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FLORIDA NON-PROFIT CORPORATION

WESTOVER AT TAMPA PALMS HOMEOWNERS' ASSOCIATION, INC

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**ARTICLES OF INCORPORATION
OF WESTOVER AT TAMPA PALMS
HOMEOWNERS' ASSOCIATION, INC.**

THE UNDERSIGNED, in accordance with the provisions of Chapter 617, Florida Statutes, hereby makes, subscribes and acknowledges these Articles of Incorporation for the purpose of forming a not-for-profit corporation and certify the following:

ARTICLE 1. Name and Address. The name of the Corporation shall be Westover at Tampa Palms Homeowners' Association, Inc. For convenience, the Corporation shall be referred to in this instrument as the "Association." The principal office and mailing address of the Corporation shall be Post Office Box 47742, Tampa, Florida 33647 or such other address as may be designated by the Board of Directors from time to time.

ARTICLE 2. Purpose.

(a) The purposes for which the Association is organized are:

(i) to be and constitute the Association to which reference is made in the Declaration of Covenants, Conditions and Restrictions for Westover at Tampa Palms Homeowners' Association, Inc. (hereinafter the "Declaration");

(ii) to constitute a Neighborhood Association as that term is defined in the Master Declaration of Covenants, Conditions and Restrictions of Tampa Palms ("Master Declaration");

(iii) to establish any Master Land Use Plan and/or plat which is required by any governmental entity, and if such a plan or plat is created such plan or plat shall be part of the public records of Hillsborough County, Florida, as amended from time to time;

(iv) to perform all obligations and duties of the Association;

(v) to exercise all rights and powers of the Association, as specified therein, in the Bylaws and as provided by law; and

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(vi) to provide an entity for the furtherance of the interests of the Owners in the development.

(b) The Association shall make no distributions of income to its Members, directors or officers.

(c) All terms used herein which are not defined shall have the same meaning provided in the Declaration.

ARTICLE 3. Powers. The powers of the Association shall include and be governed by the following provisions:

(a) The Association shall have all of the common law and statutory powers of a corporation not-for-profit which are not in conflict with the terms of these Articles, the Declaration, and the Bylaws of this Association.

(b) The Association shall have all of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles, the Bylaws, or the Declaration, including, without limitation, the following:

(i) to fix and to collect assessments or other charges to be levied against the Units;

(ii) to manage, control, operate, maintain, repair, and improve property subjected to the Declaration, specifically the entry amenities, gate and roads in and through the Westover Subdivision or any other property for which the Association by Declaration or contract has a right or duty to provide such services;

(iii) to enforce covenants, conditions or restrictions affecting any property to the extent the Association may be authorized to do so under any Declaration or Bylaws;

(iv) to buy or otherwise acquire, sell, or otherwise encumber, exchange, leasehold, use, operate, and otherwise deal in and with real, personal, and mixed property of all kinds and any

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right or interest therein for the purpose of maintaining and operating the roads and entry amenities, including an entry gate facility;

(v) to borrow money for any purpose as may be limited in the Bylaws;

(vi) to enter into, make, perform, or enforce contracts of every kind and description and to do all other acts necessary, appropriate, or advisable in carrying out any purpose of the Association, with or in association with any other Association, corporation or other entity or agency, public or private;

(vii) to adopt, alter, and amend or repeal such Bylaws as may be necessary or desirable for the proper management of the affairs of the Association; provided, however, such Bylaws may not be inconsistent with or contrary to any provisions of the Declaration; and

(viii) to provide any and all supplemental municipal services as may be necessary or proper.

The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law; and the powers specified in each of the paragraphs of this Article 3 are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provision of Article 3.

ARTICLE 4. Members.

(a) The Association shall be a membership corporation without certificates or shares of stock.

(b) The Owner(s) of each Lot subject to the Declaration shall be a member of the Association and shall be entitled to vote in accordance with the formula set forth in the Declaration,

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except there shall be no vote for any Lot owned by the Association. The manner of exercising voting rights shall be determined by the Bylaws of the Association.

(c) Change of membership in the Association shall be established by recording in the public records of Hillsborough County, Florida, a deed or other instrument establishing record title to a Lot subject to the Declaration and written notice to the Association of such change in title. The Owner designated by such instrument thus becomes a Member of the Association and the membership of the prior owner is terminated.

(d) 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 of his Lot.

ARTICLE 5. Term. The Association shall be of perpetual duration.

ARTICLE 6. Directors.

(a) The affairs of the Association shall be conducted, managed, and controlled by a Board of Directors. The initial Board of Directors shall consist of three (3) directors. At the first meeting of the Members, a total of five board members shall be elected. The number of directors may be increased or decreased by a vote of the Board of Directors not less than sixty (60) days prior to the annual meeting to be effective at the next annual meeting.

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

James Norman	4907 Londonderry Drive, Tampa, Florida 33647
Adina Dyer	4815 Londonderry Drive, Tampa, Florida 33647
Mike Perez	4812 Londonderry Drive, Tampa, Florida 33647

(c) The method of election and term of office, removal and filling of vacancies shall be

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as set forth in the Bylaws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the Association and they shall serve at the pleasure of the Board of Directors as follows:

President

Vice President

Secretary

Assistant Secretary

Treasurer

ARTICLE 7. Bylaws. The Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the Bylaws.

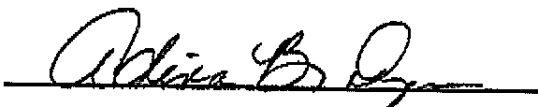
ARTICLE 8. Amendments. Amendments to the Articles of Incorporation may be proposed and adopted as provided in Chapter 617, Florida Statutes, provided that no amendment shall be effective to impair or dilute any rights of members that are governed by such Declaration.

ARTICLE 9. Subscriber. The name and address of the subscriber to these Articles of Incorporation is as follows:

Adina Dyer 4815 Londonderry Drive, Tampa, Florida 33647

ARTICLE 10. Registered Agent and Office. The initial registered office of the Corporation is Steven H. Mezer, Bush Ross Gardner Warren & Rudy, P.A., 220 S. Franklin Street, Tampa, Florida 33602.

IN WITNESS WHEREOF, the subscriber has hereunto affixed his signature this 7 day of August, 2001.



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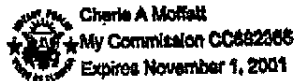
STATE OF FLORIDA

COUNTY OF Hillsborough

The foregoing Articles of Incorporation was acknowledged before me this 7th day of August, 2001 by Adina Britt Dyer, who, being duly sworn, is personally known to me or who has produced Driver's License as identification, and who severally acknowledged before me that she executed the same for the purposes expressed in such Articles.


Notary Public, State of Florida-at-Large

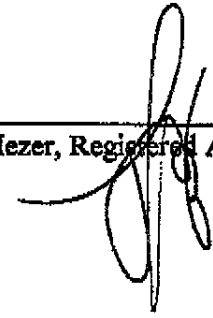
Cherie A. Moffatt
Print or Type Notary Signature



Commission Number:

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, having been designated as Registered Agent of WESTOVER AT TAMPA PALMS HOMEOWNER'S ASSOCIATION, INC., in its Articles of Incorporation, hereby accepts such designation and agrees to comply with the provisions of F.S. Section 48.091, relative to keeping the corporation's registered office open.


Steven H. Mezer, Registered Agent

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