

ARTICLES OF INCORPORATION

Highland Grove Planned Community Homeowners Association, Inc.

EFFECTIVE DATE
02/14/03

The undersigned incorporator of a non-profit corporation under Chapter 617 of the Florida Statutes, does hereby adopt the following articles of incorporation for such corporation:

ARTICLE I Corporate Name

The name of the corporation (hereinafter called the "Association") is
Highland Grove Planned Community Homeowners Association, Inc.

ARTICLE II Corporate Office and Mailing Address

The street address of the principal office of the Association will be:

692 Camp Johnson Road
Orange Park, Florida 32065-5832

The mailing address for the Association will be:

c/o Ansbacher & McKeel, P.A.
1301 Riverplace Boulevard, Suite 2450
Jacksonville, Florida 32207-9047

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE III Duration

Existence of the Association shall commence as of February 14, 2003. The Association shall exist in perpetuity.

ARTICLE IV Purpose and Powers of the Association

This Association does not contemplate pecuniary gain of profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and control of the stormwater retention system (including lakes, ponds, and all drainage structures) and all common area within that certain property described as:

All lots in HIGHLAND GROVE, according to plat thereof recorded in Plat Book 39, Pages 33 through 35, of the public records of Clay County, Florida.

Any additions thereto as may hereafter be brought within the jurisdiction of this Association for the purposes to:

(a) Exercise all privileges of the "Community Association" as set forth in the *Declaration of Covenants, Conditions, Restrictions & Easements for Highland Grove* recorded, or to be recorded in the public records of Clay County Florida, as the same may be amended or supplemented from time to time, (the "Declaration"). In particular, and not in limitation, the Association shall operate, maintain and manage the stormwater management system(s) in a manner consistent with the applicable St. Johns River Water Management District Permit requirements and applicable District rules, and shall assist in the enforcement of the restrictions and covenants contained therein and the restrictions and covenants contained therein.

(b) Assess, levy, and collect, and enforce payment by any lawful means of, all charges and assessments pursuant to the terms of the Declaration; and pay all expenses in connection therewith, including the costs of maintenance and operation of the stormwater management systems, including but not limited to, work within retention areas, drainage structures and drainage easements, and expenses incidental to the conduct of the business of the Association, and also including all licenses, taxes, or governmental charges levied on or imposed against the Association as well as insurance maintained by the Association;

(c) Acquire, own, maintain, convey, sell, lease, transfer, or otherwise dispose of real property and personal property in connection with the affairs of the Association;

(d) Borrow money, and with the assent of two-thirds (2/3) 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) Dedicate sell or transfer all or any part of the Common Area to any public agency authority or utility for such purposes and subject to such condition as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer.

(f) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Lake Area, provided that any such merger, consolidation or annexation have the assent of two-thirds (2/3) of each class of members.

(g) Have and to exercise any and all powers rights and privileges, that a non-profit corporation organized under Chapter 617, Florida Statutes, by law may now or hereafter have or exercise.

ARTICLE V
Registered Agent and Street Address of Registered Office

The initial registered agent will be:

Ansbacher & McKeel, P.A. a Florida Professional Association

and the registered office for such agent will be at:

1301 Riverplace Boulevard, Suite 2450
Jacksonville, Florida 32207-9047

ARTICLE VI
Name and Address of Incorporator

The name and address of the incorporator is:

Barry B. Ansbacher
1301 Riverplace Boulevard, Suite 2450
Jacksonville, Florida 32207-9047

ARTICLE VII
Membership

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot shown on the Plat of HIGHLAND GROVE, a subdivision, according to the plat thereof recorded in Plat Book 39, Page 33 through 35, inclusive of the public records of Clay County, Florida, or in any other lot made subject to the Declaration (individually referred to as a "Lot" and collectively referred to as the "Lots") shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of a lot, which is subject to assessment, by the Association. In addition the Declarant, its successors and assigns is also a Member of the Association.

ARTICLE VIII
Voting Rights

There will be 2 classes of membership as follows:

(a) Class A. Class "A" Members are all owners of Lots 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.

(b) Class B. The Class "B" Members shall be the Developer (as defined in the Declaration) who shall be entitled to 8 votes, in all matters, for each Lot owned. The Class B membership shall cease and be converted to Class A membership three months after the first to occur of the following events:

(i) The total votes outstanding the Class A membership equals the total votes outstanding in the Class B membership;

(ii) the voluntary conversion of the Class B membership to Class A membership by the election of the Developer; or

(iii) Ninety percent of the Lots within ^{Highland Grove} Berkshire (and within any additional properties) now or hereafter made subject to the Declaration have been conveyed by the Developer excluding for such purpose conveyances made to a successor Developer.

ARTICLE IX

Board of Directors

The affairs of this Association shall be managed by a Board of Directors not less than three (3) nor more than nine (9) Directors, who shall need not be members of the Association. The number of directors may be changed by amendment of the by-laws of the Association. The names and Business addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

Lawrence D. Nichols
692 Camp Johnson Road
Orange Park, Florida 32065-5832

D. Wayne Nichols
692 Camp Johnson Road
Orange Park, Florida 32065-5832

J. Douglas Nichols
692 Camp Johnson Road
Orange Park, Florida 32065-5832

At the first annual meeting the members shall elect three directors for a term of one year, three directors for a term of two years and three directors for a term of three years; and at each meeting thereafter the members shall elect three directors for a term of three years.

ARTICLE X

Corporate Officers

The Board of Directors shall elect the following officers:

President, Vice President, Secretary and Treasurer, and such other officers as the by-laws of this Association may authorize the Directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as officers:

President
Lawrence D. Nichols

Vice President
D. Wayne Nichols

Secretary
Lawrence D. Nichols

Treasurer
J. Douglas Nichols

ARTICLE XI **Amendment to By-Laws**

The bylaws of the Association may be made, altered, or rescinded at any annual meeting of the Association, or at any special meeting duly called for such purpose, on the affirmative vote of a majority of quorum of members present, in person, or by proxy, except that the federal Housing Administration or the Veterans Administration shall have the right to veto amendments while there is Class "B" membership. that the initial bylaws of the Association shall be made and adopted by the board of directors.

ARTICLE XII **Amendments to the Articles of Incorporation**

Amendments to these articles of incorporation may be proposed by any member of the Association. These articles may be amended at any annual meeting of the Association, or at any special meeting duly called and held for such purpose, on the affirmative vote of 75 percent (75%) of the entire membership. So long as there is a Class "B" member, these articles of incorporation may be amended only with the consent of the Class "B" member, and the Class "B" member may amend these articles of incorporation without notice to, or the consent of any other members in order to (i) conform to the requirements of the St. Johns River Water Management District, Federal Home Loan Mortgage Corporation, Federal National Mortgage Association, Veteran Administration, Department of Housing and Urban Development or any other generally recognized institution involved in the purchase and sale of home loan mortgages, (ii) to perfect, clarify or make internally consistent the provisions of these articles of incorporation, or (iii) to perfect, clarify or make consistent the provisions of these articles of incorporation with the provisions of the Declaration.

ARTICLE XIII
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 the incident of merger or consolidation, the assets of the Association shall be distributed to an appropriate public agency to be used for purposes similar to those for which the Association was created. In the event such distribution is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust, or other organization organized and operated for such similar purposes. In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the stormwater management system must be transferred to and accepted by an entity, which would comply with Section 40-C-42.027, F.A.C., and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

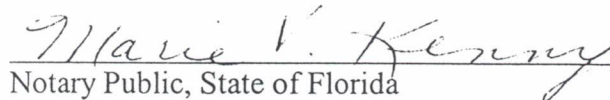
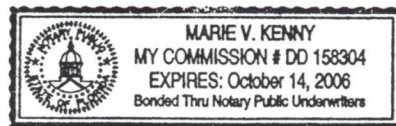
IN WITNESS WHEREOF, the undersigned incorporator of this Corporation has hereunto set his hand and seal this 14th day of February, 2003.



Barry B. Ansbacher, Incorporator

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 14th day of February, 2003, by Barry B. Ansbacher, who is personally known to me.

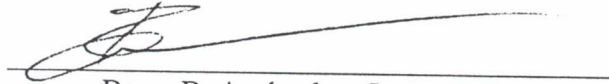

Notary Public, State of Florida

CERTIFICATE

DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN THIS STATE

Pursuant to Section 48.091, Florida Statutes, the following is submitted:

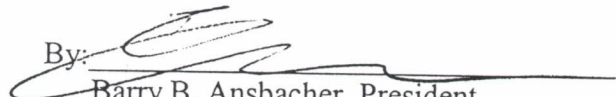
That Highland Grove Planned Community Homeowners Association, Inc., desiring to organize under the laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation, in the City of Jacksonville, County of Duval, State of Florida, has named Ansbacher & McKeel, P.A., a Florida professional association, 1301 Riverplace Boulevard, Suite 2450, Jacksonville, Florida 32207-9047, as its agent to accept service of process within the State of Florida.


Barry B. Ansbacher, Incorporator

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, the undersigned accepts such appointment and agrees to act in this capacity, and to comply with the provisions of law relating to keeping said office open.

ANSBACHER & McKEEL, P.A.
a Florida professional association

By: 
Barry B. Ansbacher, President

"Registered Agent"

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