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

Re: *Happy Hill Estates Homeowners' Association, Inc.*

700002535577--0
-05/26/98--01106--018
***122.50 ***122.50

Dear Sirs:

Please find enclosed an original and one copy of the Articles of Incorporation, in regard to the above. I have also enclosed my client's check in the amount of \$122.50 to cover your fee for filing.

If you have any questions, please do not hesitate to contact me.

Yours truly,

THOMAS P. McALVANA, ESQUIRE

TPM/kmt
Enclosure

F. CHESSE

MAY 28 1998

FILED
98 MAY 26 AM 9:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N 98 0000 3041

ARTICLES OF INCORPORATION
OF
HAPPY HILL ESTATES
HOMEOWNERS ASSOCIATION, INC.

FILED
98 MAY 26 AM 9:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 HAPPY HILL ESTATES HOMEOWNERS ASSOCIATION, INC. and the principal office shall be in Pasco County, Florida, at 5306 Fox Hunt Drive, Wesley Chapel, Florida, 33543.

ARTICLE II

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 and members for the purposes of operating, maintaining, repairing, improving and administering the common property.

(b) To establish by-laws for the operations of the association.

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 but not limited to the surface water management system as permitted by the Southwest Florida Water Management District including all lake retention areas, culverts and related appurtenances.

(c) Establish rules and regulations

(d) Assess members and enforce said assessments

(e) Sue and be sued

(f) Contract for services to provide for operation and maintenance if the Association contemplates employing maintenance companies.

(g) Require all the property owners to be members

(h) Exist in perpetuity; however, if the Association is dissolved, the surface water management system shall be conveyed to the appropriate agency

(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. 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.

ARTICLE IV

This corporation shall have perpetual existence.

ARTICLE V

The names and addresses of the subscribers are as follows:

NAME	ADDRESS
Bill Nye	5306 Fox Hunt Drive, Wesley Chapel, Florida 33543
Andrea Nye	5306 Fox Hunt Drive, Wesley Chapel, Florida 33543

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) or more than (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 at regular meeting of the corporation as may determined in the by-laws.

Section 3. The Board of Directors shall elect officers at the annual meeting. The Directors shall elect, from their members, a President, Vice President, Secretary, Treasurer and such other officers as they deem desirable, consistent with the Corporate by-laws.

Section 4. The office and street address of the initial Registered Office of the corporation is 5306 Fox Hunt Drive, Wesley Chapel, Florida 33543; and the initial Registered Agent at such address is Bill Nye

ARTICLE VII

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

<u>NAME</u>	<u>TITLE</u>
Bill Nye	President /vice President
Andrea Nye	Sec./Treasurer

ARTICLE VIII

The above 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.

The by-laws of this corporation may be altered, amended, or rescinded at any duly called meeting of the members, provided 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.

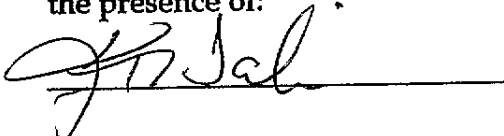

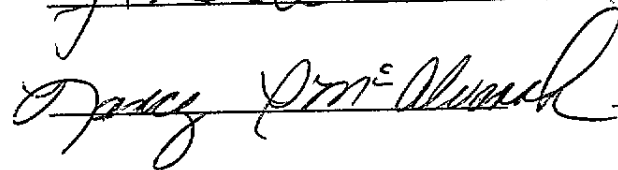
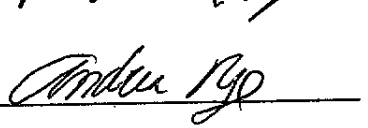
ARTICLE IX

Section 1. Proposals to the 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, 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 each voting member notice by a copy of the proposal and the time of the meeting at which such proposal will be voted upon. Such notice shall be given not less than fifteen (15) days prior to the date set for such meeting, and in a manner provided in the by-laws. An affirmative vote of seventy-five (75%) of the qualified voting members of the corporation is required for passage thereof.

Section 2. Any voting member may waive any or all of the requirements of this Article as to notice of proposal of change of these Articles, either before, at, or after a membership meeting at which a vote is taken to change these Articles.

IN WITNESS WHEREOF, we have hereunto set our hands and seals in the State of Florida, this 13th day of May, 199.

Signed, sealed and delivered in
the presence of:

COUNTY OF PASCO

WITNESS my hand and official seal in Pasco County, Florida this 13th day of May, 1998

My commission expires:



COUNTY OF PASCO

WITNESS my hand and official seal in Pasco County, Florida, this 13th day of May 1998

My commission expires:



ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for HAPPY HILL ESTATES HOMEOWNERS ASSOCIATION, INC. at the place stated herein, 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.

Dated this 13th day of May, 1998.

Bill Ayer

FILED
98 MAY 26 AM 9:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA