



I certify that the attached is a true and correct copy of the Articles of Incorporation of
HICKORY GROVE CONDOMINIUM ASSOCIATION, INC.

Made on August 13, 1979.

The Charter Number for this corporation is 748468.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
13th day of August, 1979

Secretary of State



CORP 104 Rev. 5-78

Exhibit E

FILED

ARTICLES OF INCORPORATION

OF

AUG 13 9 20 AM '78

HICKORY GROVE CONDOMINIUM ASSOCIATION, INC.

The undersigned do hereby associate themselves for the purpose of forming a corporation not for profit as allowed by Section 718 and 618 of the Florida Statutes. Pursuant to the provisions and laws of the State of Florida, we certify as follows:

1. NAME

The name of the corporation shall be HICKORY GROVE CONDOMINIUM ASSOCIATION, INC. Hereinafter, the corporation shall be referred to as the "Association" with its principal place of business located at 15 Turner Street, Clearwater, Florida 33516. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

2. PURPOSE

The purpose for which the Association is organized is to provide an entity pursuant to Chapter 710, Florida Statutes, or as thereafter amended, hereinafter called the "Condominium Act", for the operation of HICKORY GROVE CONDOMINIUM. The Declaration of Condominium of HICKORY GROVE CONDOMINIUM shall describe the real property within said condominium. Said Condominium is to be located upon the following described land:

SEE ATTACHED SCHEDULE "A"

3. POWERS

The powers of the Association shall include and be governed by the following provisions:

3.1 The Association shall have all of the common law and statutory powers of a corporation not for profit not in conflict with the terms of these Articles of Incorporation or the Condominium Act, including the right to purchase real property and to enter into agreements specified in Florida

3.2 The Association shall have all of the powers and duties set forth in the Condominium Act except as limited by these Articles of Incorporation and the Declaration of Condominium, and all of the powers and duties reasonably necessary to operate the Condominium pursuant to the Declaration and as it may be amended from time to time.

3.3 All funds and the titles to all properties acquired by the Association, and their proceeds shall be held in trust for the members in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation and the By-laws of the Association.

3.4 The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration of Condominium and the By-laws.

3.5 The Association shall have the power and authority to levy, charge, assess and collect annual fees, annual charges and annual assessments from the Unit Owners as allowed by the Declaration of Condominium and as necessary to affect the maintenance and other duties which are placed upon the Association. The Developer, Phase I Homes, Inc.'s responsibility for assessments and maintenance fees on unsold units is described in the Declaration of Condominium.

3.6 Notwithstanding anything herein to the contrary, the corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501 (c) (7) of the Internal Revenue Code and its regulations as the same now exist or as they may be hereinafter amended from time to time.

3.7 The corporation shall have no power to declare dividends, and no part of its net earnings shall inure to the benefit of any member or director of the corporation or to any other private individual. The corporation shall have no power or authority to engage in activities which consist of carrying on propaganda or otherwise attempting to influence legislation or to participate in, or intervene in, any political campaign

on behalf of any candidate for public office.

4. MEMBERSHIP

4.1 The members of the Association shall consist of all of the record owners of Units in the Condominium hereinafter referred to as "Units", and after termination of the Condominium, if such ever happens, shall consist of those who are members at the time of such termination, and their successors and assigns.

4.2 Membership shall be acquired by recording in the Public Records of the County within which the Condominium is situated, a deed or other instrument establishing record title to a Unit in the Condominium, the Owner designated by such instrument thus becoming a member of the Association so long as he shall retain title to or a fee ownership interest in any Unit, and pays the assessments described herein or as described in the Declaration of Condominium.

4.3 The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to his Unit.

4.4 On all matters upon which the member shall be entitled to vote, there shall be one vote for each Unit, which vote may be exercised or cast in such manner as may be provided in the By-Laws of the Association. Any person or entity owning more than one Unit shall be entitled to one vote for each Unit he owns.

4.5 The Developer shall be a member of the Association and shall be allowed one vote for each Unit owned by the Developer, and shall be entitled to vote its units through one agent.

5. DURATION OF EXISTENCE

The existence of the corporation shall be perpetual.

6. SUBSCRIBERS

The names and addresses of the subscribers to these Articles of Incorporation are:

- Roy M. Speer, 5403 Aloha Place, Holiday, Florida
- Ralph M. Hansen, Jr., 5403 Aloha Place, Holiday, Florida
- Phyllis Lynne Brush, 5403 Aloha Place, Holiday, Florida

7. OFFICERS

The affairs of the Association shall be administered by a President, Vice-President and a Secretary/Treasurer, and such other officers as the Board of Directors may from time to time designate. Any person may hold two offices, excepting that the same person shall not hold the office of President and Secretary. Officers of the Association shall be those set forth herein or elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association, and shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

- | | |
|--|---------------------|
| Roy M. Speer
5403 Aloha Place
Holiday, Florida 33590 | President |
| Ralph M. Hansen, Jr.
5403 Aloha Place
Holiday, Florida 33590 | Vice-President |
| Phyllis Lynne Brush
5403 Aloha Place
Holiday, Florida 33590 | Secretary/Treasurer |

8. DIRECTORS

8.1 The affairs of the Association shall be managed by a Board of Directors who must be members of the Association, excepting that the first Board of Directors shall consist of three (3) Directors who need not be members of the Association, and thereafter the membership of the Board shall consist of not less than three (3) Directors; provided, however, that the Board shall consist of an odd number of members. The Developer, pursuant to Florida Statutes Chapter 718.301 (1) (d), shall have the right to elect at least one member of the Board of Directors for a

term not to exceed three (3) years or until it has sold all Units, whichever occurs first.

8.2 Directors of the Association shall be elected at the annual meeting of the members in the manner provided by the By-Laws. Directors may be removed and vacancies on the Board shall be filled in the manner provided by the By-Laws.

8.3 The Directors named in these Articles shall serve until the first election of Directors, and any vacancies occurring before the first election shall be filled by the remaining Directors. The successor Directors need not be members of the Association.

8.4 The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified or until removed, are as follows:

Roy M. Spear, 5403 Aloha Place, Holiday, Florida
 Ralph M. Hansen, Jr., 5403 Aloha Place, Holiday, Florida
 Phyllis Lynne Brush, 5403 Aloha Place, Holiday, Florida

8.5 At the first election of Directors, the Unit Owners shall have the right to elect new Directors subject to the Developer's rights as contained in Florida Statutes Chapter 718.301 (1) (d), and as contained in Paragraph 8.1.

9. BY-LAWS

The By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided therein.

10. AMENDMENT

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

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

11.2 A resolution for the adoption of a proposed amendment may be proposed by the Board of Directors of the Association or by the members of the Association. A member may propose such an amendment by instrument in writing directed

to any member of the Board of Directors signed by not less than twenty-five (25%) per cent of the membership. Amendments may be proposed by the Board of Directors by action of a majority of the Board at any regularly constituted meeting thereof, or at a special meeting duly called. Upon an amendment being proposed as herein provided, the President or, in the event of his refusal or failure to act, the Board of Directors shall call a meeting of the membership to be held not sooner than fifteen (15) days nor later than sixty (60) days thereafter for the purpose of considering said amendment. Directors and members not present in person at the meeting considering the amendment may express their approval, in writing, provided such approval is delivered to the Secretary at or prior to the meeting. Except as provided herein, such approval must be either by:

- (a) Not less than Sixty-Six and two-thirds (66-2/3) per cent of the entire membership of the Board of Directors and by not less than Fifty-One (51) per cent of the votes of the entire membership of the Association.
- (b) Not less than Seventy-Five (75) per cent of the votes of the entire membership of the Association.

11.3 Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of the members, nor any change in Paragraph 3.3, without approval in writing of all members and the joinder of all record Owners of mortgages on the Condominium Units. No amendment shall be made that is in conflict with the Declaration of Condominium unless that document is amended. No amendment shall be made without the consent and approval of the Developer so long as it shall own any Units in the Condominium.

11.4 A copy of each amendment shall be filed with the Secretary of State, pursuant to the provisions of the applicable Florida Statutes, and a copy certified by the Secretary of State shall be recorded in the Public Records of Pinellas County, Florida.

11. RESIDENT AGENT

The corporation hereby appoints ROY M. SPEER, located at 5403 Alcha Place, Holiday, Florida 33590, as its agent to accept service of process within this State.

IN WITNESS WHEREOF, the Subscribers have affixed their signatures hereto this 28th day of December, 1978.

Signed, Sealed and Delivered in the Presence Of:

Betty Lou Lake

Roy M. Speer
Roy M. Speer

Linda J. Mink

Betty Lou Lake

Ralph M. Hansen, Jr.
Ralph M. Hansen, Jr.

Linda J. Mink

Betty Lou Lake

Phyllis Lynne Brush
Phyllis Lynne Brush

Linda J. Mink

STATE OF FLORIDA
COUNTY OF PASCO

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to take acknowledgments, ROY M. SPEER, RALPH M. HANSEN, JR. and PHYLLIS LYNN BRUSH, to me known to be the persons described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they have subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State last aforesaid, this 28th day of December, 1978.

Minnie B. Yonke
Notary Public
State of Florida at Large (SEAL)

EXHIBIT "A"

Lot 4, Block 13, TURNERS SUBDIVISION NO. 3 according to map or plat thereof, as recorded in Plat Book 1, (H1) Page 53 of the Public Records of Hillsborough County of which Pinellas County was formerly a part. ALSO that portion of a 700' wide parcel needed to said Lot 4, Block 13, TURNERS SUBDIVISION NO. 3, by the Trustees of the Internal Improvement Fund of the State of Florida in 1925, as shown in ORB 711, Pages 613 and 614, Public Records of Pinellas County, Florida, and being further described as follows: Beginning at the Northwest corner of said Lot 4, Block 13, TURNERS SUBDIVISION NO. 3 according to map or plat thereof as recorded in Plat Book 1 (H1) Page 53 of the Public Records of Hillsborough County, Florida, of which Pinellas County, Florida, was formerly a part; thence run West on and parallel to, the North line of said Lot 4, projected a distance of 144.69' to a cross cut in concrete wall, thence run South-westerly along said concrete wall a distance of 93.24' to a point opposite to, and parallel with the South boundary of said Lot 4 projected, said point being marked by a cross cut in concrete wall, thence run East, on and parallel to the projection of the South line of said Lot 4, a distance of 105.00' to the Southwest corner of said Lot 4, thence run in a Northeasterly direction a distance of 110.57' to the Point of Beginning.

REC 48890 FILE 1936

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

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

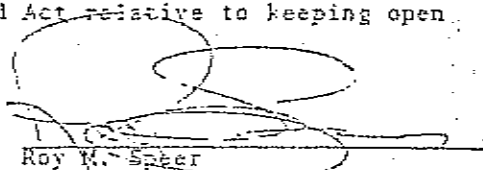
First, that HICKORY GROVE CONDOMINIUM ASSOCIATION
INC., desiring to organize under the laws of the State of
Florida, with its principal office, as indicated in the
Articles of Incorporation, at City of Clearwater, County of
Pinellas, State of Florida, has named:

ROY M. SPEER
5403 Aloha Place
Holiday, Florida 33590

as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

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


Roy M. Speer
Resident Agent

REC 48890 FILE 1936
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