

**1610 HERITAGE DRIVE
VALRICO, FLORIDA 33594**

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TALLAHASSEE, FLORIDA

**Corporate Records Bureau
Division of Corporations
Department of State
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Tallahassee, Florida 32399**

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Gail C. Jolly

ARTICLES OF INCORPORATION
OF
HERITAGE CREST HOMEOWNERS ASSOCIATION, INC.
(A Corporation Not for Profit)

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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

THE UNDERSIGNED INCORPORATOR to these Articles of Incorporation hereby proposes the incorporation under Chapter 617, Florida Statutes, of a corporation not for profit, and hereby makes, subscribes, acknowledges and files with the Secretary of State of the State of Florida, Articles of Incorporation, and hereby certifies as follows:

ARTICLE I: NAME AND LOCATION

The name of this corporation shall be HERITAGE CREST HOMEOWNERS ASSOCIATION, INC. (hereinafter referred to as the "Association"), and its initial office for the transaction of its affairs shall be 100 North Tampa Street, Suite 1900, Tampa, Florida 33602.

ARTICLE II: PURPOSES

This Association does not contemplate pecuniary gain or profit to the members thereof, and no distribution of income to its members, directors or officers shall be made, except that nothing herein shall prevent the Association from compensating persons who may be members, directors or officers in exchange for services actually rendered to, or costs actually incurred for the benefit of, the Association in furtherance of one or more of its purposes. The general purpose of this Association is to promote the common interests of the property owners in Heritage Crest (hereinafter referred to as the "Subdivision"), and the specific purpose is to perform the functions of the Association contemplated in the First Amended Declaration of Covenants, Conditions and Restrictions for the Subdivision recorded at O.R. Book 8320, Page 156, in the public records of Hillsborough County, Florida, (hereinafter referred to as the "Declaration"), as the same may in the future be amended from time to time, which purposes shall include, but not be limited to, the power to:

(a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration;

(b) Fix, levy, collect and enforce payment, by any lawful means, of all charges or assessments pursuant to the terms of the Declaration and the By-Laws, and to adopt such annual

budgets as are necessary to carry out the provisions of the Declaration;

(c) Pay all expenses in connection therewith and all office and other expenses incidental to the conduct of the business of the Association;

(d) dedicate, sell, or transfer all or any part of the Association's property to any public body or governmental agency or authority, or any public or private utility for such purposes and subject to such conditions as may be agreed to by 2/3 affirmative vote of its members.

(e) grant easements as to the Common Area to public and private utility companies, and to public bodies or governmental agencies or other entities or persons, without cost or charge, where convenient, desirable or necessary in connection with the development of the Property, and the providing of utility and other services thereto;

(f) participate in mergers and consolidate with other non-profit corporations organized for similar purposes, provided that any such merger or consolidation shall have been approved by a 2/3 vote of its members;

(g) adopt, alter, amend, and rescind reasonable rules and regulations from time to time, which rules and regulations shall be consistent with the rights and duties established by the Declaration and with the provisions of these Articles of Incorporation;

(h) contract for the maintenance and management of the Common Area and, if deemed necessary by the Board, to authorize a management agent to assist the Association in carrying out its powers and duties under the Declaration;

(i) Maintain, repair and replace Common Areas as contemplated by the Declaration; and

(j) Have and exercise any and all other powers, rights and privileges of a not-for-profit corporation organized under the laws of the State of Florida.

ARTICLE III: MEMBERSHIP AND VOTING RIGHTS

Every person or entity who is the record owner of a Lot that is subject to assessment pursuant to the Declaration shall become a member of the Association upon the recording of the instrument of

conveyance. The foregoing does not include persons or entities who hold a leasehold interest or an interest merely as security for the performance of an obligation. If title to a Lot is held by more than one person, each such person shall be a member. An Owner of more than one Lot is entitled to membership for each Lot owned. No person other than an Owner may be a member of the Association, and a membership in the Association may not be transferred except by the transfer of title to a Lot.

Each lot shall be entitled to one (1) vote exercised by the owner or owners at any meeting of members of the Association in accordance with the Bylaws. If more than one person owns a fee interest in any Lot, all such persons are members, but there may be only one vote cast with respect to such lot. Such vote may be exercised as the co-owners determine among themselves, but no split vote is permitted.

ARTICLE IV: TERM OF EXISTENCE

The Association shall have perpetual existence.

ARTICLE V: INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation is the following:

NAME

ADDRESS

Gail C. Jolly

1610 Heritage Drive
Valrico, Florida 33594

ARTICLE VI: OFFICERS AND DIRECTORS

The affairs of the Association shall be managed by its Board of Directors, which shall consist of not less than 5 nor more than 9 individuals, the precise number to be fixed in the By-Laws or by the Board of Directors from time to time. Directors shall be elected for one year terms by the members at the annual members' meeting, to be held as scheduled by the Board of Directors in the last quarter of each fiscal year in the manner prescribed in the By-Laws, and shall hold office until their respective successors are duly elected and qualified. The Board shall elect a President, a Vice President, a Secretary, and a Treasurer of the Association, and such other officers as may, in the opinion of the Board, from time to time be necessary to adequately administer the affairs of

the Association. The officers and directors shall perform such duties, hold office for such term, and take office at such time as shall be provided by the By-Laws of the Association. Vacancies occurring on the Board and among the officers shall be filled in the manner prescribed by the By-Laws of the Association.

ARTICLE VII: INITIAL OFFICERS

The names of the initial officers who are to serve until their successors are elected under the provisions of these Articles of Incorporation and the By-Laws are the following:

<u>Title</u>	<u>Name</u>
President	William Borden
Vice President	Robert O'Neill
Secretary	B. J. Godbey
Treasurer	Jerry A. Jolly

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The number of persons constituting the initial Board of Directors of the Association shall be 5 and the names and addresses of the members of such first Board of Directors, who shall hold office until their respective successors are elected pursuant to the provisions of these Articles of Incorporation and the By-Laws, are the following:

William Borden	1512 Heritage Drive Valrico, Florida 33594
Robert O'Neill	1604 Heritage Drive Valrico, Florida 33594
James R. Wright	2111 Heritage Crest Drive Valrico, Florida 33594
Anthony Scolaro	1516 Heritage Drive Valrico, Florida 33594
Ernest C. Williams	2217 Heritage Crest Drive Valrico, Florida 33594

ARTICLE IX: BY-LAWS

The By-Laws of the Association shall be adopted by the initial Board of Directors, as constituted under Article VIII above, at the organizational meeting of the Board. Thereafter, the By-Laws may be altered, amended, or rescinded by the affirmative vote of 2/3 of the Board of Directors and the majority vote of the members of the Association present at any regular or special meeting of the membership.

ARTICLE X: AMENDMENTS

Amendments to these Articles of Incorporation shall be made in the following manner:

(a) The Board of Directors shall adopt a resolution setting forth a proposed amendment and directing that it be submitted to a vote at a meeting of members, which may be either the annual or a special meeting.

(b) Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each member of record entitled to vote thereon within the time and in the manner provided by Florida Statutes for the giving of notice of meetings of members. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

(c) At such meeting, a vote of the members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of two thirds (2/3rds) of the membership existing at the time of, and present at such meeting.

(d) A copy of each amendment shall be filed with the Secretary of State, pursuant to the provisions of the applicable Florida Statutes and a copy certified by the Secretary of State shall be recorded in the public records of Hillsborough County, Florida.

ARTICLE XI: REGISTERED OFFICE AND AGENT

Pursuant to Section 48.091 and Section 607.0501, Florida Statutes, the name and address of the Initial Registered Agent for

service of process upon the Association is:

John B. Neukamm
Ketchey Horan, P.A.
100 North Tampa Street
Suite 1900
Tampa, Florida 33602

The above address is also the address of the registered office of the Association.

ARTICLE XII: DEFINITIONS

Unless the context expressly requires otherwise, the terms used herein shall have the meanings set forth in the Declaration.

The undersigned Incorporator hereby executes these Articles of Incorporation on this 10th day of December, 1996.

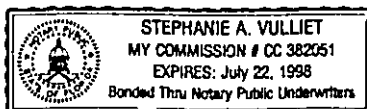
Gail C. Jolly
Gail C. Jolly

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

10th The foregoing instrument was acknowledged before me this day of December, 1996, by Gail C. Jolly, being known to me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged to me that she executed the same as her free act and deed for the uses and purposes therein set forth. She is personally known to me.

My Commission Expires:

(AFFIX NOTARY SEAL)



Stephanie Vulliet
(Signature)

STEPHANIE VULLIET
Printed Name

Notary Public, State of Florida

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, having been named as registered agent and to accept service of process for HERITAGE CREST HOMEOWNERS ASSOCIATION, INC., hereby accepts the appointment as registered agent and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties and is familiar with and accepts the obligations of his position as registered agent.



John B. Neukamm

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