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FLORIDA NON-PROFIT CORPORATION

Heritage Oaks Townhomes Owner's Association, Inc.

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

April 22, 2005

RICHARDS, GILKEY, FITE, ET. AL.

SUBJECT: HERITAGE OAKS TOWNHOMES OWNER'S ASSOCIATION, INC.
REF: W05000020363

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FLORIDA

ARTICLES OF INCORPORATION
OF

HERITAGE OAKS TOWNHOMES OWNER'S ASSOCIATION, INC.

(A Florida corporation not for profit)

The undersigned, by these Articles, hereby associate for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, and certify as follows:

ARTICLE I - NAME

The name of the corporation shall be HERITAGE OAKS TOWNHOMES OWNER'S ASSOCIATION, INC., hereinafter sometimes referred to as the "Association" and its principal office is at 30 Camelia Court, Oidsmar, Florida, 34677.

ARTICLE II - DEFINITION

All words, phrases, names and terms used in these Articles of Incorporation, the Bylaws and the Declaration of the Association shall have the same meaning and be used and defined the same as they are in the Declaration of Covenants, Conditions and Restrictions of Heritage Oaks Townhomes .

ARTICLE III - PURPOSE

The purposes of the Association shall be as follows:

3.1 To provide for the maintenance, preservation and architectural control of Lots and Common Areas (including Surface Water Management System) and to promote the health, safety and welfare of the Residents within the Development.

3.2 To accept and hold fee simple title to the common area and to accept and hold the rights, titles and interest of the Association as Grantee to any Easement that is appurtenant to the common area or to which the Association is a benefitted party.

3.3 To operate and maintain the Surface Water Management System in accordance with the terms and conditions of the Environmental Resource Permit as issued by the Southwest Florida Water Management District.

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3.4 To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association set forth herein, in the Bylaws or the Declaration as the same may be amended from time to time.

ARTICLE IV - POWERS

The Association shall have the following powers:

4.1 To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration" and applicable to the property, or any portion thereof, and recorded or to be recorded in the Public Records of Hillsborough County, Florida, as the same may be amended from time to time as therein provided;

4.2 To fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; 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; to borrow money, and with the consent of two-thirds (2/3) of each class of membership, mortgage, pledge or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

4.3 To hold funds solely and exclusively for the benefit of the members of the Association for the purposes set forth in these Articles of Incorporation and the Declaration;

4.4 To promulgate and enforce rules, regulations, bylaws, covenants, restrictions and agreements to effectuate the purposes for which the Association is organized;

4.5 To delegate power or powers where such is deemed in the interest of the Association;

4.6 To purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of, real or personal property; to enter into, make, perform or carry out contracts of every kind with any person, firm, corporation or association (specifically contracts for the operation and management of the Surface Water Management System); to do any and all acts necessary or expedient for carrying on any and all of the activities and pursuing any and all of the objects and purposes set forth in the Articles of Incorporation and not forbidden by the laws of the State of Florida;

4.7 To dedicate, sell or transfer all or any part of the Common Area to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication, sale or transfer shall be effective unless an instrument agreeing to such dedication, sale or transfer has been signed by members entitled to cast not less than two-thirds (2/3) of the votes of each Class of members of the Association;

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4.8 To charge recipients for services rendered by the Association and the user for use of Association property where such is deemed appropriate by the Board of Directors of the Association;

4.9 To pay taxes and other charges, if any, on or against property owned or accepted by the Association;

4.10 To have and exercise any and all powers, rights and privileges which a corporation organized under the Nonprofit Corporation Laws of the State of Florida by law may now or hereafter have or exercise;

4.11 To participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional property and Common Area, provided that any such merger or consolidation shall have the assent of two-thirds (2/3) of the votes of each Class of members of the Association.

4.12 To operate and maintain the Common Area, specifically the Surface Water Management System as permitted by the Southwest Florida Management District including all lakes, retention areas, culverts, and related appurtenances.

4.13 To enter into contracts and agreements with the associations for adjoining properties, properties for shared maintenance, utility and security expenses.

4.14 To sue or be sued.

Notwithstanding anything contained above to the contrary, no part of the net earnings of the Association shall inure to the benefit of any member and no distributions of income shall be made to its members, directors or officers.

ARTICLE V - MEMBERSHIP

Every person or entity who is a record owner of a Lot which is subject by covenants of record to assessment by the Association shall be a member of the Association. Classes of membership may be established pursuant to the Declaration of Covenants, Conditions and Restrictions recorded for the Land. Any owner of more than one Lot shall be entitled to one (1) membership for each Lot owned by him. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association. Change of membership in the Association for an Owner shall be established by recording in the Public Records of Pinellas County, Florida, a deed or other instrument establishing record title to a Lot in the Development and by delivery of a recorded copy of the same to the Association. The Owner designated by such deed thus becomes a member of the Association and the membership of the prior Owner is terminated.

ARTICLE VI - VOTING

The Association shall have two (2) classes of members:

6.1 Class A. Class A members shall be all Owners, except the Developer, of Lots and shall be entitled to one (1) vote for each such Lot so owned.

6.2 Class B. The Class B member shall be the Developer and shall be entitled to nine (9) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership when the total votes outstanding in Class A membership equals or exceeds the total votes outstanding in the Class B membership, or December 31, 2005, whichever first occurs.

ARTICLE VII - BOARD OF DIRECTORS OR DIRECTORS

7.1 The affairs of the Association shall be managed by a Board of Directors consisting of the number of Directors determined by the Bylaws, which shall initially be three (3) and never less than three (3) Directors. Directors need not be members of the Association.

7.2 Directors shall be elected at the annual meeting of 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 for in the Bylaws.

7.3 Members other than the Developer are entitled to elect at least a majority of the members of the Board of Directors of the Association when the earlier of the following occurs:

(a) three months after ninety per cent (90%) of the parcels in all phases of the community that will ultimately be operated by the Association have been conveyed to members; or

(b) December 31, 2005.

For purposes of this Section, the term "members other than the Developer" should not include builders, contractors, or others who purchase a parcel for the purpose of constructing improvements thereon for resale.

Notwithstanding the foregoing, the Developer shall be entitled to elect at least one (1) member of the Board of Directors as long as the Developer holds for sale, in ordinary course of business, at least five per cent (5%) of the parcels and all phases of the Development.

7.4 The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

<u>Names</u>	<u>Addresses</u>
Joginder S. Dhaliwall	30 Camelia Court Oldsmar, Florida 34677
Jean L. Dhaliwall	30 Camelia Court Oldsmar, Florida 34677
Harpaul Dhaliwall	30 Camelia Court Oldsmar, Florida 34677

ARTICLE VIII - 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 its first meeting following the annual meeting of the members of the Association and 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>Names</u>	<u>Addresses</u>
President/ Secretary	Joginder S. Dhaliwall	30 Camelia Court Oldsmar, Florida 34677
Vice President	Harpaul Dhaliwall	30 Camelia Court Oldsmar, Florida 34677
Treasurer	Jean L. Dhaliwall	30 Camelia Court Oldsmar, Florida 34677

ARTICLE IX - REGISTERED AGENT AND OFFICE

The street address of the initial registered office of the Association shall be 1253 Park Street, Clearwater, FL 33756. The registered agent for the Association at the above address shall continue to be R. Carlton Ward.

ARTICLE X - INDEMNIFICATION

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a director or officer of the Association, whether or not he is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the Association. 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.

ARTICLE XI - BYLAWS

The first 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 XII - AMENDMENTS

Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner.

12.1 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.

12.2 A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing such approval is delivered to the secretary at or prior to the meeting. Except as elsewhere provided, such approvals must be by not less than two-thirds (2/3) of the votes of the entire membership of the Association.

12.3 Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of members without the Developer's approval as long as the Developer owns a Lot in the Development.

12.4 A copy of each amendment shall be certified by the Secretary of State and be recorded in the Public Records of Hillsborough County, Florida.

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ARTICLE XIII - TERM

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The term of the Association shall be perpetual.

COUNTY OF DADE
STATE OF FLORIDAARTICLE XIV - SUBSCRIBERS

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

Names

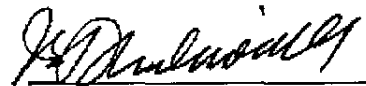
Joginder S. Dhaliwall

Addresses30 Camelia Court
Oldsmar, FL 34677ARTICLE XV - DISSOLUTION

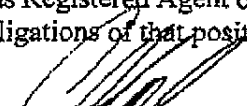
The Association may be dissolved with the consent given in writing and signed by not less than two-thirds (2/3) of each Class of members of the Association. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which the Association was created. In the event that dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

Upon dissolution of the Association, all Members (Lot owners) shall be jointly and severally responsible for operation and management of the Surface Water Management System according to the requirements of the Environmental Resource Permit issued by the Southwest Florida Water Management District until an alternate entity assumes responsibility for the same.

These Articles of Incorporation have been duly approved by the undersigned as and constituting all of the subscribers and directors of said corporation in a meeting duly held and assembled.

Dated this 21st day of April, 2005.

 JOGINDER S. DHALIWALL
ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, R. Carlton Ward, accept the appointment as Registered Agent of the Company, and state that I am familiar with and accept the duties and obligations of that position.

Date: April 21, 2005

 R. Carlton Ward,
 Registered Agent