

State of Florida



Department of State

I certify that the attached is a true and correct copy of the Articles of Incorporation of HIGHLAND PLACE HOMEOWNERS ASSOCIATION, INC., a corporation organized under the Laws of the State of Florida, filed on December 12, 1984, as shown by the records of this office.

The charter number of this corporation is N06611.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
27th day of December, 1984.



A handwritten signature in ink, appearing to read "George Firestone".

George Firestone
Secretary of State

NO6611

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ARTICLES OF INCORPORATION DEC 12 PM 3:04

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HIGHLAND PLACE HOMEOWNERS ASSOCIATION, INC.
(A Florida Corporation Not For Profit)

ARTICLE I

NAME

The name of this corporation shall be: HIGHLAND PLACE HOMEOWNERS ASSOCIATION, INC., hereinafter referred to as the "Association".

ARTICLE II

PURPOSES

The general nature, objects and purposes of the Association are:

- A. To promote the health, safety and social welfare of the owners of property within that area described as HIGHLAND PLACE in the Declaration of Restrictions and Protective Covenants for Highland Place at Eagle Trace to be recorded in the public records of Broward County, Florida.
- B. To maintain and/or repair the access road, landscaping in the medial areas, the sprinkler systems located therein and otherwise, the entrance sign and landscaping, yards not enclosed, and any street lighting system and other improvements and repairs in EAGLE TRACE for which the obligation to maintain and repair has been delegated and accepted.
- C. To operate without profit for the sole and exclusive benefits of its members.
- D. To perform all of the functions contemplated of the Association, and undertaken by the Board of Directors of the Association, in the Declaration of Restrictions and Protective Covenants for Highland Place at Eagle Trace to be recorded in the public records of Broward County, Florida.

ARTICLE III

POWERS

The general powers that the Association shall have are as follows:

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- (a) To hold funds solely and exclusively for the benefit of the members for purposes set forth in these Articles of Incorporation.
- (b) To promulgate and enforce rules, regulations, by-laws, covenants, restrictions and agreements to effectuate the purposes for which the Association is organized.
- (c) To delegate power or powers where such is deemed in the interest of the Association.
- (d) To purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of, real or personal property; to enter into, make, perform or carry out contracts of every kind with any person, firm, corporation, or association; to do any and all acts necessary or expedient for carrying on any and all of the activities and pursuing any and all of the objects and purposes set forth in the Articles of Incorporation and not forbidden by the laws of the State of Florida.
- (e) To fix assessments to be levied against property to defray expenses and costs of effectuating the objects and purposes of the Association and to create reasonable reserves for such expenditures, and to authorize its Board of Directors to enter into agreements with associations or other property owners' groups for the collection of such assessments, and to enter into agreements with mortgage companies and other organizations for the collection of such assessments.
- (f) To charge recipients for services rendered by the Association and the user for the use of Association property where such is deemed appropriate by the Board of Directors of the Association.
- (g) To pay taxes and other charges, if any, on or against property owned or accepted by the Association.
- (h) In general, to have all powers conferred upon a corporation by the laws of the State of Florida, except as prohibited herein.

ARTICLE IV

MEMBERS

The members shall consist of the property owners in HIGHLAND PLACE, the property comprising HIGHLAND PLACE being legally described as:

Lots One (1) through Twenty-Two (22), inclusive, in Block "E"; and Parcel "L"; of EAGLE TRACE, according to the Plat thereof, as recorded in Plat Book 116, at Page 19, of the Public Records of Broward County, Florida.

ARTICLE V

VOTING AND ASSESSMENTS

The association will obtain funds with which to operate by assessment of its members in accordance with the provisions of the Declaration of Restrictions and Protective Covenants for Highland Place at Eagle Trace as supplemented by the provisions of the Articles and By-Laws of the Association relating thereto.

The quorum and voting requirements for meetings and activities of the membership, and notice requirements sufficient to provide notice of meetings and activities of the membership, shall be provided as specified in the By-Laws of the corporation.

ARTICLE VI

BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors consisting of not less than three (3) and not more than five (5) Directors.

The first election by the members of the Association for Directors shall not be held until after HIGHLAND PLACE, LTD. has relinquished control of the Association. Thereafter, the election of Directors shall take place annually. After HIGHLAND PLACE, LTD. has relinquished control, there shall be a special meeting of the members for the purpose of electing a Board of Directors to serve until the annual member's meeting.

The names and addresses of the first Board of Directors are as follows:

TIMOTHY D. CROSS - 1181 University Drive, #114, Coral Springs, Florida

LEDYARD H. DEWEES, JR. - 105 S. Narcissus Avenue, #408, West Palm Beach, Florida

JAMES P. SMITH - 105 S. Narcissus Avenue, #408, West Palm Beach, Florida

If a director named by HIGHLAND PLACE, LTD. shall cease to serve for any reason, prior to the relinquishment of control of the association to the general membership, HIGHLAND PLACE, LTD. shall appoint a successor Director to serve the balance of the unexpired term.

ARTICLE VII

OFFICERS

The names and addresses of the Officers who are to serve until the first election of Officers are as follows:

PRESIDENT	TIMOTHY D. CROSS
SECRETARY	LEDYARD H. DEWEES, JR.
VICE PRESIDENT	JAMES P. SMITH

The Officers shall be elected for one (1) year terms in accordance with the procedure set forth in the By-Laws.

ARTICLE VIII

CORPORATE EXISTENCE

The Association shall have perpetual existence.

ARTICLE IX

The Board of Directors shall adopt By-Laws consistent with these Articles.

ARTICLE X

INDEMNIFICATION

A. The Association hereby indemnifies any Director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

(1) Whether civil, criminal, administrative, or investigative, other than one by or in the right of the Association to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as Director or Officer of the Association, or in his capacity as Director, Officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against judgments, fines, amounts

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paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceedings or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such Director or officer did not act in good faith in the reasonable belief that such action was in the best interests of the Association or that he had reasonable grounds for belief that such action was unlawful.

(2) By or in the right of the Association to procure a judgment in its favor by reason of his being or having been a Director or officer of the Association, or by reason of his being or having been a Director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of negligence or misconduct in the performance of his duty to the Association unless and only to the extent that the court, administrative agency, or investigative body before which such action, suit or proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

B. The Board of Directors shall determine whether amounts for which a Director or officer seeks indemnification were properly incurred and whether such Director or officer acted in good faith and in a manner he reasonably believed to be in the best interests of the Association, and whether, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceedings.

C. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Association to indemnify under applicable law.

ARTICLE XI

TRANSACTION

A. No contract or transaction between the Association and one or more of its Directors or officers, 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 of a committee which authorized the contract or transaction.

ARTICLE XII

AMENDMENT

A. Prior to the recording of the Declaration amongst the Public Records of Broward County, Florida, these Articles may be amended only by an instrument in writing signed by all of the Directors and filed in the Office of the Secretary of State of the State of Florida. The instrument amending these Articles shall identify the particular Article or Articles being amended and give the exact language of such amendment, and a certified copy of each such amendment shall always be attached to any certified copy of these Articles and shall be an exhibit to the Declaration upon the recording of the Declaration.

B. After the recording of the Declaration amongst the Public Records of Broward County, Florida, these Articles may be amended in the following manner:

1. The Board, by majority vote, shall adopt a resolution setting forth the proposed amendment and direct that it be submitted to vote at a meeting of the Members;
2. Notice of the subject matter of the proposed amendment shall be included in the notice of any meeting (regular or annual) at which such proposed amendment is to be considered by the Members;
3. Such proposed amendment must be submitted to and approved by the Members. Any number of amendments may be submitted to the Members and voted upon at one meeting. Approval by

the Members must be by a vote of a majority of the votes of all Members entitled to vote thereon. Such vote by the Members must be taken at a meeting of the Membership;

4. Notwithstanding the foregoing, an amendment to these Articles may be made by a written statement signed by all Members and Directors eligible to vote.

C. No amendment may be made to these Articles which shall in any manner reduce, amend, affect or modify the terms, conditions, provisions, rights and obligations set forth in the Declaration.

D. A copy of each amendment shall be certified by the Secretary of State of the State of Florida and the Secretary of the Corporation shall cause a copy certified by the Secretary of State to be recorded amongst the Public Records of Broward County, Florida.

ARTICLE XIII

SUBSCRIBERS

The names and residence addresses of the subscribers are as follows:

TIMOTHY D. CROSS - 9400 N.W. 40th St., Coral Springs, Florida

LEDYARD H. DEWEES, JR. - 4218 South Ocean Blvd., Apt. #3,
Highland Beach, Florida

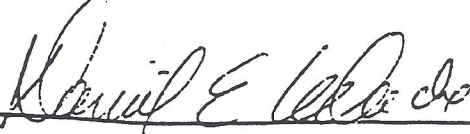
JAMES P. SMITH - 4022 Shelldrake Lane, Boynton Beach, Florida


ARTICLE XIV

REGISTERED AGENT

The name and address of the initial registered agent of the Corporation is Ledyard H. DeWees, Jr., 105 S. Narcissus Avenue, Suite 408, West Palm Beach, Florida, 33401.

IN WITNESS WHEREOF, the undersigned have signed these Articles this 4th day of December, 1984.




Timothy D. Cross

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TALLAHASSEE, FLORIDA

OFF 1223974285

David E. Cobble

Ledyard H. DeWees, Jr.
Ledyard H. DeWees, Jr.

Charles F. M. Smith, Jr.

David E. Cobble

James P. Smith
James P. Smith

Charles F. M. Smith, Jr.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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STATE OF FLORIDA)
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day in the next-above-named State and County, before me, an officer duly authorized and acting, personally appeared, TIMOTHY D. CROSS, LEDYARD H. DEWEES, JR., and JAMES P. SMITH, to me well known and known to me to be the individuals described in and who executed the foregoing instrument, and acknowledged then and there before me that they executed said instrument for the purposes and reasons set out therein.

WITNESS my hand and official seal this 4 day of December, 1984.

My Commission Expires:
NOTARY PUBLIC STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES JAN, 26 1985
IC&D TRUST GENERAL INS. UNDERWRITERS

Thomas R. Buckhalter
NOTARY PUBLIC

ACCEPTANCE OF RESIDENT AGENT

The undersigned accepts his appointment as the initial registered agent of Highland Place Homeowner's Association, Inc.

Ledyard H. DeWees, Jr.
Ledyard H. DeWees, Jr.

RECORDED IN THE OFFICIAL RECORDS BOOK
OF BROWARD COUNTY, FLORIDA
F. T. JOHNSON
COUNTY ADMINISTRATOR

BY-LAWS
OF
HIGHLAND PLACE HOMEOWNERS ASSOCIATION, INC.

ARTICLE I

NAME AND LOCATION:

1. The name of this Association shall be HIGHLAND PLACE HOMEOWNERS ASSOCIATION, INC., (hereinafter referred to as "THE ASSOCIATION").
2. The principal office of the Association is presently located at 105 S. Narcissus Ave., Suite 408, West Palm Beach, Florida, 33401. The Association may have offices at such other place as the Board of Directors may, from time to time, determine.
3. The Association has been organized for the purpose of accepting title to the access road of HIGHLAND PLACE and to maintain this road, landscaping in the medial areas, the street lighting system, applicable sprinkler system, fountains, signs, homeowner yards and applicable landscaping, and certain repairs and/or improvements relating to homeowner residences and to do all things necessary or convenient in the management and administration of the purposes of the corporation as set forth in the Articles of Incorporation.

ARTICLE II

MEMBERS, MEMBERSHIP, MEETINGS, VOTING AND PROXIES:

1. As is set forth or referred to in the Articles of Incorporation of this Association, and in the Declaration of Covenants and Restrictions regarding the subject property, the membership of HIGHLAND PLACE HOMEOWNERS ASSOCIATION, INC. shall be as follows:
 - A. The owners of Lots One (1) through Twenty-Two (22), inclusive, in Block "E"; and Parcel "L" of EAGLE TRACE as described in Article IV of the Articles of Incorporation of Highland Place Homeowners Association, Inc. shall be members of this Association, and no other persons or entities shall be entitled to membership.
2. Lots One (1) through Six (6) inclusive and Lots Eight (8) through Twenty-Two (22) inclusive are "duplex" lots and each such lot shall be equally divided in ownership by two separate legal owners, which such legal owner(s) shall each own a single family residential dwelling unit on the said lots. The legal owner(s) of each such residence shall collectively be entitled to only one vote as a member(s) of the Association regardless of how many persons or entities may collectively own the residential units, thereby providing for a total of Forty-Two votes as represented by

each residential unit. Lot Seven (7) is a single family residential lot and the legal owner(s) of the residential unit constructed thereon shall collectively be entitled to one vote as a member of that Association.

3. Membership shall be established by the acquisition of ownership of fee title to or fee interest in a single family or "duplex" residential dwelling lot whether by conveyance, devise, judicial decree and designating and lot affected thereby. The new owner designated in such deed or such other instrument, shall thereupon become a member of the Association, and the membership of the prior owner as to the lot designated, shall be terminated. The new owner shall deliver to the Association, a true copy of such deed or instrument of acquisition of title.

4. The share of a member in the funds and assets of the Association, and membership in this Association cannot be assigned, hypothecated, transferred in any manner except as an appurtenance to the single family or a "duplex" residential dwelling lot.

5. In no event shall the voting membership in the Association exceed a total of 43 votes.

6. The annual members meeting of the Association shall be held at the office of the Association or at such place as is designated by the President of the Association within Broward County, Florida at 10:00 A.M. Eastern Standard Time on the first Monday in June of each year commencing in the year 1985, for the purpose of hearing reports of the officers, election of directors and transacting any other business authorized to be transacted by the members; provided, however, that if that day is a legal holiday, then the meeting shall be held at the same hour on the next succeeding day.

7. Special meeting of the members shall be held at any place within the State of Florida whenever called by the President or Vice President or by a majority of the Board and must be called by such officers upon receipt of a written request from 1/3 of the entire membership.

8. Notice of all members meetings stating the time and place within the State of Florida and the object for which the meeting is called shall be given by the President or Vice President or Secretary unless waived in writing as herein set forth. Such notice shall be in writing to each member at his address as it appears on the books of the Association and shall be mailed, by regular mail, or delivered by hand not less than ten days nor more than thirty days prior to the date of the meeting. Proof of such mailing and/or service shall be by the affidavit of the person giving the notice. Notice of meeting may be waived by any member before, during or after meetings by the signing of a document setting forth the waiver by such member.

9. A quorum at members meetings shall consist of persons entitled to cast a majority of the votes of the entire membership. The joinder of a member in the action of a meeting by signing and concurring in the minutes thereof shall constitute the presence of such member for the purpose of determining a quorum. When a quorum is present at any meeting, the holders of the majority of the votes and rights present in person shall be required to decide any question brought before the meeting.

10. If any meeting of members cannot be organized because a quorum is not in attendance, the members who are present may adjourn the meeting from time to time until a quorum is present.

11. The order of business at the annual members meeting and as far as practicable, at all other members meetings shall be; (a) call of the roll, (b) proof of notice of meeting or waiver of notice, (c) reading and disposal of any unapproved minutes, (d) reports of manager and officers, (e) reports of committees, (f) election of directors, (g) unfinished business (h) new business, (i) adjournment.

ARTICLE III

BOARD OF DIRECTORS:

1. The first Board of Directors as described in Article VI of the Articles of Incorporation shall consist of not less than three persons. All Boards elected by the members shall consist of not less than three nor more than five directors, each to be members of the Association.

2. Election of the members of the Board shall be conducted in the following manner:

A. In accordance with the Articles of Incorporation.

B. Election of the Directors shall be by a plurality of the votes. The not less than three nor more than five nominees who receive the greatest plurality of votes cast at the annual members meeting shall be elected to the Board.

C. Vacancies caused by death, resignation, removal or incapability of a director shall be filled by the remaining directors to serve until the election and qualification of his successor at the next annual members meeting.

3. The term of each director's service shall be as follows:

A. The first Board shall serve as described in the Articles of Incorporation.

B. All members of the Board elected after the first Board shall serve for a one year term, until their successors are duly elected and qualified or until they are removed in a manner elsewhere provided.

4. A director elected or appointed as provided in the Articles of Incorporation may be removed from office upon the affirmative vote of two-thirds of the members of the Association for any reason deemed by the members to be detrimental to the best interests of the Association; provided, however, before any director is removed from office, he shall be notified in writing that a motion to remove him will be made prior to the meeting at which said motion is made, and such director shall be given an opportunity to be heard at such meeting, should he be present, prior to the vote on his removal.

5. Regular meetings of the Board of Directors may be held at such time and place as shall be determined from time to time by a majority of the Directors. Notice of regular meetings shall be given to each director, personally or by mail, telephone or telegraph at least three days prior to the day named for such meeting unless such notice is waived.

6. Special meetings of the directors may be called by the President or Vice President and must be called by the Secretary at the written request of one-third of the votes of the Board of Directors; not less than three days notice of the meeting shall be given personally or by mail, or telegraph, which notice shall state the time, place and purpose of the meeting.

7. Any director may waive notice of the meeting before or after the meeting and such waiver shall be deemed equivalent to the giving of notice.

8. A quorum of the directors meeting shall consist of the directors entitled to cast a majority of the votes of the entire Board of Directors. The acts of the Board approved by a majority of the Board present at a meeting at which a quorum is present, shall constitute the act of the Board of Directors. If at any meeting of the Board of Directors there shall be less than a quorum present, the majority of those present may adjourn the meeting from time to time until a quorum is present. At any adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted without further notice.

9. The presiding officer at a Board of Directors meeting shall be the President. In the absence of the presiding officer, the directors present shall designate anyone of their number to preside.

10. Directors fees, if any, shall be determined by the members, but no directors fees shall be paid in any event to any Director who is a partner or employee of HIGHLAND PLACE, LTD.

ARTICLE IV

OFFICERS:

1. Executive officers of the Association shall be a President, who shall be a member of the Board of Directors, a Vice President, a Treasurer and a Secretary, all of whom shall be elected annually by the Board of Directors and who may be temporarily removed by vote of the directors at any meeting. The Board of Directors shall, from time to time, elect such other officers and assistant officers and designate their powers and duties as the Board of Directors shall find to be required to manage the affairs of the Association.
2. The President shall be the Chief Executive Officer of the Association. He shall have all the powers and duties which are usually vested in the office of the President of an Association, including, but not limited to, the power to appoint committees from among the members from time to time, as he may, in his discretion, determine appropriate, to assist in the conduct of the affairs of the Association. He shall preside at all meetings of the members of the Board.
3. The Vice President, in the absence or disability of the President, shall exercise the powers and perform the duties of the President. He shall also generally assist the President and exercise such other powers and perform such other duties as shall be prescribed by the directors. In the event there shall be more than one Vice President elected by the Board, then they shall be designated "First" and "Second", etc., and shall exercise the powers and perform the duties of the presidency in such order.
4. The Secretary shall keep the minutes of all proceedings of the directors and the members. He shall have custody of the seal of the Association and affix the same to instruments requiring a seal when duly signed. He shall keep the records of the Association, except those of Treasurer and shall perform all of the duties incident to the office of Secretary of an Association as may be required by the directors or the President.
5. The Treasurer shall have custody of all the property of the Association, including funds, securities and evidence of indebtedness. He shall keep the assessment rolls and accounts of the members; he shall keep the books of the Association in accordance with good accounting practices; and he shall perform all of the duties incident to the office of Treasurer.
6. The compensation, if any, of all officers and employees of the Association, shall be fixed by the directors.

ARTICLE V

POWERS AND DUTIES OF THE BOARD OF DIRECTORS:

All of the powers and duties of the Association shall be exercised by the Board of Directors, including those existing under the Articles of Incorporation, the documents establishing the Association and the Declaration of Restrictions and Protective Covenants. Such powers and duties of the directors shall be exercised in accordance with the provisions of the aforementioned documents and shall include, but not be limited to, the following:

1. Make and collect assessments against members to defray the costs of the Association.
2. To use the proceeds of assessments in the exercise of its powers and duties.
3. The maintenance, repair, replacement and operation of the access road, street lighting system, sprinkler system, entrance sign(s), fountains, medial landscaping of HIGHLAND PLACE, and the maintenance of yards and landscaping of the improved lots, as described herein.
4. The maintenance, repair, and replacement of the homeowner residential dwelling structures to the extent of exterior paint, including the color thereof, and the roofs of the dwelling structure to the extent that repair and/or replacement of the roofs is required as a result of normal wear and usage, or as the result of adverse weather conditions.
5. To make and amend rules and regulations with respect to the entrance sign, fountain, and landscaping and with respect to the access road and the landscaping related thereto.
6. To pay taxes and assessments which are liens against any property of the Association and assess the same against the "duplex" and individual single family lots subject to such liens.
7. To purchase and carry insurance for the protection of the "duplex" and single family lot owners and the Association against casualty and liability arising out of occurrences occurring on the access road, street lighting system and sprinkler system of HIGHLAND PLACE.
8. To pay the cost of all power, water, sewer and other utilities services rendered to the HIGHLAND PLACE and not billed to the owners of individual single family lots.

ARTICLE VI

DUTIES OF THE ASSOCIATION AND ASSESSMENTS:

1. The Association shall have the duty and responsibility to perform the following functions:

A. To maintain, repair, or replace the access road, landscaping in the medial areas and otherwise as applicable.

B. To maintain, repair, or replace the sprinkler systems for the common areas of HIGHLAND PLACE as well as the sprinkler systems for the "duplex" and single family residential units.

C. To maintain, repair, or replace the street lighting system.

D. To maintain the accessible and non-enclosed yards and certain landscaping of the "duplex" and single family residential units.

E. To maintain, repair, or replace as applicable, the entrance sign, fountain, and related landscaping and improvements.

F. To maintain, repair, or replace as applicable the exterior paint, including the color thereof, and the roofs of the residential dwelling structures.

2. To accomplish the foregoing, the Association shall assess each member an amount based upon the budget as adopted by the Board of Directors, which such amount shall be equally divided among the members, except where certain expenditures are required as the direct result of the actions of a member, in which such case that member shall pay directly for his or their actions.

3. Each member of the Association shall be required to make an initial contribution in an amount determined by the initial Board of Directors, which such initial contribution shall not include HIGHLAND PLACE, LTD.

4. Assessments made by the Association shall be quarterly.

5. The delineation of the services herein is merely an expression of the type of services to be provided and any costs reasonably incurred incidental thereto, shall be assessed against the owners.

6. The Association shall have, and is hereby given, a lien on each member's real property, improved or unimproved, for the amount of any unpaid assessment, and interest thereon, at the rate of 15% from the date the same is past due until paid, together with reasonable attorney fees and court costs. The said lien may be enforced in the same manner as a mortgage thereon may be foreclosed. Provided, however, that any lien created pursuant to the Declaration of Restrictions and Protective Covenants shall be superior only to such liens or other encumbrances as may be filed of record, subsequent to the filing of the said Claim of Lien. The respective owners, members of the Association, agree to pay court costs and reasonable attorney fees incurred by the Association in enforcing the provisions hereof against such owner, including reasonable attorneys fees on appeal.

ARTICLE VII

FISCAL MANAGEMENT:

The provisions for assessments and related matters set forth in the Articles of Incorporation and the Declaration of Restrictions and Protective Covenants shall be supplemented by the following provisions:

1. An assessment roll shall be maintained and a set of accounting books in which there shall be an account for each residential unit owner(s). Such an account shall designate the name and address of the said owner(s), the date and the amounts on which the assessments become due, the amounts paid upon the accounts and the balance due upon assessments.

ARTICLE VIII

BUDGET:

A. The Board of Directors shall adopt a budget for each calendar year which shall contain estimates of the costs of performing the functions of the Association, including but not limited to the following items:

1. Common expense budget:
 - a. Administrative and personnel services.
 - b. Services.
 - c. Materials and supplies.
 - d. Fees.
 - e. Repairs and Maintenance.
 - f. Utilities.
 - g. Insurance.
 - h. Contingency reserve.
 - i. Realty taxes, as applicable.
2. Proposed assessment against each member.
3. Proposed special assessment against each member if any are anticipated.

B. Copies of the proposed budget and proposed assessment shall be transmitted to each member on or before January of the year for which the budget is made. If the budget subsequently is amended, then a copy of the amended budget shall be furnished to each member concerned.

C. In administering the finances of the Association, the following procedures shall govern:

1. The fiscal year shall be the calendar year;
2. Any income received by the Association in any calendar year (including the regular assessments and interim assessments)

may be used by the Association to pay expenses incurred during the same calendar year;

3. There shall be apportioned between calendar years on a prorata basis, any expenses which are prepaid in any one calendar year for common expenses which cover more than a calendar year; for example, insurance, taxes, etc;

4. Common expenses incurred in a calendar year shall be charged against income for the same calendar year, regardless of when the bill for such common expense is received. Notwithstanding the foregoing, regular and/or interim assessments shall be of sufficient magnitude to insure an adequacy of cash availability to meet all budget expenses in any calendar year, as such expenses are incurred in accordance with the cash basis method of accounting. The cash basis method of accounting shall conform to the generally accepted accounting standards and principles applicable thereto.

5. The depository of the Association shall be such bank or banks as shall be designated from time to time by the Board of Directors and in which the monies of the Association shall be deposited. Withdrawal of monies from such account shall be only by checks signed by such persons as authorized by the Board of Directors.

6. A review of the accounts of the Association shall be made annually by an auditor, accountant, or certified public accountant and a copy of the report shall be furnished to each member not later than March 1 of the year following the year for which the report is made.

ARTICLE IX

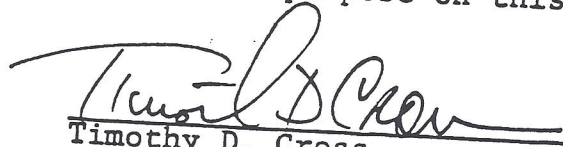
AMENDMENTS:

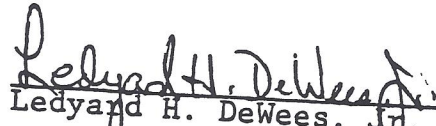
1. These By-Laws may be amended, at a regular or special meeting of the members, by a vote of a majority of members present in person or by proxy, provided that the notice to the members of the meeting disclosed the information that the amendment of the By-Laws was to be considered; provided, however, the provisions which are governed by the Articles of Incorporation of this Association may not be amended except as provided in the Articles of Incorporation or applicable law; and provided further that any matters stated herein to be or which are in fact governed by the Declaration of Restrictions and Protective Covenants referred to herein may not be amended except as provided in such covenants.

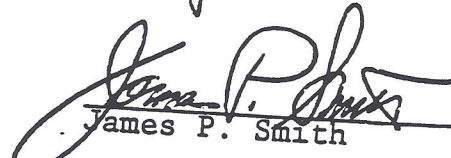
2. No Amendment affecting HIGHLAND PLACE, LTD. shall be effective without such partnership's written consent.

THE FOREGOING are the By-Laws of the HIGHLAND PLACE HOMEOWNERS ASSOCIATION, INC. and shall be the By-Laws of all residential lot owners at HIGHLAND PLACE. A true copy of these By-Laws is attached to the Declaration of Restrictions and Protective Covenants and for that purpose, have been joined in by the Developer, HIGHLAND PLACE, LTD. and referred to as such in the Declaration.


IN WITNESS WHEREOF, we, being all of the Directors of HIGHLAND PLACE HOMEOWNERS ASSOCIATION, INC. certify that the foregoing By-Laws of the said corporation were duly adopted by the Board of Directors in a meeting held for such purpose on this 15th day of December, 1984.


Timothy D. Cross


Ledyard H. DeWees, Jr.


James P. Smith

HIGHLAND PLACE, LTD.

By: 
General Partner

STATE OF FLORIDA)
 -)
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 15th day of December, 1984 by Timothy D. Cross, Ledyard H. DeWees, Jr., and James P. Smith.


Notary Public

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES JAN. 28 1985
BONDED THRU GENERAL INS. UNDERWRITERS