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TALLAHASSEE, FLORIDA

FLORIDA NON-PROFIT CORPORATION

Waterbridge Homeowners' Association, Inc.

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ARTICLES OF INCORPORATION
OF

WATERBRIDGE HOMEOWNERS' ASSOCIATION, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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The undersigned incorporator, a resident of the State of Florida and of full age, hereby makes, subscribes, acknowledges and files with the Department of the State of Florida these Articles of Incorporation for the purpose of forming a corporation not for profit under the laws of the State of Florida.

ARTICLE I
NAME

The name of this corporation is WATERBRIDGE HOMEOWNERS' ASSOCIATION, INC., a Florida corporation not for profit (hereinafter called "Association" in these Articles).

ARTICLE II
OFFICE AND REGISTERED AGENT

The Association's registered office and mailing address is 1560 Orange Avenue, Winter Park, Florida 32789. The Association's registered agent is JONATHAN L. AUVIL, ESQUIRE, who maintains a business office at 37837 Meridian Avenue, Suite 314, Dade City, Florida 33525. Both this Association's registered office and registered agent may be changed from time to time by the Board of Directors as provided by law.

ARTICLE III
PURPOSE

This Association does not contemplate pecuniary gain or profit to its members and the specific purpose for which it is formed are to provide for the maintenance, preservation and architectural control of common areas and residential lots within that certain tract of property (hereinafter called the "Properties") in Hillsborough County, Florida, and more particularly described as:

SEE EXHIBIT "A" ATTACHED HERETO.

ARTICLE IV
POWERS

Without limitation this Association is empowered to:

(a) Declaration. Exercise all rights, powers, privileges, and perform all duties of this Association set forth in that certain Declaration of Covenants, Conditions and Restrictions for WATERBRIDGE (hereinafter called the "Declaration") applicable to the Properties and

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recorded or to be recorded in the Public Records of Pasco County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth in full;

(b) Property. In any lawful manner, acquire, own, hold, improve, manage, operate, maintain, repair, replace, convey, sell, lease, transfer, assign, and otherwise dispose of property of any nature whatsoever, real, personal, or mixed, tangible or intangible, in connection with this Association's affairs;

(c) Assessments. Fix, levy, collect, and enforce by any lawful means all charges or assessments established by, or pursuant to, the Declaration; and to use and expend the proceeds of assessments in the exercise of its powers and duties hereunder;

(d) Costs. Pay all costs, expenses, and obligations lawfully incurred in connection with this Association's affairs including, without limitation, all licenses, taxes, or other governmental charges levied or imposed against this Association's property;

(e) Borrowing. Borrow money and, with the approval of two-thirds (2/3) of each class of members, mortgage, pledge, deed in trust, hypothecate, assign, grant security interest in, or otherwise transfer any or all of its property as security for money borrowed, debts incurred, or any of its other obligations;

(f) Dedications. With the approval of two-thirds (2/3) of each class of members, dedicate, sell or transfer all or any part of its property to any public agency, authority, or utility for such purposes, and subject to such conditions, as two-thirds (2/3) of each class of members determine;

(g) Mergers. With the approval of two-thirds (2/3) of each class of members, participate in mergers and consolidations with other non-profit corporations organized for similar purposes;

(h) Rules. From time to time adopt, alter, amend, rescind, and enforce reasonable rules and regulations governing the use of the Lots and Common Area (as those terms are defined in the Declaration) consistent with the rights and duties established by the Declaration and these Articles;

(i) General. Have and exercise all common law rights, powers, and privileges and those that a corporation not for profit may now or hereafter have or exercise under the laws of the State of Florida, together with all other rights, powers, and privileges reasonably to be implied from the existence of any right, power, or privilege so granted, or granted by the Declaration or these Articles, or reasonably necessary to effectuate the exercise of any right, power, or privilege so granted;

(j) Enforcement. To enforce by legal means the obligations of the members of this Association and the provisions of the Declaration;

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(k) Litigation. To sue or be sued;

(l) Surface Water Management. Operate and maintain the surface water management system facilities, including all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, flood plain compensation areas, wetlands and any associated buffer areas, and wetland mitigation areas, and to contract for services for operation and maintenance of the surface water management system facilities;

(m) Other. Engage in all lawful acts permitted or authorized by law.

ARTICLE V MEMBERSHIP

Every person who from time to time holds the record fee simple title to, or any undivided fee simple interest in, any Lot that is subject to the provisions of the Declaration is a member of this Association, including contract sellers, but excluding all other persons who hold any interest in any Lot merely as security for the performance of an obligation. An Owner of more than one Lot is entitled to one membership for each Lot owned. Membership is appurtenant to, and may not be separated from, ownership of at least one Lot that is subject to the provisions of the Declaration, and membership may not be transferred other than by transfer of title to such Lot. Each membership is transferred automatically by record conveyance or other transfer of title of a Lot.

ARTICLE VI VOTING RIGHTS

The voting rights of members are as set forth in the Declaration.

ARTICLE VII BOARD OF DIRECTORS

Section 1. This Association's affairs are managed by a Board of Directors initially comprised of three Directors. The number of Directors from time to time may be changed by amendment to this Association's By-Laws, and at all times it shall be no fewer than three (3) members nor more than seven (7) members. The initial Directors named below shall serve until this Association's first annual meeting. The term of office for all Directors is one year. Before any such annual meeting occurring after the Class "B" Control Period (as defined in the Declaration) expires, all vacancies occurring on the Board of Directors, if any, will be filled by majority vote of the remaining Directors, even if less than a quorum. Any Director may succeed himself or herself in office. All Directors will be elected by secret written ballot. Each member may vote for each vacancy; however, cumulative voting is not permitted. Directors need not be Association members.

Section 2. The names and addresses of the persons who will serve as Directors until their successors have been duly elected and qualify, unless they sooner die, resign, or are removed, are:

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Names and Addresses: WILLIAM P. STAUDUHAR
1560 Orange Avenue
Winter Park, FL 32789

THOMAS S. LIEBRECHT
318 Whitaker Road
Lutz, FL 33549

STEWART G. SMITH
4102 Causeway Blvd.
Tampa, FL 33619.

ARTICLE VIII
DURATION

This Association exists perpetually.

ARTICLE IX
DISSOLUTION

This Association may be dissolved in the manner from time to time provided by the laws of the State of Florida and with the consent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of this Association in any manner other than incident to a merger or consolidation, all of this Association's assets, together with the control or right of access to any property containing the surface water management system facilities, shall be conveyed or dedicated to an appropriate governmental unit or public utility to be used for purposes similar to those for which this Association was created. If any such conveyance or dedication is refused, such assets, together with the control or right of access to any property containing the surface water management system facilities shall be granted, conveyed, and assigned to a non-profit corporation or other organization similar to the Association and devoted to such similar purposes. In no event, however, may any assets inure to the benefit of any member or other private individual.

ARTICLE X
BY-LAWS

This Association's By-Laws will initially be adopted by the Board of Directors. Thereafter, the By-Laws shall be altered, amended, or rescinded solely by the approval of the Board of Directors. In certain circumstances set forth in the Declaration or as may be set forth in any future supplemental declaration the Members may have authority to approve amendments to the By-Laws; in those circumstances such provisions shall control the alteration, amendment or rescission the By-Laws.

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ARTICLE XI
AMENDMENTS

Amendments to these Articles may be proposed and adopted in the manner from time to time provided by the laws of the State of Florida. In certain circumstances set forth in the Declaration or as may be set forth in any future supplemental declaration the Members may have authority to approve amendments to these Articles by a different percentage than established by law; in those circumstances such provisions shall control the amendment to these Articles.

ARTICLE XII
INTERPRETATION


Express reference is made to the Declaration where necessary to interpret, construe, and clarify the provisions of these Articles. Without limitation, all terms defined in the Declaration have the same meaning where used in these Articles. By subscribing and filing these Articles, the incorporator intends for its provisions to be consistent with the provisions of the Declaration and to be interpreted, construed, and applied with those of the Declaration to avoid inconsistencies or conflicting results.

ARTICLE XIII
INCORPORATOR

The name and residence of the incorporator is:

Name: Jonathan L. Auvil
Address: 37837 Meridian Avenue, Suite 314
Dade City, Florida 33525.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, I, the undersigned, constituting the incorporator of this Association, have executed these Articles of Incorporation this October 22, 2003.


Jonathan L. Auvil
Incorporator

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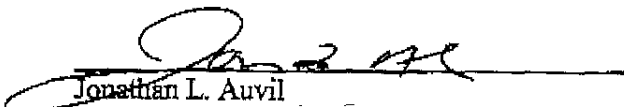
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE
SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA AND NAMING
THE
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

WATERBRIDGE HOMEOWNERS' ASSOCIATION, INC., desiring to organize under the laws of the State of Florida, as a corporation not for profit with its principal office as indicated in its Articles of Incorporation has named Jonathan L. Auvil, whose business office is 37837 Meridian Avenue, Suite 314, Dade City, Florida 33525, as its registered agent to accept service of process within Florida.

ACCEPTANCE

Having been named to accept service of process for the foregoing corporation at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes, including the duties and obligations imposed by Section 617.0503, Florida Statutes, relative to the proper and complete performance of my duties.


Jonathan L. Auvil
Dated: October 22, 2003

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TALLAHASSEE, FLORIDA

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Attached to and made a part of Stewart Title Guaranty Company Policy No. O-2125-364156

Continuation of Schedule A

The Southeast 1/4 of the Northwest 1/4 of the Southeast 1/4 and the East 1/2 of the Southwest 1/4 of the Southeast 1/4 lying North of road, all being in Section 24, Township 27 South, Range 18 East, Hillsborough County, Florida; being more particularly described as follows:

Commence at the Southwest corner of the Northwest 1/4 of the Southeast 1/4 of said Section 24; thence run South 88°52'20" East (Bearings are assumed) along the South boundary of the said Northwest 1/4 of the Southeast 1/4, a distance of 661.99 feet to the Southwest corner of the Southeast 1/4 of the Northwest 1/4 of the Southeast 1/4 of said Section 24 and the Point of Beginning; thence run North 00°02'44" East, a distance of 664.64 feet to the Northwest corner of the said Southeast 1/4 of the Northwest 1/4 of the Southeast 1/4; thence run South 88°55'40" East, a distance of 661.77 feet to the Northeast corner of the said Southeast 1/4 of the Northwest 1/4 of the Southeast 1/4; thence run South 00°01'42" West, along the East boundary of the Southeast 1/4 of the Northwest 1/4 of the Southeast 1/4 and the East 1/2 of the Southwest 1/4 of the Southeast 1/4, a distance of 959.53 feet to a Point on the North boundary of a 50 foot road right-of-way known as Whitaker Road; thence North 27°26'37" West, along the said North right-of-way line a distance of 103.06 feet to a point of curvature; thence on an arc to the left of 161.92 feet with a radius of 146.82 feet, subtended by a chord of 153.85 feet, chord bearing North 59°02'22" West, to a point of tangency; thence South 89°21'53" West, a distance of 254.35 feet to a point of curvature; thence on the arc to the right of 232.10 feet with a radius of 672.06 feet, subtended by a chord of 230.95 feet, chord bearing North 80°44'29" West, to a point on the West boundary of the said East 1/2 of the Southwest 1/4 of the Southeast 1/4; thence run North 00°00'25" East, a distance of 102.34 feet to the Point of Beginning.

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EXHIBIT "A"

STEWART TITLE