

EXHIBIT A"

ARTICLES OF INCORPORATION

OF

KESTRAL POINT NEIGHBORHOOD ASSOCIATION, INC.

By these Articles of Incorporation, the undersigned Subscriber forms a corporation not for profit in accordance with Chapter 617, Florida Statutes, and pursuant to the following provisions ("these Articles");

ARTICLE I

NAME

The name of the corporation shall be KESTRAL POINT NEIGHBORHOOD ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Association."

ARTICLE II

DURATION

The Association shall exist perpetually unless and until dissolved according to law. Corporate existence of the Association shall commence upon the filing of these Articles with the Florida Department of State.

ARTICLE III

PRINCIPAL OFFICE

The principal office of the Association is located at 5300 S.W. 91st Terrace, Gainesville, Florida 32608.

ARTICLE V

PURPOSE AND POWERS OF THE ASSOCIATION

The Association shall not pay dividends and no part of any income of the Association shall be distributed to its Members, directors or officers. The Association is formed to carry out the duties and responsibilities imposed upon it by the Haile Plantation West Master Declaration of Covenants, Conditions and Restrictions filed by Haile Plantation Corporation and recorded in O.R. Book 1785, Page 2726 of the Public Records of Alachua County, Florida, and by the Kestral Point Supplemental Declaration of Covenants, Conditions and Restrictions to be filed in the Public Records of Alachua County, Florida. The Association shall have all the powers of a nonprofit corporation organized under the laws of the State of Florida, subject only to such limitations upon the exercise of such powers as are expressly set forth in these Articles, the By-laws, or the Declaration. The Association shall have the power and duty to do any and all lawful things which may be authorized, assigned, required or permitted to be done by the Declaration, these Articles and the By-laws, and to do and perform any and all acts which may be necessary or proper for, or incidental to, the exercise of any of the duties or powers of the Association for the benefit of the Owners and for the maintenance, administration and improvement of the Property and Common Property within its jurisdiction.

ARTICLE VI

MEMBERSHIP

Each Owner, including the Declarant, shall be a Member of the Association. Any person or entity who holds any interest merely as a security for the performance of any obligation shall not be a Member. The Association membership of each Owner shall be appurtenant to the Unit giving rise to such membership, and shall not be transferred except upon the transfer of title to said Unit and then only to the transferee of title thereto. Any

ARTICLE VII

BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board, elected as provided for in the by-laws of the Corporation, of not less than three (3), nor more than nine (9) directors who need not be Members. The initial Board shall be comprised of three (3) people. Anything in these Articles to the contrary notwithstanding, until such time as the Declarant has conveyed to purchasers not affiliated with the Declarant all lands, or at such earlier date as may be selected by the Declarant, the Declarant shall be entitled to designate the Board of Directors of the Association. The names and address of persons who are to act in the capacity of director until appointment or election of their successors pursuant to these Articles are:

<u>Name</u>	<u>Address</u>
Matthew Kaskel	5300 S.W. 91st Terrace Gainesville, FL 32608
David B. Fleeman	5300 S.W. 91st Terrace Gainesville, FL 32608
Robert B. Kramer	5300 S.W. 91st Terrace Gainesville, FL 32608

Once the Declarant relinquishes its right to appoint the Board of Directors, the Members shall elect the directors for staggered terms of two (2) years each. To create the staggered terms, one post shall become vacant in one (1) year and a successor director shall be elected. The second post shall be deemed vacant at the end of the second year, and a successor director shall be elected. All successor directors shall serve for terms of two (2) years each. In the event that the number of people comprising the Board of Directors is changed, such change in number shall be implemented in such a manner as to have as nearly equal in number as possible the number of directors whose terms expire in any given year.

ARTICLE VIII

OFFICERS

The affairs of the Association shall be administered by the officers designated in the By-laws. The officers shall be elected by the Board of Directors at the first meeting, and they shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President	Robert B. Kramer	5300 S.W. 91st Terrace Gainesville, FL 32608
Sec/Treas/	Matthew Kaskel	5300 S.W. 91st Terrace Gainesville, FL 32608
Vice President	David B. Fleeman	5300 S.W. 91st Terrace Gainesville, FL 32608

ARTICLE IX

INDEMNIFICATION

9.1 Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding whether civil, criminal, administrative or investigative, or any settlement of any proceeding, or any appeal from such proceeding to which he may be a party or in which he may become involved by reason of his being or having been a director or officer of the Association, or having served at the Association's request as a director or officer of any other corporation, whether or not he is a director or officer at the time such expenses are incurred

exclusive of all other rights to which such director or officer may be entitled.

9.2 Expenses incurred in defending a suit or proceeding whether civil, criminal, administrative or investigative may be paid by the Association in advance of the final disposition of such action, suit or proceeding if authorized by all of the non-interested directors upon receipt of an undertaking by or on behalf of the director or officer to repay such amount if it shall ultimately be determined that he is not to be indemnified by the Association as authorized by these articles of Incorporation.

9.3 The Association shall have the power to purchase at its expense and maintain insurance on behalf of any person who is or was a director or officer of the Association, or is or was serving at the request of the Association as a director or officer of another association, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of these Articles.

ARTICLE X

BY-LAWS

The By-laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the By-laws.

ARTICLE XI

AMENDMENTS

Amendments to these Articles of Incorporation shall be made in the following manner:

Member of record entitled to vote thereon. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

11.3 Vote. At such meeting, a vote of the Members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving both the affirmative vote of a majority of the votes of Members of each class entitled to vote thereon as a class and the affirmative vote of a majority of the votes of all Members entitled to vote thereon.

11.4 Multiple Amendments. Any number of amendments may be submitted to the Members and voted upon by them at one meeting.

11.5 Agreement. If all of the Directors and all of the Members eligible to vote sign a written statement manifesting their intention that an amendment to these Articles be adopted, then the amendment shall thereby be adopted as though subsections 13.1 through 13.3 had been satisfied.

11.6 Action Without Directors. The Members may amend these Articles without an act of the Directors at a meeting for which notice of the changes to be made is given.

11.7 Limitations. No amendment shall make any changes in the qualifications for Members nor the voting rights of Members without approval in writing by all Members. No amendment shall be made that is in conflict with the Declaration. So long as the Declarant shall own any lands within the Development Plan, no Declarant related amendment shall be made to the Declaration, or to the Articles or By-laws of the Association unless such amendment is first approved in writing by the Declarant. Any amendment shall be deemed to be Declarant related if it does any of the following:

- a. Directly or indirectly by its provisions or in practical application relates to the Declarant in a manner difference from the manner in which it relates to other Owners;
- b. Modifies the definitions provided for by Article I

modifies in any manner whatsoever the rights of Declarant as a Member of the Association;

e. Alters any previously recorded or written agreement with any public or quasi-public agencies, utility company, political subdivision, public authorities or other similar agencies or bodies, respecting zoning, streets, roads, drives, easements or facilities;

f. Denies the right of the Declarant to convey to the Association Common Property;

g. Modifies the basis or manner of assessment as applicable to the Declarant or any lands owned by the Declarant;

h. Alters or repeals any of the Declarant's rights or any provision applicable to the Declarant's right as provided for by any such provision of the Declaration.

11.8 Filing. A copy of each amendment shall be certified by the Secretary of State, State of Florida, and be recorded in the Public Records of Alachua County, Florida.

ARTICLE XII

SUBSCRIBERS

The name and address of the Subscribers to these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
Robert B. Kramer	5300 S.W. 91st Terrace Gainesville, FL 32608
James D. Salter	P. O. Drawer 1589 Gainesville, FL 32602
Denise Lowry Hutson	P. O. Drawer 1589

ARTICLE XIII

NON-STOCK CORPORATION

The Association is organized on a non-stock basis and shall not issue shares of stock evidencing membership in the Association; provided, however, that membership in the Association may be evidenced by a certificate of membership which shall contain a statement that the Association is a corporation not for profit.

IN WITNESS WHEREOF, the undersigned Subscribers have caused these presents to be executed as of the 12th day of December, 1995.

Signed, sealed and delivered
in the presence of:

T. B. Smith
Print Name T. B. Smith

Cleveland Cooper, III
Print Name Cleveland Cooper, III

Melissa Jay Murphy
Print Name Melissa Jay Murphy

Jenese Bolduc
Print Name Jenese Bolduc

[Signature]
ROBERT B. KRAMER

James D. Salter
JAMES D. SALTER
Denise Lowry Hufson
DENISE LOWRY HUFSON

STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 17
day of December, 1995, by ROBERT B. KRAMER as Subscriber to the
Articles of Incorporation. Such person(s):

- is/are personally known to me.
- produced a current Florida Driver's license as
identification.
- produced _____ as identification.

TERRY LUTHER
Notary Public, State of Florida
My comm. expires JUNE 22, 1997
Comm. No. CC293451

(SEAL)

Terry Luther
Print Name: _____
Notary Public, State of Florida
My Commission Expires: _____

Serial Number, if any: _____

STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 19th
day of December, 1995, by JAMES D. SALTER and DENISE LOWRY HUTSON
as Subscribers to the Articles of Incorporation. Such person(s):

- is/are personally known to me.
- produced a current Florida Driver's license as
identification.
- produced _____ as identification.



MELISSA JAY MURPHY
MY COMMISSION # CC 504787
EXPIRES Nov. 20, 1998

Melissa Jay Murphy
Print Name: Melissa Jay Murphy
Notary Public, State of Florida
My Commission Expires: _____

Serial Number, if any: _____

REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Not For Profit Corporation Act, the following is submitted, in compliance with the statute:

That KESTRAL POINT NEIGHBORHOOD ASSOCIATION, INC., desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation, at the City of Gainesville, County of Alachua, State of Florida, has named ROBERT B. KRAMER, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above stated corporation, at the place designated in this Certificate, the undersigned, hereby accepts to act in this capacity, and agrees to comply with the provision of the statute relative in keeping open the office, and further states that I am familiar with §617.0503, Florida Statutes.



ROBERT B. KRAMER

DATED: December 19th, 1995.