

NO1000003450
LAW OFFICES OF
Charles D. Waller

Professional Association

ATTORNEY AT LAW

37927 LIVE OAK AVENUE
POST OFFICE BOX 1668
DADE CITY, FLORIDA 33526-1668

April 25, 2001

TELEPHONE:
(352) 567-4690
FAX: 567-1307

01 MAY 17 AM 9:16
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Division of Corporations
Secretary of State
Post Office Box 6327
The Capitol
Tallahassee, FL 32304

RE: TAMPA BAY GOLF AND TENNIS CLUB,
HOMEOWNERS ASSOCIATION, INC.

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-04/30/01-0109-005
*****78.75 *****78.75

Dear Sirs:

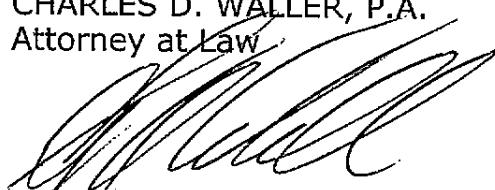
Enclosed is the signed original and one signed copy of the Articles of Incorporation for the above corporation. I have also enclosed a check in the amount of \$78.75 for the filing fees and certified copy fee.

Please process this at your earliest opportunity and return the certified copies of the Articles of Incorporation to this office.

Thank you for your assistance. If you have any questions, please do not hesitate to call me.

Very truly yours,

The Law Office of
CHARLES D. WALLER, P.A.
Attorney at Law



CDW/ch
Enclosures

5-17-01
5-17-01
APR 16
we



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 3, 2001

CHARLES D. WALLER, ESQ.
P. O. BOX 1668
DADE CITY, FL 33526-1668

SUBJECT: TAMPA BAY GOLF AND TENNIS CLUB, HOMEOWNERS
ASSOCIATION, INC.
Ref. Number: W01000009978

We have received your document for TAMPA BAY GOLF AND TENNIS CLUB, HOMEOWNERS ASSOCIATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6995.

Wanda Cunningham
Document Specialist
New Filing Section

Letter Number: 301A00026234

ARTICLES OF INCORPORATION OF
TAMPA BAY GOLF AND TENNIS CLUB, HOMEOWNERS
ASSOCIATION, INC. A FLORIDA NOT FOR PROFIT CORPORATION

The undersigned, acting as an incorporator of a corporation pursuant to Chapter 617 of the Florida Statutes, adopt the following articles of incorporation for the corporation:

ARTICLE I

NAME

The name of the corporation shall be TAMPA BAY GOLF AND TENNIS CLUB, HOMEOWNERS ASSOCIATION, INC.

The principal address of the corporation at the time of incorporation is 37927 Live Oak Avenue, City of Dade City, County of Pasco, Florida 33523.

01 MAY 17 AM 9:16
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II

DURATION

The duration of this corporation is perpetual unless dissolved according to law.

Corporate existence shall commence on the date these Articles of Incorporation are filed by the Department of State.

ARTICLE III

PURPOSE

(a) The specific and primary purpose for which this corporation is organized is to negotiate for, acquire and operate recreational facilities and other common areas on behalf of the homeowners of a subdivision, and

(b) The general purposes for which this corporation is organized are to erect, construct, purchase, repair, improve, maintain, and operate recreational, sports, and game facilities, buildings, and areas of every kind, including tennis courts, golf courses and swimming pools, for the benefit of its members and to promote social intercourse among them.

(c) This corporation is formed and shall be operated exclusively for pleasure, recreation and other nonprofit purposes. No part of any net earnings shall inure to the benefit of any member, trustee, or officer of the corporation except as provided by law.

(d) This corporation shall have and exercise all powers conferred on not for profit corporations under the laws of the State of Florida generally, and specifically as provided in the Florida Not for Profit Corporation Act, provided, however, that this corporation has no power to engage in any activity that in itself is not in furtherance of its purposes as set forth in paragraphs (a) through (c) of this Article III.

ARTICLE IV

QUALIFICATIONS AND ADMISSION OF MEMBERS

Membership shall be limited individuals (not corporations) who are lot owners in what is generally known as Tampa Bay Golf and County Club, located in Pasco County, Florida. The authorized number, qualifications, and manner of admission of members of this corporation, the different classes of membership, if any, the property, voting, and other rights and privileges of members, the liability of members for dues and/or assessments and the method of collection, and the termination and transfer of membership shall be as set forth in the bylaws of this corporation.

ARTICLE V

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the corporation's initial registered office is 37927 East Live Oak Avenue, City of Dade City, County of Pasco, Florida 33523 and the name of the corporation's initial registered agent at that address is CHARLES D. WALLER, ESQUIRE.

ARTICLE VI

BOARD OF DIRECTORS

The Board of Directors shall not be less than three and shall be selected at the first annual meeting or other meeting called to elect directors. Until that election, Charles D. Waller, Esquire 37927 Live Oak Avenue, Dade City, Florida 33523, Richard K. Brandedberry, 10815 Moshie

Lane, San Antonio, Florida 33576 and George Phillips, 11119 Moshie Lane, San Antonio, Florida 33576, herein named shall serve as the Director. The manner of selection is as stated in the bylaws.

ARTICLE VII

BASIS UNDER WHICH CORPORATION WAS ORGANIZED

The corporation is a not for profit corporation as defined by the Florida Not for Profit Corporation Act, FS §617.01401. As such, it is not organized for the pecuniary gain or profit of, and of the net earnings nor any part thereof is distributable to, its members, directors, officers, or other private persons except as specifically permitted under the provisions of the Florida Not for Profit Corporation Act.

ARTICLE VIII

MANAGEMENT OF CORPORATE AFFAIRS

(a) Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of five directors. The number of directors provided for in these articles of incorporation may be changed by a bylaw adopted by the members entitled to vote.

(b) Election of Directors. The method of electing directors shall be as set forth in the bylaws.

(c) Elective Officers. The officers of this corporation shall be a president, a vice-president, a secretary and a treasurer. Other offices and officers may be established or appointed by the members of this corporation at any regular annual meeting or any special meeting of members called for such a purpose. The qualifications, the time and manner of electing or appointing, the duties of, the terms of office, and the manner of removing officers shall be as set forth in the bylaws.

(d) Standing Committees. This corporation will have standing committees, to be elected by the Board of Directors as the needs arise. The powers and duties of these committees shall be as specified in the bylaws.

ARTICLE IX

INCORPORATORS

The name and address of the incorporator is CHARLES D. WALLER, ESQUIRE, Post Office Box 1668, 37927 Live Oak Avenue, Dade City, Pasco County, Florida 33526-1668.

ARTICLE X

INCOME FROM PUBLIC EVENTS

If this corporation holds any events in which members of the general public are invited to participate for a fee, the net proceeds, if any, attributable to participation by nonmembers will be paid over to an

organization that is exempt from federal income tax under 26 USCA §501(c)(3) on an annual basis, unless this corporation itself is a tax exempt organization under 26 USCA §501(c)(3).

ARTICLE XI

BYLAWS

Bylaws will be adopted at the first meeting of the board of directors. The bylaws may be amended, repealed, in whole or in part by the members in the manner provided in the bylaws. Any amendments to the bylaws shall be binding on all members of this corporation.

ARTICLE XII

AMENDMENTS OF ARTICLES

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of the voting members for their vote. Amendments may be adopted by a vote of two-thirds of the quorum of the voting members of the corporation in attendance at the meeting represented by proxy.

ARTICLE XIII

DISTRIBUTION ON DISSOLUTION

In the event of dissolution, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt as organizations described in 26 USCA §501(c)(3) or 170 (c)(2) or corresponding sections as subsequently amended, or to the federal, state, or local government to be used exclusively for public purposes.

ARTICLE XIV

INTERESTED DIRECTORS OR OFFICERS

No contract or other transaction between the corporation and any other firm, association, or corporation shall be affected or invalidated by reason of the fact that any one or more of the directors or officers of the corporation, is or are interested in, or is a member, director, or officer, or are members, directors, or officers, of any other firm or corporation. Any director or officer, individually or jointly, may be a party or parties to, or may be interested in, any contract or transaction of this corporation or in which this corporation or in which this corporation is interested, and no contract, act, or transaction of this corporation with any person or persons, firm, association, or corporation, shall be affected or invalidated by reason of the fact that any director or directors or officer or officers of this corporation is a party or are parties to, or interested in, the contract, act, or transaction, or in any way connected with the person or persons, firm, association, or corporation. Each person who may become a director or officer of this

corporation is relieved from any liability that might otherwise exist from contracting with this corporation for his or her benefit or for the benefit of any firm, association, or corporation in which he or she may be in any way interested.

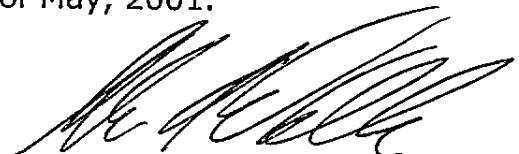
ARTICLE XV

POWERS

The powers of the corporation shall be as enumerated in the Florida Not For Profit Corporation Act (FS § 617.0302) and shall include, but not be limited to, the following:

- (a) To receive property by devise or bequest, subject to the laws regulating the transfer of property by will, and to otherwise acquire and hold all property, real or personal, including securities of other corporations.
- (b) To act as trustee under any trust incidental to the principal objects of the association, and to receive, hold, administer, and expend funds and property subject to a trust or trusts.
- (c) To convey, exchange, lease, mortgage, encumber, transfer on trust or otherwise dispose of all property, real or personal.
- (d) To borrow money, contract debts, issue bonds, notes, and debentures, and secure the payment or performance of its obligations.
- (e) To do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of the association.

IN WITNESS WHEREOF, the above-named Incorporator have hereunto
subscribed their names, this 14th day of May, 2001.

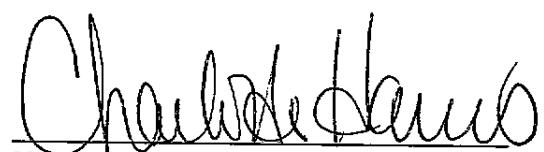


CHARLES D. WALLER, ESQUIRE
37927 Live Oak Avenue
Post Office Box 1668
Dade City, Florida 33526-1668

STATE OF FLORIDA
COUNTY OF PASCO

BEFORE ME, the undersigned officer, this day personally appeared CHARLES D. WALLER, ESQUIRE, to me well known and well known to me to be the person described in and who subscribed his name to the foregoing Articles of Incorporation and who acknowledged before me that he executed said Articles of Incorporation for the uses and purposes therein expressed and who produced _____ as proper identification.

WITNESS my hand and official seal at the County and State aforesaid this 14th day of May, 2001.



Notary Public

(SEAL)



Charlotte Harris
MY COMMISSION # CC832012 EXPIRES
July 23, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

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

IN COMPLIANCE WITH SECTIONS 48.091 AND 607.325,
FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

TAMPA BAY GOLF AND TENNIS CLUB, HOMEOWNERS ASSOCIATION
INC. A FLORIDA NOT FOR PROFIT CORPORATION, DESIRING TO ORGANIZE
OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS
PRINCIPAL PLACE OF BUSINESS AT THE CITY OF DADE CITY, STATE OF
FLORIDA, HAS NAMED CHARLES D. WALLER, ESQUIRE, LOCATED AT 37927
LIVE OAK, DADE CITY, STATE OF FLORIDA, 33523 AS ITS AGENT TO
ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: 
CHARLES D. WALLER, ESQUIRE
TITLE: Incorporator

DATE: MAY 14th, 2001

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY. FURTHER, I
CERTIFY THAT I AM FAMILIAR WITH AND AGREE TO COMPLY WITH THE
PROVISIONS OF ALL STATUTES, INCLUDING THE DUTIES AND
OBLIGATIONS PROVIDED FOR IN SECTION 607.325, RELATIVE TO THE
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE OF REGISTERED AGENT:

CHARLES D. WALLER
DATE: MAY 14th, 2001

01 MAY 17 AM 9:16
FILED
SECRETARY OF STATE
TALLAHASSEE, FLA.