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FLORIDA NON-PROFIT CORPORATION

FISHHAWK TRACK 11 OWNERS ASSOCIATION, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

FISHHAWK TRACT 11 OWNERS ASSOCIATION, INC.

Pursuant to Section 617.02011, Florida Statutes, the undersigned hereby executes these Articles of Incorporation for the purpose of forming a Corporation under the Florida Not-for-Profit Corporation Act.

ARTICLE I

NAME: The name of the corporation, herein called the "Association", is the Fishhawk Tract 11 Owners Association, Inc., and its address is 1137 Marbella Plaza Drive, Tampa, Florida 33619.

ARTICLE II

DEFINITIONS: The definitions set forth in the Declaration of Easements, Covenants and Restrictions for Fishhawk Tract 11 ("Declarant") shall apply to terms used in these Articles. The Declaration, these Articles of Incorporation, and the ByLaws adopted by the Board of Directors of the Association are hereinafter referred to as the "Governing Documents". Other capitalized terms herein shall have the definitions therefor set out in the Declaration.

ARTICLE III

PURPOSE AND POWERS: The purpose for which the Association is organized is to provide a not-for-profit corporation to fulfill all of the Association's obligations pursuant to the Governing Documents. The Association is organized and shall exist on a non-stock basis as a corporation not for profit under the laws of the State of Florida, and no portion of any earnings of the Association shall be distributed or inure to the private benefit of any member, Director or officer. The Association is not a "homeowners' association" as that term is defined by Section 720.301(7), Florida Statutes. For the accomplishment of its purposes, the Association shall have all of the common law and statutory powers and duties of a corporation not-for-profit under the laws of the State of Florida, except as expressly limited or modified by the Governing Documents, and it shall have all of the powers and duties reasonably necessary to operate the Properties pursuant to the Governing Documents as they may hereafter be amended, including but not limited to the following:

- (A) To make and collect Assessments against members of the Association to defray the costs, expenses and losses of the Association, and to use the funds in the exercise of its powers and duties;
- (B) To protect, maintain, repair, replace and operate the Association property;
- (C) To purchase insurance for the protection of the Association and its members;
- (D) To repair and reconstruct improvements after casualty, and to make further improvements of the Association property;
- (E) To make, amend and enforce reasonable rules and regulations as set forth in the Declaration;
- (F) To enforce the Governing Documents;

- (G) To contract for the management and maintenance of the Common Areas and the Association property, and any property or easements and related improvements that are dedicated to the Association by plat or which the Association is otherwise obligated to maintain pursuant to Governing Documents or any other easement, agreement, restriction or covenant, and to delegate any powers and duties of the Association in connection therewith except such as are specifically required by law or by the Declaration to be exercised by the Board of Directors or the membership of the Association;
- (H) To employ accountants, attorneys, architects, property managers and other professional personnel to perform the services required for proper operation of the Properties;
- (I) To borrow money as necessary to perform its other functions hereunder;
- (J) To grant, modify or move any easement;
- (K) To acquire, own, lease and dispose of any real and personal property;
- (L) To sue and be sued; and
- (M) To operate and maintain the Common Areas, including without limitation the Stormwater Management System.

All funds and the title to all property acquired by the Association shall be held for the benefit of the members in accordance with the provisions of the Governing Documents. In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the Common Areas, including any property or easements and related improvements that are dedicated to the Association by plat, shall be transferred to and accepted by an entity that is acceptable to any applicable governmental authorities, prior to such termination, dissolution or liquidation.

ARTICLE IV

MEMBERSHIP:

- (A) The members of the Association shall be the record owners of a fee simple interest in one or more Parcels. Members of the Association are all Owners of Parcels.
- (B) The share of a Member in the funds and assets of the Association cannot be assigned or transferred in any manner except as an appurtenance to his Parcel.
- (C) The Owner(s) of each Parcel, collectively, shall be entitled to one vote per each one-hundredth of an acre contained in each Parcel owned by each such Owner in Association matters. The manner of exercising voting rights shall be as set forth in the Bylaws.

ARTICLE V

TERM: The term of the Association shall be perpetual.

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ARTICLE VI

BYLAWS: The Bylaws of the Association may be altered, amended, or rescinded in the manner provided therein.

ARTICLE VII

DIRECTORS AND OFFICERS:

- (A) The affairs of the Association shall be administered by a Board of Directors consisting of the number of Directors determined by the Bylaws, but not less than three (3) Directors, and in the absence of such determination shall consist of three (3) Directors.
- (B) Directors of the Association shall initially be appointed by and shall serve at the pleasure of the Declarant. Beginning with the Transition Date, Directors shall be appointed by the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.
- (C) The business of the Association shall be conducted by the officers designated in the Bylaws. The officers shall be elected each year by the Board of Directors at its first meeting after the annual meeting of the members of the Association, and they shall serve at the pleasure of the Board. The initial Directors are as follows:

W. Don Whyte
1137 Marbella Plaza Drive
Tampa, Florida 33619

Shawn R. McIntyre
North American Properties
7500 College Parkway
Fort Myers, Florida 33907

Kary McDonald
1137 Marbella Plaza Drive
Tampa, Florida 33619

The initial Officers are: W. Don Whyte – President
Shawn R. McIntyre – Vice President
Kary McDonald – Secretary/Treasurer

ARTICLE VIII

AMENDMENTS: Amendments to these Articles shall be proposed and adopted in the following manner:

- (A) Proposal. Amendments to these Articles may be proposed by a majority of the Board or by a written petition to the Board, signed by at least one-half (1/2) of the entire membership of the Association.

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- (B) Procedure. Upon any amendment to these Articles being proposed by said Board or members, such proposed amendment shall be submitted to a vote of the members not later than the next annual meeting for which proper notice can be given.
- (C) Vote Required. Prior to the Transition Date, amendments shall be adopted by the Board of Directors. Subsequent to the Transition Date, a proposed amendment shall be adopted if it is approved by at least two-thirds (2/3rds) of the entire membership, such vote to occur at any annual or special meeting at which a quorum has been established, provided that the text of each proposed amendment has been given to the Owners with notice of the meeting. As long as Declarant owns a Parcel, an amendment to the Articles of Incorporation shall not be effective without the prior written consent of Declarant, which consent may be denied in Declarant's discretion, provided, further, that regardless of whether Declarant owns a Parcel, no amendment shall be effective which alters the rights and privileges of Declarant, an Institutional Mortgagee, or SWFWMD, unless such party shall first provide its written consent and joinder. No amendment which affects the Stormwater Management System, or the operation and maintenance of the Stormwater Management System, or the rights of the SWFWMD shall be effective, unless SWFWMD shall first provide its written consent and joinder.
- (D) Effective Date. An amendment shall become effective upon filing Articles of Amendment with the Secretary of State and recording a Certificate of Amendment in the Public Records of Hillsborough County, Florida, with the formalities required for the execution of a deed.

ARTICLE IX

INDEMNIFICATION: To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director and every officer of the Association against all expenses and liabilities, including attorney fees, actually and reasonably incurred by or imposed on him in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he may be a party because of his being or having been a Director or officer of the Association. The foregoing right of indemnification shall not be available if a judgement or other final adjudication establishes that his actions or omissions to act were material to the cause adjudicated and involved:

- (A) Willful misconduct or a conscious disregard for the best interests of the Association, in a proceeding by or in the right of the Association to procure a judgement in its favor.
- (B) A violation of criminal law, unless the Director or officer had no reasonable cause to believe his action was unlawful or had reasonable cause to believe his action was lawful.
- (C) A transaction from which the Director or officer derived an improper personal benefit.

The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which a Director or officer may be entitled.

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ARTICLE X

INCORPORATOR: The name and address of the Incorporator is as follows:

Douglas A. Lewis, Esquire
Roetzel & Andress, LPA
850 Park Shore Drive, 3rd Floor
Trianon Centre
Naples, Florida 34103

ARTICLE XI

REGISTERED OFFICE AND REGISTERED AGENT: The name and address of the Registered Agent and the address of the Registered Office is:

R&A Agents, Inc., an Ohio corporation qualified to transact
business in Florida
850 Park Shore Drive, 3rd Floor
Trianon Centre
Naples, Florida 34103

IN WITNESS WHEREOF, the undersigned, for the purpose of forming a Corporation to do business with the State of Florida, under the law of Florida, makes and files these Articles of Incorporation, hereby declares and certifies the facts herein stated are true and hereunto set my hand this 30 day of September, 2004.


Douglas A. Lewis, Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

FISHHAWK TRACT 11 OWNERS ASSOCIATION, INC.

2. The name and address of the registered agent and office is:

R&A Agents, Inc., an Ohio corporation qualified to transact
business in Florida
850 Park Shore Drive, 3rd Floor
Trianon Centre
Naples, Florida 34103


FISHHAWK TRACT 11 OWNERS ASSOCIATION,
INC.


Douglas A. Lewis, as Incorporator

DATE September 30, 2004

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

R&A Agents, Inc., an Ohio corporation qualified to
transact business in Florida

By: 
Stephen E. Thompson, as Assistant Secretary

DATE September 30, 2004