

FROM: HOLLAND AND KNIGHT

FAX NO.: 4072445288

09-14-01 02:22P P.01

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Florida Department of State

Division of Corporations
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FLORIDA NON-PROFIT CORPORATION

Calabria Cove Homeowners Association, Inc.

Certificate of Status	0
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FROM: HOLLAND AND KNIGHT

FAX NO.: 4072445288

09-14-01 02:22P P.02



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 13, 2001

HOLLAND & KNIGHT PA

SUBJECT: CALABRIA COVE HOMEOWNERS ASSOCIATION, INC.
REF: W01000021299

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The registered agent and street address must be consistent wherever it appears in your document.

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Freida Chesser
Corporate Specialist
New Filings Section

FAX Aud. #: H01000099077
Letter Number: 901AD0051436

**ARTICLES OF INCORPORATION
OF
CALABRIA COVE
HOMEOWNERS ASSOCIATION, INC.
a corporation not for profit**

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TALLAHASSEE, FLORIDA
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Pursuant to the Florida Not for Profit Corporation Act, Chapter 617, Florida Statutes, the undersigned hereby delivers these Articles of Incorporation of Calabria Cove Homeowners Association, Inc.

ARTICLE I. NAME AND DURATION

The name of this corporation shall be CALABRIA COVE HOMEOWNERS ASSOCIATION, INC. (hereinafter referred to as the "Association"). The existence of the Association shall commence with the filing of these Articles of Incorporation with the Florida Secretary of State in Tallahassee, Florida. The Association shall exist in perpetuity.

ARTICLE II. REGISTERED AGENT AND OFFICE

Mr. Peter N. Small, whose address is Beazer Homes Corp., 215 N. Westmonte Drive, Altamonte Springs, Florida 32714, is hereby appointed the initial registered agent of this Association.

ARTICLE III. INITIAL PRINCIPAL OFFICE

The initial principal office of the Association shall be located at Beazer Homes Corp., 215 N. Westmonte Drive, Altamonte Springs, Florida 32714. The Association may change its principal office from time to time without amendment of these Articles of Incorporation.

ARTICLE IV. PURPOSE AND POWERS OF THE ASSOCIATION

A. The purpose and object of the Association shall be to administer the operation and management of, a subdivision located in Sanford, Florida (hereinafter "Community") more fully described in Exhibit "A" attached hereto, (hereinafter "Property") according to the Declaration of Covenants and Restrictions which is to be recorded in the Public Records of Seminole County, Florida ("Declaration"), and any additions thereto which may be brought into the jurisdiction of this Association by annexation under the terms and

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conditions as set forth in the Declaration by the Declarant under the Declaration, its successors and assigns (the "Declarant").

B. The Association does not contemplate pecuniary gain or profit to the Members thereof and shall undertake and perform all acts and duties incident to the operation, management, preservation and architectural control of the Property in accordance with the terms, provisions and conditions of these Articles of Incorporation, the Bylaws of the Association and the Declaration. The Association shall further promote the health, safety and welfare of the Members of the Association in the Community.

C. The Association shall have the following powers:

1. All of the powers and privileges granted to corporations not for profit under the laws of the State of Florida as the same may be amended from time to time as therein provided;

2. All of the powers reasonably necessary to implement and effectuate the purposes of the Association, including, without limitation, the power, authority and right to undertake all powers and duties set forth in the Declaration, these Articles and Bylaws as same may be amended from time to time, the Declaration and Bylaws being incorporated herein as if set forth in full;

3. The right to tax, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

4. The right to acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association and to annex such property owned by it to the Property under the Declaration;

5. The right to borrow money, and with the assent of two-thirds (2/3) of each class of Members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

6. The right to dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the Members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of Members, agreeing to such dedication, sale or transfer, provided, however, the Association shall have the right to grant

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required by the Declaration; and

8. The obligation to operate, maintain and manage the Master Surface Water Management System in a manner consistent with the St. Johns River Water Management District permit no. 42-117-68546-1 requirements and applicable District rules, and to assist in the enforcement of the Declaration which relate to the Master Surface Water Management System. The Association shall levy and collect adequate assessments against Members of the Association for the costs of maintenance and operation of the Master Surface Water Management System.

D. With respect to the Master Surface Water Management System, the Association shall have the following duties:

1. Each property owner shall be responsible for his pro rata share of the maintenance, operation and repair of the Master Surface Water Management System. "Master Surface Water Management System" means a system which is designed and constructed or implemented to control discharges which are necessitated by rainfall events, incorporating methods to collect, convey, store, absorb, inhibit, treat, use or reuse water to prevent or reduce flooding, over drainage, environmental degradation, and water pollution or otherwise affect the quantity and quality of discharges from the system, as permitted pursuant to Chapters 40C-4, 40C-40 and 40C-42, Florida Administrative Code.

2. The Association shall be responsible for the maintenance, operation and repair of the Master Surface Water Management System. Maintenance of the Master Surface Water Management System shall mean the exercise of practices which allow the systems to provide drainage, water storage, conveyance or other surface water or stormwater management capabilities as permitted by the St. Johns River Water Management District. The Association shall be responsible for such maintenance and operation. Any repair or reconstruction of the Master Surface Water Management System shall be as permitted, or if modified, as approved by the St. Johns River Water Management District.

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3. Any amendment to the Declaration which alters the Master Surface Water Management System, beyond maintenance in its original condition, including the water management portions of the Common Area, must have the prior approval of the St. Johns River Water Management District.

4. The St. Johns River Water Management District shall have the right to enforce, by a proceeding at law or in equity, the provisions contained herein which relate to the maintenance, operation, and repair of the Master Surface Water Management System.

5. To the extent it is impractical for an individual property owner to maintain, operate and repair the Master Surface Water Management System, or in any circumstance wherein the Association determines it to be in the best interest of the Association, the Association shall have all responsibility for maintenance, repair and operation of the Master Surface Water Management System.

ARTICLE V. QUALIFICATION OF MEMBERS

The qualification of Members, manner of their admission to and termination of membership shall be as follows:

A. Every person or entity who is a fee simple record owner of a fee interest in any Lot which is subject to the Declaration, including contract sellers, shall be a Member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separate from ownership of any Lot which is subject to the Declaration.

B. The membership of any person or entity shall be automatically terminated upon his being divested of his title or interest in such Lot; provided that nothing herein contained shall be construed as terminating the membership of any person or entity owning fee title to or a fee ownership interest in two or more Lots at any time while such person or entity shall retain fee title to or a fee ownership interest in any Lot.

C. Transfer of membership shall be recognized by the Association upon its being provided with a copy of the recorded deed conveying such fee simple title to a Lot to the new Member.

D. Except as an appurtenance to his Lot, no Member can assign, hypothecate or transfer in any manner, his membership in the Association or his interest in the funds and assets of the Association. The funds and assets of the Association shall belong solely to the Association subject to the limitation that the same be expended, held or used for the benefit of the membership and for the purposes authorized herein, in the Declaration, and the Bylaws hereof.

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ARTICLE VI. VOTING RIGHTS

There shall be two classes of voting memberships:

CLASS A. The Class A Members shall be Owners of a Lot as such is defined in the Declaration, with the exception of Declarant. A Class A Member shall be entitled to one vote for each Lot owned.

CLASS B. CLASS B: Class "B" member(s) shall be the Declarant as defined in this Declaration, and shall be entitled to nine (9) votes for each Lot owned by it in the Community. The Class "B" membership shall cease and be converted to Class "A" membership on the happening of any of the following events, whichever occurs earlier:

- a. Three (3) months after the date when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or
- b. Ten (10) years from recording of the Declaration in the Public Records of Seminole County, Florida.
- c. At such time as the Class B Member voluntarily relinquishes its right to nine (9) votes for each Lot.

Until the recordation of the Declaration in the Public Records of Seminole County, Florida, the membership of the Association shall be comprised of the subscribers to these Articles, each of whom shall be entitled to cast one vote on all matters upon which the membership would be entitled to vote.

When more than one person holds an interest in a Lot, all such persons shall be Members. The vote for such Lot shall be exercised by one person as they determine, and such person shall be designated as the holder of the vote. If a corporation, partnership, joint venture or other entity is a fee simple title holder to a Lot, such entity shall designate one person as the holder of the vote. In no event shall more than one vote be cast with respect to any Lot.

ARTICLE VII. BOARD OF DIRECTORS

A. Board of Directors; Selection; Terms of Office. The affairs of the Association shall be managed by a Board of Directors who need not be members of the Association. The initial Board of Directors shall consist of three (3) Directors who shall be selected by the Declarant. The Declarant shall have the sole right to appoint and remove any member or members of the Board of Directors of the Association so long as Declarant shall own ten percent (10%) or more of the Lots in the Property. Within three (3) months after Declarant owns less than ten percent (10%) of the Lots in the Property,

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the members of the Board shall be determined as set forth in Article VII herein. Declarant shall be entitled to elect at least one member of the Board of Directors as long as Declarant holds for sale in the ordinary course of business at least five percent (5%) of the Lots in the Property.

B. The names and addresses of the persons who are to serve as the initial Board of Directors until their successors are appointed or chosen, are as follows:

DIRECTOR:ADDRESS:

Mr. Ed Suchora

Beazer Homes Corp.
215 N. Westmonte Drive
Altamonte Springs, Florida 32714

Mr. Peter N. Small

Beazer Homes Corp.
215 N. Westmonte Drive
Altamonte Springs, Florida 32714

Mr. Marcus L. Watters, Jr.

Beazer Homes Corp.
215 N. Westmonte Drive
Altamonte Springs, Florida 32714

C. At the first annual meeting after termination of the Class B membership, there shall be elected one director for a term of one year, one director for a term of two years and one director for a term of three years; and at each annual meeting thereafter the Members shall elect one or two directors (being the same number of directors as those whose terms have expired) for a term of three years.

ARTICLE VIII. OFFICERS

A. The officers of the Association shall be a President, one or more Vice Presidents, Secretary and Treasurer, and if any, the Assistant Secretaries and Assistant Treasurers, who shall perform the duties of such offices customarily performed by like officers of corporations in the State of Florida subject to the directions of the Board of Directors.

B. Officers of the Association may be compensated in the manner to be provided in the Bylaws. The Board of Directors, or the President with the approval of the Board of Directors, may employ a managing agent, agency, and/or other managerial and supervisory personnel or entity to administer or assist in the administration of the operation and management of the Community and the affairs of the Association, and any and all such persons and/or entities must either be a Member, Director or officer of the Association

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or an officer, director or agent either of the Declarant or of a general partner of Declarant.

C. Election of Officers. The Declarant shall have the sole right to appoint and remove any officer of the Association so long as Declarant shall own ten percent (10%) or more of the total number of Lots in the Community. Thereafter, all officers shall hold office at the pleasure of the Board of Directors.

D. The persons who are to serve as officers of the Association until their successors are chosen are:

OFFICE:NAME:

President and
Vice President
Secretary
Treasurer

Mr. Peter N. Small
Mr. Ed Suchora
Mr. Marcus L. Watters, Jr.
Mr. Peter N. Small

E. The officers shall be elected by the Board of Directors at their annual meeting as provided in the Bylaws. Any vacancies in any office shall be filled by the Board of Directors at any meeting duly held.

F. The President shall be elected from the membership of the Board, but no other officer need be a Director. The offices of Secretary and Treasurer may be held by the same person. Without the approval of the Directors, no person shall simultaneously hold more than one of any of the other offices except Secretary and Treasurer.

ARTICLE IX. BYLAWS

A. The Board of Directors shall adopt by a majority vote the original Bylaws of the Association.

B. The Bylaws shall be amended by the procedure more fully set forth in the Bylaws and shall be approved by at least a majority of each class of membership.

ARTICLE X. AMENDMENT OF ARTICLES

Amendment of these Articles shall require the assent of seventy-five percent (75%) of the votes of each class of Members. When the Class B membership ceases and is converted to Class A membership, amendment of these Articles shall require the assent of seventy-five percent (75%) of only the votes of such Class A membership.

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ARTICLE XI. INDEMNITY

Every Director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or officer at the time such expenses are incurred, except in such cases where the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or other officer may be entitled.

ARTICLE XII. NON-PROFIT STATUS

No part of the income of this corporation shall be distributed to the Members except upon the dissolution or final liquidation and as permitted by the court having jurisdiction thereof.

ARTICLE XIII. MERGER AND DISSOLUTION

The Association shall have the right to participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, provided such merger or consolidation shall have the assent of two-thirds (2/3) of each class of Members.

The Association may be dissolved by the approval of two-thirds of the votes of each class of Members given in person, by proxy or by written consent. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created, including without limitation, the assignment of all the Association's obligations concerning the drainage facilities to an entity which would comply with Sections 40C-4, 40C-40 and 40C-42, Florida Administrative Code, and be approved by St. Johns River Water Management District prior to such termination, dissolution or liquidation. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non profit corporation, association, trust or other organization to be devoted to such similar purposes. This procedure shall be subject to court approval on dissolution pursuant to Florida Statutes, Chapter 617.

ARTICLE XIV. HUD/FHA/VA APPROVAL

As long as there is a Class B membership, provided any Lots are subject to mortgages held or insured by HUD/FHA/VA, the following actions will require prior approval of the Department of Housing and Urban Development, Federal Housing Administration, or the Veteran's Administration: annexation of

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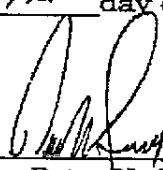
additional properties, mergers and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution, and amendment of these Articles.

ARTICLE XV. SUBSCRIBER

The name and address of the subscriber to these Articles is

Name: Mr. Peter N. Small
Address: Beazer Homes Corp.
215 N. Westmonte Drive
Altamonte Springs, Florida 32714

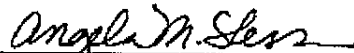
IN WITNESS WHEREOF, the undersigned subscriber has executed the foregoing Articles of Incorporation this 7th day of September 2001.



Name: Peter N. Small

STATE OF FLORIDA
COUNTY OF SEMINOLE

10th The foregoing Articles of Incorporation were acknowledged before me this day of September, 2001 by Peter N. Small, who is personally known to me ~~or who has produced~~ as identification.



Signature of Person Taking Acknowledgment

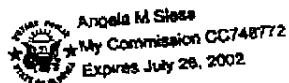
Print Name:

Title: Notary Public

Serial No. (if any)

Commission Expires:

Notary Stamp



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EXHIBIT "A"
Legal Description

THAT PART OF THE SOUTHEAST 1/4 OF SECTION 32, TOWNSHIP 19 SOUTH, RANGE 30 EAST AND THAT PART OF THE SOUTHWEST 1/4 OF SECTION 33, TOWNSHIP 19 SOUTH, RANGE 30 EAST, ALL IN SEMINOLE COUNTY, FLORIDA, BEING DESCRIBED AS FOLLOWS:

FOR A POINT OF REFERENCE COMMENCE AT THE NORTHEAST CORNER OF THE NORTHWEST 1/4 OF THE SOUTHWEST 1/4 OF SAID SECTION 33; THENCE RUN N89°43'21"W ALONG THE NORTH LINE OF THE SOUTHWEST 1/4 OF SAID SECTION 33 FOR A DISTANCE OF 673.36 FEET TO THE EAST LINE OF THE WEST 1/2 OF THE NORTHWEST 1/4 OF THE SOUTHWEST 1/4 OF SAID SECTION 33; THENCE RUN S00°50'30"E ALONG SAID EAST LINE OF THE WEST 1/2 OF THE NORTHWEST 1/4 OF THE SOUTHWEST 1/4 FOR A DISTANCE OF 997.21 FEET TO THE NORTH LINE OF THE SOUTH 5 CHAINS OF THE WEST 11 1/2 CHAINS OF THE NORTHWEST 1/4 OF THE SOUTHWEST 1/4 OF SAID SECTION 33 AND THE POINT OF BEGINNING (ALSO KNOWN AS POINT "A"); THENCE RUN S89°45'58"E ALONG SAID NORTH LINE OF THE SOUTH 5 CHAINS OF THE WEST 11 1/2 CHAINS OF THE NORTHWEST 1/4 OF THE SOUTHWEST 1/4 FOR A DISTANCE OF 2.51 FEET TO THE WESTERLY RIGHT OF WAY LINE OF OREGON AVENUE; THENCE RUN S00°06'39"W ALONG SAID WESTERLY RIGHT OF WAY LINE OF OREGON AVENUE FOR A DISTANCE OF 330.00 FEET TO THE SOUTH LINE OF THE NORTHWEST 1/4 OF THE SOUTHWEST 1/4 OF SAID SECTION 33; THENCE RUN N89°45'58"W ALONG SAID SOUTH LINE OF THE NORTHWEST 1/4 OF THE SOUTHWEST 1/4 FOR A DISTANCE OF 663.60 FEET TO THE EAST LINE OF THE NORTHEAST 1/4 OF THE SOUTHEAST 1/4 OF SAID SECTION 32; THENCE RUN N89°54'57"W ALONG THE SOUTH LINE OF THE NORTHEAST 1/4 OF THE SOUTHEAST 1/4 OF SAID SECTION 32 FOR A DISTANCE OF 1297.75 FEET; THENCE RUN N10°40'11"E FOR A DISTANCE OF 338.47 FEET TO THE NORTH LINE OF THE SOUTH 1/4 OF THE NORTHEAST 1/4 OF THE SOUTHEAST 1/4 OF SAID SECTION 32; THENCE RUN S89°52'41"E ALONG SAID NORTH LINE OF THE SOUTH 1/4 OF THE NORTHEAST 1/4 OF THE SOUTHEAST 1/4 FOR A DISTANCE OF 1228.52 FEET TO THE AFORESAID EAST LINE OF THE NORTHEAST 1/4 OF THE SOUTHEAST 1/4 OF SAID SECTION 32; THENCE RUN S01°08'02"E ALONG SAID EAST LINE OF THE NORTHEAST 1/4 OF THE SOUTHEAST 1/4 FOR A DISTANCE OF 1.89 FEET TO THE AFORESAID NORTH LINE OF THE SOUTH 5 CHAINS OF THE WEST 11 1/2 CHAINS OF THE NORTHWEST 1/4 OF THE SOUTHWEST 1/4 OF SAID SECTION 33; THENCE RUN S89°45'58"E ALONG SAID NORTH LINE OF THE SOUTH 5 CHAINS OF THE WEST 11 1/2 CHAINS OF THE NORTHWEST 1/4 OF THE SOUTHWEST 1/4 FOR A DISTANCE OF 668.26 FEET TO THE POINT OF BEGINNING.

TOGETHER WITH;

COMMENCE AT THE AFOREMENTIONED POINT "A"; THENCE RUN S89°45'58"E ALONG AFORESAID NORTH LINE OF THE SOUTH 5 CHAINS OF THE WEST 11 1/2 CHAINS OF THE NORTHWEST 1/4 OF THE SOUTHWEST 1/4 FOR A DISTANCE OF 52.51 FEET TO THE EASTERLY RIGHT OF WAY LINE OF SAID OREGON AVENUE AND THE POINT OF BEGINNING; THENCE CONTINUE S89°45'58"E ALONG SAID NORTH LINE OF THE SOUTH 5 CHAINS OF THE WEST 11 1/2 CHAINS OF THE NORTHWEST 1/4 OF THE SOUTHWEST 1/4 FOR A DISTANCE OF 38.45 FEET TO THE EAST LINE OF SAID SOUTH 5 CHAINS OF THE WEST 11 1/2 CHAINS OF THE NORTHWEST 1/4 OF THE SOUTHWEST 1/4; THENCE RUN S01°08'02"E ALONG SAID EAST LINE OF THE SOUTH 5 CHAINS OF THE WEST 11 1/2 CHAINS OF THE NORTHWEST 1/4 OF THE SOUTHWEST 1/4 FOR A DISTANCE OF 330.09 FEET TO AFORESAID SOUTH LINE OF THE NORTHWEST 1/4 OF THE SOUTHWEST 1/4 OF SECTION 33; THENCE RUN N89°50'45'58"W ALONG SAID SOUTH LINE OF THE NORTHWEST 1/4 OF THE SOUTHWEST 1/4 FOR A DISTANCE OF 45.62 FEET TO SAID EASTERLY RIGHT OF WAY LINE OF OREGON AVENUE; THENCE RUN N00°06'39"E ALONG SAID EASTERLY RIGHT OF WAY LINE OF OREGON AVENUE FOR A DISTANCE OF 330.00 FEET TO THE POINT OF BEGINNING.

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FROM: HOLLAND AND KNIGHT
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FAX NO.: 4872445288

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**CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE
FOR SERVICE OF PROCESS WITHIN THIS STATE,
NAMING REGISTERED AGENT UPON WHICH
PROCESS MAY BE SERVED**

PURSUANT to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

THAT, CALABRIA COVE HOMEOWNERS ASSOCIATION, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the City of Altamonte Springs, County of Seminole, State of Florida, has named as its Registered Agent Peter N. Small, ~~in the City of~~ 215 N. Westmonte Drive, Altamonte Springs, County of Seminole, State of Florida, 32714, to accept service of process within this State.

ACKNOWLEDGMENT

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 and agree to comply with the provisions of said Act relative to keeping open said office.


Name: Peter N. Small

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