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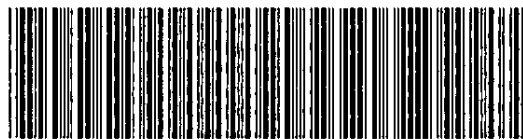
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Law Offices of
BREED & NUNNALLEE, P.A.
325 North Commerce Avenue
Sebring, Florida 33870-3206

E. MARK BREED III
THOMAS L. NUNNALLEE

Telephone (863) 382-3154
Facsimile (863) 382-0209
Email: breednunn@bnpalaw.com

February 3, 2011

FEDERAL EXPRESS

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

RE: Mason's Ridge Homeowners Association, Inc.
Our File No. 012-13208

Gentlemen:

Enclosed is an original and copy of Articles of Incorporation for the above named corporation. Please return to this office one (1) certified copy of said Articles.

Also enclosed, please find a check in the amount of \$78.75, representing the filing fee and a certified copy of the Articles.

Your assistance and cooperation in this matter will be appreciated.

Sincerely,



E. MARK BREED III

EMBIII/lw

Enclosures

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ARTICLES OF INCORPORATION
OF
MASON'S RIDGE HOMEOWNERS ASSOCIATION, INC.

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TALLAHASSEE FLORIDA

A Corporation Not For Profit

The undersigned, acting as Incorporator of a not-for-profit corporation, under the Florida Not for Profit Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I – NAME

The name of the corporation shall be: MASON'S RIDGE HOMEOWNERS ASSOCIATION, INC. (the "Association").

ARTICLE II – PURPOSE

The purposes and objectives of the Association shall be to administer the operation and management of the property and structures placed under the jurisdiction of the Association, and to perform the acts and duties incident for operation and management of the Association in accordance with the provisions of these Articles of Incorporation, the By-Laws of the Association which will be adopted (the "By-Laws"), and the Declaration of Restrictions (the "Declaration"), which will be recorded in the Public Records of Highlands County, Florida; and to own, operate, encumber, lease, manage, sell, convey, exchange, and otherwise deal with the Land, the improvements and such other property, real and/or personal, as may be or become part of the Association Property to the extent necessary or convenient in the administration of the Association. The Association shall be conducted as a non-profit organization for the benefit of its members.

ARTICLE III – POWERS

The Association shall have the following powers:

- A. All of the powers and privileges granted to corporations not for profit under the law pursuant to which this Corporation is chartered.
- B. All of the powers conferred on a property owners association by law and which are reasonably necessary to implement and effectuate the purposes of the Association, including, without limitations, the power, authority, and right to:

1. Operate, maintain, repair, and where necessary improve the Drainage Easements as such term is defined in the Declaration. All of the Drainage Easements shall be maintained so as to achieve the level of performance of said Drainage Easements as originally planned and constructed and otherwise provide the property reasonable and adequate drainage.
2. Construct any additional facilities or structures necessary to maintain said level of service.
3. Control and remove detrimental aquatic plants and vegetation from the Drainage Easements within the property by chemical and/or mechanical methods.
4. Maintain the Drainage Easements to the extent that such maintenance and upkeep is not otherwise performed by member in accordance with these Articles, the By-Laws or the Declaration.
5. Levy and collect assessments against members of the Association to defray the expenses of the Association, as provided in the Declaration and the By-Laws; including the right to levy and collect assessments for the purpose of acquiring, owning, holding, operating, leasing, encumbering, selling, conveying, exchanging, managing and otherwise dealing with the Association Property, which may be necessary or convenient in the operation and management of the Association and in accomplishing the purposes set forth in the Declaration.
6. Contract for the management of the Association and, in connection therewith, to delegate all of the powers and duties of the Association to the extent and in the manner permitted by the Declaration and the By-Laws.
7. Enforce the provisions of these Articles, the Declaration, the By-Laws, and all rules and regulations governing use of the Association Property or property under its jurisdiction which may from time to time be established.
8. Exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to or imposed upon the Association in the Declaration.

9. Provide and/or arrange for all service which the law permits to be provided by a property owners association.

ARTICLES IV – MEMBERS

Qualification for Membership: Every Owner of a Lot which is subject to this Declaration shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to this Declaration.

1. Classes of Membership: The Association shall have two classes of voting membership:

(a) Class A. Class A Members shall be all owners of Lots, with the exception of the Declarant, and there shall be one vote for each Lot.

(b) Class B. Class B Members shall be the Declarant who shall be entitled to the number of votes equal to the number of Lots from time to time subject to this Declaration. The Class B membership shall cease upon the happening of the first of the following events to occur:

(i) when the Declarant (or its successors so designated) has conveyed one hundred percent (100%) of the Lots which it owns;

(ii) December 31, 2020; or

(iii) when Declarant, in its sole discretion, elects to transfer control to the Class A Members.

(c) For the purpose of this Section, a Lot shall be deemed to be a part of the Property at the time at which the Declarant receives plat approval from Highlands County.

2. Approval by Voting. Whenever in this Declaration a proposed action or issue must be approved by a specified percentage of the vote of the Association such approval must be obtained by:

(a) the specified percentage of Members casting their respective votes to approve such action or issue in person or by proxy at duly noticed or constituted meetings of the Members at which a quorum is present, or

(b) the specified percentage of Members holding all votes giving the approval by written consent to approve the action or issue.

The Voting Interest may be exercised or cast by the Members as will be provided for in the By-Laws.

ARTICLE V – DURATION

The Association shall have perpetual existence.

ARTICLE VI – PRINCIPAL OFFICE

The principal office of the Association shall be located in Florida, but the Association may maintain offices and transact business in such places, within or without the State of Florida, as may from time to time as designated by the Board of Directors. The initial principal office of the Association is located at 159 S. Commerce Avenue, Sebring, Florida 33870.

ARTICLE VII – DIRECTORS

- A. The affairs of the Association shall be managed by the Board of Directors. The number of members of the first Board of Directors shall be three (3). The number of members of succeeding Boards of Directors shall be not less than three (3), or otherwise provided for from time to time by the By-Laws, and they shall be elected by the Members of the Association at the annual meeting of the membership as provided by the By-Laws. The members of all Boards of Directors shall be Members of the Association or shall be an officer or director of a corporate Member of the Association.
- B. Highlands County Habitat for Humanity, Inc., a Florida not for profit, (the "Declarant"), shall have the right to designate the members of the Board of Directors for so long as the law and governing documents for Mason's Ridge will permit it to do so. Notwithstanding the foregoing, the Declarant shall be entitled at any time to waive in writing its rights hereunder, and to transfer control of the Association to the owners prior to the times required by law. After owners other than the Declarant elect the members of the Board of Directors, the Declarant shall, within the time required by law and in a manner to be provided in the By-Laws, relinquish control of the Association held or controlled by the Declarant.
- C. The names and addresses of the members of the first Board of Directors, who, subject to the provisions of the laws of Florida, these Articles and the By-Laws, shall hold office until the annual meeting of the Association, in the year following the year this corporation is formed, and thereafter until their successors are selected and have qualified, are as follows:

1. Claude D. Boring – Re/Max Realty Plus – 809 US 27 South,
Sebring FL 33870
2. Ronald DeGenaro, Jr. – St. Johns United Methodist Church,
3214 Grand Prix Drive, Sebring FL 33872
3. John Hawthorne – Highlands County Habitat for Humanity,
159 S. Commerce Avenue, Sebring FL 33870

ARTICLE VIII – OFFICERS

- A. The Board of Directors shall elect a President, Secretary, Treasurer, and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board of Directors shall deem advisable from time to time. The President shall be elected from the membership of the Board of Directors, but no other officer need be a Director. The same person may hold two offices, the duties which are not incompatible; provided, however, that the office of President and Vice President shall not be held by the same person, nor shall the office of President and Secretary or Assistant Secretary be held by the same person.
- B. The officers of the Corporation, who shall hold office until their successors are elected pursuant to these Articles and the By-Laws, and have qualified, shall be the following:

President	- Claude D. Boring
Treasurer	- Ted Puckorius
Secretary	- Sharon Statler

ARTICLE IX – INCORPORATOR

The incorporator of these Articles of Incorporation and his address is set forth below:

John Hawthorne, Executive Director
Highlands County Habitat for Humanity, Inc.
159 S. Commerce Avenue
Sebring, FL 33870

ARTICLE X – BY LAWS

The original By-Laws of the Association shall be adopted by a majority vote of the Directors of this Association, and, thereafter, the By-Laws may be altered or rescinded only by affirmative vote of sixty-five percent of the Directors present at a duly constituted meeting of the Board of Directors.

ARTICLE XI – INDEMNIFICATION

Every Director and every officer of the Association shall be indemnified by the Association to the fullest extent permitted by Florida law against all expenses, liabilities, including attorney's fees, reasonably incurred by or imposed upon him or her in connection with any proceeding to which he or she may be a party, or in which he or she may become involved, by reason of his or her being or having been a Director or officer of the Association, whether or not he or she is a Director or officer of the Association at the time such expenses are incurred, except in such cases wherein the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties; provided that, in the event of any claim for 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 Association. 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 XII – DISPOSITION OF ASSETS UPON DISSOLUTION

Upon the dissolution of the Association all of its assets remaining after provisions for creditors and payment of all costs and expenses of such dissolution shall be distributed in the following manner:

1. Real property contributed to the Association, without the receipt of other than nominal consideration, by Highlands County Habitat for Humanity, Inc., shall be returned in fee simple and without encumbrances to Highlands County Habitat for Humanity, Inc., or its successor, whether or not it is a Member at the time of such dissolution, unless it refuses to accept the conveyance in whole or in part.
2. Property determined by the Board of Directors to be appropriate for dedication to an applicable governmental agency or utility shall be dedicated to such agency or utility. In the event that such dedication is refused acceptance, such property shall be granted, conveyed and assigned to a nonprofit corporation, association, trust or other organization devoted to purposes as nearly as practicable the same as those to which they were required to be devoted to the Association.
3. Any remaining assets shall be distributed among the Members subject to the limitations set forth below, as tenants in common, each Member's share of assets to be determined as may be provided in the By-Laws, or in the absence of such provision, in accordance with his voting interest.

4. No disposition of the Association property shall be effected to divest or diminish any right or title of any Member vested in him under a deed or other recorded instrument applicable to the Parcel or lot in the Development owned by such Member unless made in accordance with provisions of such deed or instrument.

ARTICLE XIII – AMENDMENTS

An amendment or amendments to these Articles may be proposed by the Board of Directors of the Association acting upon a vote of the majority of the Directors, or by the Members of the Association holding a majority of the voting interests in the Mason's Ridge Subdivision, whether meeting as Members or by instrument in writing signed by them. Upon any amendment or amendments to these Articles being proposed by the Board of Directors or Members, such proposed amendment or amendments shall be transmitted to the President of the Association, or acting chief executive officer in Absence of the President, who shall thereupon call a special meeting of the Members of the Association for a date not sooner than twenty (20) days or later than sixty (60) days from the receipt by him of her of the proposed amendment or amendments, and it shall be the duty of the Secretary to give each Member written notice of such meeting stating the time and place of the meeting and reciting the proposed amendment or amendments in reasonably detailed form, which notice shall be mailed or presented personally to each Member not less than ten (10) days nor more than thirty (30) days before the date set for such meeting. If mailed, such notice shall be deemed to be properly given when deposited in the United States mail, addressed to the Member at his or her Post Office address as it appears on the records of the Association, with first class postage thereon prepaid. Any Member may, by written waiver of notice signed by such Member, waive such notice, and such waiver when filed in the records of the Association, whether before, during or after the holding of the meeting, shall be deemed equivalent to the giving of such notice to such Member. At such meeting, the amendment or amendments proposed must be approved by an affirmative vote of the Members holding not less than a majority of the Voting Interest in the Association in order for such amendment or amendments to become effective. Thereupon, such amendment or amendments of these Articles of Incorporation shall be transcribed and certified in such form as may be necessary to file the same in the office of the Secretary of the State of Florida. A certified copy of each such amendment of these Articles of Incorporation shall be recorded in the Public Records of Highlands County, Florida, within thirty (30) days from the date on which the same is filed in the office of the Secretary of State. Notwithstanding the foregoing provisions of this Article XIII, no amendment to these Articles of Incorporation which shall abridge, amend or alter the right of the Declarant to designate and select members of the Board of Directors of the Association, as provided in Article VII hereof, may be adopted or become effective without the prior written consent of Declarant.

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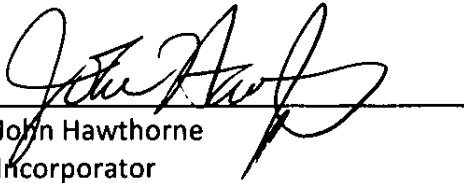
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE XIV – REGISTERED AGENT

The Mason's Ridge Homeowners Association, Inc., hereby appoints E. Mark Breed III, whose address is 325 N. Commerce Avenue, Sebring, Florida 33870, as its registered agent.

IN WITNESS WHEREOF, the incorporator hereto has hereunto set his hand and seal this 2nd day of FEBRUARY, 2011.

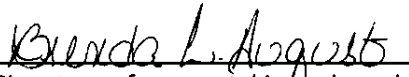

John Hawthorne
Incorporator

STATE OF FLORIDA
COUNTY OF HIGHLANDS

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, John Hawthorne, to me well known and who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal on this 2nd day of February, 2011.

(Affix Seal)


Signature of person taking acknowledgement



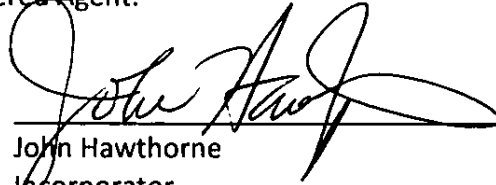
Brenda L. August
Printed name of acknowledger

My Commission Expires: Sept. 08, 2013

**CERTIFICATE CERTIFYING REGISTERED AGENT
AND REGISTERED OFFICE**

In compliance with Florida Statute section 48.091, 607.0501, and 617.0501, the following is submitted:

MASON'S RIDGE HOMEOWNERS ASSOCIATION, INC. desiring to organize as a corporation under the laws of the State of Florida, has designated 325 N. Commerce Avenue, Sebring, FL 33870, as its initial Register Office, and has named E. Mark Breed, III located, at said address, as its initial Registered Agent.


John Hawthorne
Incorporator

Having been named Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes Section 48.091, 607.0501, and 617.0501 relative to keeping open said office.


Registered Agent

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