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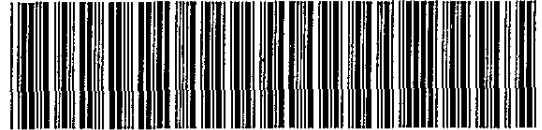
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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[Handwritten signature]

LAW OFFICES OF
BAXTER, STROHAUER, MANNION & SILBERMANN, P.A.

FIRST NATIONAL BANK OF FLORIDA BUILDING, SUITE 300
1150 Cleveland Street
Clearwater, FL 33755

JAMES A. BAXTER (of Counsel)
GARY N. STROHAUER
ELIZABETH R. MANNION
GALE SILBERMANN

Tel: (727) 461-6100
Fax: (727) 447-6899
E-mail: lawyer@baxstoh.com
Web: www.baxstoh.com

July 30, 2004

Florida Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: Hidden Oaks at Temple Terrace Homeowners' Association, Inc.

Dear Sir:

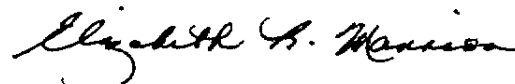
Enclosed please find an original and one copy of the Articles of Incorporation and Registered Agent Certificate for the above-named proposed Florida corporation. Also enclosed is our firm's check in the amount of \$78.75 representing payment of the following:

| | |
|----------------------|---------|
| Filing fee | \$35.00 |
| Certified Copy fee | 8.75 |
| Registered Agent fee | 35.00 |

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned.

With best wishes,

BAXTER, STROHAUER, MANNION &
SILBERMANN, P.A.



Elizabeth R. Mannion

ERM/nak
Enclosures

**ARTICLES OF INCORPORATION
OF
HIDDEN OAKS AT TEMPLE TERRACE HOMEOWNERS' ASSOCIATION, INC**
(A corporation not-for-profit)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, all being of full age, do hereby associate ourselves together, and we do hereby agree for ourselves, our associates and our assigns, to become a corporation not-for-profit under Chapter 617, Florida Statutes, providing for the formation, liability, rights, privileges, benefits and obligations conferred and imposed by said law on corporations organized pursuant to the provisions thereof, and hereby make, subscribe and acknowledge and file these Articles of Incorporation as follows:

ITEM 1. - NAME OF CORPORATION

- 1.01 Name - The name of this corporation shall be **HIDDEN OAKS AT TEMPLE TERRACE HOMEOWNERS' ASSOCIATION, INC.**

ITEM 2. - GENERAL NATURE OF BUSINESS

- 2.01 Purpose - The objects and purposes for which this corporation is formed are:

- (1) To promote cooperation among lot owners and property owners in **HIDDEN OAKS AT TEMPLE TERRACE**, and generally to provide for the mutual assistance, welfare and improvement of all such persons.
- (2) In furtherance of its corporate purposes, to enter into, make, perform and carry out contracts of every kind, with any person, firm, corporation, private, public or municipal, under the Government of the United States, or any foreign government, so far as, and to the extent that, the same may be done and performed by a corporation organized under Chapter 617, Florida Statutes.
- (3) Subject to the restrictions and limitations imposed by law, to purchase or otherwise acquire, hold, own, sell, assign, transfer, mortgage, pledge, create a security interest in, exchange or otherwise dispose of the shares, bonds, obligations or other securities or evidences of indebtedness of other corporations, domestic and foreign, of any person, firm or corporation, domestic or foreign, and, if desirable, to issue and exchange therefor bonds or other obligations of this corporation, and while the owner of such shares, to exercise all rights, powers and privileges of ownership, including the power to vote thereon; and in furtherance of the corporate purposes, in the course of transaction of the affairs of the corporation, to acquire real and personal property, rights and interests of every nature, and to sell such bonds, debentures or other instrument or instruments, mortgaging, pledging or creating a security interest in the same, or in any deed, contract or other instrument relating thereto.

- (4) To do everything necessary, suitable or proper for the accomplishment, attainment or furtherance of, to do every other act or powers set forth in these Articles of Incorporation, whether along or in association with others; to possess all the rights, powers and privileges now or hereafter conferred by the laws of the State of Florida, and, in general, to carry on any of the activities and to do any of the activities and to do any of the things herein set forth and to the same extent as fully as a natural person or partnership might or could do; provided that nothing herein set forth shall be construed as authorizing the corporation to possess any purpose, object or power, or to do any act or things forbidden by law to a not-for-profit corporation organized under the laws of the State of Florida.
- (5) The corporation shall not engage nor shall any of its funds, property or income be used to carry on propaganda or other wise attempt to influence legislation, nor shall the corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office, nor shall the corporation engage in subversive or un-American activities.

ITEM 3. - SCOPE OF POWERS

3.01 The corporation shall have the power, either directly or indirectly, either alone or in conjunction with others to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, desirable, suitable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the corporation is to further accomplish, foster or attain any of such purposes. Notwithstanding anything herein to the contrary, this corporation shall have the corporate powers described in Section 617.021, Florida Statutes, as amended from time to time, together with those powers conferred by the Declaration of Covenants, Conditions, Restrictions, these Articles of Incorporation and any and all lawful Bylaws of the corporation and in furtherance of the exempt purposes of organizations set forth in Section 501 (c) of the Internal Revenue Code of 1954, as amended, and its regulations as the same now exist, or as they may be hereafter amended from time to time.

3.02 The Corporation shall have the power to:

- (a) Own and convey property.
- (b) 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.
- (c) Establish rules and regulations.
- (d) Assess members and enforce assessments.
- (e) Sue and be sued.

- (f) Contract for services to provide for operation and maintenance of the surface water management system facilities if the association contemplates employing a maintenance company.
- (g) Require all the lot owners, parcel owners, or unit owners to be members.
- (h) Exist in perpetuity; however, the articles of incorporation shall provide that if the association is dissolved, the control or right of access to the property containing the surface water management system facilities shall be conveyed or dedicated to an appropriate governmental unit or public utility and that if not accepted, then the surface water management system facilities shall be conveyed to a non-profit corporation similar to the association.
- (i) Take any other action necessary for the purposes for which the association is organized.

3.03 The corporation shall have the right to engage the services of a professional management company to manage the affairs of the homeowners association for a fee.

ITEM 4. - NON-PROFIT CHARACTER OF CORPORATION

4.01 This corporation is not organized for profit. In the event of the liquidation or dissolution of the corporation, whether voluntary or involuntary, members shall be entitled to any distribution or division of its remaining property or proceeds, and the balance of all money and other property received by the corporation from any source, after the payment of all debts and obligations of the corporation, shall be used or distributed, subject to the order of the Circuit Court of the State of Florida, as provided by Florida Statute 617.05, exclusively for purposes within those set forth in Item 2 of these Articles of Incorporation, and within the intentment of Section 501 (c) of the Internal Revenue Code of 1954, and the regulations thereunder as they now exist or as they may hereafter be amended.

ITEM 5 - QUALIFICATION

5.01 The membership of this corporation shall consist of all persons hereinafter named as Directors and such other persons as from time to time hereafter may become members in the manner provided in the Bylaws.

- 5.02 Notwithstanding anything contained in these Articles of Incorporation or the By-Laws of this Corporation to the contrary, every person or entity who is a record owner of any lot in Hidden Oaks at Temple Terrace Subdivision, as recorded in Plat Book 99, Pages 278 – 287, all of the Public Records of Hillsborough County, Florida, together with addition which may be made pursuant to the Hidden Oaks at Temple Terrace Declaration of Covenants, Conditions and Restrictions recorded in the Public Records of Hillsborough County, Florida, shall be entitled to membership and voting rights in the Association. Membership in this Corporation is pertinent to and inseparable from ownership of lots in Hidden Oaks at Temple Terrace Subdivision as above set forth.

ITEM 6 - TERM OF EXISTENCE

- 6.01 This corporation is to exist perpetually, however, if the association is dissolved, the control or right of access to the property containing the surface water management facilities shall be conveyed or dedicated to an appropriate governmental unit or public utility and that if not accepted, then the surface water management system facilities shall be conveyed to a non-profit corporation similar to the association.

ITEM 7 - PLACE OF OPERATION

- 7.01 The operations of the corporation are to be conducted principally within Hillsborough County, Florida.

ITEM 8 - PRINCIPAL OFFICE

- 8.01 The corporation's principal office shall initially be located at 5439 Beaumont Center Blvd., Suite 1050, Tampa, Florida 33634.

ITEM 9 - INCORPORATORS

- 9.01 The INCORPORATORS of this corporation are: (1) Thomas Chad Horne, President (2) Paul H. Corace, Vice President (3) Nick Aparicio, Secretary-Treasurer, whose principal addresses are located at 5439 Beaumont Center Blvd., Suite 1050, Tampa, Florida 33634.

ITEM 10 - OFFICERS

- 10.01 The initial officers of the corporation shall be a President, a Vice President, a Secretary-Treasurer, and such other persons as shall be provide in the Bylaws of the corporation. Any person may hold two or more offices, except that the President may not also be the Secretary or Assistant Secretary of the corporation. The names of the persons who are to serve as officers of the corporation until the first annual meeting of the Board of Directors are:

Name:

Address:

Thomas Chad Horne, President

5439 Beaumont Center Blvd., Suite 1050
Tampa, Florida 33634

Paul H. Corace, Vice President

5439 Beaumont Center Blvd., Suite 1050
Tampa, Florida 33634

Nick Aparicio, Secretary-Treasurer

5439 Beaumont Center Blvd., Suite 1050
Tampa, Florida 33634

The officers shall be elected at the annual meeting of the Board of Directors as provided in the Bylaws of this corporation.

ITEM 11 - THE BOARD OF DIRECTORS

11.01 The business of the corporation shall be managed by the Board of Directors. This corporation shall have not less than three (3) directors initially. The number of directors may be increased from time to time by the Bylaws, but shall never be less than three (3) nor more than nine (9). The Board of Directors shall be members of the corporation. The members of the Board of Directors shall be elected and hold office in accordance with the Bylaws. The names and addresses of the persons who are to serve as directors until the first annual membership meeting of the corporation are:

Name:

Address:

Thomas Chad Horne, President

5439 Beaumont Center Blvd., Suite 1050
Tampa, Florida 33634

Paul H. Corace, Vice President

5439 Beaumont Center Blvd., Suite 1050
Tampa, Florida 33634

Nick Aparicio, Secretary-Treasurer

5439 Beaumont Center Blvd., Suite 1050
Tampa, Florida 33634

ITEM 12 - BYLAWS

12.01 The Board of Directors of this corporation shall provide such Bylaws for the conduct of its business and the carrying out of its purposes, as they may deem necessary from time to time. Upon proper notice, Bylaws may be amended, altered or rescinded by a majority vote of those members of the Board of Directors present at any regular meeting, or any special meeting called for that purpose.

ITEM 13 - AMENDMENTS

- 13.01 Upon proper notice, these Articles of Incorporation may be amended by an instrument approved by not less than two-thirds (2/3) of the owners as the same is defined in the Hidden Oaks at Temple Terrace Declaration of Covenants, Conditions and Restrictions as recorded in the Public Records of Hillsborough County, Florida.

ITEM 14. - DISSOLUTION

- 14.01 In the event this Corporation is ever dissolved, the assets of this Corporation, including the control or right of access to the property containing the surface water management system facilities, shall be dedicated to an appropriate public body or public utility or conveyed to a nonprofit organization duly established and in good standing under the Laws of the State of Florida or the Laws of the United States, as the case may be, said entity to have similar purposes to the purposes for which this Corporation is established.

ITEM 15. - FHA/VA APPROVAL

- 15.01 So long as there is Class B membership in this Corporation as the same is defined in the Hidden Oaks at Temple Terrace Declaration of Covenants, Conditions and Restrictions as recorded in the Public Records of Hillsborough County, Florida, and the By-Laws of the Corporation, none of the following shall occur without the prior written approval of the Federal Housing Administration and the Veterans' Administration:

- A. Annexation of additional property subject to the Hidden Oaks at Temple Terrace Declaration of Covenants, Conditions and Restrictions as recorded in the Public Records of Hillsborough County, Florida.
- B. Mergers or a consolidation of this Corporation with another homeowners' association (or similar organization).
- C. The mortgaging of any common areas or community properties as the same are defined in the Hidden Oaks at Temple Terrace Declaration of Covenants, Conditions and Restrictions as Recorded in the Public Records of Hillsborough County, Florida.
- D. Dissolution of this Corporation.
- E. Further amendment of these Articles of Incorporation.

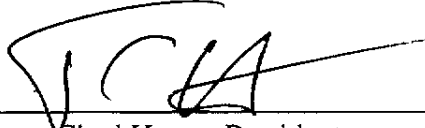
At such time as Class B membership in this Corporation shall cease to exist, this provision shall be of no further force and effect.

ITEM 16 – INDEMNIFICATION

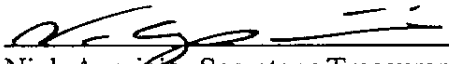
16.01 The corporation shall indemnify any present or former officer, director or member of the Architectural Review Board or person exercising powers and duties of an officer, director or member of the Architectural Review Board to the full extent now or hereafter permitted by law; however, indemnification shall not be made to or on behalf of any director, officer, employee, or agent if a judgment or other final adjudication establishes that his actions, or omissions to act, were material to the cause of action so adjudicated and constitute:

- (a) A violation of the criminal law, unless the director, officer, employee, or agent had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful;
- (b) A transaction from which the director, officer, employee, or agent derived an improper personal benefit;
- (c) In the case of a director, a circumstance under which the liability provisions of s.607.0834 are applicable; or
- (d) Willful misconduct or a conscious disregard for the best interests of the corporation in a proceeding by or in the right of the corporation to procure a judgment in its favor or in a proceeding by or in the right of a member.

IN WITNESS WHEREOF, we, the undersigned, incorporators, have hereunto set our hands and seals, this 19th day of July, 2004.


_____, Incorporator
Thomas Chad Horne, President

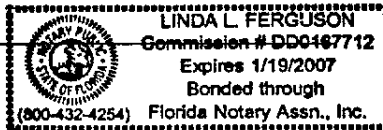

_____, Incorporator
Paul H. Corace, Vice President


_____, Incorporator
Nick Aparicio, Secretary-Treasurer

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

Subscribed and sworn to (or affirmed) before me this 19th day of July,
2004, by Thomas Chafforne, who is personally known to me.

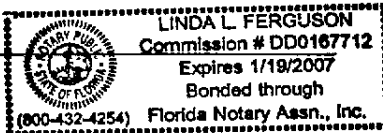
Linda J. Ferguson, Notary Public, Commission No. _____
Name of Notary Printed _____



STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

Subscribed and sworn to (or affirmed) before me this 19th day of July,
2004, by Paul H. Corace, who is personally known to me.

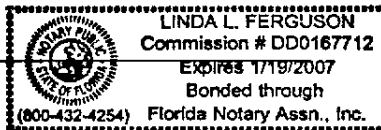
Linda J. Ferguson, Notary Public, Commission No. _____
Name of Notary Printed _____



STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

Subscribed and sworn to (or affirmed) before me this 19th day of July,
2004, by Nick Aparicio, who is personally known to me.

Linda J. Ferguson, Notary Public, Commission No. _____
Name of Notary Printed _____



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

In pursuance of Chapter 48.091, Florida Statutes, the following submitted in compliance with said Act:

First -- That Hidden Oaks at Temple Terrace Homeowners' Association, Inc., desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at 5439 Beaumont Center Boulevard, Suite 1050, Tampa, FL 33634 has named Thomas Chad Horne, located at 289 Bayside Drive, Clearwater Beach, FL 33767-2504 as its agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

By: _____

Thomas Chad Horne, Registered Agent

FILED
2004 AUG -5 P 4 09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA