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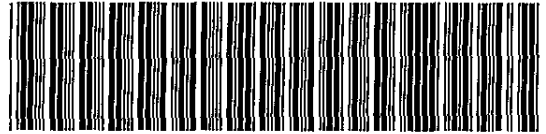
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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 387491 118517A

AUTHORIZATION :

Patricia Pigute

COST LIMIT : \$ 78.75

ORDER DATE : January 8, 2004

ORDER TIME : 9:42 AM

ORDER NO. : 387491-005

CUSTOMER NO: 118517A

CUSTOMER: Robert W. Bivins, Esq
Fuller Holsonback Bivins &
Malloy
Suite 1500
400 North Ashley Drive
Tampa, FL 33602

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DOMESTIC FILING

NAME: 211 WESTLAND TOWNHOMES
HOMEOWNERS' ASSOCIATION, INC.

EFFECTIVE DATE:

- XX ARTICLES OF INCORPORATION
- _____ CERTIFICATE OF LIMITED PARTNERSHIP
- _____ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX CERTIFIED COPY
- _____ PLAIN STAMPED COPY
- _____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 2956

EXAMINER'S INITIALS: _____

ARTICLES OF INCORPORATION
OF
211 WESTLAND TOWNHOMES HOMEOWNERS' ASSOCIATION, INC
A FLORIDA CORPORATION
NOT FOR PROFIT

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ARTICLE I

NAME

The name of the association shall be 211 WESTLAND TOWNHOMES HOMEOWNERS' ASSOCIATION, INC. (hereinafter referred to as the "Association").

ARTICLE II

ENABLING LAW

The Association is organized pursuant to the Florida Not For Profit Corporation Act, Chapter 617 of the Florida Statutes.

ARTICLE III

PURPOSES

The purposes of the Association are to acquire title to and own, and whether owned or not, to operate, maintain, and preserve the Common Properties (as such term is defined in the Declaration of Covenants and Restrictions for 211 WESTLAND TOWNHOMES HOMEOWNERS' which will be recorded among the Public Records of Hillsborough County, Florida (hereinafter called the "Declaration"), in the development located in Hillsborough County, Florida, known as the 211 WESTLAND TOWNHOMES PROJECT. The Association is also formed to maintain the privately owned parts of the 211 WESTLAND TOWNHOMES PROJECT area which are not maintained by their owner.

ARTICLE IV

POWERS

The Association shall have all of the powers given to corporations not for profit by the Florida Statutes and all of the powers expressly conferred upon it by the Declaration, together with all powers necessary to fulfill both such stated powers and the duties expressly given to it by such Declaration. These powers include, but are not limited to, the power to:

A. Maintain, repair, improve, and insure the landscaping, private roadways, parking spaces, or Common Properties, recreational facilities, if any, exterior street lighting, and other common areas which the Association owns or which it has assumed the obligation to maintain;

B. Make and collect assessments from its members;

C. Pay all Association expenses;

D. Acquire title to and exercise all rights of ownership in and to any real or personal property;

E. Make, amend, and enforce reasonable rules and regulations for the use of the property it owns or maintains;

F. Enforce the terms of the Declaration, these Articles, and the Bylaws of the Association.

ARTICLE V

TERM

The term of the Association shall be perpetual unless dissolved by the written consent of all of each class of the members and by all of any Institutional Mortgagees (as that term is defined in the Declaration).

Upon dissolution, the Association's assets (including any real property and improvements thereon) remaining after payment to creditors and payment of all costs and expenses relating to such dissolution shall be distributed in the following priority:

1. To the members in such proportions as they agree upon, or failing such agreement, in such proportions as are determined by a court having jurisdiction, or if the members prefer,

2. To any municipal or governmental authority which is willing to accept such assets.

ARTICLE VI

MEMBERSHIP

1. Every record owner of a fee interest in any residential parcel (hereinafter called a "Parcel"), subject to assessment by the Declaration, including 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 separated from, ownership of a Parcel.

2. Change of membership in the Association shall be established by the recording in the Public Records of Hillsborough County, Florida, of a deed or other instrument establishing a record title to a Parcel, and shall be evidenced by delivery to the Association of a copy of such instrument. The membership of the prior owner shall be terminated as of the date of delivery of such deed or other instrument.

3. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated, or transferred in any manner except upon transfer of his or her residential parcel.

4. There shall be two (2) classes of membership as follows:

(a) Class A. As long as there is a Class B membership, Class A members shall be all Unit Owners (as that term is defined in the Declaration) other than the Developer. Each Unit (as that term is defined in the Declaration) whose owners are Class A members shall be entitled to one vote at every members' meeting. When the Class B membership terminates, Class A members shall be all the Unit Owners;

(b) Class B. Westland Development, L.L.C. (the "Developer") shall be the only Class B member and shall have one vote for every Unit it owns and two votes for every Class A member. Upon the earliest of the following to occur, the Class B membership shall terminate and the Developer shall be a Class A member with regard to Units it owns: (i) Thirty (30) days after Developer terminates the Class B membership by so notifying the Association in writing; or (ii) When all of the Units expected to be constructed are conveyed to a purchaser.

ARTICLE VII

MANAGEMENT OF CORPORATE AFFAIRS

A. The affairs of the Association are to be managed by a Board of Directors. The initial board shall consist of no directors, but following the first conveyance of a Parcel to a Unit Owner the Board shall thereafter consist of no fewer than three (3) Directors, which number shall from time to time be fixed by, or in the manner provided in the Bylaws.

B. The Board of Directors shall act for the Association and shall have the power to decide all matters relating to the conduct of business for the Association.

ARTICLE VIII

OFFICERS

A. The officers of this Association shall be a President, Vice President, Secretary, and Treasurer. Other offices and officers may be established or appointed by members of this corporation at any regular annual meeting or any special meeting called for that purpose. The qualifications, the time and manner of electing or appointing, the duties and the terms of office, and the manner of removing officers shall be as set forth in the Bylaws.

B. The officers who are to serve until the first election of officers are:

	<u>Name</u>	<u>Address</u>	
President:	Randall W. Laird	3985 Lakeshore Drive Palm Harbor, Florida	34684
Vice President:	Randall W. Laird	3985 Lakeshore Drive Palm Harbor, Florida	34684
Secretary:	Randall W. Laird	3985 Lakeshore Drive Palm Harbor, Florida	34684
Treasurer:	Randall W. Laird	3985 Lakeshore Drive Palm Harbor, Florida	34684

This Association shall have such standing committees or other committees as may be specified in the Bylaws.

ARTICLE IX

INDEMNIFICATION

The Association shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

ARTICLE X

BYLAWS

The Bylaws of the Association shall be adopted by the first Board of Directors and may be altered as follows:

1. An amendment may be proposed by any member or any Director prior to a meeting at which it will be considered.

2. Notice of the subject matter of the proposed amendment shall be included in the notice of the meeting at which the amendment is to be considered.

3. Except as otherwise provided in the Bylaws, the amendment must be approved, either in person or by proxy by at least (i) a majority of the entire membership of the Board of Directors and by a majority of each class of members of the Association; or by at least (ii) eighty (80%) percent of each class of the entire membership of the Association, or (iii) by the Class B member as long as the Class B membership exists.

4. No amendment may change the qualifications for membership in the Association.

5. No amendment which will affect the Developer shall be adopted unless the Developer has consented thereto in writing.

6. A copy of the amendment shall be recorded in the Public Records of Hillsborough County, Florida.

ARTICLE XI

AMENDMENT OF ARTICLES

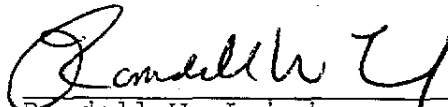
Amendments to these Articles of Incorporation may be made at any regular or special meeting of the Association by a majority vote of the members present, provided the amendments have been submitted to the membership prior to the meeting, or as otherwise provided by law. Each amendment also must be filed with the Secretary of State of Florida to be valid.

ARTICLE XII

REGISTERED OFFICE AND AGENT

The Association shall have and continuously maintain in Brandon, Florida its registered office and registered agent upon whom process can be served. The address of the registered office is 3985 Lakeshore Drive, Palm Harbor, Florida 34684, and the name of the registered agent at such address is Randall W. Laird.

IN WITNESS WHEREOF, We have hereunto set our hands and seals ..
upon, acknowledge, and adopt the foregoing Articles of
Incorporation, under the laws of the State of Florida, this 30th
day of October, 2003.



Randall W. Laird
Incorporator

STATE OF FLORIDA
COUNTY OF PIPERAS

I HEREBY CERTIFY that on this 30th day of October, 2003,
before me, the undersigned authority, personally appeared Randall
W. Laird, who is known personally known to me or who produced
_____ as identification and who
executed the foregoing instrument and acknowledged the execution
of said instrument for the use and purposes therein stated.



Notary Public-State of Florida
My Commission Expires:



211 WESTLAND TOWNHOMES HOMEOWNERS' ASSOCIATION, INC.

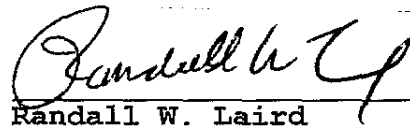
ACCEPTANCE OF REGISTERED AGENT

Pursuant to Sections 48.091 and 617.0501, Florida Statutes, the following is submitted:

That 211 Westland Townhomes Homeowners' Association, Inc., desiring to organize as a not for profit corporation under the laws of the State of Florida, with its initial office, as indicated in its Articles of Incorporation, at 3985 Lakeshore Drive, Palm Harbor, Florida 34684, has named Randall W. Laird as its agent to accept service of process within the State of Florida.

Having been named to accept service of process for 211 Westland Townhomes Homeowners' Association, Inc., at the place designated in this document, the undersigned agrees to act in that capacity and to comply with the provisions of the Florida Not For Profit Corporation Act relative to keeping open the registered office. The undersigned is familiar with, and accepts the obligations of, Sections 617.0501-.0503, Florida Statutes.

DATE: October 30, 2003.



Randall W. Laird

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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