

ARTICLES OF INCORPORATION

OF

HICKORY LAKE ESTATES OWNERS ASSOCIATION, INC.
(A Corporation Not For Profit)

SECRETARY OF STATE
DIVISION OF CORPORATIONS
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In compliance with the requirements of the Laws of the State of Florida, the undersigned hereby associate themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I

The name of the corporation is: HICKORY LAKE ESTATES OWNERS ASSOCIATION, INC., hereinafter called the "Association":

ARTICLE II

The mailing address of the Corporation and the street address of the Registered Office of the Association is 123 N.W. 13th Street, Suite 300, Boca Raton, Florida 33432 and the name of the Registered Agent is David Shapiro.

ARTICLE III

All definitions in the [Declaration of Covenants For Hickory Lakes] ("Declaration") to which these Articles are attached as Exhibit B and recorded in the Public Records of Hillsborough County, Florida, are incorporated herein by reference and made a part hereof.

ARTICLE IV

PURPOSE OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members whereof, and the specific purposes for which it is formed are to provide for operation, maintenance and preservation of the Units (which term may be used interchangeably with "Parcel") and Common Area, and improvements thereon, within that certain real property (and any additions thereto) described in the Declaration to promote the health, safety and welfare of the members of the Association and to provide other services and facilities for the members, as determined by the Board of Directors.

ARTICLE V

POWERS OF THE ASSOCIATION

The Association shall have all the powers and duties reasonably necessary to operate and maintain the Association, including, but not limited to, the following:

(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 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 or By-Laws of the Association; to pay all expenses in connection therewith and all office and other 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 or otherwise dispose of real or personal property in connection with the affairs of the Association;

(d) Borrow money, and with the assent of two-thirds (2/3rds) of each class of

members at a duly called meeting of the Association, 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 conditions as may be agreed to by the members. No such dedication or transfer shall be effective without obtaining consent of two-thirds (2/3rds) of the members to such dedication, sale or transfer in writing or by vote at a duly called meeting of the Association, and unless prior written consent of Developer is obtained for so long as Developer owns a Unit;

(f) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3rds) of each class of members at a duly called meeting of the Association, except as otherwise provided in Article II of the Declaration;

(g) To promulgate or enforce rules, regulations, by-laws, covenants, restrictions or agreements to effectuate all of the purposes for which the Association is organized;

(h) To have and to exercise any and all powers, rights and privileges which a non-profit corporation organized under the Laws of the State of Florida may now or hereafter have or exercise;

(i) To contract for management of the Association and to delegate in such contract all or any part of the powers and duties of the Association and to contract for services to be provided the Owners including but not limited to garbage pick-up and other utilities and master antenna or cable television and/or radio system and the servicing and monitoring of the medical/fire/burglary system in each residence.

PROVISO: Notwithstanding the foregoing, until such time as Class B membership in the Association ceases, as hereinafter set forth, the powers of the Association as set forth in Paragraphs (d), (e) and (f) may be exercised solely by the Board of Directors.

ARTICLE VI

MEMBERSHIP

Every Owner of a Unit shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Unit.

ARTICLE VII

VOTING RIGHTS

The Association shall have two (2) classes of voting membership:

Class A. Class A members shall be all Parcel Owners, and shall be entitled to one (1) vote for each Parcel owned. When more than one (1) person holds an interest in any Parcel, all such persons shall be members. The vote for such Parcel shall be exercised as they determine, but in no event shall more than one (1) vote be cast with respect to any Parcel.

Class B. The Class B member shall be the Developer, and shall be entitled to two hundred (200) votes. The Class B membership shall cease on the happening of one of the following events, whichever occurs earlier:

(a) three (3) months after 90% of the Parcels in Hickory Lakes that will ultimately be operated by the Association have been conveyed to Parcel Owners; or

(b) such other percentage of the Parcels have been conveyed to

members, or such other date or event has occurred, as set forth in the governing documents in order to comply with the requirements of any governmentally chartered entity with regard to the mortgage financing of Parcels.

ARTICLE VIII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of Directors consisting of not less than three (3) nor more than nine (9) persons who need not be members of the Association. The first Board shall consist of three (3) members. Thereafter the number of Directors may be increased to a maximum of nine (9) by a majority vote of the Board of Directors.

The first election of Directors shall be held when Class B membership ceases as provided in Article VII hereof at a meeting of the members called for that purpose. Unless increased by the Board, three (3) Directors shall be elected at this first election to serve until the next annual members' meeting for a term of one (1) year each. At each annual meeting thereafter a number of Directors equal to that of those whose terms have expired shall be elected for the term of one (1) year.

The Directors named in these Articles shall serve until the first election of Directors, and any vacancies in their number occurring before the first election shall be filled by the Class "B" Member. The Class B Member shall have the right to remove and replace Directors until the first election of Directors. The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Joseph Matarazzo	2901 Busch Blvd. Suite 601 Tampa, Florida 33618
Mauricio Lorenzo	2901 Busch Blvd. Suite 601 Tampa, Florida 33618
Catherine Fountas	2901 Busch Blvd. Suite 601 Tampa, Florida 33618

ARTICLE IX

DISSOLUTION

In the event of the dissolution of the Association, other than incident to a merger or consolidation, any Member may petition the Circuit Court of the Fifteenth Judicial Circuit of the State of Florida for the appointment of a receiver to manage the affairs of the dissolved Association and to manage the Properties, in the place and instead of the Association, and to make such provisions as may be necessary for the continued management of the affairs of the dissolved Association and the Properties.

ARTICLE X

DURATION

The corporation shall exist perpetually.