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FLORIDA NON-PROFIT CORPORATION

Oak Creek of Pasco County Homeowners' Association, I

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ARTICLES OF INCORPORATION  
OF  
OAK CREEK OF PASCO COUNTY  
HOMESOWNERS' ASSOCIATION, INC.

By these Articles of Incorporation, the undersigned Subscriber forms a corporation not for profit in accordance with Chapter 617, Florida Statutes, and pursuant to the following provisions ("these Articles");

ARTICLE I

NAME

The name of the corporation shall be OAK CREEK OF PASCO COUNTY HOMESOWNERS' ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Association."

ARTICLE II

DURATION

The Association shall exist perpetually unless and until dissolved according to law. The corporate existence of the Association shall commence upon the filing of these Articles with the Florida Department of State.

ARTICLE III

DEFINITIONS

Unless the context otherwise requires, all capitalized terms herein shall have the same meaning as set forth in the Declaration of Covenants, Conditions, Easements, Reservations and Restrictions for Oak Creek recorded or to be recorded in the Public Records of Pasco County, Florida, as it may be amended or supplemented from time to time ("Declaration"), which pertains to the property described in Exhibit "A" attached hereto and incorporated herein by reference.

ARTICLE IV

PRINCIPAL OFFICE

The principal office and mailing address of the Association is located at c/o Crosland, Inc., 5850 T.G. Lee Boulevard, Suite 200, Orlando, Florida 32822.

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TALLAHASSEE, FLORIDA

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ARTICLE V

REGISTERED OFFICE AND AGENT

R. Mason Blake, whose address is 8240 Devereux Drive, Suite 100, Vicra, Florida 32940, is hereby appointed the initial registered agent of the Association and the registered office shall be at said address.

ARTICLE VI

PURPOSE AND POWERS OF THE DISTRICT ASSOCIATION

The Association shall not pay dividends and no part of any income of the Association shall be distributed to its members, directors or officers. The Association is formed to provide for, among other things, the improvement, maintenance, preservation and architectural control of the Property and to promote the recreation, health, safety and welfare of the Owners. The Association shall have all the powers of a nonprofit corporation organized under the laws of the State of Florida, subject only to such limitations upon the exercise of such powers as are expressly set forth in these Articles, the Bylaws, or the Declaration. The Association shall have the power and duty to do any and all lawful things which may be authorized, assigned, required or permitted to be done by the Declaration, any Supplemental Declaration, these Articles and the Bylaws, and to do and perform any and all acts which may be necessary or proper for, or incidental to, the exercise of any of the duties or powers of the Association for the benefit of the Owners and for the maintenance, administration and improvement of the Property, Areas of Common Responsibility and Common Areas. The duties and powers of the Association shall be exercised by the Board of Directors unless provided otherwise in the Declaration, these Articles of Incorporation or the Bylaws, and shall include, without limitation, the following:

(a) To fix, levy, collect and enforce payment of, by any lawful means, all charges, fines or Assessments pursuant to the terms of the Declaration, these Articles or the Bylaws; 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 licenses, taxes or governmental charges levied or imposed against the property of the Association;

(b) To acquire (by gift, purchase or otherwise), manage, control, own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property subjected to the Declaration or any other property for which the Association by rule, regulation, Declaration or contract has a right or duty to provide such services;

(c) To borrow money, and as provided in the Declaration or Bylaws, mortgage, pledge, deed in trust or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

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(d) To dedicate, sell or transfer all or any part of the Common Area to any public agency, authority or utility;

(e) To enforce covenants, conditions, or restrictions affecting any property to the extent the Association may be authorized to do so under the Declaration or Bylaws;

(f) To engage in activities which will actively foster, promote, and advance the common interests of all owners of the Property;

(g) To enter into, make, perform, or enforce contracts of every kind and description, and to perform all other acts necessary, appropriate, or advisable in carrying out any purpose of the Association, with or in association with any other association, corporation, or other entity or agency, public or private;

(h) To adopt, alter, and amend or repeal such Bylaws as may be necessary or desirable for the proper management of the affairs of the Association; provided, however, such Bylaws may not be inconsistent with or contrary to any provisions of these Articles of Incorporation or the Declaration;

(i) To maintain, repair, replace and operate portions of the Property and Areas of Common Responsibility consistent with the obligations imposed upon or assumed by the Association for maintenance, repair, replacement and operation pursuant to the Declaration, these Articles, the Bylaws, or separate agreement;

(j) To operate and maintain the Surface Water Management System Facilities, including any and all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, floodplain compensation areas, wetlands and any associated buffer areas, and wetland mitigation areas;

(k) To establish and enforce rules and regulations as provided for in the Declaration and/or the Bylaws;

(l) To contract for services to provide for operation and maintenance of the Surface Water Management System Facilities in the event the Association contemplates employing a maintenance company;

(m) To require all owners of property now or hereafter subjected to the jurisdiction of the Association to be members of the Association;

(n) To exist in perpetuity; provided, however, in the event 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 as provided in Article XVI hereinafter;

(o) To accept jurisdiction over, and the powers and duties imposed with

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respect to, any additional property which may become part of the Property or which may otherwise be subjected to the jurisdiction of the Association as provided in the Declaration. The Association shall accept as members all owners of property hereafter subjected to the jurisdiction of the Association as provided in the Declaration;

(p) To sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person; and

(q) To take any other action for the purposes for which the Association is organized.

The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law; and the powers specified in each of the paragraphs of this Article VI are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provisions of this Article VI.

ARTICLE VII

MEMBERSHIP

7.1 Membership. Each Owner, including the Declarant, shall be a member of the Association. No Owner, whether one (1) or more Persons, shall have more than one (1) membership per Unit or Unplatted Parcel owned. Any person or entity who holds any interest merely as a security for the performance of any obligation shall not be a member. The Association membership of each Owner shall be appurtenant to the Unit or Unplatted Parcel giving rise to such membership, and shall not be transferred except upon the transfer of title to said Unit or Unplatted Parcel and then only to the transferee of title thereto. Any prohibited separate transfer shall be void. Any transfer of title shall operate automatically to transfer the membership in the Association appurtenant thereto to the new Owner thereof. The membership of an Owner shall not be refused, waived or surrendered, but voting rights and rights of use and enjoyment of the Common Area may be regulated or suspended as provided in these Articles of Incorporation, the Declaration, the Bylaws and the rules and regulations of the Association.

7.2 Jurisdiction of Association. The Association and each member thereof must accept as members those owners subject to the jurisdiction of the Association as provided in the Declaration.

ARTICLE VIII

VOTING RIGHTS

8.1 Voting Rights. The voting rights of members in the Association shall be as set forth in the Declaration and Bylaws, as the same may be amended from time to time.

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8.2 Multiple Owners. Each vote in the Association must be cast as a single vote, and fractional votes shall not be allowed. In the event that joint or multiple Owners are unable to agree among themselves as to how their vote or votes shall be cast, they shall lose their right to vote on the matter in question. If any Owner or Owners cast a vote on behalf of a particular Unit or Unplatted Parcel, it shall thereafter be conclusively presumed for all purposes that he was or they were acting with the authority and consent of all other Owners thereof. In the event more than the appropriate number of votes are cast for a particular Unit or Unplatted Parcel, none of said votes shall be counted and said votes shall be deemed void.

ARTICLE IX

BOARD OF DIRECTORS

The business and affairs of the Association shall be managed by a Board of Directors. The initial Board of Directors shall be comprised of three (3) members, but may be enlarged by a majority of the Board of Directors to as many as five (5) members during the Class B Control Period. Thereafter the number of directors on the Board of Directors may be no less than three (3) members and may be increased upon approval of a majority of the members, provided that there shall always be an odd number of directorships created. Anything in these Articles to the contrary notwithstanding, during the Class B Control Period the Declarant shall be entitled to designate the members of the Board of Directors of the Association. The names and addresses of persons who are to act in the capacity of director until appointment or election of their successors pursuant to these Articles and the Bylaws are:

<u>Name</u>	<u>Address</u>
Perry J. Reador	5850 T.G. Lee Boulevard, Suite 200 Orlando, Florida 32822
Rick Leatham	5850 T.G. Lee Boulevard, Suite 200 Orlando, Florida 32822
Kimberly Locher	5850 T.G. Lee Boulevard, Suite 200 Orlando, Florida 32822

Within thirty (30) days after termination of the Class B Control Period, the members shall elect all directors of the Board of Directors for staggered terms as provided in the Bylaws. The method of election and term of office, removal and filling of vacancies of the Board of Directors shall be as set forth in the Bylaws.

The Board of Directors may delegate such operating authority to such companies, individuals or committees as it, in its discretion, may determine.

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ARTICLE X

OFFICERS

The affairs of the Association shall be administered by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors at the first meeting, and they shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President	Perry J. Reader	5850 T.G. Lee Boulevard, Suite 200 Orlando, Florida 32822
Vice President	Rick Leatham	5850 T.G. Lee Boulevard, Suite 200 Orlando, Florida 32822
Secretary & Treasurer	Kimberly Locher	5850 T.G. Lee Boulevard, Suite 200 Orlando, Florida 32822

ARTICLE XI

INDEMNIFICATION

The Association shall indemnify every officer, director, committee member and employee of the Association against any and all costs and expenses, including reasonable attorneys' and paralegals' fees, reasonably incurred by or imposed upon such officer, director, committee member or employee in connection with any action, suit, or other proceeding (including settlement of any suit or proceeding, if approved by the then Board of Directors) to which he may be a party by reason of being or having been an officer, director, committee member or employee of the Association. Such officers, directors, committee members and employees shall not be liable for any mistake of judgment, negligent or otherwise, except for their own individual willful misfeasance, malfeasance, misconduct, or bad faith. The officers and directors of the Association shall have no personal liability with respect to any contract or other commitment made by them, in good faith, on behalf of the Association (except to the extent they may also be members of the Association), and the Association shall indemnify and forever hold each such officer and director free and harmless against any and all liability to others on account of any such contract or commitment. Any right to indemnification provided for herein shall not be exclusive of any other rights to which any officer, director, committee member, or employee, or former officer, director, committee member or employee may be entitled. The Association shall, as a Common Expense, maintain adequate general liability and officers' and directors' liability insurance to fund this obligation, if such insurance is reasonably available.

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ARTICLE XII

BYLAWS

The Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the Bylaws.

ARTICLE XIII

AMENDMENTS

These Articles may be amended by a majority of the Board of Directors adopting a resolution setting forth the proposed amendment, if such proposed amendment is approved by the affirmative vote (in person or by proxy) or written consent, or any combination thereof, of at least two-thirds of the total votes of the Association. However, the percentage of votes necessary to amend a specific clause shall not be less than the prescribed percentage of affirmative votes required for action to be taken under that clause. No amendment shall be effective until filed with the office of the Secretary of State of Florida. A certified copy of each amendment shall be recorded in the Public Records of Brevard County, Florida. Notwithstanding anything to the contrary set forth herein, the District Declarant may unilaterally amend these Articles at any time to include any provisions which may be required by the Federal National Mortgage Association, the Federal Home Loan Mortgage Corporation, the Veterans Administration, and the Department of Housing and Urban Development.

No amendment may remove, revoke, or modify any right or privilege of District Declarant or the Class "B" member without the written consent of District Declarant or the Class "B" member as appropriate, or the assignee of such right or privilege. No amendment may impair the validity or priority of the lien of any Mortgage held by a Mortgagee or impair the rights granted to Mortgagees herein without the prior written consent of such Mortgagees.

ARTICLE XIV

INCORPORATOR

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

<u>Name</u>	<u>Address</u>
R. Mason Blake	8240 Devereux Drive, Suite 100 Viera, Florida 32940

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ARTICLE XV

NONSTOCK CORPORATION

The Association is organized on a nonstock basis and shall not issue shares of stock evidencing membership in the Association; provided, however, that membership in the Association may be evidenced by a certificate of membership which shall contain a statement that the Association is a corporation not for profit.

ARTICLE XVI

DISSOLUTION

In the event the Association is intentionally dissolved for the purpose of winding up its affairs, then after the claims of creditors of the Association have been satisfied from the assets of the Association or otherwise, the remaining assets of the Association shall be dedicated to a public body or conveyed to a not-for-profit corporation, as defined in Chapter 617, Florida Statutes, as amended, with similar purposes, as the Board of Directors of the Association shall determine in their sole discretion. Notwithstanding anything in the preceding sentence to the contrary, in the event the Association is dissolved, the Surface Water Management System Facilities, together with the control and/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 not-for-profit corporation similar to the Association.

ARTICLE XVII

ADDITIONAL PROPERTY

Additional property may be added from time to time to the Property in accordance with the Declaration. When made, the additions shall extend the jurisdiction, functions, duties and membership of the Association to such additional property as may be contemplated by the Declaration.

The Association and each member must accept as members the Owners of all Units or Unplatted Parcels in the Property where the instrument hercafter annexing additional property to the jurisdiction of the Association provides that the Owners of Units or Unplatted Parcels in the property annexed to the Property are intended to be members of the Association and that the Association is intended to have jurisdiction over them.

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IN WITNESS WHEREOF, the undersigned Incorporator has caused these presents to be executed as of the \_\_\_ day of November, 2004.

WITNESSES

Marlaine B. Mattox  
Marlaine B. Mattox  
(Print Name)

R. Mason Blake  
R. Mason Blake

Janina A. Segura  
Janina A. Segura  
(Print Name)

Address: 8240 Devereux Drive, Suite 100  
Viera, Florida 32940

STATE OF FLORIDA )  
COUNTY OF BREVARD )

The foregoing instrument was acknowledged before me on the 7<sup>th</sup> day of November, 2004 by R. Mason Blake. Said person is known to me.

MARLAINE B. MATTOX  
NOTARY PUBLIC - STATE OF FLORIDA  
COMMISSION #00100388  
EXPIRES 08/31/2008  
BONDED THRU 1-04-2004

Marlaine B. Mattox  
Signature of Person Taking Acknowledgement  
Print Name: Marlaine B. Mattox  
Title: Notary Public  
Serial No. (if any) \_\_\_\_\_  
Commission Expires: \_\_\_\_\_

CERTIFICATE DESIGNATING REGISTERED AGENT FOR  
SERVICE OF PROCESS

Pursuant to Chapters 48 and 617, Florida Statutes, the following is submitted in compliance with said Acts.

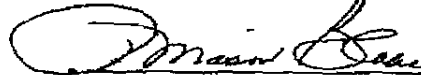
OAK CREEK OF PASCO COUNTY HOMEOWNERS' ASSOCIATION, INC., desiring to organize as a corporation under the laws of the State of Florida, with its registered office at Viera, Florida, has named R. Mason Blake, located at the above registered office, as its Registered Agent to accept service of process within this State.

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ACCEPTANCE OF REGISTERED AGENT

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. Mason Blake, Registered Agent

Date: 11/9/04

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TALLAHASSEE, FLORIDA

