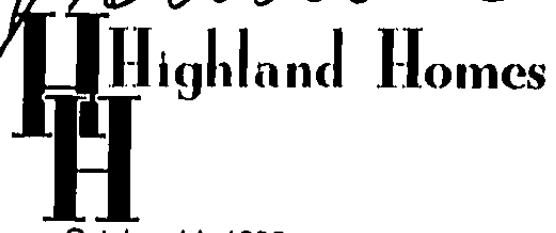


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October 14, 1996

SECRETARY OF STATE
DIVISION OF CORPORATIONS
OCT 25 11:54

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Fl. 32314

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Re: Articles of Incorporation
Paradise Place Homeowners Association, Inc.

Dear Madame/Sir:

Enclosed please find the following:

1. Articles of Incorporation for Paradise Place Homeowners Association, Inc.
2. A check in the amount of \$122.50, representing your fees.

Also enclosed is an envelope for a return of the certified copy of the Articles of Incorporation.

Sincerely,

(Ms.) M. A. Todd

P.O. Box 7116
Lakeland, FL 33807-7116
Phone: 941-619-7103
Fax: 941-619-7995

B. BROWN OCT 29 1996

ARTICLES OF INCORPORATION
OF
PARADISE PLACE HOMEOWNERS ASSOCIATION INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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The undersigned subscribers to these Articles of Incorporation (the "Articles"), each a natural person competent to contract, and a resident of the State of Florida, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit under the Florida non-profit corporation law, adopts the following Articles of Incorporation.

Article I

Name

The name of the corporation is PARADISE PLACE Homeowners Association Inc., sometimes hereinafter referred to as the "association".

Article II

Principal Office

The principal office of the association is located at 4110 South Florida avenue, Lakeland, Florida.

Article III

Purposes and Powers

The association has been formed as a non-profit corporation to provide for the ownership, maintenance, preservation and architectural control of the residential lots and certain common and dedicated properties located in a development known as PARADISE PLACE (the "properties") situated in Lakeland, Florida, as described in the master declaration of covenants and conditions (the "declaration") to be filed in the Public Records of Polk County, Florida, subsequent to the filing of the articles, a copy of which is presently filed in the offices of Highland Holdings, Inc., a Florida corporation, ("developer" or "declarant") in Lakeland, Florida, and to perform other specific purposes and powers as set forth below, and to be more fully set forth in the declaration. The Association will not permit pecuniary gain or profit to the members nor distribution of its income to its officers or directors.

Purposes: the Association will exist for all of the following purposes:

(a) to own, operate and maintain certain common and dedicated properties and easements within the properties (as set forth in the declaration)

and to contract for services, if necessary, to provide for the operation and maintenance, if the association contemplated employing a maintenance company.

(b) to maintain the landscaping and other improvements on the boulevards, entrances, medians and all other dedicated areas within the properties (as set forth in the declaration);

(c) to maintain street lights, roads, directional signs, sign lighting and utilities within the properties, if necessary (as set forth in the declaration); and

(d) to take such actions as the association is authorized pursuant to its articles of incorporation and bylaws to take to maintain the residential quality of the properties.

Powers: The Association shall have all of the common law and statutory powers of a Florida corporation not for profit which are consistent with these articles and with the declaration and all of the powers and authority reasonably necessary or appropriate to the operation of a residential community including, but not limited to, the following powers:

(a) to exercise all the powers and privileges and to perform all the duties and obligations of the association including the power to contract for services to provide for operation and maintenance of the common areas, including surface water management, if the association contemplates employing a maintenance company, as set forth in the declaration, as the same may be amended from time to time as therein provided, and the declaration is hereby incorporated herein by reference and made a part hereof;

(b) to fix, levy, collect and enforce payment by any lawful means, all charges or assessments and assessment liens pursuant to the terms of the declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the association;

(c) to enforce any and all covenants, conditions, restrictions and agreements applicable to the development;

(d) to pay taxes, if any, on the common areas and dedicated areas and any other common and dedicated properties of the association (as set forth in the declaration);

(e) to acquire (by gift, purchase or otherwise) own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the association;

(f) to borrow money, and to mortgage pledge deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred, provided that such borrowing shall have the assent of two-thirds (2/3) of each class of the members (as hereinafter defined) entitled to vote;

(g) to dedicate, sell or transfer all or any part of the common areas and the dedicated areas and any other common area or assets owned by the association to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument agreeing to said dedication or transfer shall be effective unless an instrument agreeing to such dedication or transfer signed by two-thirds (2/3) of each class of members has been recorded.

(h) to participate in mergers and consolidations with other nonprofit corporations organized for the same purpose or annex additional common areas or dedicated areas provided further that no such assent shall be required as a condition to accepting conveyance of common areas pursuant to the declaration or to accepting conveyance of dedicated areas pursuant to the declaration;

(i) subject always to the declaration, to have and to exercise any and all powers, rights and privileges which a corporation organized under the Florida nonprofit corporation law.

Article IV Membership

Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is subject by covenants of record to assessment by the association, including contract sellers, shall be a member of the association the foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation.

Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to assessment by the association.

Article V

Voting rights

The Association shall have two (2) classes of voting membership:

Class A: Class A members shall be all owners, with the exception of the developer, and shall be entitled to one vote for each lot owned. When more than one person holds an interest in any lot, all such persons shall be members. The vote for such lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any lot.

Class B: The Class B members shall be the developer (as defined in the declaration), and shall be entitled to three (3) votes for each lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

- (a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the class b membership, or
- (b) on December 31, 1999.

Article VI

Quorum

The members holding a majority of the votes allocated under Article V of these articles, represented in person or by proxy, shall constitute a quorum at a meeting of members. If less than such majority of votes are represented at a meeting, a majority of the votes so represented may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified. The members present at a duly constituted meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

Article VII

Board of Directors

The affairs of the Association shall be managed by a board of directors who need not be members of the Association. The number of

directors may be changed by amendment of the bylaws of the Association, but shall never be less than three (3) directors or more than nine (9). The number of directors shall always be an odd number. The names and residence addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

Name:	Address:
D. Joel Adams, President	4110 South Florida Ave. Lakeland, Fl. 33813

Robert J. Adams, Vice President	4110 South Florida Ave. Lakeland, Fl. 33813
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Linda Williams, Secretary-Treas.	4110 South Florida Ave. Lakeland, Fl. 33813
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The directors may, by bylaw, fix the term of office for all directors. However, unless contrary provisions are made by bylaw, each director's term of office shall be for one (1) year, but all directors shall continue in office until their successors are duly elected and installed. There shall be held at each annual meeting of the association an election of directors may serve successive annual terms without limitations.

Article VIII

Officers

The affairs of the Association shall be administered by a president, vice president, and a secretary-treasurer and such other officers as may be 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. The names and residence addresses of the officers who shall serve the first election of the board of directors are as follows:

President	D. Joel Adam 4110 So. Florida Ave. Lakeland, Fl. 33813
-----------	--

Vice president	Robert J. Adams 4110 So. Florida Ave. Lakeland, Fl. 33813
----------------	---

Secretary/treasurer

Linda Williams
4110 South Florida Ave.
Lakeland, Fl. 33813

Article IX
Dissolution

The Association may be dissolved with the consent given in writing and signed by either the developer or by two-thirds (2/3) of the class a membership. Upon dissolution of the association, other than incident to a merger or consolidation, its assets, both real and personal, including the operation and maintenance of the surface water management system shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this association was formed. In the event there is a refusal to accept such dedication, then such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization which is devoted to purposes similar to those of this association.

Article X
Indemnification

The Association shall, and does hereby, indemnify any persons ("indemnities") for any and all liability arising from their official capacities or from any acts committed or failure to act by them in their official capacities as officers or directors of the association, including acts which are adjudged by a court of law to have constituted negligence or misconduct in the performance of their duty to the association, and resulting from judgments, fines, or amounts paid in settlement which are incurred in any action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether such action, suit or proceeding is brought by or in the right of the association, or other parties, and whether such action, suit, proceeding is commenced during or subsequent to their tenure as offices or directors of the association ("actions").

The Association will reimburse indemnities for any and all actual and reasonable expenses, including, without limitation, attorneys' fees and court cost in trial and appellate tribunals ("expenses") as incurred by indemnities in any actions. Notwithstanding anything to the contrary herein, the association will not indemnify indemnities for any liability or expenses

incurred for actions which constitute gross negligence or willful misconduct, as such terms are used in section 607.014(6) of the Florida Statutes. The indemnification provided in this article shall be in addition to and shall not limit or modify any other rights to indemnify to which indemnities are entitled including, without limitation, those rights conferred by the Florida Statutes or the bylaws, articles of incorporation or any agreement executed by the Association. The indemnification provided for herein shall be subject to the provisions of section 607.014(2) of the Florida Statutes.

Article XI

Bylaws

The first bylaws of the Association shall be adopted by the board of directors and may be altered, amended or rescinded by a vote of a majority of a quorum of members present in person or by proxy.

Article XII

Duration

The Association shall have perpetual existence.

Article XIII

Amendments

The articles may be amended by resolution adopted by the developer and signed by 2/3rd votes of the lot owners with the developer having one vote for each lot owned by the developer at the time of amendment; provided, however, that no amendment shall be effective to impair or dilute any right or obligations of members that are governed by the declaration (as, for example, membership and voting rights) which are part of the property interests created thereby.

Article XIV

Subscribers

The names and residences of the subscribing incorporators of these articles of incorporation are:

Name	Address
D. Joel Adams, President	4110 South Florida Ave. Lakeland, Fl. 33813

Robert J. Adams, Vice President 4110 South Florida Ave.
Lakeland, FL 33813

Linda Williams, Secretary-Treas. 4110 South Florida Ave.
Lakeland, FL 33813

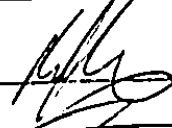
Article XV

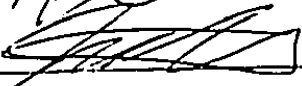
Registered office-registered agent

The registered office of the Association is 4110 South Florida Avenue, Lakeland, Florida 33813. The registered agent is D. Joel Adams, a resident of the State of Florida whose business address is identical with that of the registered office.

In witness whereof, for the purpose of forming this Association under the laws of the State of Florida, we, the undersigned, constituting the subscribing Incorporators of this Association, have executed these articles of incorporation this 14th day of October, 1996.

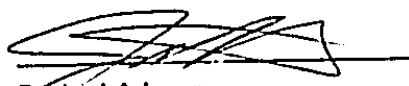
Subscribers:





Linda M. Williams

I hereby accept designation hereunder as registered agent.

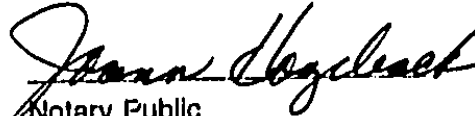


D. Joel Adams

State of Florida
County of Polk

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DIVISION OF CORPORATIONS
96 OCT 25 AM 11:54

I hereby certify that on this day, before me, an officer duly authorized in the state and county aforesaid to take acknowledgments, personally appeared D. Joel Adams. He or she is personally known to me and did not take an oath.


Notary Public

JOANN HOGEBACK
Notary Public - State of Florida
My Commission Expires Aug 13, 2000
Commission # CC576728