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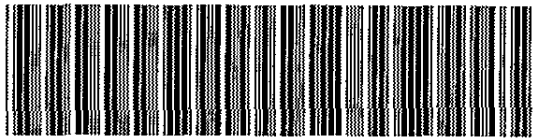
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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8-25-06
W

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

*Williams Park Owners
Association, Inc.*

Signature _____

Requested by: _____

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

- Art of Inc. File _____
- LTD Partnership File _____
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**ARTICLES OF INCORPORATION
OF
WILLIAMS PARK OWNERS ASSOCIATION, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned incorporator, hereby make, subscribe, acknowledge, and file with the Secretary of the State of Florida, these Articles of Incorporation for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be WILLIAMS PARK OWNERS ASSOCIATION, INC. For convenience the corporation shall be referred to in this instrument as the "Association." The address of the principal office of the Association shall be 2203 N. Lois Av., Suite 1125, Tampa, Florida 33607, or such other address within the State of Florida as the Board of Directors may from time to time designate.

ARTICLE II

Commencement of Corporate Existence

The corporate existence of the Association shall commence at the time these Articles are filed by the Office of the Secretary of State of the State of Florida.

ARTICLE III

Purpose and Definitions

The Association shall make no distribution of income to its Members, directors or officers. The purpose for which the Association is organized is to provide an entity for the administration, enforcement, and operation of the Declaration of Covenants, Conditions, Restrictions, and Easements for Williams Park (referred to herein as the "Declaration")

recorded or to be recorded in the Public Records of Pasco County, Florida. Capitalized terms used herein shall have the same meanings and definitions as those same terms have in the Declaration unless a contrary meaning or definition is expressly set forth herein.

ARTICLE IV

Powers

The powers of the Association shall include and be governed by the following provisions:

4.1 The Association shall have all of the common-law and statutory powers of a corporation not for profit not in conflict with the terms of these Articles or the Declaration.

4.2 The Association shall have all of the powers and duties set forth in the Declaration, and all of the powers and duties reasonably necessary to administer, enforce, and operate the Declaration as it may be amended from time to time, including, but not limited to, the following:

- a. To make and collect assessments against Members to defray the common expenses in accordance with the Declaration.
- b. To use the proceeds of assessments in the exercise of its powers and duties.
- c. To maintain, repair, replace and operate the Association's property, if any, including easements.
- d. To purchase insurance in accordance with the Declaration.
- e. To make and amend reasonable regulations respecting the use of the Association's property, if any; provided, however, that all such

regulations and their amendments shall be approved by a majority of the Board before such shall become effective.

f. To enforce by legal means the provisions of the Declaration, these Articles, the Bylaws of the Association and the regulations for the use of the Submitted Property.

g. To contract for the management and maintenance of the Association and to authorize the management agent to assist the Association in carrying out its powers and duties by performing such functions as the collection of assessments, preparation of records, enforcement of rules and maintenance of the Association's property, if any.

h. To employ personnel to perform the services required for proper operation of the development.

i. To enter into agreements with the Declarant, or any other legal entity for the maintenance, replacement or repair of any properties used in common with others such as, but not limited to, roads, subdivision-type improvements or landscaping.

j. To pay liens or charges assessed against the Association's property, if any.

4.3 All funds and the titles of all properties acquired by the Association and their proceeds shall be held in trust for the Members in accordance with the provisions of the Declaration, these Articles and the Bylaws.

4.4 The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration.

ARTICLE V

Members

Until the Declaration is filed in the Public Records of Pasco County, Florida, the sole Member shall be Thomas Development, Inc., a Florida corporation. Thereafter, the Members of the Association shall be the Class A and Class B Members as set forth in the Declaration. The manner of termination and the transferability or nontransferability of membership is set forth in the Declaration.

ARTICLE VI

Directors

6.1 The affairs of the Association will be managed by a Board of Directors.

6.2 The number and method of appointing and electing Directors is set forth in the Bylaws. Directors may be removed and vacancies on the Board filled in the manner provided in the Bylaws.

6.3 The initial Directors named in these Articles shall serve until the first annual meeting of Members; at the first annual meeting and thereafter all Directors shall be elected by the Members in the manner determined by the Bylaws.

6.4 The names and addresses of the Members of the first Board who shall hold office until their successors are elected and have qualified as provided in the Bylaws, or until removed as provided in the By-Laws, are as follows:

Names

Addresses

Thomas J. Sandridge	2203 N. Lois Av., Suite 1125 Tampa, FL 33607
Hala A. Sandridge	4414 Sevilla Street Tampa, FL 33629
Vikki Wall	19701 Bexley Rd. Land O Lakes, FL 34638

ARTICLE VII

Officers

The affairs of the Association shall be administered by the officers designated in the Bylaws. The names and addresses of the officers who shall serve until their successors are designated by the Board as provided in the Bylaws are as follows:

<u>Names</u>	<u>Titles</u>	<u>Addresses</u>
Thomas J. Sandridge	President Vice President	2203 N. Lois Av., Suite 1125 Tampa, Florida 33607
Hala A. Sandridge	Treasurer	4414 Sevilla Street Tampa, FL 33629
Vikki Wall	Secretary	19701 Bexley Rd. Land O Lakes, FL 34638

ARTICLE VIII

Indemnification

The Association shall indemnify every officer, director, and any committee member against any and all expenses, including attorneys' fees, reasonably incurred by or imposed upon any officer, director, or committee member in connection with any action, suit or other proceeding, including, but not limited to, settlement of any suit or proceeding, to which an

officer, director, or committee member may be a party by reason of his or her actions or omissions taken or made as an officer, director, or committee member. The officers, directors, and committee members shall not be liable for any mistake of judgment, negligent or otherwise, except for their own individual wilful misfeasance, wilful malfeasance, or wilful misconduct. The officers and directors shall have no personal liability with respect to any contract or other commitment made by them on behalf 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 contract or commitment. The Association shall, as a common expense, maintain adequate general liability and officers and directors liability insurance, if such insurance is reasonably available.

ARTICLE IX

Bylaws

The first Bylaws of the Association shall be adopted by the Board and may be altered, amended or rescinded in the same manner provided for herein for the amendment of these Articles.

ARTICLE X

Amendments

Amendments to these Articles shall be adopted in the following manner:

10.1 The Board must adopt a resolution proposing an amendment. Notice of the subject matter of a proposed amendment shall be included in the notice to the Members of any meeting at which a proposed amendment is to be considered. Except as otherwise provided herein or in the Declaration, a resolution adopting a proposed amendment shall require the

approval of Members entitled to vote not less than a majority of the total votes of the Association.

10.2 The Articles may also be amended without a meeting by the written joinder and consent to the amendment by Members entitled to vote with not less than a majority of the total votes of the Association.

10.3 Anything herein to the contrary, notwithstanding: (a) no amendment shall make any changes in the qualifications for membership nor the voting rights of Members, without approval in writing by all Members; (b) no amendment shall be made that is in conflict with the Declaration; and (c) no amendment shall be made without the written consent of the Declarant so long as Declarant owns or has any contractual right to acquire any land in the Property.

ARTICLE XI

Incorporator

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

<u>Name</u>	<u>Address</u>
Thomas J. Sandridge	2203 N. Lois Av., Suite 1125 Tampa, Florida 33607

ARTICLE XII

Initial Registered Office and Registered Agent

The street address of the Association's initial registered office is 2203 N. Lois Av., Suite 1125, Tampa, Florida 33607 and the name of the Association's initial registered agent at such office is Thomas J. Sandridge. The Association may change its registered office or registered

agent or both by filing with the Department of State of the State of Florida a statement complying with Florida Statute 617.0501.

ARTICLE XIII

Term

The term of the Association shall be perpetual.

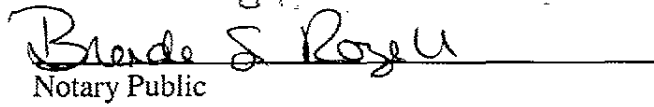
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles for the uses and purposes herein expressed this 22nd day of August, A.D. 2006.



Thomas J. Sandridge, Incorporator

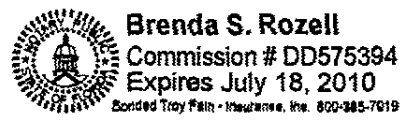
STATE OF FLORIDA
COUNTY OF Hillsborough

The foregoing instrument was acknowledged before me this 22nd day of August, 2006, by Thomas J. Sandridge, Inc.



Notary Public

My Commission Expires:



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is Williams Park Owners Association, Inc.
2. The name and address of the registered agent and office is:

Thomas J. Sandridge
2203 N. Lois Av., Suite 1125
Tampa, Florida 33607



Thomas J. Sandridge, Incorporator of
Williams Park Owners Association, Inc.

Date: 8/22/2006

Having been named as registered agent and to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept the appointment as registered agent and to act in this capacity, and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED this 22nd day of August, 2006.



Thomas J. Sandridge

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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