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ACCOUNT NO. : 072100000032

REFERENCE : 624005 79811A

AUTHORIZATION :

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****122.50 ****122.50

COST LIMIT : \$ PREPAID

ORDER DATE : June 22, 1995

ORDER TIME : 2:33 PM

ORDER NO. : 624005

CUSTOMER NO: 79811A

CUSTOMER: Don Zimmerman, Esq
DON F. ZIMMERMAN, ESQ

Suite A
2123 Northeast Coachman Road
Clearwater, FL 34625-2616

DOMESTIC FILING

NAME: HOMEOWNERS' ASSOCIATION OF
SADDLE HILL SUBDIVISION, INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angela Lane

EXAMINER'S INITIALS:

T. BROWN JUN 23 1995

FILED
95 JUN 22 AM 9:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Don F. Zimmerman
Attorney at Law

622 Bypass Drive
Suite 101
Clearwater, Florida 34621

May 17 , 1995

Office (813) 797-4388
Fax (813) 796-4976

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32301

Re: HOMEOWNERS' ASSOCIATION OF SADDLE HILL
SUBDIVISION, INC.

Gentlemen:

Enclosed are two original Articles of Incorporation for the above-named homeowners' association, along with two original Certificates Designating Place of Business or Domicile for the Service of Process Within Florida, Naming Agent Upon Whom Process May Be Served, for this corporation.

Also, enclosed is our check in the amount of \$122.50, representing the following fees with respect to this corporation:

Filing Fee	\$ 35.00
Certified Copy	\$ 52.50
Registered Agent Fee	<u>\$ 35.00</u>
 TOTAL	 <u><u>\$122.50</u></u>

Please file the original of the enclosed Articles of Incorporation and return a certified copy to our office.

Very truly yours,


Don F. Zimmerman

DFZ:li
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

HOMEOWNERS' ASSOCIATION OF SADDLE HILL SUBDIVISION, INC.

The undersigned by these Articles associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, and certify as follows:

I

Name

The name of the corporation shall be HOMEOWNERS' ASSOCIATION OF SADDLE HILL SUBDIVISION, INC. For convenience the corporation shall be referred to in this instrument as the "Association".

II

Purpose

2.1 The purpose for which the Association is organized is to provide an entity for the operation of that certain subdivision or development commonly known as SADDLE HILL SUBDIVISION located upon lands in Pinellas County, Florida (the "Development"), according to the plat thereof now or hereafter recorded in the Public Records of Pinellas County, Florida.

2.2 The Association shall make no distributions of income to its members, directors or officers.

III

Power

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

3.1 The Association shall have all of the commonlaw and statutory powers of a corporation not for profit not in conflict with the terms of these Articles.

3.2 The Association shall have all of the powers and duties set forth in the Deed Restrictions pertaining to the Development, these Articles and the Bylaws of the Association, and all of the powers and duties reasonably necessary to operate and maintain the Development, including but not limited to the following:

(a) To make and collect assessments against members to defray the costs, expenses and losses of the Development, and to account to each member for assessments against that member's lot.

(b) To use the proceeds of assessments in the exercise of its powers and duties.

(c) To maintain, repair, replace, and operate the property of the Development, including easements.

(d) To purchase insurance upon the property of the Development for the protection of the Association and its members.

(e) To reconstruct improvements after casualty and to undertake the further improvement of the property of the Development.

(f) To make and amend reasonable rules and regulations respecting the use of the property in the Development, other than the restrictions contained in the Declaration of Covenants and Restrictions; provided, however, that all such regulations and their amendments shall be approved by not less than seventy-five percent (75.0%) of the votes of the membership of the Association present and voting before such shall become effective.

(g) To enforce by legal means the provisions of the Deed Restrictions, these Articles, the Bylaws of the Association, and such rules and regulations as may be adopted from time to time respecting the use of lots in and property of the Development.

(h) To contract for the management and maintenance of the property of the Development and to authorize a management agent to assist the Association in carrying out its powers and duties by performing such functions as the submission of proposals, collections of assessments, preparation of records, enforcement of rules, and maintenance, repair and replacement of the common areas with funds as shall be made available by the Association for such purposes. The Association and its officers shall, however, retain at all times the powers and duties granted by the Deed Restrictions, these Articles, and the Bylaws of the Association, including but not limited to the making of assessments, promulgation of rules and execution of contracts on behalf of the Association.

(i) To employ personnel to perform the services required for proper operation of the Development.

3.3 All funds and titles of all properties acquired by the Association and their proceeds shall be held in trust for the members of the Association in accordance with the provisions of the Declaration of Covenants and Restrictions, and the Bylaws of the Association.

IV

Members

4.1 The members of the Association shall consist of all persons or entities who are record owners of a fee or undivided fee interest in any of the lots comprising the Development, provided, however, that any such person or entity who holds an interest merely as security for the performance of an obligation shall not be a member.

4.2 Change of membership in the Association shall be established, after receiving any approval of the Association that may be required by the Deed Restrictions, these Articles, or the Bylaws of the Association, by recording in the Public Records of Pinellas County, Florida, a deed, or other instrument establishing a record title to the lot in the Development and the delivery to the Association of a copy of such instrument. The owner designated by such instrument shall thereby become a member of the Association and the membership of the prior lot owner shall be terminated.

4.3 The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to his lot.

4.4 The Association shall have one (1) class of voting membership which class shall consist of all those owners as defined in Section 4.1 of this Article IV. A person or entity who owns a lot, including all builders, whether it is unimproved or contains a dwelling for resale to another party for occupancy shall be a member. Members shall be entitled to one (1) vote for each lot in which they hold the interest required for membership by Section 4.1 of this Article IV. When more than one (1) person holds such interest or interests in any lot, all such persons shall be members and the vote for such lot shall be exercised as they among themselves determine, but in no event shall more than one (1) vote be cast with respect to any such lot. The Bylaws may establish procedures for voting when the title to a lot is held in the name of a partnership, a corporation, or more than one person or entity.

V

Directors

5.1 The affairs of the Association will be managed by a Board consisting of the number of directors determined by the Bylaws, but not less than three (3) directors, and in the absence of such determination shall consist of three (3) directors. Directors shall all be members of the Association.

5.2 Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided in the Bylaws.

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

Names	Addresses
<u>Ronald J. Valicoff</u>	<u>1486 Saddle Ct.</u> <u>Palm Harbor, FL 34683</u>
<u>Lawrence E. Johnson</u>	<u>1424 Saddle Ct.</u> <u>Palm Harbor, FL 34683</u>
<u>Terry Kaufmann</u>	<u>1391 Saddle Ct.</u> <u>Palm Harbor, FL 34683</u>

VI

Officers

The affairs of the Association shall be administered by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors.

VII

Registered Agent and Office

The street address of the initial registered office of the Association shall be 1391 Saddle Ct. Palm Harbor, FL. The initial registered agent for the Association at the above address shall be Terry Kaufmann.

VIII

Indemnification

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or settlement of 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 Association, 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 the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for 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.

IX

Bylaws

The first Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the Bylaws.

X

Amendments

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

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

10.2 A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing such approval is delivered to the secretary at or prior to the meeting. Except as elsewhere provided, such approvals must be by not less than two-thirds (2/3) of the entire membership of the Board of Directors and by not less than seventy-five percent (75.0%) of the votes of the entire membership of the Association.

10.3 Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of members, nor any change in Section 3.3 of Article III hereof, without approval in writing by all members and the joinder of all owners of mortgages upon lots comprising the Development. No amendment shall be made that is in conflict with the Declaration of Covenants and Restrictions pertaining to the Development.

10.4 A copy of each amendment shall be certified by the Secretary of State and be recorded in the Public Records of Pinellas County, Florida, in addition to being duly filed with the Secretary of State, State of Florida.

XI

Term

The term of the Association shall be perpetual.

XII

Subscribers

The name and address of the subscriber of this Articles of Incorporation is as follows:

Name

Address

Terry Kaufmann

1391 Saddle Ct
Palm Harbor, FL 34683

IN WITNESS WHEREOF, the undersigned has affixed his signature this 15th day of June, 1995.

BY: Terry Kaufmann
TERRY KAUFMANN

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 15th day of June, 1995, by TERRY KAUFMANN, in his individual capacity, who is personally known to me, or who has produced a Florida State Driver's License as identification.

Frances P. Graham
Signature

FRANCES P. GRAHAM
Print or Type Name of Notary
Notary Public-State of Florida
My Commission Expires:

(SEAL)



FRANCES P. GRAHAM
My Commission CG289703
Expires Jun. 23, 1997
Bonded by ANB
800-852-6878

CERTIFICATE

Designating Place of Business or Domicile
for the
Service of Process Within Florida,
Naming Agent Upon Whom Process May be Served

FILED
95 JUN 22 AM 9:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Section 48.091, Florida Statutes, the following is submitted with respect to this corporation's replacement Registered Agent:

That HOMEOWNERS' ASSOCIATION OF SADDLE HILL SUBDIVISION, INC., desiring to organize or qualify under the laws of the State of Florida, with its place of business at 1391 Saddle Ct, City of Palm Harbor, State of Florida, has named TERRY KAUFMANN, located at 1391 Saddle Ct, City of Palm Harbor, State of Florida, as its agent to accept service of process within Florida.

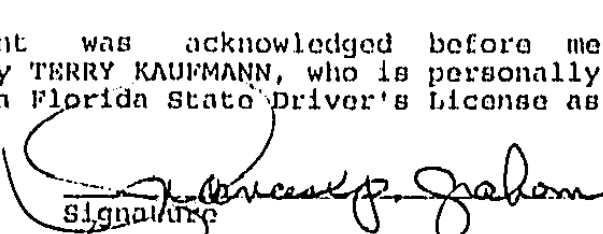
Signature: Terry Kaufmann
Title: Incorporator
Date: June 12, 1995

HAVING BEEN NAMED to accept service of process for the above stated Corporation, at the place designated in this Certificate, 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.

Signature: Terry Kaufmann
Registered Agent
Date: June 12, 1995

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me
this 12th day of June 1995 by TERRY KAUFMANN, who is personally
known to me, or who has produced a Florida State Driver's License as
identification.


Signature

FRANCES P. GRAHAM

Print or Type Name of Notary
Notary Public-State of Florida
My Commission Expires:

(SEAL)



FRANCES P. GRAHAM
My Commission C0260703
Expires Jun. 23, 1997
Bonded by ANB
800-852-8078