

ARTICLES OF INCORPORATION
OF
HILLTOP ASSOCIATION OF HOMEOWNERS, INC.

FILED
1991 JUN 29 PM 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I - Name

The name of this Corporation shall be HILLTOP ASSOCIATION OF HOMEOWNERS, INC.

Article II - Purpose

The purposes for which this Corporation is organized are:

(A) To promote the health, safety and social welfare of the owners of HILLTOP ESTATES as evidenced by the Plat thereof recorded in Plat Book X at page 62 of the public records of Marion County, Florida, which have been made subject to the Declaration of Covenants and Restrictions for HILLTOP ESTATES recorded in Official Records Book 300, at page 1309, of the public records of Marion County, Florida and the Amended and Restated Declaration of Covenants and restrictions for Hilltop Estates.

(B) To own, maintain and improve the private utilities and the common areas and any landscaping, structures or other improvements located thereon, the ownership of an interest in, or the obligation of maintenance and repair of any which shall be vested in or delegated to the Corporation under that certain Declaration of Covenants and Restrictions for HILLTOP ESTATES and Amended and Restated Declaration of Covenants and Restrictions for HILLTOP ESTATES.

(C) To provide, purchase, acquire, replace, improve, maintain and repair such structures, landscape and equipment, both real and personal, related to the health, safety and social welfare

of the members of the Corporation.

(D) To fix, levy, collect and enforce payment of all charges or assessments pursuant to the terms of the DECLARATION as the same may be amended from time to time as therein provided and to pay all expenses in connection with the conduct of the business of the Corporation, including all licenses, taxes or governmental charges levied or imposed against the property of the Association.

(E) To operate without profit and for the sole and exclusive benefit of its members in conformity with the purposes hereinafter expressed.

Article III - Powers

The powers of the Corporation shall be as follows:

(A) The Corporation shall have all the powers of a Corporation not for profit organized under the provisions of Chapter 617, Florida Statutes (1990) which are not in conflict with the terms of the DECLARATION, as amended from time to time, or the terms of these Articles of Incorporation.

(B) The Corporation shall have all the powers vested in or delegated to it by the Declaration as amended from time to time.

(C) The Corporation shall have the power to make, establish and enforce reasonable rules and regulations, and to impose fees for the use of any property, and for the control, ownership or the obligation of maintenance of any property which is vested in or delegated to the Corporation by the DECLARATION, as amended from time to time.

(D) The Corporation shall have the power to make, levy and collect annual assessments, special assessments and specific

assessments from members of the Corporation in accordance with the provisions of the DECLARATION, as amended from time to time, and to use and expend the proceeds of such assessments in the exercise of the powers and duties of the Corporation.

Article IV - Term

This Corporation shall have perpetual duration.

Article V - Members

The Members of the Corporation shall consist of the owners of the lots (as such term is defined in the DECLARATION as amended from time to time) in HILLTOP ESTATES and all such owners shall be members of the Corporation. There shall be two (2) classes of membership, as follows:

(A) Class A Members. Class A Members shall be owners of lots with the exception of the Class B member.

(B) Class B Members. Class B Members shall be the developer, HILLTOP PROPERTIES, INC., a Florida corporation, or its designee, successor or assign. The Class B Member shall cease and become converted to Class A membership at such time as the Developer holds title to twelve (12) or fewer lots or sooner at the election of the Developer.

Article VI - Voting

(A) Each Class A Member shall have one vote for each lot owned by such member. When more than one person holds an interest in a lot, all such persons shall be members, but the vote of such lot shall be exercised by one of their number designated in the manner provided in the By-Laws and in no event shall more than one Class A member's vote be cast with respect to any lot.

(B) The Class B Member shall have nine (9) votes for each lot owned.

(C) If, at the date of any meeting of the membership, any member is delinquent in payment to the Corporation of any annual, special or specific assessment, such member shall not be entitled to vote for the lot subject to such delinquent assessment.

Article VII - Directors

The affairs of the Corporation shall be managed under the authority of a Board of Directors who need not be members of the Corporation. The initial Board of Directors of the Corporation shall consist of five members, whose names and addresses are as follows:

Nelson B. Piper, Jr. (Class B)
Post Office Box 809
Dunedin, Florida

Albert R. Cameron (Class B)
P.O. Box 268
Summerfield, Florida

James A. Cameron (Class B)
P.O. Box 268
Summerfield, Florida

Everett Rudolph (Class A)
9548 S.E. 165th Lane
Summerfield, Florida

Barbara Raymond (Class A)
16569 S.E. 96th Avenue
Summerfield, Florida

The number of Directors may be increased or diminished from time to time by the By-Laws, but shall never be less than five (5). The members of the Board of Directors shall be divided into two (2) classes, and the members of one class shall be elected at each

annual meeting of the members as provided in the By-Laws of the Corporation and shall serve until the election and qualification of a successor or until removed from office in the manner provided in the By-Laws.

Article VIII - Officers

The affairs of the Corporation subject to the direction of the Board of Directors shall be managed by a President and Secretary/Treasurer and such other officers as may from time to time be provided by the By-Laws of the Corporation. The officers of the Corporation shall be elected by the Board of Directors at a meeting following the Annual Meeting of the members of the Corporation as provided in the By-Laws of the Corporation. The initial officers of the Corporation shall be:

President- Albert R. Cameron

Secretary/Treasurer- James A. Cameron

Article IX - By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors provided, however, that any By-Law respecting the right of the members to request a special meeting of the membership or respecting the determination and levy of annual or specific assessments or any amendment thereto, adopted by the Board, shall become effective only upon ratification by both the affirmative vote of a majority of the votes entitled to be cast by the Class A members and the affirmative vote of the Class B members.

Article X - Amendments

These Articles of Incorporation may be amended in the following manner:

(A) The Board of Directors shall adopt a resolution setting forth the proposed amendment or amendments and directing that such amendment or amendments be submitted to a vote at a meeting of the members of the Corporation, which may be either the annual or a special meeting of the members.

(B) Written notice setting forth the proposed amendment or amendments or a summary of the changes to be effected thereby, shall be given to each member of the Corporation entitled to vote thereon not less than ten (10) or no more than sixty (60) days before the date of the meeting at which such amendment or amendments are to be considered by the members. Such notice shall be given either personally by delivery or by first class mail, and, if mailed, such notice shall be deemed to have been delivered when deposited in the United States Mail with postage thereon prepaid, addressed to the member at his address as it appears on the membership roll of the Corporation.

Article XI - Transactions in which
Officers or Directors are interested

(A) No contract or transaction between the Association and one or more of its officers or directors or between the Association and any other Corporation, partnership, association or other organization in which one or more of its directors or officers are directors or officers or have a financial interest, shall be invalid, void or voidable solely for this reason, or solely because the director or officer is present at or participates in the

meeting of the Board or committee thereof which authorized the contract or transaction or solely because his or their votes are counted for such purposes. No director or officer of the Association shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction.

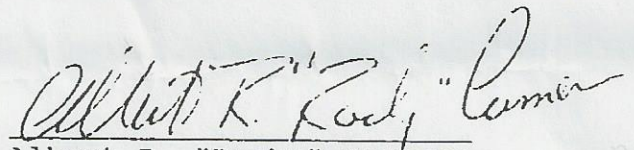
(B) Interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or at a committee which authorized the contract or transaction.

Article XII - Principal Office and Resident Agent

The address of the initial registered office of the Corporation shall be 16750 S.E. 96th Avenue, Summerfield, Florida. The initial registered agent of the Corporation at such address shall be Albert R. "Rocky" Cameron.

The name of the initial registered agent of this corporation at the offices designated above is Albert R. "Rocky" Cameron, who has signed these Articles of Incorporation to indicate acceptance and agreement to act in this capacity as contemplated by Section 607.164, Florida Statutes.

I hereby accept the appointment as Registered Agent of Hilltop Association of Homeowners, Inc., and agree to act in that capacity.


Albert R. "Rocky" Cameron

Article XIII- Subscribers

The name and address of the subscriber to these Articles of Incorporation are:

Albert R. Cameron
Post Office Box 268
Summerfield, Florida

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IN WITNESS WHEREOF, the undersigned has made and subscribed of these Articles of Incorporation at Ocala, Florida, on the 13th day of July, 1991.

Albert R. Cameron
Albert R. Cameron

STATE OF New Hampshire
COUNTY OF Carroll

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared ALBERT R. CAMERON, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, in the State and County aforesaid this 13th day of July, 1991.

Patricia L. McKinley
Notary Public State of
New Hampshire at Large

My commission expires
June 15, 1994

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION

of

HILLTOP ASSOCIATION OF HOMEOWNERS, 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.

FIRST: Amendment(s) adopted: RESOLVED, that this Corporation, pursuant to the provisions of §617.1001, Florida Statutes, adopt Articles of Amendment to its Articles of Incorporation to amend the corporate name to Hilltop Estates Homeowner Association, Inc.
FURTHER RESOLVED, that the officers of this corporation be authorized to file Articles of Amendment to the Articles of Incorporation with the Secretary of State, State of Florida,
SECOND: The date of adoption of the amendment(s) was: reflecting change of name.

December 10, 1991

THIRD: Adoption of Amendment (CHECK ONE)

 The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.

 x There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors.

Dated 12/5 . 19 91

Hilltop Association of Homeowners, Inc.

Corporation Name

By Albert R. Cameron

(Chairman, Vice Chairman, President or other officer)

Albert R. Cameron

Typed or printed name

President

title

AFFIDAVIT

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared ROBERT F. BOLSTER, who, having been duly sworn by me, says on oath as follows:

1. That he is ROBERT F. BOLSTER and has personal knowledge of the facts set forth in this Affidavit.

2. That he is listed as Secretary, Vice-President and a Director on the Certificate of Administrative Dissolution or Revocation issued October 11, 1991 by the Secretary of State, State of Florida, as to HILLTOP ESTATES HOMEOWNER ASSOCIATION, INC. as attached hereto and made a part hereof as Exhibit A.

3. That he is aware of a request from HILLTOP ASSOCIATION OF HOMEOWNERS, INC. to amend its Articles of Incorporation to change its name to HILLTOP ESTATES HOMEOWNER ASSOCIATION, INC., but that pursuant to §607.1422, "the name of the dissolved corporation shall not be available for assumption or use by another corporation until one year after the date of final dissolution."

4. That on behalf of HILLTOP ESTATES HOMEOWNER ASSOCIATION, INC., a dissolved Florida corporation, he consents to the use of the name "HILLTOP ESTATES HOMEOWNER ASSOCIATION, INC." by HILLTOP ASSOCIATION OF HOMEOWNERS, INC.

Witnesses:

Louise Leon Aguirre
First Witnesses Signature

Louise Leon - Aguirre
First Witnesses Name Printed

Robert F. Bolster
ROBERT F. BOLSTER

STATE OF Florida

COUNTY OF Wade

The foregoing instrument was acknowledged before me this 24th day of June, 1992, by ROBERT F. BOLSTER, who is personally known to me or who has produced FL Drivers License #0423763L-31 as identification and who did take an oath.

Isis Fernandez
Notary's Signature

ISIS FERNANDEZ
Notary's Printed Name

Notary Public, State of
FLORIDA at Large

NOTARY PUBLIC, STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES JUNE 18, 1995
BONDED THRU HUCKLEBERRY & ASSOCIATES