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Division of Corporations

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DIVISION OF CORPORATIONS**FLORIDA NON-PROFIT CORPORATION****South Willow Avenue Townhouses Homeowners Associatio**

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ARTICLES OF INCORPORATION OF
SOUTH WILLOW AVENUE TOWNHOUSES HOMEOWNERS ASSOCIATION, INC.

The undersigned incorporator hereby adopts the following Articles of Incorporation for the purpose of forming a not-for-profit corporation under the "Florida Not-For-Profit Corporation Act."

ARTICLE I

CORPORATE NAME

The name of the Corporation shall be SOUTH WILLOW AVENUE TOWNHOUSES HOMEOWNERS ASSOCIATION, INC., hereinafter called the "Association." The principal business address and mailing address of the Association shall be 5010 West Kennedy Boulevard, Tampa, Florida 33609.

ARTICLE II

DURATION

The duration of the Association shall be perpetual.

ARTICLE III

DEFINITIONS

The terms used in these Articles shall have the same definitions and meanings as those set forth in the South Willow Avenue Townhouses Declaration of Restrictions, Covenants, Easements and Conditions to be recorded in the Public Records of Hillsborough County, Florida, unless herein provided to the contrary, or unless the context otherwise requires.

ARTICLE IV

COMMENCEMENT OF CORPORATE EXISTENCE

The corporate existence of the Association shall commence at the time these Articles of Incorporation are filed by the Department of State of the State of Florida.

ARTICLE V

PURPOSES AND POWERS

The Association is not organized for pecuniary profit or financial gain, and no part of the Association's assets or income

EXHIBIT "B" TO SOUTH WILLOW
AVENUE TOWNHOUSES
DECLARATION OF RESTRICTIONS,
COVENANTS, EASEMENTS AND CONDITIONS

PREPARED BY:

LAW OFFICES OF

DeLOACH & HOFSTRA, P. A.

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SEMINOLE, FL 33772

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FLA. BAR NO.: 229784

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shall inure to the benefit of any director, officer or Member of the Association except as may be authorized by the Board of Directors in accordance with the terms and provisions of the Bylaws of the Association with respect to the compensation of directors, officers or Members of the Association for the rendition of unusual or exceptional services to the Association.

The purposes for which the Association is formed, and the powers that may be exercised by the Board of Directors of the Association, are:

(a) To exercise such powers which are now or may hereafter be conferred by law upon an association organized for the purposes set forth herein, or which may be necessary or incidental to the powers so conferred; and

(b) To 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, as the same may be amended from time to time; and

(c) To promulgate or enforce rules, regulations, bylaws, covenants, restrictions or agreements to effectuate the purposes for which the Association is organized; and

(d) To purchase insurance for the protection of the Association, its Officers, its Directors and the Owners; and

(e) To sue and be sued.

The foregoing clauses shall be construed both as purposes and powers, and the enumeration of specific purposes and powers shall not be construed to limit or restrict in any way the purposes and powers of the Association that may be granted by applicable law and any amendments thereto.

ARTICLE VI

BOARD OF DIRECTORS

A. NUMBER AND QUALIFICATIONS. The business and affairs of the Association shall be managed and governed by a Board of Directors. The number of Directors constituting the initial Board of Directors shall be three (3). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws of the Association, but in no event shall there be less than three (3) Directors. Directors need not be Members of the Association nor residents of the Parcels.

B. DUTIES AND POWERS. All of the duties and powers of the Association existing under the Declaration, these Articles and the Bylaws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject to approval by Owners only when such approval is specifically required.

C. ELECTION; REMOVAL. Directors of the Association shall be elected at the Annual Meeting of the Members in the manner determined by and subject to the qualifications set forth in the

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Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

D. TERM OF INITIAL DIRECTORS. Declarant shall appoint the members of the first Board of Directors and their replacements, who shall hold office for the periods described in the Bylaws.

E. INITIAL DIRECTORS. The names and addresses of the first Board of Directors who shall hold office until their successors are elected and have taken office, as provided in the Bylaws are as follows:

<u>Name</u>	<u>Address</u>
Jeff Craft	5010 West Kennedy Blvd. Tampa, Florida 33609
James F. Landers	5010 West Kennedy Blvd. Tampa, Florida 33609
Malanie Lawler	5010 West Kennedy Blvd. Tampa, Florida 33609

ARTICLE VII

TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

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 officers or directors are officers or directors shall be invalid, void or voidable solely for this reason or solely because the officer or director is present at, or participates in, meetings of the board or committee thereof that authorized the contract or transaction, or solely because such officer's or director's votes are counted for such purpose. No director or officer of the Association shall incur liability by reason of the fact that such director or officer may be interested in any such contract or transaction. Interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee that authorized the contract or transaction.

ARTICLE VIII

OFFICERS

The affairs of the Association shall be administered by the officers holding the offices designated in the Bylaws. The officers shall be elected by the Board of Directors of the Association at its first meeting following the Annual Meeting of the Members and shall serve at the pleasure of the Board of Directors. The Bylaws may provide for the removal of officers, for the filling of vacancies and for the duties of the officers. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

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President
Vice President
Secretary/Treasurer

Malanie Lawler
James F. Landers
Jeff Craft

ARTICLE IX

MEMBERSHIP

Every person or entity who is a record title owner of any Parcel shall be a Member of the Association. Any person or entity who holds an interest in any Parcel merely as security for the performance of an obligation shall not be a Member of the Association. Membership in the Association is appurtenant to a Parcel and cannot be conveyed other than by conveyance of fee simple title to the Parcel.

ARTICLE X

AMENDMENT

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

A. **PROPOSAL.** Notice of the subject matter for a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered.

B. **ADOPTION.** The resolution for the adoption of a proposed amendment may be proposed by either a majority of the Board of Directors or by not less than one-fourth (1/4) of the Members. Directors and Members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, provided that the approval is delivered to the Secretary at or prior to the meeting. The approval must be by not less than a majority of the votes of all of the Members of the Association.

C. **LIMITATION.** No amendment shall make any changes in the qualifications for membership, nor in the voting rights or property rights of Members, nor any changes in Article V or Article XIII of the Articles entitled "Powers" and "Indemnification," respectively, without the approval in writing of all Members and the joinder of all record owners of mortgages on Parcels. No amendment shall be made that is in conflict with the Declaration or Bylaws, nor shall any amendment make changes that would in any way affect the rights, privileges, powers or options herein provided in favor of, or reserved to, Declarant, or an affiliate of Declarant, unless Declarant shall join in the execution of the amendment. No amendment to this Paragraph C of Article X shall be effective.

D. **DECLARANT'S AMENDMENT.** Declarant may amend these Articles consistent with the provisions of the Declaration allowing certain amendments to be effected solely by Declarant.

E. **RECORDING.** A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of applicable Florida law, and a copy certified by the Secretary of State shall be recorded in the Public Records of Hillsborough County, Florida.

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ARTICLE XI

BYLAWS

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

ARTICLE XII

INCORPORATOR

The name and address of the incorporator of the Association is:

Malanie Lawler
5010 West Kennedy Boulevard
Tampa, Florida 33609

ARTICLE XIII

INDEMNIFICATION

A. INDEMNITY. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, employee, officer or agent of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless (a) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith, or in a manner he reasonably believed to be in, or not opposed to, the best interests of the Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) such court further specifically determines that indemnification should be denied.

The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Association, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

B. EXPENSES. To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Paragraph A above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.

C. ADVANCES. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the

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Association in advance of the final disposition of such action, suit or proceeding upon the receipt of an undertaking by or on behalf of the affected director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Association as authorized in this Article XIII.

D. MISCELLANEOUS. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of members or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs and personal representatives of such person.

E. INSURANCE. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving, at the request of the Association, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

F. AMENDMENT. Notwithstanding anything herein to the contrary, the provisions of this Article XIII may not be amended without the prior written consent of all persons whose interest would be adversely affected by such amendment.

ARTICLE XIV

DISSOLUTION

The Association may be dissolved by a vote of eighty percent (80%) of the Members entitled to vote at any regular or special meeting; provided, however, that the proposed action is specifically set forth in the notice of any such meeting, and that, so long as Declarant owns at least one (1) Parcel, Declarant's written consent to the dissolution of the Association must first be obtained.

ARTICLE XV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Association is: 8640 Seminole Boulevard, Seminole, Florida 33772, and the name of the initial registered agent of the Association at said address is: Peter T. Hofstra.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 20 day of August 2001.


MALANIE LAWLER, Incorporator

LAW OFFICES OF

DeLOACH & HOFSTRA, P. A.

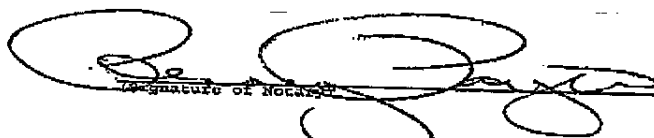
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FAX: (727) 393-5418

STATE OF FLORIDA

COUNTY OF Hillsborough

The foregoing instrument was acknowledged before me this
20 day of August, 2001, by MALANIE LAWLER, who is
personally known to me or who has produced Personally Known
Malanie Lawler as identification.



(Name of Notary, printed or stamped)



Penney Payton
Commission # DD 021614
Expires June 11, 2005
Bonded Through
Atlantic Bonding Co., Inc.

Notary Public

(Serial Number, if any)

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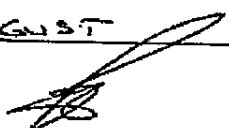
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

In compliance with the laws of Florida, the following is submitted:

That desiring to organize under the laws of the State of Florida, the corporation named in the foregoing Articles of Incorporation has named Peter T. Hofstra, whose address is 8640 Seminole Boulevard, Seminole, Florida 33772, County of Pinellas, State of Florida, as its statutory registered agent.

Having been named statutory agent of said corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Dated this 21st day of AUGUST, 2001.


PETER T. HOFSTRA, Registered Agent

kh\SOUTHWILLOW\articles of incorporation

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