

ARTICLES OF INCORPORATION

OF

HOLLINGSWORTH PLACE CONDOMINIUM ASSOCIATION, INC.

DEC 30 11 40 AM '89
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation not for profit under Chapter 617, Florida Statutes.

ARTICLE ONE

NAME AND ADDRESS

1.1 Name. The name of this corporation is HOLLINGSWORTH PLACE CONDOMINIUM ASSOCIATION, INC. For convenience, the corporation shall be referred to in these Articles as the "Association."

1.2 Address. The street address of the principal office of the Association is 305 South Florida Avenue, Lakeland, Florida 33802, or at such other place as may be determined by the Board of Directors from time to time.

ARTICLE TWO

PURPOSES AND POWERS

2.1 Purposes. The Association is formed for the purpose of maintaining, operating, and managing a condominium established under Chapter 718, Florida Statutes, known as HOLLINGSWORTH PLACE, A CONDOMINIUM. The Association is formed for the purpose of undertaking all of the functions contained herein, in the Declaration of Condominium, and all functions required of such associations by Chapter 718, Florida Statutes, The Condominium Act, and permitted under Chapter 617, Florida Statutes.

2.2 Powers. In furtherance of the purposes of the Association, the Association may:

(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 of Condominium, hereinafter called the "Declaration," applicable to the property and recorded or to be recorded in the Office of Clerk of Circuit Court, Polk 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 and 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) exercise all of the common law and statutory powers of a corporation not for profit established to govern a Florida condominium, provided, however, that no action shall be taken which conflicts with the Declaration or the Condominium Act;

(f) make and enforce reasonable rules and regulations governing the use of Units, Common Elements, and all property owned by the Association;

(g) maintain, repair, replace, and operate property over which the Association has full ownership or the right and power to maintain, replace, and operate in accordance with these articles, the Declaration, The Condominium Act, and the bylaws for this Association;

(h) reconstruct improvements as required in the Declaration;

(i) enforce by legal means the provisions of the Declaration;

(j) participate in mergers and consolidations with other not for profit corporations organized for the same or similar purposes.

ARTICLE THREE

NONPROFIT NATURE

The Association shall not exist or be operated for pecuniary profit, and no part of the net earnings of the Association or the net assets upon liquidation shall inure to the benefit of any member. The Association may, however, reimburse its members for actual expenses incurred for or in behalf of the Association, and may pay compensation in a reasonable amount to its members for actual services rendered to the Association, as permitted by law.

ARTICLE FOUR

MEMBERSHIP AND VOTING

Every person or entity who is a record owner of a fee or undivided fee interest in any Unit within HOLLINGSWORTH PLACE, A CONDOMINIUM, 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 Unit. Each Unit owner shall have one vote for each Unit owned. When more than one person holds an ownership interest in any Unit, all such persons shall be members. The vote for such Unit shall be exercised by one person who must be designated in writing to the Association. In no event shall more than one vote be cast with respect to any one Unit.

ARTICLE FIVE

TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE SIX

SUBSCRIBERS

The name and residence address of each subscriber to these Articles of Incorporation is:

James M. Reed
5127 San Jose
Tampa, Florida 33609

Gloria G. Gallo
4902 Stolls Avenue
Tampa, Florida 33615

Kathie A. Means
8428 Mission Court
Tampa, Florida 33617

ARTICLE SEVEN

OFFICERS

7.1 Officers. The affairs of the Association shall be managed by the President of the Association, assisted by one or several Vice Presidents, the Secretary, and the Treasurer, subject to the directions of the Board.

7.2 Election and Qualification. The Board shall elect the President, a Vice President, a Secretary, and a Treasurer, within thirty (30) days following the annual meeting at which directors are elected and as many other Vice Presidents as the Board shall, from time to time, determine. The President shall be a director, but no other officer need be a director. The same person may hold two offices the duties of which are not incompatible, provided, however, the office of President and a Vice President shall not be held by the same person, nor shall the office of President and Secretary be held by the same person.

ARTICLE EIGHT

FIRST OFFICERS

The names of the officers who are to serve until the first election of officers by the Board are as follows:

President: S. Douglas McKeel
Vice President: S. Douglas McKeel
Secretary-Treasurer: Michele McKeane

ARTICLE NINE

BOARD OF DIRECTORS AND INDEMNITY

9.1 Initial Board. The number of directors serving on the Board shall be three.

9.2 Initial Directors. The names and addresses of the persons who are to serve on the first Board are as follows:

A. Kendrick Regnvall
5 La Terraza
Lakeland, Florida 33803

S. Douglas McKeel
2421 Cambridge Avenue
Lakeland, Florida 33803

Lois D. Olsen
10 Lake Hollingsworth Drive
Lakeland, Florida 33802

9.3 Selection of Board Members. Except as provided below, the Developer, Hollingsworth Place, Ltd., its successors and assigns, shall have the right to appoint, designate, and elect the directors of the Board subject to the Condominium Act and the following:

(a) When Unit owners other than the Developer own fifteen percent (15%) or more of the Units to be governed by the Association, the Unit owners, other than the Developer, shall be entitled to elect one director. Within sixty (60) days after Unit owners are entitled to elect said director, the Association shall call and give not less than thirty (30) days nor more than forty (40) days notice of a meeting of the members for this purpose.

(b) The Unit owners other than the Developer shall be entitled to elect two members of the Board upon the happening of the first event of the following:

(i) three (3) years after sales by the Developer have been closed on fifty percent (50%) of the Units that will be operated ultimately by the Association; or,

(ii) three (3) months after sales have been closed by the Developer on ninety percent (90%) of the Units that will be operated ultimately by the Association; or,

(iii) when all of the Units that will be operated ultimately by the Association have been completed and some of them have been sold and none of the others are being offered for sale by the Developer in the ordinary course of business; or,

(iv) at the option of the Developer, its successors or assigns.

(c) Developer shall have the right to select one director in the same manner as it selects initial directors so long as Developer holds for sale in the ordinary course of business any Units in a condominium operated by the Association. The Unit owners, other than the Developer, shall be entitled to elect the remaining three members of the permanent Board. At such time as the Developer no longer holds such Units for sale, the Unit owners other than the Developer shall be entitled to elect all of the members of the Board.

9.4 Indemnity. 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 or settlement of any 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, whether or not he is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties;

provided that in the event of a settlement the indemnification shall apply only when the Board approves such settlement and reimbursement as being for the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE TEN

FIDUCIARY RELATIONSHIP

The officers and directors of the Association shall have a fiduciary relationship to the Unit owners.

ARTICLE ELEVEN

BYLAWS

The first bylaws of the corporation shall be adopted by the board of directors, and may be altered, amended, or rescinded in the manner provided by the bylaws.

ARTICLE TWELVE

TERMINATION

This Association may be terminated in accordance with a plan to terminate all of the condominiums under its control.

ARTICLE THIRTEEN

AMENDMENTS

13.1 Prior to Declaration. Prior to the time of the recordation of the Declaration, these Articles of Incorporation may be amended by an instrument, in writing, signed by all the subscribers to these Articles of Incorporation, stating the article number and the contents of its amendment and filed in the office of the Secretary of State of the State of Florida with a certified copy of each such amendment attached to these Articles of Incorporation upon its recordation with the Declaration.

13.2 After Declaration. After the recordation of the Declaration, these Articles of Incorporation may be amended in the following manner:

(a) Notice of the subject matter of the proposed amendment shall be included in the notice of any meeting at which such proposed amendment is considered.

(b) A resolution approving a proposed amendment may be proposed by either the Board or by the membership and after being proposed and approved by one of said bodies, it must be submitted for approval and thereupon receive such approval of the other. Such approval must be by seventy-five percent (75%) of the members of the Association present at any meeting, and such approval must also be by two-thirds (2/3) of the members of the Board.

(c) No amendment may be made to the Articles of Incorporation which shall in any manner reduce, amend, affect, or modify the provisions and obligations set forth in a Declaration.

(d) A copy of each amendment shall be certified by the Secretary of State and filed of record.

(e) Notwithstanding the foregoing provisions of this Article Thirteen, no amendment to these Articles of Incorporation which shall abridge, amend, or alter the rights of the Developer, including the right to designate and select members of the Board as provided in Article Nine hereof, may be adopted or become effective without the prior written consent of the Developer.

IN WITNESS WHEREOF, the subscriber has caused this instrument to be executed and sealed on its behalf this 29, 1980.

[Signature]
James M. Reed
[Signature]
Gloria G. Gallo
[Signature]
Kathie A. Means

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared JAMES M. REED, to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, the subscriber has hereunto affixed his signature, this December 29, 1980.

[Signature]
Notary Public, State of Florida
at Large

(AFFIX NOTARIAL SEAL)

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES MAR. 7 1992
BONDED TRU GENERAL INS. UNDERWRITERS

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared GLORIA G. GALLO, to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation and she acknowledged before me that she executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, the subscriber has hereunto affixed her signature, this December 29, 1980.

[Signature]
Notary Public, State of Florida
at Large

(AFFIX NOTARIAL SEAL)

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES MAR. 7 1992
BONDED TRU GENERAL INS. UNDERWRITERS

RECORDER'S MEMO:
Legibility of some entries on this page
not suitable for microfilm records

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared KATHIE A. MEANS, to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation and she acknowledged before me that she executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, the subscriber has hereunto affixed her signature, this December 29 1980.

[Handwritten Signature]

Notary Public, State of Florida
at Large

(AFFIX NOTARIAL SEAL)

My Commission Expires:

NOTARY PUBLIC
NOTARY PUBLIC STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES DATE 1/1/81
RECORDED THIS DOCUMENT IN PUBLIC RECORDS

RECORDER'S MEMO:
Legibility of some entries on this page
not suitable for microfilm records

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

FILED
DEC 30 11 40 AM '89
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes,
following is submitted in compliance with said Act:

First---That HOLLINGSWORTH PLACE CONDOMINIUM ASSOCIA-
TION, INC., desiring to organize under the laws of the State of
Florida with its principal office, as indicated in the Articles
of Incorporation at City of Lakeland, County of Polk, State of
Florida, has named S. Douglas McKeel, located at 2421 Cambridge
Avenue, City of Lakeland, County of Polk, State of Florida, as
its 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 certifi-
cate, I hereby accept to act in this capacity, and agree to
comply with the provision of said Act relative to keeping open
said office.

By: S. Douglas McKeel
Resident Agent