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FLORIDA NON-PROFIT CORPORATION
CARDEL VILLAS AT COVINGTON ASSOCIATION, INC.

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

July 27, 2004

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SUBJECT: CARDEL VILLAS AT COVINGTON ASSOCIATION, INC.
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ARTICLES OF INCORPORATION

OF

CARDEL VILLAS AT COVINGTON ASSOCIATION, INC.

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 not-for-profit corporation under the laws of the State of Florida.

ARTICLE I

NAME AND PRINCIPAL OFFICE

The name of this corporation is CARDEL VILLAS AT COVINGTON ASSOCIATION, INC., a Florida not-for-profit corporation (hereinafter called the "Association" in these Articles). The principal office and mailing address of the Association is c/o Cardel Master Builder, Inc., 8804 Shallowcreek Lane, Riverview, Florida 33569.

ARTICLE II

OFFICE AND REGISTERED AGENT

The Association's initial registered office is 3434 Colwell Avenue, Suite 200, Tampa, Florida 33614. The Association's initial registered agent is Rizzetta & Company, which maintains a business office at 3434 Colwell Avenue, Suite 200, Tampa, Florida 33614, Attention: Pete Williams. 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 purposes for which it is formed are to provide for the maintenance, preservation and architectural control of certain common areas and residential lots within that certain tract of property (hereinafter called the "Properties") in Hillsborough County, Florida, referred to as Covington Park Phase 5A, as described on the map or plat thereof recorded at Plat Book 99, Page 210, et seq., of the Public Records of

Hillsborough County, Florida, as may be amended from time to time, and all other properties which are now or hereafter made subject to the Declaration (as hereinafter defined).

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 Cardel Villas at Covington (hereinafter called the "Declaration") applicable to the Properties and recorded or to be recorded in the Public Records of Hillsborough 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, operate, 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 the members, mortgage, pledge, deed in trust, hypothecate, assign, grant security interests 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 the members, dedicate, sell or transfer all or any part of its property to any public agency, authority, or utility;

(g) Mergers. With the approval of two-thirds (2/3) of the 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;

(k) Litigation. To sue or be sued;

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

(m) 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.

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 (as defined in the Declaration) 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 a 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

This voting rights of members are as set forth in the Declaration. Whenever a provision herein calls for approval of the members it means approval of each class of members.

ARTICLE VII

BOARD OF DIRECTORS

This Association's affairs are managed by a Board of Directors initially composed of three Directors. The number of Directors from time to time may be changed by amendment to this Association's By-Laws, but at all times it must be either three (3) members or five (5) members. Directors need not be Association members. Election of Directors shall take place in accordance with the By-laws of the Association; cumulative voting for Directors is not permitted.

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 the 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.

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, provided that each such amendment must have the approval of two-thirds (2/3) of each class of the members. 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 of the members; in those circumstances such provisions shall control the amendment to these Articles.

ARTICLE XII

FNMA/FHA/VA APPROVAL

As long as there is a Class B membership in the Association, the following actions will require the prior approval of the Federal National Mortgage Association (FNMA), Federal Housing Administration (FHA) or Veterans Administration (VA):

- (a) Amendment of these Articles of Incorporation; or
- (b) Merger, consolidation and/or dissolution of the Association.
- (c) Annexation of additional properties.
- (d) Mortgaging of Common Area.

ARTICLE XIII
INTERPRETATION

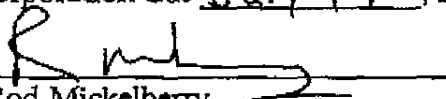
Express reference is made to the Declaration if necessary to interpret, construe, and clarify the provisions of these Articles. By subscribing and filing these Articles, the incorporator intends for its provisions to be consistent with the provisions of the Declaration and to be interpreted, construed, and applied with those of the Declaration to avoid inconsistencies or conflicting results. In the event of a conflict, the order of priority for interpretation shall be: the Declaration, these Articles, and the By-laws of the Association.

ARTICLE XIV
INCORPORATOR

The name and residence of the incorporator is:

Name: Rod Mickelberry
Address: c/o Cardel Master Builder, Inc.
8804 Shallowcreek Lane
Riverview, Florida 33569

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 July 19, 2004.


Rod Mickelberry,
Incorporator

**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**

CARDEL VILLAS AT COVINGTON 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 Rizzetta & Company, whose business office 3434 Colwell Avenue, Suite 200, Tampa, Florida 33614, 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.

Rizzetta & Company

By: [Signature]
Print Name: Pete Williams
Print Title: MANAGING AGENT
Date: July 22, 2004.

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