ARTICLES OF INCORPORATION

OF

HUNTER'S RIDGE HOMEOWNERS ASSOCIATION
OF EAST FLORIDA, INC.

A Florida Not For Profit Florida Corporation

We, the undersigned, hereby associate ourselves together for the purpose of becoming incorporated under the laws of the State of Florida, in accordance with the provisions of the Statutes of said State, providing for the formation, liabilities, rights, privileges, and immunities of corporations not for profit.

ARTICLE I

The name of this corporation shall be HUNTER'S RIDGE HOMEOWNERS ASSOCIATION OF EAST FLORIDA, INC.

ARTICLE II

A general nature of the business to be transacted by the Corporation (hereinafter the Association") is as follows:

a. To enforce the terms, covenants, conditions and restrictions appertaining to Hunter's Ridge Subdivision in Volusia County and Flagler County as recorded in the Public Records of Volusia County and Flagler County, Florida (hereinafter the "Subdivision") and to provide perpetual maintenance for certain Subdivision improvements called for in the Declaration of Covenants and Restrictions for the Hunter's Ridge Subdivision.

b. To accomplish the foregoing purposes, the Association shall have all the corporate powers permitted under Florida law, including the power to mortgage and borrow monies and the power to assess and collect homeowner's association dues from owners of lots or dwelling units in the Subdivision.

ARTICLE III

Any person, firm, corporation, or other business entity may become a member of the Association on the terms, conditions and criteria specified below:

a. The record title holder of a present vested fee simple interest in any Lot or any non-condominium building built or being built within the Subdivision is automatically a member. 2As used herein the term "Lot" means platted Subdivision Lots and condominium units platted within the Subdivision. Hereinafter dwelling units in the Subdivision which are not built on Lots are referred to as "Dwelling Units".

b. If the record title holder described in Article III(a) above designates in writing to the secretary of the Association, the name of a tenant which the record title holder desires to have the rights and duties of a member in the Association, the tenant shall receive such rights and duties as if the tenant were a member of the Association. The record title holder's membership privileges during the period such designation is in effect shall abate and shall be exercisable only by the tenant. The record title holder's obligations to the Association, however, shall stay in full force and effect during the period such designation is in effect. Such designation by the record title holder shall automatically terminate upon termination of the tenancy and may be terminated at any time upon six (6) days prior written notice from the record title holder to the secretary of the Association.

c. The membership of any record title holder shall automatically terminate when such person is no longer a fee simple owner of a Lot or a non-condominium building and underlying land in the Subdivision.

d. When a corporation or other business entity is the record title holder or designated tenant, only the president of the corporation or its individual designate or the senior principal of the business entity or its individual designate shall be entitled to exercise Association membership privileges.

ARTICLE IV

This Association shall have perpetual existence.

ARTICLE V

The names and addresses of subscribers of this Association are as follows:

Gerald E. Upson 533 Brentwood Drive Daytona Beach, FL 32017	Thomas L. Durrance 533 Brentwood Drive Daytona Beach, FL 32017	John M. Mitchell 533 Brentwood Drive Daytona Beach, FL 32017

ARTICLE VI

The management of the Association and time for election shall be as follows:

a. The affairs and property of the Association shall be managed and governed by a Board of Directors composed of not less than three (3) nor more than nine (9) members. Each Director shall be a natural person.

b. At the first meeting of the members at least seventy-five percent (75%) of the Directors of the Association shall be designated by the FLA-GA Venture Group, a Florida general partnership consisting of Georgia-Pacific Investment Company, an Oregon corporation, and Halifax Properties, Inc., a Florida corporation. Hereinafter the FLA-GA Venture Group is referred to as the "Developer". At the same meeting up to twenty-five percent (25%) of the Directors shall be elected by the voting membership of the Association. Until such time as seventy-five percent (75%) of the Lots and Dwelling Units have been sold to purchasers other than Developer, at least seventy-five percent (75%) of the Directors shall continue to be designated by Developer. As used herein and in the By-Laws the phrase "seventy-five percent (75%) of the Lots and Dwelling Units" means seventy-five percent (75%) of the aggregate total of the approved permitted dwelling units defined in both the Subdivision Development Order, by the City of Ormond Beach, Florida, as amended and the Subdivision Development Order by Flagler County, Florida, as amended. The designation of Directors by Developer and the election of the remaining Directors by the members shall take place at the regular annual meetings of the membership of the Association, which annual meetings shall be held on the first Monday in October, 1989, and on the same day each year thereafter at such place as may be designated by the Board of Directors. Once seventy-five percent (75%) of the Lots and Dwelling Units as defined above has been sold to purchasers other than Developer the Association shall be turned over to the members and thereafter all Directors shall be elected by the members.

c. All officers shall be elected by the Board of Directors in accordance with the By-Laws at the regular annual meeting of the Board of Directors to be held immediately following the annual meeting of the membership. The Board of Directors shall elect a president, a vice-president, a secretary/treasurer, and such other officers as it may deem desirable. All officers must be natural persons.

d. All officers may hold more than one office as set forth above, except that the president shall not also be the secretary/treasurer.

ARTICLE VII

The names of the officers who shall serve until the first election are as follows:

President	Gerald E. Upson
Vice-President	Thomas L. Durrance
Secretary/Treasurer	John M. Mitchell, III

ARTICLE VIII

The following three (3) persons shall constitute the first Board of Directors. Said First Board of Directors may appoint three (3) successors to serve as an interim Board of Directors until the first annual meeting and appointment of seventy-five percent (75%) of the Directors by Developer and election of the remaining twenty-five percent (25%) of the Directors by the members.

Gerald E. Upson 533 Brentwood Drive Daytona Beach, FL 32017	Thomas L. Durrance 533 Brentwood Drive Daytona Beach, FL 32017	John M. Mitchell 533 Brentwood Drive Daytona Beach, FL 32017

ARTICLE IX

The street address of the initial registered agent of the Association shall be 533 Brentwood Drive, Daytona Beach, FL. 32017. The name of the initial registered agent shall be: John M. Mitchell, III. In acceptance of his statutory duties, the registered agent named in this Article has signed these Articles as required by law.

ARTICLE X

The By-Laws of this Association may be amended, altered, or rescinded as provided in the By-Laws. Provided, however, that no amendment shall discriminate against any owner nor against any class or group of owners unless the owner so affected shall consent. No amendment shall be made that is in conflict with the Articles of Incorporation or the Declaration of Covenants and Restrictions for the Subdivision.

ARTICLE XI

An affirmative vote by eighty (80%) percent of the votes of entire membership of the Owners Association or an affirmative vote by not less than seventy-five percent (75%) of the Board of Directors shall be necessary to amend these Articles of Incorporation.

ARTICLE XII

No dividend shall be paid and no part of the Association's income shall be distributed to its members, directors or officers. The Association may, however, pay a reasonable amount to its members, directors, officers or employees for actual services rendered and may confer benefits upon its members in conformity with the purposes set forth in Article II.

WITNESS THE HANDS AND SEALS of the incorporators and subscribers in Volusia County, State of Florida, this 1st day of June, 1989.

(Seal)

(Seal)

(Seal)

STATE OF FLORIDA
COUNTY OF VOLUSIA

BEFORE ME, the undersigned authority, personally appeared Gerald E. Upson, Thomas L. Durrance and John M. Mitchell, III to me well known to be the incorporators and subscribers to the foregoing Articles of Incorporation of HUNTER'S RIDGE HOMEOWNERS ASSOCIATION OF EAST FLORIDA, INC., who being by me first duly sworn, acknowledged that they signed the same for the purposes therein expressed.

WITNESS my hand and official seal in the State and County aforesaid this 1st day of June, 1989.

Jeanne B. Muller
Notary Public
State of Florida at Large

My Commission Expires:
NOTARY PUBLIC, STATE OF FLORIDA.
MY COMMISSION EXPIRES: NOV. 3, 1990.
BONDED THRU NOTARY PUBLIC UNDERWRITERS.

John M. Mitchell, III
as Registered Agent

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing Acceptance of Designation of Registered Agent of HUNTER'S RIDGE HOMEOWNERS ASSOCIATION OF EAST FLORIDA, INC., was acknowledged before me by John M. Mitchell, III as Registered Agent, this 1st day of June, 1989.

Notary Public, State of
Florida at Large

My Commission Expires:

NOTARY PUBLIC, STATE OF FLORIDA.
MY COMMISSION EXPIRES: NOV. 3, 1990.
BONDED THRU NOTARY PUBLIC UNDERWRITERS

State of Florida

Department of State

I certify that the attached is a true and correct copy of the Articles of Incorporation of HUNTER'S RIDGE HOMEOWNERS ASSOCIATION OF EAST FLORIDA, INC., a corporation organized under the Laws of the State of Florida, filed on June 14, 1989, as shown by the records of this office.

The document number of this corporation is N32824.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
15th day of June, 1989.

Jim Smith

Jim Smith
Secretary of State

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