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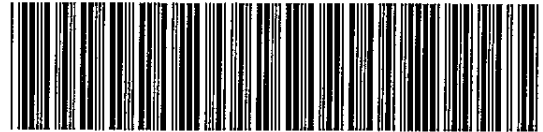
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Tankel, Vallar & Weaver

Attorneys at Law

A Partnership of Professional Associations

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Dunedin, FL 34698

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September 17, 2003

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: Indian Hills Subdivision, Inc.

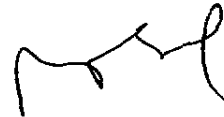
To Whom it May Concern:

Enclosed herewith is the original and one (1) copy of the Articles of Incorporation and a check in the amount of \$78.75 to cover the filing fee and have a certified copy returned to me. Please return same to me at your earliest convenience in the self addressed, stamped envelope.

If you have any questions with regard to this matter, please feel free to contact me at the above listed telephone number.

Sincerely yours,

ROBERT L. TANKEL, P.A.



Robert L. Tankel

RLT/wb
Enclosure(s)



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

RECEIVED
03 OCT -2 AM 11:08
SECRET
TALLAHASSEE, FLORIDA

September 25, 2003

ROBERT L. TANKEL, ESQUIRE
1022 MAIN ST STE D
DUNEDIN, FL 34698

SUBJECT: INDIAN HILLS SUBDIVISION, INC.
Ref. Number: W03000027586

We have received your document for INDIAN HILLS SUBDIVISION, 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):

You must list the corporation's principal office and/or a mailing address in the document.

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) 245-6933.

Dale White
Document Specialist
New Filings Section

Letter Number: 303A00052896

*please see
attached.
Sorry for the
inconvenience.
(added as Article #)*

ARTICLES OF INCORPORATION
of
INDIAN HILLS SUBDIVISION, INC.

FILED
03 OCT -2 PM 3:18
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a nonprofit corporation under Chapter 617 of the Florida Statutes and on behalf of a majority of the residents of Indian Hills Subdivision, does make and adopt the following Articles of Incorporation:

ARTICLE I
NAME

The name of this corporation shall be INDIAN HILLS SUBDIVISION, INC., hereinafter referred to as the "Association".

ARTICLE II
ADDRESS

The principal office of the Association is located at 802 Tomahawk Trail, Brandon, Florida 33511.

ARTICLE III
TERM

The term of the Association shall be perpetual.

ARTICLE IV
NOT FOR PROFIT

The Association is a corporation not for profit as defined in Section 617.01401(5), of the Florida Statutes (1995). The Association is not formed for pecuniary profit. No part of the income or assets of the Association is distributable to its members, directors or officers, except to the extent

permissible under law.

ARTICLE V PURPOSES

The Association is organized, and shall be operated exclusively, for the following purposes:

A. To enforce the Declaration of Protective Covenants, Conditions and Restrictions of Indian Hills Subdivision (the "Declaration") recorded in the Public Records of Hillsborough County, Florida, consisting of single family residences in Hillsborough County, Florida to be the Association referred to in said Declaration.

B. To exercise all rights and power conferred by the laws of the State of Florida upon nonprofit corporations, including without limiting the generality of the foregoing to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

C. To do such other things as are incidental to the purposes of the Association or necessary or desirable in order to accomplish them.

ARTICLE VI LIMITATION

No part of the net earnings of the Association shall inure to the benefit of or to be distributable to its Members, Directors or Officers, but the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV (Purposes) hereof.

ARTICLE VII
GENERAL 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 not in conflict with the terms of these Articles or the Declaration.

B. The Association shall have all of the powers and duties set forth in the Declaration, and all of the powers and duties reasonably necessary to operate the Association or the development pursuant to the Declaration as it may be amended from time to time, including but not limited to the following:

- (1) To make and collect assessments against members to defray the costs, expenses and losses of the Association.
- (2) To use the proceeds of assessments in the exercise of its powers and duties.
- (3) To maintain, repair, replace and operate the Association's property, including easements.
- (4) To purchase insurance upon the Association's property and insurance for the protection of the Association.
- (5) To reconstruct improvements on the Association's property after casualty and to further improve the Association's property.
- (6) To make and amend reasonable regulations respecting the use of the Association's property; provided, however, that all such regulations and their amendments shall be approved by a majority of the Board of

Directors before such shall become effective.

- (7) To enforce by legal means the provisions of the Declaration, these Articles, the By-Laws of the Association and the regulations for the use of the Association's property.
- (8) To contract for the management and maintenance of the Association and to authorize the management agent to assist the Association in carrying out its powers and duties by performing such functions as the collection of assessments, preparation of records, enforcement of rules and maintenance of the Association's property.
- (9) To employ personnel to perform the services required for the proper operation of the Association.
- (10) To acquire and enter into agreements whereby it acquires leaseholds, memberships or other possessory or use interests in lands or facilities, including, but not limited to, country clubs, golf courses, marinas, and other recreational facilities, whether or not contiguous to the lands of the development, intended to provide for the enjoyment, recreation or other use or benefit of the members.
- (11) To enter into agreements for the maintenance, replacement, or repair of any properties used in common with others such as, but not limited to, roads or subdivision type improvements.
- (12) To pay liens to charges assessed against the Association's property.

C. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration.

ARTICLE VIII
MEMBERS

A. The Members shall consist of the property owners in Indian Hills Subdivision, which property is described in the Declaration, and all such property owners shall be members of the Association.

B. The Members shall be entitled to one vote for each lot owned. When more than one person or entity holds an interest in any lot, all such persons or entities shall be members. The vote for such lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any lot.

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 a record title to a lot and the delivery to the Association of a certified copy of such instrument. The owner designated by such instrument thus becomes a member of the Association and the membership of the prior owners is terminated with respect to that lot.

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 to his or her lot.

ARTICLE IX
DIRECTORS

A. The affairs of the Association will be managed by a Board consisting of the number of Directors determined by the By-Laws, but not less than five (5) nor more than seven (7). Directors must be members of the Association.

B. The initial Directors named in the Articles of Incorporation shall serve until the first annual meeting of Members. At the first annual meeting, and thereafter, all Directors shall be elected

by the Members at their annual meeting in the manner determined by the By-Laws. Additionally, Directors may be removed and vacancies on the Board of Directors filled in the manner provided in the By-Laws.

C. The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified as provided in the By-Laws, or until removed as provided in the By-Laws, are as follows:

<u>Name</u>	<u>Address</u>
Dan Prenatt	802 Tomahawk Trail Brandon, Florida 33511
Marc Blaiwes	801 Tomahawk Trail Brandon, Florida 33511
Karen Carter	402 Copperleaf Circle Brandon, Florida 33511
Tammi Morris	302 Apache Trail Brandon, Florida 33511
Brad Janss	502 Apache Trail Brandon, Florida 33511
Bruce Cohen	303 Apache Trail Brandon, Florida 33511
Carolyn Miller	404 Apache Trail Brandon, Florida 33511

ARTICLE X OFFICERS

The affairs of the Association shall be administered by the Officers designated in the By-Laws. The Officers shall be elected by the Board of Directors at its first meeting following the annual meeting of Members and shall serve at the pleasure of the Board of Directors. The names and

addresses of the Officers who shall serve until their successors are designated by the Board of Directors are as follows:

Dan Prenatt - President
802 Tomahawk Trail
Brandon, Florida 33511

Marc Blaiwes - Vice President
801 Tomahawk Trail
Brandon, Florida 33511

Karen Carter - Treasurer
402 Copperleaf Circle
Brandon, Florida 33511

Tammi Morris - Secretary
302 Apache Trail
Brandon, Florida 33511

ARTICLE XI INDEMNIFICATION

Every Director and every Officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorney's fees, reasonably incurred by or imposed upon him/her in connection with any proceeding or settlement of any proceeding to which he/she may be a part or in which he/she may become involved by reason of his/her being or having been a Director or Officer of the Association, whether or not he/she is a Director or Officer at the time such expenses are incurred, except when the Director or Officer is adjudged guilty of gross negligence or willful misconduct in the performance of his/her duties; provided, that in the event of a settlement, the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be

entitled.

ARTICLE XII BY-LAWS

The first By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided for herein for the amendment of these Articles.

ARTICLE XIII AMENDMENTS

Amendments of the Articles of Incorporation shall be adopted in the following manner:

A. Notice of the subject matter of a proposed amendment shall be included in the notice to the Members of any meeting at which a proposed amendment is to be considered. Except as otherwise provided herein or in the Declaration, a resolution adopting a proposed amendment shall require the approval of Members entitled to vote not less than three-fourths (3/4) of the votes of the Association.

B. The Articles may also be amended without a meeting by the written joinder and consent to the amendment by all of the Directors and all of the Members.

C. No amendment shall make any changes in the qualifications for membership nor the voting rights of Members without approval in writing by all members and the joinder of all mortgagees who hold mortgages on the lots. No amendment shall be made that is in conflict with the Declaration.

D. Amendments shall not be effective until a copy certified by the Association as having been properly adopted has been recorded in the Public Records of Hillsborough County.

ARTICLE XIV
INCORPORATOR

The name and address of the incorporator of the Association and subscriber of these Articles of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
Robert L. Tankel	1022 Main Street, Suite D Dunedin, Florida 34698

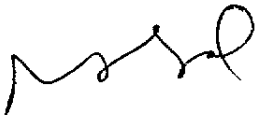
ARTICLE XV
REGISTERED OFFICE AND AGENT

The street address of the Association's initial registered office is 1022 Main Street, Suite D, Dunedin, Florida 34698, and the name of the Association's initial registered agent at such office is Robert L. Tankel, Esquire.

ARTICLE XVI
DISSOLUTION

The Association shall not be voluntarily dissolved without the prior approval of a majority of the Board of Directors and a majority of the Members. In the event of such voluntary dissolution, the Association's common areas shall be either dedicated to a public body or conveyed to a nonprofit organization with similar purposes.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 29 day of September, 2003.



ROBERT L. TANKEL

STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared before me Robert L. Tankel. Known to me and known by me to be the person who executed the foregoing Articles of Incorporation, who took an oath, and he/she acknowledged before me that he/she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 29th day of September, 2003.


NOTARY PUBLIC, STATE OF FLORIDA

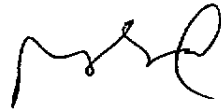
My Commission Expires:



Wacey Bates
Commission # DD 021461
Expires June 9, 2005
Bonded Thru
Atlantic Bonding Co., Inc.

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

THIS IS TO CERTIFY that I, ROBERT L. TANKEL, do hereby accept the designation as Registered Agent for INDIAN HILLS SUBDIVISION, INC. Further, that the registered office of INDIAN HILLS SUBDIVISION, INC., shall be maintained at 1022 Main Street, Suite D, Dunedin, Florida 34698.



ROBERT L. TANKEL
As Registered Agent for
INDIAN HILLS SUBDIVISION, INC.
1022 Main Street, Suite D
Dunedin, Florida 34698

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SECRETARY OF STATE
TALLAHASSEE FLORIDA