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Please Reply to: ☒ Palm Harbor  
☐ St. Petersburg

July 21, 1998

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

200002597552--3  
-07/21/98--01033--013  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: HOA PUBLISHERS, INCORPORATED

Dear Sir or Madam:

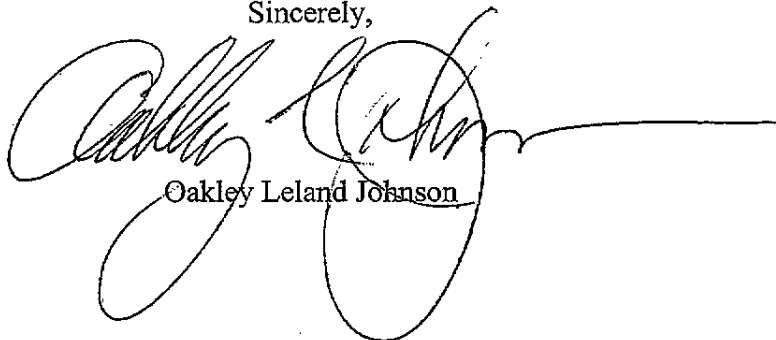
I represent the incorporator of the HOA PUBLISHERS, INCORPORATED.

Enclosed are an original and one copy of the Articles of Incorporation and registered agent designation of the above-named corporation for filing with the Secretary of State. My check No. 1042 in the sum of \$70.00, payable to the Secretary of State for the filing fee is also enclosed. Please date or file stamp the copy of the Articles of Incorporation and return to me at the above address.

Certification of the copy is NOT requested.

Thank you for your assistance in this matter.

Sincerely,

  
Oakley Leland Johnson

Encl.

HOAINC.C01

APPROVED  
AND  
FILED  
98 JUL 24 AM 8:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. BROCK JUL 28 1998

**ARTICLES OF INCORPORATION**  
**OF**  
**HOA PUBLISHERS, INCORPORATED**

93 JUL 24 AM 8:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

THE UNDERSIGNED, a natural person, for the purpose of forming a corporation under the provisions of Chapter 607 of the Florida Statutes, does hereby act as an incorporator, and agree to the following:

**ARTICLE I**

**NAME**

The name of the corporation shall be HOA PUBLISHERS, INCORPORATED

**ARTICLE II**

**ADDRESS**

The address of the principal office of the corporation is 3119 Valemoor Drive, Palm Harbor, FL 34685, and the mailing address of the corporation is 3119 Valemoor Drive, Palm Harbor, FL 34685

**ARTICLE III**

**PURPOSE AND POWERS**

1. The corporation is formed for the purpose of engaging in any lawful activity or business for which corporations may be incorporated under the laws of the State of Florida.
2. The corporation may exercise all powers, rights and privileges conferred on corporations pursuant to the laws of the State of Florida.

## ARTICLE IV

### TERM OF EXISTENCE

The corporation shall have perpetual existence.

## ARTICLE V

### CAPITAL STOCK

The maximum number of shares the Corporation is authorized to issue is One Thousand (1,000) all of which shall be Common Shares having a par value of One Dollar \$1.00 per share.

All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share upon all matters on which shareholders have the right to vote.

## ARTICLE VI

### PREEMPTIVE RIGHTS GRANTED

The corporation elects to have the preemptive rights set forth at Section 607.0630 of the Florida Statutes.

Each shareholder of the corporation shall have the first right to purchase shares of the corporation or securities convertible into such shares of the same class, kind or series as that which the shareholder already holds that may from time to time be issued (whether or not presently authorized), in the ratio that the number of shares held by the shareholder at the time of issue bears to the total number of share outstanding. Any preemptive right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty days of receipt of a notice in writing from the corporation stating the prices, terms, and

conditions of the issue of shares and inviting the shareholder to exercise the preemptive right. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty days of receipt of notice from the corporation.

Each shareholder of the corporation shall have the first right to purchase shares of the corporation or securities convertible into such shares of the same class, kind or series as that which the shareholder already holds that may from time to time be issued (whether or not presently authorized), in the ratio that the number of shares held by the shareholder at the time of issue bears to the total number of share outstanding; provided however, if the issuance of such shares or securities is for the purpose of the corporation's acquisition of any asset essential or required to carry out or in furtherance of the business of the corporation, which fact is determined by the Board of Directors of the corporation, the shareholders of this corporation shall have no such preemptive rights, and the corporation may issue such shares or securities for said assets. Any preemptive right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty days of receipt of a notice in writing from the corporation stating the prices, terms, and conditions of the issue of shares and inviting the shareholder to exercise the preemptive right. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty days of receipt of notice from the corporation.

## ARTICLE VII

### RESTRICTION ON SHARE TRANSFER

All shares of stock in the Corporation are assignable, and any stockholder may sell, assign, or transfer his shares and certificate or certificates of stock at pleasure, except however,

that no share may be sold to a person not already a shareholder of the Corporation without it first being offered for sale to all other shareholders of record at no higher price than such shares are subsequently offered to any other person. Shareholders shall receive actual notice of all such offers, and shall have reasonable opportunity to purchase. No transfer or assignment of any kind shall be effective or valid unless and until it shall have been entered upon the books of the Corporation and the old certificate or certificates shall have been surrendered for cancellation to the Secretary and a new certificate or certificates issued .

## ARTICLE VIII

### BOARD OF DIRECTORS

1. The business affairs of the corporation shall be managed by a Board of Directors.
2. The initial Board of Directors of the corporations shall consist of one director, whose name and address is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Susan S. Parker Harms	3119 Valemoor Drive, Palm Harbor, FL 34685

3. The number of directors shall be as provided in the Bylaws of the corporation, but shall not be less than one (1).
4. The directors shall be elected, removed, and hold office as provided in the Bylaws of the corporation.

## ARTICLE IX

### CUMULATIVE VOTING

At each election for Directors, every shareholder entitled to vote at such election shall

have the right to cumulate votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of shares owned by the shareholder, or by distributing such votes on the same principal among any number of candidates.

## ARTICLE X

### BYLAWS

1. The Board of Directors shall adopt Bylaws for the corporation at a meeting of the Board of Directors following the filing of these Articles of Incorporation.
2. The power to adopt, alter, amend, or repeal the Bylaws of the corporation may be exercised by the Board of Directors or the shareholders in accordance with the provisions of the Bylaws.
3. Any Bylaws adopted by the Board of Directors or the shareholders may be altered, amended or repealed by either group; provided, however, that any Bylaws adopted by the shareholders may provide that it shall be altered, amended or repealed only by the shareholders.

## ARTICLE XI

### AMENDMENTS

These Articles of Incorporation may be amended as set forth in the Florida Statutes, as amended from time to time.

## ARTICLE XII

### REGISTERED OFFICE AND AGENT

1. The street address of the initial registered office of the corporation shall be 3119

Valemoor Drive, Palm Harbor, FL 34685.

2. The name of the initial registered agent of the corporation located at that address shall be Susan S. Parker Harms.

#### ARTICLE XIII

#### INCORPORATOR

The name and address of the incorporator is:

NAME

ADDRESS

Susan S. Parker Harms

3119 Valemoor Drive, Palm Harbor, FL 34685

#### ARTICLE XIV

#### INDEMNIFICATION

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

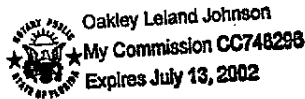
**IN WITNESS WHEREOF**, for the purpose of forming a corporation under the laws of the State of Florida, the undersigned has executed these Articles of Incorporation on this

22<sup>nd</sup> day of July, 1998

Susan S. Parker Harms  
Susan S. Parker Harms

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 22<sup>nd</sup> day of July, 1998 by Susan S. Parker Harms, ( ) who is personally known to me or ( ) who has produced FLORIDA DRIVER LICENSE as identification and who did not take an oath.



*[Signature]*  
Notary Public

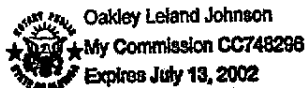
**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for HOA PUBLISHERS, INCORPORATED, I accept to act as initial registered agent for HOA PUBLISHERS, INCORPORATED, as stated in these Articles of Incorporation.

*Susan S. Parker Harms*  
Susan S. Parker Harms

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing Acceptance was acknowledged before me this 22<sup>nd</sup> day of July, 1998 by Susan S. Parker Harms, ( ) who is personally known to me or ( ) who has produced FLORIDA DRIVER LICENSE as identification and who did not take an oath.



*[Signature]*  
Notary Public

C:\CLIENT\HOA\INC.AOI

APPROVED  
AND  
FILED  
98 JUL 24 AM 8:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA