

ARTICLES OF INCORPORATION
OF
HIGHGROVE HOMEOWNERS' ASSOCIATION, INC.

RECORDED
SEP 13 4 12 PM '88
CLERK

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned, a resident of Leon County, Florida, and being of legal age, has this day and by this instrument evidenced intention to form a corporation not for profit, and does hereby certify:

ARTICLE 1

The name of the corporation is HIGHGROVE HOMEOWNERS' ASSOCIATION, INC., hereafter called the "Association".

ARTICLE 2

The initial registered office of the Association is located at 227 South Calhoun Street, Tallahassee, Florida 32302, and the initial registered agent thereat is H. Palmer Proctor.

ARTICLE 3

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residence lots and common areas within that certain tract of property located in Leon County, Florida, and known as HIGHGROVE SUBDIVISION, PHASES I, II and III, and to promote the health, safety and welfare of

the residents within the said Highgrove Subdivision, and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose 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 that certain Declaration of Restrictive Covenants (hereinafter called the "Declaration"), applicable to the property covered thereby, and recorded or to be recorded in the Office of the Clerk of the Circuit Court of Leon County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(b) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all 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) 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;

(d) borrow money, and with the assent of a majority of each class of members mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) participate in mergers and consolidations with other non-profit corporations organized for the same purposes

or annex additional residential property and Common Areas, provided that unless otherwise provided in the Declaration of any such merger, consolidation or annexation shall have the assent of a majority of each class of members;

(f) have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Florida by law may now or hereafter have or exercise.

ARTICLE 4 MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is subject under the Declaration 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. The original owner and developer of HIGHGROVE is Lake Hall Partners, Ltd., a Florida limited partnership, sometimes hereinafter referred to as the "Declarant".

ARTICLE 5 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 Declarant, 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, but the vote for such lot shall be exercised as they determine, and in no event shall more than one vote be cast with respect to any lot.

CLASS B: The Class B members shall be the Declarant, 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 when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership.

ARTICLE 6

OFFICERS

The following officers shall serve in their respective capacities until January 1, 1986, unless they sooner resign or are replaced by the Board of Directors:

President Carl H. Stubbings
Vice President. Robert H. Bryson
Secretary/Treasurer Judy C. Rainey

DIRECTORS

The corporation shall initially be managed by a Board of Directors consisting of three (3) members, who will serve until January 1, 1986, unless they sooner resign. On January 1, 1986 (unless said initial Board elects to do so sooner), the initial Board shall appoint a successor Board of Directors consisting of five (5) members, which may include one or more of the initial Board members, who shall serve until the annual meeting

immediately following their appointment. At each annual meeting thereafter the members of the Association shall elect five (5) Directors for a term of one year. Any Director may be re-elected for any number of terms. With the exception of members of the initial Board, all Board members shall be homeowners in HIGHGROVE.

The initial Directors and their respective addresses are:

- a) Judy C. Rainey 1001 Thomasville Road
Suite 300
Tallahassee, Florida 32303
- b) Robert H. Bryson 1001 Thomasville Road
Suite 300
Tallahassee, Florida 32303
- c) Carl H. Stubbings. 1001 Thomasville Road
Suite 300
Tallahassee, Florida 32303

ARTICLE 7

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE 8

DURATION

The corporation shall exist perpetually unless sooner dissolved.

ARTICLE 9

AMENDMENTS

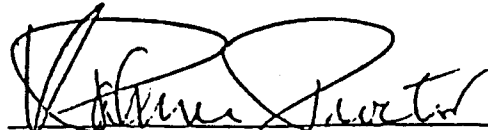
Amendment of these Articles shall require the assent of a majority of each class of members. Amendments may be proposed by the Board of Directors or by any five (5) members of the Association. Amendments to the By-Laws shall be made by the majority vote of the members of the Association. The initial By-Laws shall be adopted by a majority of the initial Board of Directors.

ARTICLE 10

SUBSCRIBERS

The name and address of the subscriber is H. Palmer Proctor, 227 South Calhoun Street, Tallahassee, Florida 32302.

EXECUTED on this the 13th day of September, 1983.



H. PALMER PROCTOR (SEAL)
Subscriber

STATE OF FLORIDA

COUNTY OF LEON

The foregoing Articles of Incorporation were acknowledged before me on this the 13th day of September, 1983, by H. PALMER PROCTOR, as Subscriber.

Jane Y. Mathews
NOTARY PUBLIC, State of Florida
at Large.

My Commission Expires: 1/13/86

State of Florida



Department of State

I certify that the attached is a true and correct copy of the Articles
of Incorporation of HIGHGROVE HOMEOWNERS' ASSOCIATION, INC.

a corporation organized under the Laws of the State of Florida,
filed on September 13, 1983.

The charter number for this corporation is 770207.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
13th day of September, 1983.



A handwritten signature in cursive script, appearing to read "George Firestone".

George Firestone
Secretary of State