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FLORIDA PROFIT/NON PROFIT CORPORATION

Oaks on Azele Condominium Association, Inc.

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**ARTICLES OF INCORPORATION
OF
OAKS ON AZEELE CONDOMINIUM ASSOCIATION, INC.**

A corporation not for profit under the laws of the State of Florida

The undersigned hereby forms a corporation not for profit under Chapter 617, Florida Statutes, and certifies as follows:

ARTICLE 1

Name, Address and Registered Agent

1.1 Name. The name of the corporation shall be OAKS ON AZEELE CONDOMINIUM ASSOCIATION, INC. For convenience, the corporation shall be referred to herein as the "Association."

1.2 Address. The principal place of business and mailing address of the corporation shall be: 4100 N. 41st Street, Hollywood, Florida 33021.

1.3 Address and Registered Agent. The street address of the initial registered office of the Association is 601 Bayshore Boulevard, Suite 700, Tampa, Florida 33606. The name of the Association's initial registered agent at such address is Leslie Wager Hudock.

ARTICLE 2

Purpose

2.1 Purpose. The purpose for which the Association is organized is to provide an entity pursuant to Section 718.111 of the Florida Statutes (Fla. Stat. §718.101 et seq. is referred to herein as the "Florida Condominium Act") for the maintenance, operation and management of OAKS - A CONDOMINIUM (herein the "Condominium") located in Hillsborough County, Florida.

2.2 - Distribution of Income. The Association shall make no distribution of income, and no dividend shall be paid, to its members, directors, or officers.

2.3 No Shares of Stock. The Association shall not have or issue shares of capital stock.

ARTICLE 3

Powers

3.1 Common Law and Statutory Powers. The Association shall have all of the common law and statutory powers of a corporation not in conflict with the terms of these Articles of Incorporation or the Florida Condominium Act.

3.2 - Specific Powers. The Association shall have all of the powers and duties set forth in the Florida Condominium Act, these Articles of Incorporation and the Declaration of Condominium of Oaks - A Condominium (hereinafter the "Declaration"), and all of the powers

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and duties reasonably necessary to maintain, manage and operate the Condominium pursuant to such Declaration and as more particularly described in the Bylaws, as they may be amended from time to time, including, without limitation, the power to contract for services to provide for the operation and maintenance of the surface water management system facilities, if any, as permitted by the Southwest Florida Water Management District.

3.3 *Assets Held in Trust.* All funds and properties acquired by the Association and the proceeds thereof shall be held in trust for the members in accordance with the provisions of the Declaration, these Articles of Incorporation and the Bylaws.

3.4 *Limitation on Exercise of Powers.* The powers of the Association shall be subject to, and shall be exercised in accordance with, the provisions of the Declaration and the Bylaws.

ARTICLE 4 ***Members***

4.1 *Members.* The members of the Association shall consist of all the record owners of Units in the Condominium from time to time and, after termination of the Condominium, shall consist of those record owners who are members at the time of such termination, and their successors and assigns.

4.2 *Change of Membership.* After receiving any approval of the Association required by the Declaration, change of membership in the Association shall be established by the recordation in the Public Records of Hillsborough County, Florida, of a deed or other instrument establishing a change of record title to a Unit in the Condominium. The owner designated by such instrument thereby automatically becomes a member of the Association and the membership of the prior owner is thereby automatically terminated.

4.3 *Limitation on Transfer of Shares of Assets.* The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to the member's Unit.

4.4 *Voting.* On all matters upon which the members shall be entitled to vote, the holder of each Unit shall be entitled to one (1) vote, which vote shall be exercised or cast in the manner provided by the Declaration and Bylaws.

ARTICLE 5 ***Directors***

5.1 *Board of Directors.* The affairs of the Association shall be managed by a Board of Directors consisting of three (3) directors, or such greater number of directors as may be determined in accordance with the Bylaws. Except as provided below, each director must be either a member of the Association, an officer of a corporate member, a member, manager or officer of a member that is a limited liability company, a partner of a member that is a general partnership, or the general partner of a member that is a limited partnership; provided, however, each director elected or designated by the Developer shall be a member, manager or officer of the Developer.

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5.2 Initial Board of Directors. The names and address of the members of the first Board of Directors, who shall hold office until their successors are elected and qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Jamie Frank	4100 N. 41 st Street Hollywood, Florida 33021
Chris Frank	4100 N. 41 st Street Hollywood, Florida 33021
Sanford Mahr	5207 Bayshore Blvd., #18 Tampa, Florida 33611

5.3 Election of Directors. The directors of the Association 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 by the Bylaws.

ARTICLE 6 *Officers*

6.1 Officers. The affairs of the Association shall be administered by a President, Vice-President, Secretary and Treasurer and such other officers as may be designated in the Bylaws. Any person may hold two or more offices, except that the President shall not also be the Secretary. The officers shall be appointed annually 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 initial officers, who shall serve until their successors are appointed and qualified, are as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Jamie Frank	President	4100 N. 41 st Street Hollywood, Florida 33021
Sanford Mahr	Vice President and Secretary	5207 Bayshore Blvd., #18 Tampa, Florida 33611
Chris Frank	Treasurer	4100 N. 41 st Street Hollywood, Florida 33021

ARTICLE 7 *Indemnification*

7.1 Indemnification. The Association shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law. The foregoing right of

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indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE 8
Bylaws

8.1 Bylaws. The Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in certain instances by the Board of Directors and in certain instances by the members, in each case in the manner provided by the Bylaws.

ARTICLE 9
Amendments

9.1 Amendments. Subject to the provisions of the Section 9.2, amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

(a) The Board of Directors shall adopt a resolution setting forth the proposed amendment and, if there are members of the Association, the Board of Directors shall direct that it be submitted to a vote at a meeting of the members, which may be either the annual or a special meeting. If there are no members of the Association, the amendment shall be adopted by a vote of the majority of directors and the provisions for adoption by members shall not apply.

(b) Written notice setting forth the proposed amendment or a summary of the changes to be effective thereby shall be given to each member of record entitled to vote thereon within the time and in the manner provided herein for the giving of notice of meetings of members. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

(c) At such meeting, a vote of the members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of a majority of the votes of all members entitled to vote thereon.

9.2 Limitation on Amendments.

(a) No amendment to these Articles of Incorporation shall change the qualifications for membership, the voting rights of members, or the provisions of Section 3.3 hereof, without approval in writing by all members and the joinder of all record owners of mortgages upon the Units. No amendment shall be made that is in conflict with the Florida Condominium Act or the Declaration.

(b) No amendment to these Articles of Incorporation shall affect any of the rights and privileges provided to the Developer in the Declaration without the written consent of the Developer.

9.3 Certification. A copy of each amendment shall be filed with the Florida Secretary of State and a copy certified by the Secretary of State shall be recorded in the Public Records of Hillsborough County, Florida.

ARTICLE 10
Term

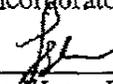
10.1 Term. The term of the Association shall be perpetual unless the Condominium is terminated pursuant to the provisions of the Declaration and, in the event of such termination, the Association shall be dissolved in accordance with the law. If, for any reason, the Association is dissolved, then prior to said dissolution the responsibility for the operation and maintenance of the Surface Water Management System Facilities, if any, shall be conveyed or dedicated to an appropriate governmental unit or public utility and, if said conveyance or dedication is not accepted, then said facilities shall be conveyed to a non-profit corporation similar to the Association.

ARTICLE 11
Incorporator

11.1 Name and Address. The name and address of the incorporator of the Association is as follows:

NAME	ADDRESS
Leslie Wager Hudock	601 Bayshore Boulevard, Suite 700 Tampa, Florida 33606

DULY EXECUTED by the undersigned incorporator on this 20th day of March, 2006.



Leslie Wager Hudock, Incorporator

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in these articles of incorporation, I am familiar with and accept the appointment of registered agent and agree to act in this capacity.



Leslie Wager Hudock, Registered Agent

Date: March 20, 2006

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