

ARTICLES OF INCORPORATION
OF
HICKORY HILL HOMEOWNERS ASSOCIATION, INC.

A FLORIDA CORPORATION
NOT FOR PROFIT

ARTICLE I - NAME

The name of this corporation is HICKORY HILL HOMEOWNERS ASSOCIATION, INC.

ARTICLE II - ENABLING LAW

This corporation is organized pursuant to the Corporations Not for Profit Law of the State of Florida, set forth in Part One of Chapter 617 of the Florida Statutes.

ARTICLE III - PURPOSES

A. The specific and primary purpose for which this Corporation is founded is to organize and operate a homeowners association. The purpose for which the organization shall function shall include:

1. The promotion of a spirit of neighborly relations and cooperation among property owners and residents of the community.

2. The achievement of cooperation in obtaining improved utilities, governmental services and other beneficial improvements for the community.

3. The maintenance of a high standard of morality in the community and vigorous opposition to any encroachment or conduct of whatever kind and description which may tend to lower the moral standard of the community.

4. The promotion of physical improvement of the community for the common good of its property owners and residents and opposition to any act whatever which may tend to depreciate the property values in the community and support adherence to recorded deed restrictions.

B. The aforementioned goals and objectives shall not serve to limit the functions of this organization and it will be permitted to do such other things to protect the health, welfare and moral standards of the community.

C. This corporation is organized and operated exclusively for non-profit purposes, and no part of any income shall inure to the benefit of any member, director, or officer nor shall this corporation issue any shares of stock or pay any dividend.

D. This corporation shall have and exercise all rights and powers conferred upon corporations under the laws of the State of Florida, provided, however, that this corporation is not empowered to engage in any activity that in itself is not in furtherance of its purposes as set forth in paragraphs (A), (B), and (C) of this Article.

ARTICLE IV - TERM

This corporation shall have a perpetual existence.

ARTICLE V - INCORPORATION

The names and residences of the subscribers to these Articles of Incorporation are as follows:

JAMES CARR	401 Penn National Rd. Seffner, FL 33584
DOUGLAS MCCLENDON	502 Preakness Place Seffner, FL 33584
JEAN HUTSON	205 Running Horse Rd. Seffner, FL 33584

ARTICLE VI - MEMBERSHIP

The qualifications for membership in this corporation shall be that the person be a resident and/or homeowner of the subdivision known as HICKORY HILL, PHASE I & II, the boundaries of which are set forth in the survey attached hereto and made a part hereof, and payment of dues.

ARTICLE VII - MANAGEMENT
OF CORPORATE AFFAIRS

The Board of Directors shall manage the affairs of the corporation. The number of Directors shall be not less than seven (7) nor more than fifteen (15), the exact number to be provided in the by-laws. The number of Directors fixed by the by-laws may not be changed except by two-third (2/3) vote of the membership. The Board of Directors shall be elected annually as shall be set forth in the by-laws of this corporation.

The names and address of the persons constituting the first Board of Directors are:

JAMES CARR	401 Penn National Rd. Seffner, FL 33584
DOUGLAS MCCLENDON	502 Preakness Place Seffner, FL 33584
JEAN HUTSON	205 Running Horse Rd. Seffner, FL 33584
ART HUTSON	205 Running Horse Rd. Seffner, FL 33584
DELIA MCKAY	702 Thistle Dr. Seffner, FL 33584
TODD ENGSTROM	403 N. Running Horse Rd. Seffner, FL 33584
JERRY EUGENIO	503 Running Horse Rd. Seffner, FL 33584
JOE ROBERTSON	503 Preakness Pl. Seffner, FL 33584

CHUCK HUDSON

507 Sportsman Park Dr.
Seffner, FL 33584

SEAN CALLAHAN

532 Sportsman Park Dr..
Seffner, FL 33584

ARTICLE VIII - OFFICERS

A. The Officers of this corporation shall be a President, Vice-President, Secretary, and Treasurer. Other offices and officers may be established or appointed by members of this corporation at any regular annual meeting. The qualifications, the time and manner of electing or appointing, the duties of, the terms of office, and the manner of removing officers shall be as set forth in the by-laws.

B. The Officers who are to serve until the first election of officers under the Articles of Incorporation are:

PRESIDENT

James Carr
401 Penn National Rd.
Seffner, FL 33584

VICE-PRESIDENT

Douglas McClendon
502 Preakness Place
Seffner, FL 33584

SECRETARY/TREASURER

Jean Hutson
205 Running Horse Rd.
Seffner, FL 33584

This corporation shall have such standing committees or other committees as may be specified in the by-laws.

ARTICLE IX - LOCATION OF
REGISTERED OFFICE, IDENTIFICATION
OF REGISTERED AGENT

A. The address of this corporation's initial registered office in the State of Florida is:

401 Penn National Rd.
Seffner, FL 33584

B. The name of this corporation's initial registered agent at the above address is:

James Carr

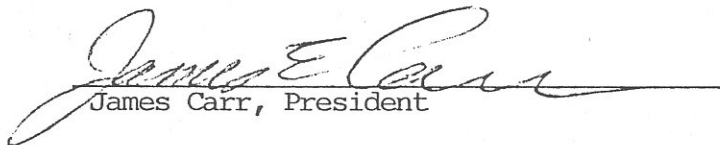
ARTICLE X - BY-LAWS

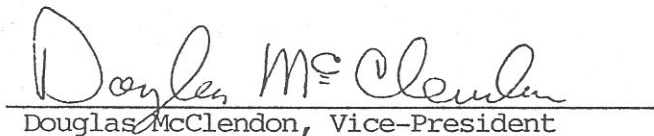
By-Laws will be hereinafter adopted at the first meeting of the Board of Directors. Such by-laws may be amended at any regular or special business meeting of this corporation by a two-thirds (2/3) vote of the members present, provided the amendments have been submitted to the membership prior to the meeting.

ARTICLE XI - AMENDMENT
OF ARTICLES

Amendments to these Articles of Incorporation may be made at any regular or special business meeting of this corporation by a two-thirds(2/3) vote of the members present, provided the amendments have been submitted to the membership prior to the meeting.

The undersigned constituting the subscribers of this corporation, for the purpose of forming this corporation not for profit under the laws of the State of Florida, have executed these Articles of Incorporation this 4th day of November, 1987.


James Carr, President


Douglas McClendon, Vice-President


Jean Hutson, Secretary/Treasurer