

ARTICLES OF INCORPORATION
OF
HEARTWOOD HILLS HOMEOWNERS ASSOCIATION, INC.

The undersigned, acting as incorporators of a corporation pursuant to Chapter 617 Florida Statutes, adopts the following Articles of Incorporation.

ARTICLE I

Name

The name of the corporation shall be: HEARTWOOD HILLS HOMEOWNERS ASSOCIATION, INC.

ARTICLE II

Principal place of business and mailing address

The principal place of business and the mailing address of this corporation shall be: Heartwood Hills
10541 Valentine Road South
Tallahassee, FL 32311-8609

ARTICLE III

Purpose(s)

The specific purpose(s) for which the corporation is organized is:
the enforcement of the foregoing covenants and restrictions, the fostering of a sense of community among the homeowners in this subdivision, and such other matters as determined by the members.

ARTICLE IV

Manner of election of directors

The manner in which the directors are elected or appointed is as follows:
there shall be a Board of Directors of not less than five (5) nor more than fifteen (15) members of the Association. The directors shall be elected by the members of the Association, as provided by the by-laws of the Association.

ARTICLE V

Limitation of corporate powers

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes, unless limited as follows:
as prescribed in Articles V and VI of the association by-laws.

ARTICLE VI

Initial registered agent and street address

MATT Miley
10465 Valentine Rd S.
Tallahassee FL 32311-8609
(904) 942-0251

~~ROBERT ROBERTSON~~
~~10541 Valentine Rd South~~
~~Tallahassee, FL 32311-8609~~

FILED
95 APR 22 PM 2:29
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ARTICLE VII

Incorporators

The names and the street addresses of the incorporators for these articles of incorporation are:

Robert Robertson
PRESIDENT - ROBERT ROBERTSON
10541 VALENTINE RD. SOUTH

John Rector
VICE-PRESIDENT - JOHN RECTOR
10469 VALENTINE RD. SOUTH

Matt Miley
TREASURER - MATT MILEY
10465 VALENTINE RD. SOUTH

Donita Sims
SECRETARY - DONITA SIMS
10515 CARMONA DR.

The undersigned incorporators have executed these Articles of Incorporation this 17th day of August, 19 95.

Signatures of Incorporators:

MEMBERS of Board

George Taylor
George Taylor

Margaret Taylor
Margaret Taylor

Charles Cox
Charles Cox

George C. Colovos
George Colovos

John M. Gargan
John Gargan

Robert Sherrard
Robert Sherrard

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APR 16 1 18 PM '97

DAVE LANG
CLERK CIRCUIT COURT
LEON COUNTY, FLORIDA

OR 2002 PG 1953

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

HEARTWOOD HILLS HOMEOWNERS ASSOCIATION, INC.

Pursuant to the provisions of Section 617.1006, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. Article I shall be amended and shall henceforth read as follows:

The name of the corporation is HEARTWOOD HILLS HOMEOWNERS ASSOCIATION, INC, hereinafter referred to as "the Association". The Association is a nonprofit corporation whose period of duration is perpetual.

2. Article III shall be amended and shall henceforth read as follows:

The purposes for which the Association is formed are to provide for the maintenance and preservation of the residence lots and any common areas in Heartwood Hills Subdivision Unit One comprising Blocks A, B, C, and D of the plat recorded in Plat Book 10, at Page 8, and Heartwood Hills Subdivision Unit Two comprising Blocks E, F and G of the plat recorded in Plat Book 10, at Page 67, in the Public Records of Leon County, Florida, and to promote the health, safety, and welfare of the residents within the above-described subdivision and such additions thereto as may hereafter be brought within the jurisdiction of the Association for such purpose.

In furtherance of such purposes, the Association shall have power to:

- (a) Perform all of the duties and obligations of the Association as set forth in the Declaration of Protective Covenants and Restrictions recorded in Official Records Book 1346, at Page 0899 of the public records of Leon County, and any amendments thereto, and the Declaration

of Protective Covenants and Restrictions recorded in Official Records Book 1556, Page 1690 of the public records of Leon County, and any amendments thereto;

(b) Affix, levy and collect all charges and assessments pursuant to the terms of the Declarations referenced in subparagraph (a) above, and enforce payment thereof by any lawful means; and 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 on the property of the Association.

(c) Acquire (by gift, purchase, or otherwise), own, hold, improve, build on, operate, maintain, convey, sell, lease, transfer, dedicate to public use, or otherwise dispose of real and personal property in connection with the affairs of the Association;

(d) Borrow money, mortgage, pledge, convey by deed of trust, or hypothecate any or all of the Association's real or personal property as security for money borrowed or debts incurred pursuant to the Association's By-Laws;

(e) Have and exercise any and all powers, rights, and privileges that a corporation organized under Chapter 617 of the Florida Statutes by law may now or hereafter have or exercise.

The Association is organized and shall be operated exclusively for the aforementioned purposes. The activities of the Association shall be financed by assessments on members as provided in the Declarations referenced in subparagraph (a) above, and no part of any net earnings shall inure to the benefit of any member.

3. Article IV shall be amended and shall henceforth read as follows:

The Board of Directors of the Association shall not consist of less than five (5) nor more than fifteen (15) members of the Association. The Directors shall be elected by the members of the Association pursuant to the Association's By-Laws.

4. Article VIII shall be added and shall read as follows:

The Association shall have two classes of voting members as provided in Article VII of the Declaration of Protective Covenants and Restrictions recorded in Official Records Book 1346, at Page 0899, of the public records of Leon County, Florida.

5. Article IX shall be added and shall henceforth read as follows:

If the Association is dissolved, the assets shall be dedicated to a public body, or conveyed to a nonprofit organization with similar purposes.

6. Article X shall be added and shall henceforth read as follows:

Every person or entity who is a record owner of a fee, or undivided fee, interest in any lot in Heartwood Hills Subdivision Unit One and Heartwood Hills Subdivision Unit Two shall be a member of the Association, provided that any such person or entity who holds such interest merely as a security for the performance of an obligation shall not be a member. The requirement of membership shall not apply to any mortgagee or third person acquiring title by foreclosure or otherwise, pursuant to the mortgage instrument, or those holding by, through or under such mortgagee or third person unless said person resides on the property so held.

7. Any and all other provisions of the Articles of Incorporation not modified by this Amendment shall remain in full force and effect. If a conflict exists between this Amendment and the provisions of the original Articles of Incorporation of Association, this Amendment shall supersede the original Articles and shall govern and control.

8. The foregoing Amendment was adopted by an affirmative vote of the members of the Association on March 22, 1997.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment on this 26th day of March, 1997.

Bonnie Wetmore Grant
Witness Bonnie Wetmore Grant
Patricia J. Ormerod
Witness PATRICIA J. Ormerod

HEARTWOOD HILLS HOMEOWNERS
ASSOCIATION, INC.

By: Mark Ormerod
H. Mark Ormerod
Its President

BRUCE I. WEINER of
GARDNER, SHELFER, DUGGAR & BIST, P.A.
Attorney for Association
1300 Thomaswood Drive
Tallahassee, FL 32312
(904) 385-0070

STATE OF FLORIDA,
COUNTY OF LEON.

BEFORE ME, the undersigned authority, this day personally appeared MARK Ormerod, as President of HEARTWOOD HILLS HOMEOWNERS' ASSOCIATION, INC., who is personally known to me and well known to the individual described in and executed the foregoing Articles of Amendment of Incorporation for the purposes expressed therein.

WITNESS my hand and official seal on this 26th day of March, 1997.

Prepared by: Bruce I. Wiener, Attorney
1300 Thomaswood Drive
Tallahassee FL 32312
(904) 385-0070

Bonnie Wetmore Grant
NOTARY PUBLIC

Print Name: BONNIE WETMORE GRANT
My Commission Expires:

