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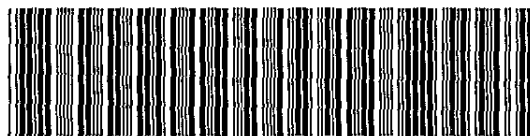
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DIVISION OF CORPORATIONS
05 JUN 23 AM 8:16

O. Brown JUN 24 2005



**Lasman
Law Firm**

Lasman Law Firm, P.A.
Winthrop Town Centre

Post Office Box 1907
Brandon, Florida 33509

6152 Delancey Station Street
Suite 205
Riverview, Florida 33569
Telephone: 813-681-7725
Facsimile: 813-681-8842
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June 22, 2005

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: *Articles of Incorporation for Orangewalk Homeowners Association, Inc.*
Our File No. 05-06-050-L


Dear Sir or Madam:

Enclosed please find Articles of Incorporation in connection with the above-referenced matter along with a check in the amount of \$78.75 in payment of the filing fees. Please forward to my attention a Certified Copy of the Articles of Incorporation.

Should you have any questions please do not hesitate to contact me directly at 813-681-7725.

Very truly yours,

LASMAN LAW FIRM, P.A.


Jeffrey M. Lasman

JML/ph

Enclosures

Satellite Offices

1653 Sun City Center Plaza
Sun City Center, Florida 33573

520 South Florida Avenue
Lakeland, Florida 33801

550 North Reo Street, Suite 300
Tampa, Florida 33609

ARTICLES OF INCORPORATION
OF
ORANGEWALK HOMEOWNERS ASSOCIATION, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION

05 JUN 23 AM 8: 16

The undersigned incorporator, desiring to form a corporation not for profit under Chapter 617, Florida Statutes, as amended, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name and Principal Office

The name of the corporation shall be **ORANGEWALK HOMEOWNERS ASSOCIATION, INC.**, which is hereinafter referred to as the "Association." The principal place of business and mailing address of the corporation shall be 6152 Delancey Station Street, Suite 205, Riverview, Florida 33569.

ARTICLE II

Purposes and Powers

The objectives and purposes of the Association are those objectives and purposes as are authorized by the Declaration of Covenants Conditions and Restrictions of "ORANGEWALK HOMEOWNERS ASSOCIATION, INC." recorded at Official Records Book ____, Page ____ of the Public Records of Hillsborough County, Florida (the "Declaration"). Terms used herein shall have the meanings ascribed to them in the Declaration, unless the context would prohibit.

The Association is not organized for profit and no part of the net earnings, if any, shall inure to the benefit of any member or individual person, firm or corporation.

The Association shall have the power to contract for the management of the Association and to delegate to the party with whom such contract has been made the powers and duties of the Association, except those which require specific approval of the Board of Directors or Members.

The Association shall have all of the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of these Articles and Declaration above identified. The Association shall also have all of the powers necessary to implement the purposes of the Association and to provide for the general health and welfare of its membership.

ARTICLE III

Members and Voting Rights

Section 1. Membership. Every person or entity who is a record Owner of a fee Interest in any Lot which is or is at any time made subject to the Declaration shall be a Member of the Association, provided that any such person or entity who holds such interest merely as a security for the performance of an obligation shall not be a Member. Membership in the corporation and transfer thereof shall be upon such terms and conditions as are provided in the Declaration.

Section 2. Votes per Lot. Members shall be entitled to one (1) membership interest and one (1) vote for each Lot owned, provided, however, when more than one person holds title to a Lot, all such persons shall be members, and the vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any such Lot.

Section 3. Meetings of Members. The Bylaws of the Association shall provide for an annual meeting of Members, make provision for regular and special meetings of Members other than the annual meeting and set the quorum requirements for meetings of the Members.

ARTICLE IV

Corporate Existence

The Association shall have perpetual existence.

ARTICLE V

Board of Directors

Section 1. Management by Directors. The property, business and affairs of the Association shall be managed by a Board of Directors, which shall consist of not less than three (3) persons, but as many persons as the Board of Directors shall from time to time determine. A majority of the directors in office shall constitute a quorum for the transaction of business. The Bylaws shall provide for meetings of directors, including an annual meeting.

Section 2. First Board of Directors. The names and addresses of the first board of Directors of the Association, who shall hold office until the first annual meeting of members and thereafter until qualified successors are duly elected and have taken office, shall be as follows:

Name	Address
RICHARD DAVID FIRST	6152 Delancey Station Street, Suite 205 Riverview, Florida, 33569
WILLIAM R. ATKINS	6152 Delancey Station Street, Suite 205 Riverview, Florida, 33569
JEFFREY M. LASMAN	6152 Delancey Station Street, Suite 205 Riverview, Florida, 33569

Section 3. Election of Members of Board of Directors. Except for the first Board of Directors, directors shall be elected by the Members of the Association at the annual meeting of the membership as provided in the Bylaws of the Association, and the bylaws may provide for the method of voting in the election and for removal from office of directors. All directors shall be Members of the Association, or shall be authorized representatives, officers or employees of corporate Members of the Association. The election of directors shall be by voting as provided in accordance with the Bylaws.

Section 4. Duration of Office. Persons elected to the Board of Directors shall hold office until the next succeeding annual meeting of Members and thereafter until qualified successors are duly elected and have taken office.

Section 5. Vacancies. If a director shall for any reason cease to be a director, the remaining directors may elect a successor to fill the vacancy for the balance of the unexpired term.

Section 6. Compensation. Directors and officers, as such, shall receive no compensation for their services.

ARTICLE VI

Officers

Section 1. Officers to Serve. The Association shall have a President, Vice President, Secretary and Treasurer, and such other officers as the Board of Directors may from time to time elect. One person may not hold more than one office, except for the offices of Secretary and Treasurer.

Section 2. Election and Appointment of Officers. The officers of the Association, in accordance with any applicable provision of the Bylaws, shall be elected by the Board of Directors for terms of one (1) year and thereafter until qualified successors are duly elected and have taken office. The Bylaws may provide for the method of voting in the election, for the removal from office of officers, for filling vacancies and for the duties of the officers. If any office shall become vacant for any reason, the Board of Directors may appoint an individual to fill such vacancy until the next election of directors.

Section 3. First Officers. The names and addresses of the first officers of the Association, who shall hold office until the annual meeting of directors, and thereafter until successors are duly elected and have taken office, shall be as follows:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President	RICHARD DAVID FIRST	6152 Delancey Station Street Suite 205 Riverview, Florida. 33569
Vice President Treasurer	WILLIAM R. ATKINS	6152 Delancey Station Street Suite 205 Riverview, Florida, 33569
Secretary	JEFFREY M. LASMAN	6152 Delancey Station Street Suite 205 Riverview, Florida, 33569

ARTICLE VII

Bylaws

The Board of Directors shall adopt Bylaws consistent with these Articles of Incorporation. Such Bylaws may be altered, amended or repealed by the membership in the manner set forth in the Bylaws.

ARTICLE VIII

Amendments

Section 1. Manner of Amendment. Amendments to these Articles of Incorporation shall be proposed and approved by the Board of Directors and thereafter submitted to a meeting of the

membership of the Association for adoption or rejection by the same vote of the membership as required to amend the Bylaws.

Section 2. Conflict. In case of any conflict between these Articles of Incorporation and the Bylaws, these Articles shall control; and in case of any conflict between these Articles of Incorporation and the Declaration, the Declaration shall control.

ARTICLE IX

Incorporator

The name and address of the incorporator to these Articles of Incorporation is:

Name

WILLIAM R. ATKINS

Address

6152 Delancey Station Street
Suite 205
Riverview, Florida, 33569

ARTICLE X

Indemnification

Section 1. Indemnity. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action or investigation by reason of the fact that he is or was a director, employee, officer or agent of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Association, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or malfeasance or malfeasance in the performance of his duty to the Association unless and only to the extent that the court in which such action or suit was brought shall determine upon application that despite the adjudication of liability, but in view of all of the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper. The termination of any action, suit or proceeding by judgment, order, settlement,

conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Association, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Section 2. Expenses. To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 of this Article X or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees, appellate attorneys' fees and court costs) reasonably incurred by him in connection therewith.

Section 3. Approval. Any indemnification under Section 1 of this Article X (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper under the circumstances because he has met the applicable standard of conduct set forth in Section 1 above. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum, consisting of directors who were not parties to such action, suit or proceeding, or (b) if such quorum is not obtainable, or, even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or by a majority of the Members.

Section 4. Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Association as authorized in this Article.

Section 5. Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of members or otherwise, both as to action in his official capacity while holding such office or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such persons.

Section 6. Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the

Association, or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

ARTICLE XI

Name and Office Address of Initial Registered Agent

The name and address of the initial Registered Agent is:

**Jeffrey M. Lasman, Esquire
LASMAN LAW FIRM, P.A.
6152 Delancey Station Street, Suite 205
Riverview, Florida 33569**

ARTICLE XII

Dissolution

The Association may be dissolved, consistent with the applicable provisions of Florida Statutes, upon petition having the assent given in writing and signed by not less than three-fourths (3/4) of the members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be disposed of in accordance with the Declaration.

ARTICLE XIII

No Stock or Dividends

There shall be no dividends to any of the members. This corporation shall not issue shares of stock of any kind or nature whatsoever.

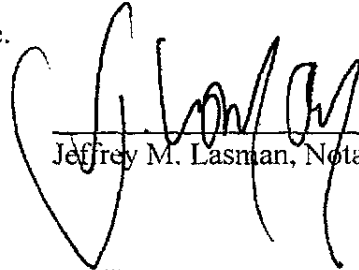
IN WITNESS WHEREOF, the said Incorporator has hereunto set her hand this 21st day of June, 2005.



WILLIAM R. ATKINS, Incorporator

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 21st day of June, 2005 by
WILLIAM R. ATKINS, who is personally known to me.



Jeffrey M. Lasman, Notary Public



JEFFREY M. LASMAN
COMMISSION # DD 066626
EXPIRES OCT. 22, 2005
BONDED THROUGH
ATLANTIC BONDING CO., INC.

REGISTERED AGENT CERTIFICATE

In pursuance of the General Corporation Act of Florida, the following is submitted, in compliance with said statute:

That ORANGEWALK 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 the Town of Riverview, County of Hillsborough, State of Florida, has named Jeffrey M. Lasman, located at 6152 Delancey Station Street, Suite 205, Riverview, Florida 33569, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative to keeping open said office, and further states he is familiar with Florida Statutes § 607.325.

Dated this 21st day of June, 2005.


JEFFREY M. LASMAN

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