at the regular annual meeting of the Board of Directors. The Board of Directors shall elect, from among the members, a President, Vice-President, Secretary, Treasurer and such other officers as they shall deem desirable, consistent with the corporate by-laws.

Section 4. Initial Registered Office and Agent. The street address of the initial registered office of the corporation is 4030 S. Pipkin Road, Suite 100, Lakeland, Florida 33811,

and the name of the initial registered agent of the corporation to accept service of process within Florida at that address is Mark Hulbert.

ARTICLE VII

The names of the officers who shall serve until the first election are as follows:

<u>NAME</u>	<u>TITLE</u>
Mark Hulbert	President
Dorsey G. Hightower	Vice President
Matthew Johnson	Secretary/Treasurer

ARTICLE VIII

The following persons shall constitute the first Board of Directors, and shall serve until the first election of the Board of Directors at the first regular annual meeting of the members:

<u>NAME</u>	<u>ADDRESS</u>
Mark Hulbert	4030 S. Pipkin Rd., Suite 100, Lakeland, FL 33811
Dorsey G. Hightower	6780 Lake Clark Dr., Lakeland, FL 33813
Matthew Johnson	464 W. Pipkin Rd., Lakeland, FL 33811

ARTICLE IX

The by-laws of this corporation may be altered, amended, or rescinded at any duly called meeting of the members, provided that the notice of meeting contains a full statement of the proposed amendment, a quorum is in attendance, and there be an affirmative vote of seventy-five percent (75%) of the qualified voting members of the corporation.

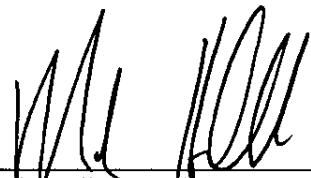
ARTICLE X

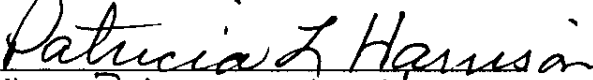
Section 1. Proposals for the alteration, amendment or rescission of these Articles of Incorporation may be made by any of the voting members. Such proposals shall set forth the proposed alterations, amendment or rescission, shall be in writing filed by the members, and delivered to the President not less than twenty (20) days prior to the membership meeting at which such proposal is voted upon. The Secretary will give to each voting member notice setting out the proposed alteration, amendment or rescission and the time of the meeting at which such proposal will be voted upon, and such notice shall be given not less than fifteen (15) days prior to the date set for such meeting, and it shall be given in a manner provided in the by-laws. An affirmative vote of seventy-five percent (75%) of the qualified voting members of the corporation is required for the requested alteration, amendment or rescission.

Section 2. Any voting member may waive any or all of the requirements of this Article as to notice by the Secretary or proposals to the President for alteration, amendment or rescission of these Articles, either before, at, or after a membership meeting at which a vote is taken to amend, alter or rescind these Articles in whole or in part.

Signed, sealed and delivered in the presence of:

Witness: 
Patricia L. Harrison


Mark Hulbert, Incorporator

Witness: 
Patricia L. Harrison

STATE OF FLORIDA
COUNTY OF POLK

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned officer, duly authorized to take acknowledgments, Mark Hulbert, to me well known and known to me to be the Incorporator described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal this 9th day of January, 2009.

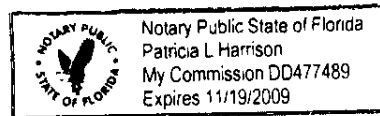
(NOTARIAL SEAL)

Patricia L Harrison

Notary Public

State of Florida at Large

My Commission Expires:

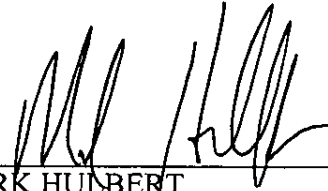


To: The Department of State
Tallahassee, Florida 32304

ACCEPTANCE OF DESIGNATED REGISTERED AGENT

Having been named in the Articles of Incorporation to accept service of process for the above-stated corporation at the place designated therein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of Chapter 607 of the Florida General Corporation Act.

Dated January 9, 2009.



MARK HULBERT

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