

ARTICLES OF ASSOCIATION  
OF  
THE HIGHLANDS PROPERTY OWNERS' ASSOCIATION,  
(A Corporation Not For Profit)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned, do hereby associate ourselves together for the purpose of forming a Property Owners' Association.

ARTICLE I

NAME

The name of this Association shall be THE HIGHLANDS PROPERTY OWNER'S ASSOCIATION, INC. (the "Association"), and it shall be located in Polk County, Florida.

ARTICLE II

INITIAL REGISTERED OFFICE & AGENT

The street address of the initial registered office of the Association until changed by the Board of Directors, shall be 745 Creative Drive, Lakeland, Florida 33813 and the name of the initial registered agent of the Association at that address is V. Frederick Strawbridge.

ARTICLE III

PURPOSES AND POWERS

1. The general purposes and powers for which the Association is formed are as follows:

A. To manage, maintain, construct and/or repair all Drainage Easements and/or all Drainage Retention Easements for the use and benefit of all property owners of The Highlands Subdivision as shown upon and contained within the Plat of The Highlands Subdivision, Plat Book 88, Page 38, Public Records of Polk County, Florida. This shall specifically include, but not be limited to those drainage easements as noted and delineated on Tract "A" and Lots 39 and 40, Block "B" as is shown upon the Plat of THE HIGHLANDS Subdivision, Plat Book 88, Page 38, Public Records of Polk County, Florida. In this regard, the Association shall operate and maintain said Drainage Easements and/or Drainage Retention Easements as common property in accordance with the surface water management system of the Subdivision as permitted by the Southwest Florida Water Management District which shall include and not be limited to culverts and related appurtenances. It shall have an easement and/or license of entry over any Lot for the purposes of maintenance of drainage easements and/or drainage retention areas within The Highlands Subdivision.

B. To maintain and/or improve any walls and/or fencing placed along Bersch Road and/or Club House Road (County Road 540) as well as any walls and/or fencing placed upon and/or along the perimeter boundaries of Tract "A" of the Subdivision or those Drainage Retention Easements located on and to the rear of Lots 39 and 40, Block "B", within the Subdivision. In this regard, maintenance and/or improvements shall include planting areas with or without irrigation attributable thereto. It shall have an easement and/or license of entry over the rear or side boundary of each lot for the purpose of this maintenance.

C. To maintain and/or improve the permanent signs designating the name of the Subdivision that may be located at the Northwest corner of Lot 1, Block "A" and the Southwest corner of Lot 50, Block "B" in the Subdivision. It shall have an easement and/or license of entry over said lots from either Bersch Road and/or Highlands Vue Parkway for the purpose of this maintenance.

D. To enforce the Restrictive Covenants and Conditions of The Highlands Subdivision as recorded in Official Records Book 2809, Page 0405, Public Records of Polk County, Florida, either on its own accord or in conjunction with other lot owners.

E. To modify these Restrictive Covenants and Conditions and/or join in a variance request as may be required by the County of Polk, Florida on a reasonable basis to prevent undue hardship in the placement of any structures upon any lot.



F. To place easements of record, if necessary, for utility and/or drainage along the perimeter of any lot line in The Highlands Subdivision, Plat Book 88, Page 38, Public Records of Polk County, Florida.

G. To maintain security within the Subdivision. It shall have the right, but not the duty, to enunciate a Neighborhood Crime Watch Security Program or other similar program for the Subdivision as a whole.

H. To obtain, if it desires, insurance for loss purposes, whether by casualty or liability, covering the walls, fences, drainage easements, drainage retention easements, and signage within the Subdivision covering the Association as well as directors, officers, committee members and employees of the Association. Further, it may bond, if desired, directors, officers and employees of the Association.

I. To pay utilities together with real estate taxes and assessments, if any, attributable to the improvements within the Subdivision which are being maintained by the Association.

J. It shall have the right, but not the duty, to maintain improved or unimproved lots within The Highlands Subdivision wherein lot owners have failed to maintain same in keeping said lot free and clear of debris and trash and unsightly weeds and litter and to assess the costs thereof against said lot owner. It shall have an easement and/or license of entry over any lot within The Highlands Subdivision for the purposes of this maintenance.

K. To convey property, to sue and be sued, to contract for services to provide for operation and/or maintenance of any property which the Association is so empowered to operate and/or maintain; to require all lot owners within The Highlands Subdivision to become and be members of the Association; and to transact any and all lawful business.

L. To determine, prepare, deliver notice of and collect assessments from the Association members for the purpose of the foregoing and to enforce liens for such assessments uncollected with interest, by legal action, if necessary.

M. To do every other act as may be reasonably necessary in carrying out that which has been empowered to it under those Restrictive Covenants and Conditions recorded in Official Records Book 2809, Page 0405, Public Records of Polk County, Florida, these Articles of The Association, the By-Laws and Rules and Regulations.

2. A. Each owner of Lots 1 through 5, inclusive, Block "A" and Lots 9-50, inclusive, Block "B", The Highlands Subdivision, Plat Book 88, Page 38, Public Records of Polk County, Florida, shall be a member of the Association in accordance with Article IV. As a member, each lot owner shall be liable and obligated for payment of a pro-rata share per each member lot owner of the costs of maintaining drainage easements, drainage retention easements, walls and fencing, together with the sign designating the name of the Subdivision, and any sums that the membership in accordance with these Articles of Association may vote to spend for those purposes as outlined in Article III(1) (A-M, inclusive). Each lot membership shall bear equal proportion of each assessment regardless of a lot's location, dimension or size. Any unpaid assessment due at any time shall be and become the obligation of a subsequent owner of a lot upon purchase of said lot.

B. During the month of December in each year, commencing in 1990, the Board of Directors of the Association shall call a meeting of the membership of the Association for the purpose of electing members of the Board of Directors; fixing the amount of the Association's maintenance, improvement and operation assessment; and conducting old and new Association business for the ensuing year. Annual assessments shall be payable in advance on or before December 31st of each preceding year with the initial assessment payable on or before December 31, 1990 for the year 1991. The amount of an annual assessment will depend upon the financial requirements for maintenance, improvements and operation of the common areas desired by the Association members. Special Assessments for these purposes may, from time to time, be made by the Association.

C. The call for a meeting shall be in writing; shall state the meeting's purpose; shall designate the date (which shall be no less than ten (10) days from the date the call is mailed), time and place of said meeting; and shall be mailed to all lot owners at the last addresses for said owners shown on the books and records of the Association or to the lot owner's addresses as shown on the Polk County tax rolls. The amount of each year's annual assessments and charges shall be determined at the annual meeting by the affirmative written vote of a majority of those lot owners present, in person or proxy, at said meeting who,



in voting, either affirmatively or negatively in writing, shall be deemed a member of the Association in accordance with Article IV.

D. Following the Association annual meeting, written annual assessments voted for by the membership for any of those purposes enumerated in Article III(1) (A-M, inclusive) shall be mailed by the Association to all lot owners who are members in accordance with Article IV. Annual assessments and charges shall apply to a calendar year, shall be deemed to be due as of January 1st of each year, and shall be payable in one annual installment. Sums thus collected by the Association shall be held and expended by it for the sole purposes that said assessments were made.

#### ARTICLE IV

##### MEMBERS

The owners of each lot in The Highlands Subdivision, Plat Book 88, Page 38, Public Records of Polk County, Florida, as provided in Article III(2)(A) who shall pay the normal and any special assessments which may, from time to time, be fixed by the Board of Directors of the Association shall be a member of the Association. The foregoing shall not include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be on the terms and conditions set forth herein as regulated by the Board of Directors of the Association, and it shall be appurtenant to and may not be separated from the ownership of any lots as outlined in Article III(2)(A) and Article V.

Membership shall be on a calendar year basis and shall automatically be transferred during a calendar year with the transfer of lot ownership. There shall be no proration, except as between lot owners of membership assessments and any unpaid assessments due at any time shall be and become the obligation of a new lot owner upon the purchase of said lot.

A member not in good standing with the Association, shall include a member that has failed to pay any assessments, charges and/or costs of the Association during the time-period allowed for the payment of same. A member not in good standing with the Association may be denied the right to vote at the Association meetings or to hold office within the Association.

#### ARTICLE V

##### ADDITIONAL FUTURE MEMBERS

The present owner and those subsequent owners of all or a part of:

Tract "B", as per the Plat of The Highlands Subdivision AND the Southeast 1/4 of the Northeast 1/4 of the Northwest 1/4 AND the South 1/2 of the Northwest 1/4 of the Northeast 1/4 in Section 16, Township 29 South, Range 24 East, Polk County, Florida,

shall be eligible for membership in the Association; provided, however, said membership requirement shall be imposed upon said owners by proper Restrictions of Public Record in Polk County, Florida, and as such said membership shall be governed by these Articles of Association, By-Laws, Rules and Regulations pertaining thereto. Said members shall be entitled to vote, be subject to assessments as herein set forth, and shall be entitled to all privileges of membership herein enumerated.

#### ARTICLE VI

##### VOTING

The Association shall have one class of voting membership made up of all lot owners as outlined in Article III(2)(A), and Article IV. Each member shall be entitled to one vote for each lot owned; provided, however, that said lot shall not be delinquent at the time that a vote shall be taken as to any assessments attributable to the lot as provided herein. When more than one person or entity holds an ownership interest in any lot, all such persons shall be members; however, the vote for such lot shall be exercised by only one member designated in writing to the Association. In no event shall more than one vote be cast with respect to one lot.

ARTICLE VII

MANAGEMENT

The affairs and business of the Association shall be managed by a Board of Directors and by the following officers: President, Vice President and Secretary/Treasurer and such other officers as the Board of Directors shall appoint. The officers shall be elected by the Board of Directors at the first meeting of the Board of Directors immediately following the annual meeting of the Association. The President and Vice President shall be members of the Board of Directors but no other officer need be a member of the Board of Directors. The same person may hold two offices, the duties of which are not incompatible.

ARTICLE VIII

LIENS

The Association shall be empowered through its officers and/or Board of Directors to place a charging lien against the lot owner's lot within the Subdivision for nonpayment of such assessments, charges and/or costs that have been properly made hereunder and in accordance with the Charter, By-Laws, Rules and Regulations of the Association, and to prosecute said lien through civil action for foreclosure against the lot owner's lot in accordance with the Laws of the State of Florida. Removal of said lien shall require the lot owner to pay said lien amount in full, including interest at the lawful rate allowed by law, recording costs and attorney's fees. A lien shall be subordinate to a mortgage lien of any financial institution having a mortgage on said lot whether originating before or after said lien shall have been placed thereupon. In addition, any financial institution holding a mortgage on any lot and taking title therein after default through foreclosure or otherwise, shall have no obligation toward the payment of accrued and uncollected assessments, charges and/or costs on the part of the Association that have accrued to the date that it has taken title to said lot; however, said lien shall not be discharged as to a subsequent third party purchaser of said lot until it shall have been paid in full in accordance herewith.

ARTICLE IX

OFFICERS

The names of the officers who are to serve until the first election of officers by the Board of Directors are:

V. Frederick Strawbridge	-	President
Vincent F. Strawbridge, Jr.	-	Vice-President
Mary E. Taylor	-	Secretary/Treasurer

ARTICLE X

DIRECTORS

1. The Association shall have three (3) directors initially. Thereafter, the number of directors may be either increased or diminished from time to time by a vote of a majority of the membership present at any authorized meeting but shall never be less than three (3).

2. The names and addresses of the persons who are to serve on the first Board of Directors are:

V. Frederick Strawbridge	-	745 Creative Drive Lakeland, Florida 33813
Vincent F. Strawbridge, Jr.	-	5058 Shady Lake Lane Lakeland, Florida 33813
Mary E. Taylor	-	805 Nestlewood Court Lakeland, Florida 33813

3. The initial directors shall serve until the first annual meeting of the Association and thereafter as provided for hereafter.

4. At each annual meeting of the members of the Association, it shall elect the members of the Board of Directors by a plurality of the votes cast at



such election, and such members shall serve until the next annual meeting of the Association.

5. In the event of the removal, resignation, death or other vacancy of a member of the Board of Directors, the vacancy shall be filled by the remaining Board of Directors. The replacement member of the Board of Directors shall serve the remainder of the term of his or her predecessor.

6. No member of the Board of Directors or any committee of the Association or any officers of the Association shall be personally liable to any member of the Association, or to any other party, including the Association, for any damage, loss or prejudice suffered or claimed on account of any act, omission, error or negligence of such person or group; provided that such person or group has, upon the basis of such information as may be possessed by them, acted in good faith, without willful or intentional misconduct.

\*7. The Board of Directors shall see that all assessments shall be assessed equally against all lot owners as outlined in Article IV(2)(A) and Article V. Where there are multiple owners of any lots, such owners shall be jointly and severally liable for the payment of all assessments.

8. The Board of Directors, from time to time, may adopt By-Laws of the Association which may be amended or rescinded by them. In addition, any By-Laws so adopted may be amended, modified or rescinded at any Association meeting by a majority vote of the members present.

#### ARTICLE XI

##### AMENDMENTS

The Association, through its membership, shall have the absolute right to modify all of the Restrictive Covenants and Conditions pertaining to The Highlands Subdivision as recorded in Official Records Book 2809, Page 0405, Public Records of Polk County, Florida, by amendment, deletion and/or addition thereto upon the written direction of 75% or more of the membership in the Association.

Other than the foregoing right to modify said Restrictive Covenants and Conditions pertaining to The Highlands Subdivision hereinabove referenced, other amendments to these Articles of Association shall be approved by the Board of Directors, proposed by them to the members and approved at any meeting by a two-thirds (2/3) vote of the members present, provided that no less than thirty (30) days notice by mail shall have been given to all members, setting forth the proposed amendments.

Notwithstanding the foregoing, however, no amendment, deletion, and/or addition to the Restrictive Covenants and Conditions may be made that would affect the surface water management system of The Highlands Subdivision including the water management portion of the common areas unless prior approval thereof is obtained from the Southwest Florida Water Management District.

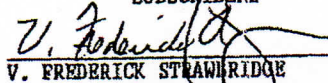
#### ARTICLE XII

##### TERM

This Association shall have perpetual existence; however, if the Association shall become dissolved by law, or otherwise, and not reinstated in accordance with the Laws of the State of Florida, then and in that event, the drainage easements and/or drainage retention easements as shown on the Plat of The Highlands Subdivision, Plat Book 88, Page 38, Public Records of Polk County, Florida, shall be conveyed by the last surviving members of the Board of Directors of the Association or their successors to an appropriate local governmental agency; or if not accepted, they shall be dedicated to a similar non-profit corporation chartered under the Laws of the State of Florida by the members hereof for the purposes herein set forth.

IN WITNESS WHEREOF, the undersigned, as subscribers to these Articles of Association, have hereunto set their hands and seals at Lakeland, Polk County, Florida, this 27th day of December, 1989.

SUBSCRIBERS

 (SEAL)  
V. FREDERICK STRAWBRIDGE

ADDRESSES

745 Crestive Drive  
Lakeland, Florida 33813

Stacy M. Butterfield POLK

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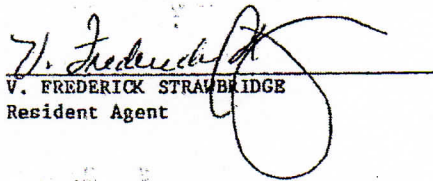
CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS  
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091 and Chapter 617.023, Florida Statutes, the following is submitted, in compliance with said Act:

That THE HIGHLANDS PROPERTY OWNERS' ASSOCIATION, INC., desiring to organize a corporation not for profit under the Laws of the State of Florida with its principal office as indicated in the Articles of Association, at 745 Creative Drive, Lakeland, Polk County, Florida 33813, has named V. FREDERICK STRAWBRIDGE, whose address is 745 Creative Drive, Lakeland, Polk County, Florida 33813, as its Agent to accept Service of Process within the State.

ACKNOWLEDGEMENT

Having been named to accept Service of Process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

  
V. FREDERICK STRAWBRIDGE  
Resident Agent

**FILED**  
R33 DEC 28 AM 11:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Vincent F. Strawbridge, Jr. (SEAL)  
VINCENT F. STRAWBRIDGE, JR.

5058 Shady Lake Lane  
Lakeland, Florida 33813

Mary E. Taylor (SEAL)  
MARY E. TAYLOR

805 Nestlewood Court  
Lakeland, Florida 33813

ACKNOWLEDGEMENT

STATE OF FLORIDA  
COUNTY OF POLK

Personally appeared before me, a Notary Public, authorized to take acknowledgements in the State and County set forth above, V. Frederick Strawbridge, Vincent F. Strawbridge, Jr. and Mary E. Taylor, known to me to be the persons who executed the foregoing Articles of Association of The Highlands Subdivision and who acknowledged before me that they have executed them for the purposes herein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal of the State and Count aforesaid this 27th day of December, 1989.

(NOTARIAL SEAL)

Anita J. Kiers  
Notary Public State of Florida

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA  
MY COMMISSION EXP. MAR 30, 1991  
BORNED THRU GENERAL INS. UND.