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FLORIDA PROFIT/NON PROFIT CORPORATION

Briar Oaks Homeowners' Association, Inc.

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ARTICLES OF INCORPORATION
OF
BRIAR OAKS HOMEOWNERS' ASSOCIATION, INC.
(A FLORIDA CORPORATION NOT FOR PROFIT)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BRIAR OAKS HOMEOWNERS' ASSOCIATION, INC.
(A FLORIDA CORPORATION NOT FOR PROFIT)

In compliance with the requirements of the laws of the State of Florida, and for the purpose of forming a corporation not for profit, the undersigned does hereby acknowledge:

1. Name of Corporation. The name of the corporation is BRIAR OAKS HOMEOWNERS' ASSOCIATION, INC. (the "Association").
2. Principal Office. The principal office of the Association is 600 North Westshore Boulevard, Suite 400, Tampa, Florida 33609.
3. Registered Office - Registered Agent. The street address of the Registered Office of the Association is 2701 North Rocky Point Drive, Suite 900, Tampa, Florida 33607. The name of the Registered Agent of the Association is:

CHRISTIAN F. O'RYAN

4. Definitions. A declaration entitled Declaration for Briar Oaks (the "Declaration") will be recorded in the Public Records of Pasco County, Florida, and shall govern all of the operations of a community to be known as BRIAR OAKS. All initially capitalized terms not defined herein shall have the meanings set forth in the Declaration.
5. Purpose of the Association. The Association is formed to: (a) provide for ownership, operation, maintenance and preservation of the Common Areas, and improvements thereon; (b) perform the duties delegated to it in the Declaration, Bylaws and these Articles; and (c) administer the interests of the Association and the Owners.
6. Not for Profit. The Association is a not for profit Florida corporation and does not contemplate pecuniary gain to, or profit for, its members.
7. Powers of the Association. The Association shall, subject to the limitations and reservations set forth in the Declaration, have all the powers, privileges and duties reasonably necessary to discharge its obligations, including, but not limited to, the following:

7.1 To perform all the duties and obligations of the Association set forth in the Declaration and Bylaws, as herein provided.

7.2 To enforce, by legal action or otherwise, the provisions of the Declaration and Bylaws and of all rules, regulations, covenants, restrictions and agreements governing or binding the Association and BRIAR OAKS.

7.3 To fix, levy, collect and enforce payment, by any lawful means, of all Assessments pursuant to the terms of the Declaration, these Articles and Bylaws.

7.4 To pay all Operating Costs, including, but not limited to, all licenses, taxes or governmental charges levied or imposed against the property of the Association.

7.5 To acquire (by gift, purchase or otherwise), annex, own, hold, improve, build upon, operate, maintain, convey, grant rights and easements, sell, dedicate, lease, transfer or otherwise dispose of real or personal property (including the Common Areas) in connection with the functions of the Association except as limited by the Declaration.

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7.6 To borrow money, and upon the approval of (i) a majority of the Board of Directors; and (ii) sixty-six and two-thirds percent (66 2/3%) of the votes present, in person or by proxy, at a duly noticed meeting of the members in which there is a quorum, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred, including without limitation, the right to collateralize any such indebtedness with the Association's assessment collection rights.

7.7 To dedicate, grant, license, lease, concession, create easements upon, sell or transfer all or any part of BRIAR OAKS to any public agency, entity, authority, utility or other person or entity for such purposes and subject to such conditions as it determines and as provided in the Declaration.

7.8 To participate in mergers and consolidations with other non-profit corporations organized for the same purposes.

7.9 To adopt, publish, promulgate or enforce rules, regulations, covenants, restrictions or agreements governing the Association, BRIAR OAKS, the Common Areas, Lots and, as provided in the Declaration, to effectuate all of the purposes for which the Association is organized.

7.10 To have and exercise any and all powers, rights, and privileges which a corporation organized under Chapter 617 or Chapter 720, Florida Statutes may now or hereafter have or exercise by law.

7.11 To employ personnel and retain independent contractors to contract for management of the Association, BRIAR OAKS, and the Common Areas as provided in the Declaration and to delegate in such contract all or any part of the powers and duties of the Association.

7.12 To contract for services to be provided to, or for the benefit of, the Association, Owners, the Common Areas, the Surface Water Management System and BRIAR OAKS as provided in the Declaration, such as, but not limited to, Telecommunications Services, maintenance, garbage pick-up, and utility services.

7.13 To establish committees and delegate certain of its functions to those committees.

7.14 To operate and maintain the Surface Water Management System ("SWMS"), including, but not limited to, exfiltration trenches, Wetland Conservation Areas, wetland mitigation areas, ponds, lakes, retention and detention areas, water management areas, inlets, ditches, swales, culverts, water control structures, dams, impoundments, flood plain compensation areas, wetlands and any associated buffer areas, reservoirs, drainage maintenance easements and those works defined in Section 373.403 of the Florida Statutes.

7.15 To sue or be sued.

7.16 To contract for the maintenance and management of the Common Area, including but not limited to, any SWMS, and to authorize a management agent to assist the Association in carrying out its powers and duties under the Declaration.

7.17 To require all Owners to be members of the Association.

7.18 To take any other action necessary in furtherance of the purposes for which the Association is organized.

8. Voting Rights. Owners and Developer shall have the voting rights set forth in the Bylaws.

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9. Board of Directors. The affairs of the Association shall be managed by a Board of odd number with not less than three (3) nor more than five (5) members. The initial number of directors shall be three (3) prior to Turnover and thereafter no more than five (5). Board members shall be appointed and/or elected as stated in the Bylaws. The election of Directors shall be held at the annual meeting. Directors shall be elected for a term expiring on the date of the next annual meeting. The names and addresses of the members of the first Board who shall hold office until their successors are appointed or elected, or until removed, are as follows:

| NAME | ADDRESS |
|---------------------|--|
| Michael Cachon | 600 N. Westshore Blvd. Suite 400 Tampa, FL 33609 |
| Dusty Eichholt | 600 N. Westshore Blvd. Suite 400 Tampa, FL 33609 |
| Kevin M. Klarkowski | 600 N. Westshore Blvd. Suite 400 Tampa, FL 33609 |

10. Dissolution. In the event of the dissolution of the Association other than incident to a merger or consolidation, any member may petition the Circuit Court having jurisdiction of the Judicial Circuit of the State of Florida for the appointment of a receiver to manage its affairs of the dissolved Association and to manage the Common Areas, in the place and stead of the Association, and to make such provisions as may be necessary for the continued management of the affairs of the dissolved Association and its properties. In addition, if Association is dissolved, the SWMS owned by the Association, if any, shall be conveyed to an appropriate agency of local government. If a governmental agency will not accept the Surface Water Management System, then it must be dedicated to a corporation not for profit similar to the Association.

11. Duration. The Association shall have perpetual existence.

12. Amendments.

12.1 General Restrictions on Amendments. Notwithstanding any other provision herein to the contrary, no amendment to these Articles shall affect the rights of Developer unless such amendment receives the prior written consent of Developer, as applicable, which may be withheld for any reason whatsoever. If the prior written approval of any governmental entity or agency having jurisdiction is required by applicable law or governmental regulation for any amendment to these Articles, then the prior written consent of such entity or agency must also be obtained. No amendment shall be effective until it is recorded in the Public Records.

12.2 Amendments Prior to the Turnover Date. Prior to the Turnover Date, Developer shall have the right to amend these Articles as it deems appropriate, without the joinder or consent of any person or entity whatsoever. Developer's right to amend under this Section is to be construed as broadly as possible. In the event that Association shall desire to amend these Articles prior to the Turnover Date, Association must first obtain Developer's prior written consent to any proposed amendment. Thereafter, an amendment identical to that approved by Developer may be adopted by Association pursuant to the requirements for amendments from and after the Turnover Date.

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Thereafter, Developer shall join in such identical amendment so that its consent to the same will be reflected in the Public Records.

12.3 Amendments From and After the Turnover Date. After the Turnover Date, but subject to the general restrictions on amendments set forth above, these Articles may be amended with the approval of (i) sixty-six and two-thirds percent (66 2/3%) of the Board; and (ii) fifty-one percent (51%) of the votes present, in person or by proxy, at a duly called meeting of the members in which there is a quorum.

12.4 Compliance with HUD, FHA, VA, FNMA, GNMA. Notwithstanding any provision of these Articles to the contrary, the Developer shall have the right to amend these Articles, from time to time, so long as Developer owns a Lot within BRIAR OAKS, to make such changes, modifications and additions therein and thereto as may be requested or required by HUD, FHA, VA, FNMA, GNMA, or any other governmental agency or body as a condition to, or in connection with such agency's or body's agreement to make, purchase, accept, insure, guaranty or otherwise approve loans secured by mortgages on Lots. No approval or joinder of the Association, other Owners, or any other party shall be required or necessary to such amendment.

13. Limitations.

13.1 Declaration is Paramount. No amendment may be made to these Articles which shall in any manner reduce, amend, affect or modify the terms, conditions, provisions, rights and obligations set forth in the Declaration.

13.2 Rights of Developer. There shall be no amendment to these Articles which shall abridge, reduce, amend, effect or modify the rights of Developer.

13.3 Bylaws. These Articles shall not be amended in a manner that conflicts with the Bylaws.

14. Incorporator. The name and address of the Incorporator of this corporation is:

Christian F. O'Ryan, Esq.
2701 N. Rocky Point Drive, Suite 900
Tampa, Florida 33607

15. Officers. The Board shall elect a President, Secretary, Treasurer, and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board shall from time to time determine. The names and addresses of the Officers who shall serve until their successors are elected by the Board are as follows:

| | |
|----------------|--|
| President | Michael Cachon 600 N. West Shore Blvd. Suite 400 Tampa, FL 33609 |
| Vice President | Kevin M. Klarkowski 600 N. West Shore Blvd. Suite 400 Tampa, FL 33609 |

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Secretary/
Treasurer

Dusty Eichholt
600 N. West Shore Blvd.
Suite 400
Tampa, FL 33609

16. Indemnification of Officers and Directors. The Association shall and does hereby indemnify and hold harmless every Director and every Officer, their heirs, executors and administrators, against all loss, cost and expenses reasonably incurred in connection with any action, suit or proceeding to which such Director or Officer may be made a party by reason of being or having been a Director or Officer of the Association, including reasonable counsel fees and paraprofessional fees at all levels of proceeding. This indemnification shall not apply to matters wherein the Director or Officer shall be finally adjudged in such action, suit or proceeding to be liable for or guilty of gross negligence or willful misconduct. The foregoing rights shall be in addition to, and not exclusive of, all other rights to which such Director or Officers may be entitled.

17. Transactions in Which Directors or Officers are Interested. No contract or transaction between the Association and one (1) or more of its Directors or Officers or Developer, or between the Association and any other corporation, partnership, association, or other organization in which one (1) or more of its Officers or Directors are officers, directors or employees or otherwise interested shall be invalid, void or voidable solely for this reason, or solely because the Officer or Director is present at, or participates in, meetings of the Board thereof which authorized the contract or transaction, or solely because said Officers' or Directors' votes are counted for such purpose. No Director or Officer of the Association shall incur liability by reason of the fact that such Director or Officer may be interested in any such contract or transaction. Interested Directors shall disclose the general nature of their interest and may be counted in determining the presence of a quorum at a meeting of the Board which authorized the contract or transaction.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the subscriber of this Association, has executed these Articles of Incorporation this 16 day of March, 2006.



CHRISTIAN F. O'RYAN
Subscriber


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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for BRIAR OAKS HOMEOWNERS' ASSOCIATION, INC., at the place designated in these Articles of Incorporation, the undersigned hereby accepts to act in this capacity, and agrees to comply with the provisions of the laws of the State of Florida relative to keeping such open office.

Dated this 16th day of March, 2006.

By: 

Christian F. O'Ryan
Registered Agent

Registered Office:

2701 N. Rocky Point Drive, Suite 800
Tampa, Florida 33607

Principal Corporation Office:

600 North Westshore Blvd., Suite 400
Tampa, FL 33609

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