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FLORIDA NON-PROFIT CORPORATION

COVEWOOD NEIGHBORHOOD ASSOCIATION, INC.

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**ARTICLES OF INCORPORATION
 OF
 COVEWOOD NEIGHBORHOOD ASSOCIATION, INC.
 (A Corporation Not for Profit)**

THE UNDERSIGNED to these Articles of Incorporation hereby proposes the incorporation under Chapter 617, Florida Statutes, of a corporation not for profit, and hereby makes, subscribes, acknowledges and files with the Secretary of State of the State of Florida, Articles of Incorporation, and hereby certifies as follows:

ARTICLE I: NAME AND LOCATION

The name of this corporation shall be **COVEWOOD NEIGHBORHOOD ASSOCIATION, INC.** (hereinafter referred to as the "Association"), and its initial office for the transaction of its affairs shall be 2764 Sunset Point Road, Suite 200, Clearwater, Florida 33759, and the initial Registered Agent at that address is James H. Kasper.

ARTICLE II: PURPOSES

This Association does not contemplate pecuniary gain or profit to the members thereof, and no distribution of income to its members, directors or officers shall be made, except that nothing herein shall prevent the Association from compensating persons who may be members, directors or officers in exchange for services actually rendered to, or costs actually incurred for the benefit of, the Association in furtherance of one or more of its purposes. The general purpose of this Association is to promote the common interests of the property owners in **COVEWOOD** (hereinafter referred to as the "Community"), and the specific purpose is to perform the functions of the Association contemplated in the Declaration of Neighborhood Covenants for the Community recorded in the public records of Hillsborough County, Florida (hereinafter referred to as the "Declaration"), as the same may in the future be amended, which purposes shall include but not be limited to:

- (a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration;
- (b) Fix, levy, collect and enforce payment, by any lawful means, all charges or assessments pursuant to the terms of the Declaration;
- (c) Sue and be sued;
- (d) Establish rules and regulations for the operation of the Community and the use of the Common Properties and Lots;
- (e) Own and convey property;
- (f) To pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association;
- (g) Maintain, repair and replace Common Properties as contemplated by the Declaration (which shall necessarily include all aspects of the surface water management system), to contract for services necessary for the operation of the Association and the Common Properties, and to enter into agreements for use of certain of the Common Properties by adjacent property owners; and
- (h) Have and exercise any and all other powers, rights and privileges of a not-for-profit corporation organized under the law of the State of Florida.

ARTICLE III: MEMBERSHIP AND VOTING RIGHTS

A. Eligibility. Every person, whether an individual, corporation or other entity, who is the record owner of a Lot or Unit that is subject to assessment pursuant to the Declaration shall become a member of the Association upon the recording of the instrument of conveyance. If title to a Lot or Unit is held by more than one person, each such person shall be a member. A Homeowner of more than one Lot or Unit is entitled to membership for each Lot or Unit owned. No person other than a Homeowner may be a member of the Association, and a membership in the Association may not be transferred except by the transfer of title to a Lot or Unit; provided, however, the foregoing does not prohibit the assignment of membership and voting rights by a Homeowner who is a contract seller to such Homeowner's vendee in possession.

If more than one person owns a fee interest in any Lot or Unit, all such persons are members, but there may be only one vote cast with respect to such Lot or Unit. Such vote may be exercised as the co-owners determine among themselves, but no split vote is permitted. Prior to any meeting at which a vote

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is to be taken, each co-owner must file a certificate with the secretary of the Association naming the voting co-owner entitled to vote at such meeting, unless such co-owners have filed a general voting certificate with the Secretary applicable to all votes until rescinded. Notwithstanding the foregoing, no separate certificate shall be necessary if title to any Lot or Unit is held in a tenancy by the entireties, and in such event either tenant is entitled to cast the vote for such Lot or Unit unless and until the Association is notified otherwise in writing by such co-tenants by the entireties.

B. Classes of Membership and Voting; Transfer of Control.

The Association shall have two (2) classes of voting membership: Class A and Class B. So long as there is Class B membership, "Class A Members" are all Homeowners except Declarant. Within the Class A membership category shall exist two separate classes: "Class A - Lot Members" shall be members of the Association who own Lots, and "Class A - Unit Members" shall be members of the Association who own Units. No Class A - Lot Members shall be entitled to cast a vote on matters pertaining solely to the Units, and no Class A - Unit Members shall be entitled to cast a vote on matters pertaining solely to the Lots. The "Class B Member" shall be Declarant. Upon termination of Class B membership, as provided below, Class A Members are all Homeowners, including Declarant so long as such Declarant is a Homeowner. **Subject to the provisions of Section A of this Article, all members, Class A or Class B, are entitled to cast one vote for each Lot or Unit owned; however, as provided in the Articles of Incorporation, the Class B Members are entitled to elect the Association's directors until termination of Class B membership.** There shall be no cumulative voting for Directors or any other matters.

The Class B membership will terminate and convert automatically to Class A membership, and transfer of control of the Association for the Members other than Declarant shall occur, upon the happening of any of the following, whichever occurs first:

(a) In accordance with HUD requirements, 90 days after 75% of the Lots and Units in all portions of the Community which are or may be ultimately subject to governance by the Association have been conveyed to thirty-party Homeowners; or

(b) When Declarant waives its rights to Class B membership, which waiver shall be evidenced by the recording of a certificate to such effect in the public records of Hillsborough County, Florida.

Upon termination of Class B membership, all provisions of the Declaration, Articles of Incorporation, or By-Laws referring to Class B membership will be obsolete and without further force or effect, including any provision requiring voting by classes of membership.

C. Transferability. Each membership is appurtenant to the Lot or Unit upon which it is based and is transferred automatically by conveyance of title to that Lot or Unit whether or not mention thereof is made in such conveyance of title.

ARTICLE IV: TERM OF EXISTENCE

The Corporation shall have perpetual existence. In the event the Corporation is dissolved, (a) the Corporation shall ensure that the maintenance of the surface water management system, is delegated, transferred or assigned to a similar not-for-profit corporation, and (b) that the assets of the Corporation shall be dedicated to a public body, or conveyed to a not-for-profit organization with similar purposes as the Corporation.

ARTICLE V: INCORPORATOR

The name and residence of the Incorporator to these Articles of Incorporation is the following:

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NAME

Robert S. Freedman

ADDRESS

Carlton, Fields, P.A.
 One Harbour Place
 777 S. Harbour Island Boulevard
 Tampa, Florida 33602-5799

ARTICLE VI: MANAGEMENT

The affairs of the Corporation shall be managed by its Board of Directors, which shall consist of not less than 3 nor more than 7 individuals, the precise number to be fixed in the By-Laws or by the Board of Directors from time to time. Directors shall be elected for one year terms by the members at the annual members' meeting, to be held as scheduled by the Board of Directors in the last quarter of each fiscal year in the manner prescribed in the By-Laws of the Association, and shall hold office until their respective successors are duly elected and qualified. The Board shall elect a President, a Vice President, and a Secretary-Treasurer of the Association, and such other officers as may, in the opinion of the Board, from time to time be necessary to adequately administer the affairs of the Association. Such officers are to hold office at the pleasure of the Board or until their successors are duly elected and qualified. Officers may be Directors. Officers and Directors must be members of the Association except with respect to those who are elected by the Class B members. Any individual may hold 2 or more corporate offices, except that the offices of President and Secretary-Treasurer may not be held by the same person. The officers shall have such duties as may be specified by the Board or the By-Laws of the Association. Vacancies occurring on the Board and among the officers shall be filled in the manner prescribed by the By-Laws of the Association.

Notwithstanding the foregoing, the Class B members shall have the right to elect all Directors as long as there shall be Class B membership, except that such Class B members, in their sole discretion, may voluntarily consent to the election of one director by the Class A members after 50% of the Lots and Units in the Community have been conveyed to Class A members.

ARTICLE VII: INITIAL OFFICERS

The names of the initial officers who are to serve until their successors are elected under the provisions of these Articles of Incorporation and the By-Laws are the following:

<u>Title</u>	<u>Identity</u>
President	James H. Kasper
Vice President	Robert E. Bass
Secretary-Treasurer	Christine M. Bass

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The number of persons constituting the initial Board of Directors of the Association shall be 3, and the names and addresses of the members of such first Board of Directors, who shall hold office until their respective successors are elected pursuant to the provisions of these Articles of Incorporation and the By-Laws, are the following:

James H. Kasper	2764 Sunset Point Road, Suite 200 Clearwater, Florida 33759
Robert E. Bass	2764 Sunset Point Road, Suite 200 Clearwater, Florida 33759
Christine M. Bass	2764 Sunset Point Road, Suite 200 Clearwater, Florida 33759

ARTICLE IX: BY-LAWS

The By-Laws of the Association shall be adopted by the initial Board of Directors, as constituted under Article VIII above, at the organizational meeting of the Board. Thereafter the By-Laws may be altered,

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amended, or rescinded by the affirmative vote of 2/3 of the Board of Directors, and after notice to the members, by the majority vote of Class A members, and the unanimous vote of the Class B members, present at any regular or special meeting of the membership.

However, no amendment to the By-Laws shall be valid which affects any of the rights and privileges provided to Declarant without the written consent of Declarant as long as Declarant shall own any portion of the Property.

ARTICLE X: AMENDMENTS

Amendments to these Articles of Incorporation shall be made in the following manner:

(a) The Board of Directors shall adopt a resolution setting forth a proposed amendment and, if members have been admitted, directing that it be submitted to a vote at a meeting of members, which may be either the annual or a special meeting. If no members have been admitted, the amendment shall be adopted by a vote of the majority of directors and the provisions for adoption by members shall not apply.

(b) Written notice setting forth the proposed amendment or a summary of the changes to be affected thereby shall be given to each member of record entitled to vote thereon within the time and in the manner provided by Florida Statutes for the giving of notice of meetings of members. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

(c) At such meeting, a vote of the members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving not less than 2/3 of the total voting interests entitled to cast Class A votes and a majority of the total voting interests entitled to cast Class B votes (if any).

Any number of amendments may be submitted to the members and voted upon by them at one meeting.

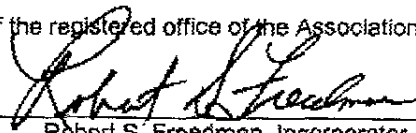
Notwithstanding any provision to the contrary, annexation of additional properties, dedication of Common Properties, and any amendments to this Declaration shall require the prior approval of HUD/VA for so long as there is a Class B membership.

ARTICLE XI: REGISTERED OFFICE AND AGENT

Pursuant to Section 48.091 and Section 607.0501, Florida Statutes, the name and address of the Initial Registered Agent for service of process upon the Association is:

James H. Kasper
2764 Sunset Point Road, Suite 200
Clearwater, Florida 33759

The above address is also the address of the registered office of the Association.


Robert S. Freedman, Incorporator

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STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 3rd day of November, 2003, by ROBERT S. FREEDMAN, being known to me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged to me that he executed the same as his free act and deed for the uses and purposes therein set forth. He is personally known to me.
My Commission Expires:

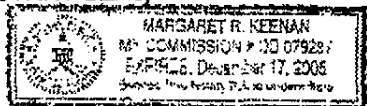
Margaret R. Keenan
(Signature)

Name _____
(Legibly Printed)

Notary Public, State of Florida

(Serial Number, if any)

(AFFIX NOTARY SEAL)



ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, having been named as registered agent and to accept service of process for COVEWOOD NEIGHBORHOOD ASSOCIATION, INC., hereby accepts the appointment as registered agent and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties and is familiar with and accepts the obligations of his position as registered agent.

James H. Kasper
James H. Kasper

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