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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
HAILE FOREST HOMEOWNERS ASSOCIATION, INC.

In compliance with the requirements of Florida Statutes (1995), the undersigned, who is a resident of Alachua County, Florida and who is of full age, has this day agreed to form a corporation not for profit and does hereby certify:

ARTICLE I

The name of the corporation is HAILE FOREST HOMEOWNERS ASSOCIATION, INC., hereafter called the "Association."

ARTICLE II

The initial principal office and mailing address of the Association is located at 101 N.W. 75th Street, Suite 1, Gainesville, Florida 32607.

ARTICLE III

MERRILL PUGH, whose address is 101 N.W. 75th Street, Suite 1, Gainesville, Florida 32607, is hereby appointed the initial registered agent of this Association.

ARTICLE IV
PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purpose for which it is formed are to provide for maintenance, preservation and architectural control of the residence Lots and Common Area within that certain tract of property described as:

The Recreation Area, Drainage Easement and Common Area, together with Lots One (1) through Fifty-five (55) of HAILE FOREST, UNIT 1, as per Plat thereof recorded in Plat Book "T", Page 35, of the Public Records of Alachua County, Florida.

and to promote the health, safety and welfare of the residents within the above-described property 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 Covenants, Conditions and Restrictions, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the Office of the Clerk of the Court of Alachua 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 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, 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 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 conditions 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 purpose or annex additional residential property and Common Area, provided that such merger, consolidation or annexation shall 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 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 V MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest on any Lot which is subject by covenants of record 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 separate from ownership of any Lot which is subject to assessment by the Association.

ARTICLE VI VOTING RIGHTS

The Association shall have two 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. 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.

Class B. Class B member(s) shall be the Declarant (as defined in the Declaration), and shall be entitled to three (3) votes for each Lot owned or intended to be annexed to the Properties by Declarant. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

(a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or

(b) on December 31, 2006, or

(c) when Declarant desires to turn over control to the Class A members.

ARTICLE VII
OFFICERS

The affairs of this Association shall be managed by a President, Vice-President, Secretary, and Treasurer and they shall be elected at the first meeting of the Board of Directors following each annual meeting of the members or as otherwise provided in the By-Laws. Until the first election of officers under the Articles of Incorporation, the following shall serve as officers:

- President - Merrill Pugh
- Vice-President - Thomas W. Williams, Jr.
- Secretary - Merrill Pugh
- Treasurer - Thomas W. Williams, Jr.

ARTICLE VIII
SUBSCRIBERS

The name and address of the subscriber is:

Merrill Pugh, 101 N.W. 75th Street, Suite 1, Gainesville, Florida 32607

ARTICLE IX
AMENDMENTS

Amendments of these Articles shall be adopted upon receiving the affirmative vote of a majority of the votes of members entitled to vote thereon, unless any class of members is entitled to vote thereon as a class in which event 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.

ARTICLE X
BOARD OF DIRECTORS

The Board of Directors shall be elected as provided for in the By-Laws of the Association. The affairs of this Association shall be managed by a Board of at least three (3) but not more than nine (9) Directors, who 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 addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

- Thomas W. Williams, Jr., 180 S.W. 19-C, Archer, FL 32618
- Merrill Pugh, 101 N.W. 75th Street, Suite 1, Gainesville, FL 32607
- Carl L. Johnson, 2731 NW 41 Street, B-3, Gainesville, FL 32606

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

ARTICLE XI
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. In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water or stormwater management system must be transferred to and accepted by an entity which would comply with Section 40C-42.027, F.A.C., and be approved

by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

ARTICLE XII
DURATION

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Association shall exist in perpetuity.

ARTICLE XIII
AMENDMENTS TO BY-LAWS

The power to make, alter, and rescind By-Laws shall be vested in the members as provided by the By-Laws.

ARTICLE XIV
FHA/VA APPROVAL

As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dissolution and amendment of these Articles.

ARTICLE XV
SURFACE WATER MANAGEMENT SYSTEM

The Association shall operate, maintain and manage the surface water or 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 Declaration of Covenants and Restrictions which relate to the surface water or stormwater management system.

The Association shall levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the surface water or stormwater management system.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, I, the undersigned, constituting the incorporator of this Association, have executed these Articles of Incorporation this 8 day of August, 1997.

Merrill Pugh
MERRILL PUGH

STATE OF FLORIDA
COUNTY OF ALACHUA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared MERRILL PUGH, known to me to be the person described in the foregoing instrument, and he acknowledged before me that he executed the same for the purposes therein expressed, that I relied upon the following form of identification of the above named person:
personal knowledge

WITNESS my hand and official seal in the County and State last aforesaid this 8th day of August, 1997.

Care L. Johnson
Notary Public
My commission expires:



CARE L. JOHNSON
Notary Public, State of Florida
My comm. expires Nov. 13, 1997
Comm. No. CC 321449

CERTIFICATE DESIGNATING REGISTERED AGENT FOR THE SERVICE OF PROCESS WITHIN THIS STATE.

In pursuance of Chapter 617.0501, Florida Statutes, the following is submitted, in compliance with said Act;

First--That HAILE FOREST HOMEOWNERS ASSOCIATION, INC. desiring to organize under the laws of the State of Florida has named MERRILL PUGH, located at 101 N.W. 75th Street, Suite 1, City of Gainesville, County of Alachua, State of Florida, as its registered agent to accept service of process within this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open this office.

By: *Merrill Pugh*
Merrill Pugh
Registered Agent

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