

ARTICLES OF INCORPORATION

OF

HERITAGE RIDGE SOUTH PROPERTY OWNERS ASSOCIATION, INC.

A Florida Non-Profit Corporation

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation shall be HERITAGE RIDGE SOUTH PROPERTY OWNERS ASSOCIATION, INC., A Florida Non-Profit Corporation.

ARTICLE II. OBJECT AND PURPOSE

The general nature of the objects and purposes of this corporation shall be as follows:

1. To promote, support, facilitate and engage in recreational activities of all descriptions.

2. To provide facilities, services and benefits convenient or necessary to the welfare or comfort of its members and to the conduct of its objects and purposes.

3. To buy, sell, lease, pledge or mortgage real or personal property for the purpose of provision of facilities for the use and enjoyment of the membership, and to enter into contracts of every kind and description with any person, firm or entity, without limitation, to further the aims, objects and purposes hereof of the property owners of the property known as HERITAGE RIDGE SOUTH.

4. To borrow or raise money to further any of the objects or purposes of the corporation, and from time to time without limit as to amount, to draw, make, accept, endorse guarantee, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or

or non-negotiable instruments and evidences of indebtedness and to secure the payment thereof and of the interest thereof, by mortgage or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired.

5. To do all things and matters necessary, convenient or desirable in carrying out any and all of the aims, objects and purposes of this corporation.

The foregoing objects and purposes shall be in no way limited or restricted by reference to or interference from the terms of any clause of this or any other article of these Articles of Incorporation or of any amendment thereto, and shall be regarded as independant, and construed as powers as well as objects and purposes.

This corporation has full authority to exercise and enjoy all powers, rights and privileges granted to or conferred upon corporations of a similar type by the laws of Florida now in effect or hereafter enacted and shall have power to do any and all things herein set forth to the same extent as a natural person might or could do.

ARTICLE III. MEMBERSHIP

Membership in the Association and transfer of such membership shall be subject to such terms and conditions as are provided in the By-Laws hereof. Membership shall be open to all persons owning a lot or lots in HERITAGE RIDGE SOUTH, said lot or lots being recorded in Martin County, Florida, public records.

All lot owners in HERITAGE RIDGE SOUTH shall immediately become members of the Association upon the recording of a Deed from the owner of a lot in HERITAGE RIDGE SOUTH to a purchaser of said lot. Or if a lot owner at present exists in HERITAGE RIDGE SOUTH, then he shall immediatley be admitted to membership upon the filing of the Articles of Incorporation of HERITAGE RIDGE SOUTH PROPERTY OWNERS ASSOCIATION, INC., and the issuance of a charter for said corporation as a not-profit corporation.

ARTICLE IV. DURATION

This corporation shall have perpetual existence.

ARTICLE V. PRIVATE PROPERTY.

Private property of members of this corporation shall not be subject to payment of corporate debts of this corporation.

ARTICLE VI. MANAGEMENT OF THE CORPORATION

The corporation shall be managed and operated by the Board of Directors, who shall be elected at the annual meeting of the members in the manner provided by the By-Laws.

ARTICLE VII. POWERS OF THE ASSOCIATION

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

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.

2. The Association shall have all of the powers and duties set forth below except as limited by these Articles and all of the powers and duties reasonably necessary to operate the Association, including but not limited to the following:

a. To accept assessments from members in the subdivision.

b. To use the proceeds of the assessments in the exercise of its powers and duties.

c. The maintenance, repair, replacement and operation of, all Association property.

d. The purchase of insurance upon all of the Association property and insurance for the protection of the Association and its members, if funds are available.

e. To make and amend reasonable regulations respecting the use of the property owned, leased or controlled by the Association, provided, however, that all such regulations and their amendments shall be approved by the Board of Directors and affirmed by the members at the next regular meeting before such shall become effective, and shall not be in conflict with the Planned Unit Development Agreement with Martin County, recorded at OR Book 467, Page 1922-1993.

f. To enforce by legal means the provisions of these Articles, the By-Laws of the Association and the regulations for the use of the property owned, controlled or leased by the Association.

g. To lease recreational facilities and properties and to pay rental therefor and taxes, insurance and other expenses of maintenance and operation thereof.

3. All funds and the title of all properties acquired by the Association and their proceeds shall be held in trust for the members in accordance with the provisions of these Articles of Incorporation, and the By-Laws.

4. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the By-Laws and shall be subject to the regulations and restrictions recorded in Martin County, Florida, public records.

ARTICLE VIII. AMENDMENTS

These Articles of Incorporation may be amended at a special meeting of the membership called for that purpose by a majority of those present, but shall not amend the restrictions and regulations recorded in Martin County, Florida, public records. Amendments may also be made at a regular meeting of the membership upon notice given, as provided by the By-Laws of intention to submit such amendments.

ARTICLE IX. ANNUAL MEETING

The annual meeting of the corporation shall be held at such time and place as may be designated in the By-Laws.

ARTICLE X. INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
TERRY M. KEATHLEY	101 Ridgeway Drive Hobe Sound, FL 33455
HAROLD L. KEATHLEY	106 Atlantic Road North Palm Beach, FL 33408
ARMANDO FARINA	6351 S.E. Federal Highway Stuart, FL 33494

ARTICLE IX. BY-LAWS

The By-Laws of this corporation shall be made, altered or rescinded by a majority vote of the Board of Directors.

ARTICLE XII. INITIAL OFFICERS

This corporation shall have three (3) officers initially. The names and addresses of the initial officers of this corporation are: