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JO CLAIR SPEAR, P.A.

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Division of Corporations

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FLORIDA NON-PROFIT CORPORATION

BHR TOWNHOMES HOMEOWNERS ASSOCIATION, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
BHR TOWNHOMES HOMEOWNERS ASSOCIATION, INC.**

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned, being a resident of the State of Florida and of full age, hereby forms a corporation not for profit in accordance with the laws of the State of Florida, and states as follows:

ARTICLE I - NAME

The name of this corporation is BHR TOWNHOMES HOMEOWNERS ASSOCIATION, INC. (hereinafter referred to as the "Association").

**ARTICLE II - INITIAL PRINCIPAL OFFICE
AND MAILING ADDRESS**

The initial principal office and the mailing address of the Association is 13625 N. Florida Avenue, Tampa, Florida 33613, which office may be changed from time to time by action of the Board of Directors.

**ARTICLE III - INITIAL REGISTERED OFFICE
AND REGISTERED AGENT**

The initial registered agent and the street address of the initial registered office of the Association shall be Jo Claire Spear, Esquire, 9410 International Court North, St. Petersburg, Florida 33716.

**ARTICLE IV - PURPOSE AND POWERS
OF THE ASSOCIATION**

The Association does not contemplate pecuniary gain or profit to its members. The specific purposes for which it is formed are to promote the health, safety, and general welfare of the residents within than certain real property (herein called the "Property"), described as Lot 2, Block 17 of Oscawana, Plat Book 4, Page 85 of the Public Records of Hillsborough County, Florida, as replatted (the "Plat"), or as described in that certain Declaration of Covenants, Conditions and Restrictions for BHR Townhomes, now or hereafter recorded among the Public Records of Hillsborough County, Florida and any amendments or modifications thereof (herein collectively called the "Declaration"), relating to the Property and any additions thereto as may hereafter be brought within the jurisdiction of the Association.

The purpose of the Association shall be to manage and operate the BHR Townhomes subdivision and its improvements all in accordance with the Declaration and any other easement, use, or maintenance agreement of record in favor of the Association and affecting the Property, whether arising by Plat or otherwise.

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For the foregoing purposes, this Association is empowered:

a.) 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;

b.) to fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration, and to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all license fees, taxes, or governmental charges levied or imposed against the real or personal property of the Association;

c.) to acquire either by gift, purchase, or otherwise, and to own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate to public use or otherwise dispose of real or personal property, or interests therein, in connection with the affairs of the Association;

d.) to borrow money, and upon two-thirds (2/3) vote 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;

e.) to dedicate, sell, or transfer all or any part of the Association's property to any public body or governmental agency or authority, or any public or private utility, for such purposes and subject to such conditions as may be agreed to by the members;

f.) to improve, use, and maintain the easement areas identified in the Declaration or the Plat, where convenient, desirable, or necessary in connection with the development, use, or maintenance of the Property, and the providing of utility and other services thereto;

g.) to participate in mergers and consolidations with other non-profit corporations organized for similar purposes, provided that any such merger or consolidation shall have been approved by a two-third (2/3) vote of each class of members;

h.) to adopt, alter, amend, and rescind reasonable rules and regulations from time to time, which rules and regulations shall be consistent with the rights and duties established by the Declaration and with the provisions of these Articles of Incorporation;

i.) to contract for the maintenance and management of the Property under its jurisdiction and to authorize a management agent to assist the Association in carrying out its powers and duties under the Declaration;

j.) to adopt such annual budgets as are necessary to carry out the provisions of the Declaration; and

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k.) to have and exercise any and all powers, rights, and privileges which a corporation organized under Chapter 617, Florida Statutes, by law may now or hereafter have or exercise.

**ARTICLE V – MEMBERSHIP
AND VOTING RIGHTS**

This Association shall be a membership corporation, without certificates of shares of stock.

Qualification for, and admission to, membership in the Association shall be regulated by the Declaration and the Bylaws of the Association.

The share of an owner or a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance of such owner's or member's Lot (as defined in the Declaration).

Every person or entity who is a record owner of a Lot is entitled to membership and voting rights in the Association, as set forth in the Declaration. Membership is appurtenant to, and inseparable from, ownership of the Lot.

ARTICLE VI – BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of Directors, which so long as Class B membership exists, shall consist of three (3) directors, and thereafter shall consist of not less than three (3) directors. Directors shall be members of the Association; provided, however, that so long as Class B membership shall exist, directors need not be members of the Association. The names and addresses of the initial directors of the Association are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Harry Hedges	13625 N Florida Avenue Tampa, FL 33613
Robert Kramer	13625 N Florida Avenue Tampa, FL 33613
Raymond L. Rairigh, Sr.	13625 N Florida Avenue Tampa, FL 33613

The initial Board of Directors herein designated shall serve until Class B membership has ceased and been converted to Class A membership and until the first annual membership meeting thereafter, at which time the members shall elect three (3) directors. Directors elected at the first such annual membership meeting and thereafter shall serve for a period of one year, and until their successors have been duly elected and qualified. So long as

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Class B membership shall exist, any member of the Board of Directors may be removed, with or without cause, but only by the Class B member, and any vacancies occurring on the Board of Directors shall only be filled by appointment by the Class B member.

ARTICLE VII – OFFICERS

The Association shall be administered by a president, vice president, secretary and treasurer, and such other officers as may be designated in the Bylaws, and shall be elected at the time and in the manner prescribed in the Bylaws. Officers need not be members of the Association. The names and addresses of the initial officers of the Association are as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Harry Hedges	President	13625 N Florida Avenue Tampa, FL 33613
Robert Kramer	Vice President	13625 N Florida Avenue Tampa, FL 33613
Raymond L. Rairigh, Sr.	Secretary/ Treasurer	13625 N Florida Avenue Tampa, FL 33613

Each initial officer shall serve until his successor is designated by the Board of Directors.

ARTICLE VIII – SUBSCRIBER

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

<u>NAME</u>	<u>ADDRESS</u>
Jo Claire Spear	9410 International Court North St. Petersburg, FL 33716

ARTICLE IX – DISSOLUTION

The Association shall exist in perpetuity. Provided, this Association may be dissolved with the assent given in writing and signed by all members duly qualified to vote with the joinder of all record owners of mortgages upon the Lots. Upon dissolution of this Association, other than incident to a merger or consolidation, the assets of this Association shall be dedicated to an appropriate public body or agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit organization to be devoted to such similar purposes, but in no event shall such assets inure to the benefit of any member or other private individual.

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ARTICLE X - BYLAWS

The Board of Directors shall adopt the initial Bylaws of this Association. Thereafter, the Bylaws may be amended, altered or rescinded in the manner provided by the Bylaws.

ARTICLE XI - AMENDMENT OF ARTICLES

These Articles of Incorporation may be amended, from time to time, as follows:

a.) Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

b.) A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by a Lot owner.

c.) Except as elsewhere provided, an amendment shall be adopted if approved by not less than two-thirds (2/3) vote of the voting members of each duly qualified to vote.

No amendment shall make any change in the qualifications for membership nor the voting rights or property rights of members, without approval in writing by all members and the joinder of all record owners of mortgages upon the Lots.

No amendment shall make any change in the rights of the Declarant without the written approval of the Declarant.

No amendment shall be made that is in conflict with the Declaration.

No amendment shall be effective until a copy of such amendment shall have been certified by the Secretary of State of the State of Florida and thereafter shall have been recorded in the Public Records of Hillsborough County, Florida.

ARTICLE XII - INDEMNIFICATION

Every director and every officer of the Association shall be indemnified by the Association to the fullest extent of the law against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed on him or her in connection with any proceeding or settlement of any proceeding to which he or she may be a party or in which he or she may become involved by reason of being or having been a director or officer of the Association, whether or not he or she is a director or officer at the time such expenses are incurred. 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.

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ARTICLE XIII - INTERPRETATION

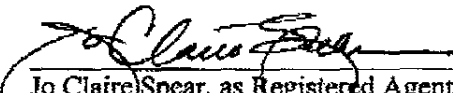
Express reference is hereby made to the terms, provisions, definitions, and rules of interpretation contained in the Declaration where necessary to interpret, construe, and clarify the provisions of these Articles. In subscribing and filing these Articles, it is the intent of the undersigned that the provisions hereof be consistent with the provisions of the Declaration, and, to the extent not prohibited by law, that the provisions of these Articles and of the Declaration be interpreted, construed, and applied so as to avoid inconsistencies or conflicting results.

IN WITNESS WHEREOF, for the purposes of forming this corporation under the laws of the State of Florida, the undersigned, constituting the subscriber of this Association, has executed these Articles of Incorporation this 14th day of January, 2004.


Jo Claire Spear
Subscriber

CERTIFICATE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for BHR TOWNHOMES HOMEOWNERS ASSOCIATION, INC. at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Jo Claire Spear, as Registered Agent
Date: January 14, 2004

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