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CONNECTION

NO. 6861

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Florida Department of State
Division of Corporations
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FLORIDA PROFIT/NON PROFIT CORPORATION

BURNBROOK HOA, INC.

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CAPITAL CONNECTION.

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March 7, 2007

FLORIDA DEPARTMENT OF STATE
Division of Corporations

YOUR CAPITAL CONNECTION, INC.

SUBJECT: BURNBROOK HOA, INC.
REF: W07000011437

We have received your document for BURNBROOK HOA, INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal street address and/or a mailing address in the document. A post office box is not acceptable for the principal address.

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

If you have any further questions concerning your document, please call (850) 245-6929.

Justin M Shivers
Document Specialist
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

**BURNBROOK HOA, INC.
a Florida non-profit corporation**

We, the undersigned incorporators, all residents of the State of Florida and all of full age, hereby associate ourselves together and make, subscribe, acknowledge and file with the Secretary of State 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 the Corporation shall be BURNBROOK HOA, INC., hereinafter called the "Association."

**ARTICLE II.
OFFICE**

The initial principal office of this Association is 10403 Oakbrook Drive, Tampa, Florida 33618 which office may be changed from time to time by action of the Board of Directors.

Francis E. Friscia, Esquire, of Meirose & Friscia, P.A., whose address is 500 N. Westshore Blvd., #830, Tampa, Florida 33609 is hereby appointed the Initial Registered Agent of this Association.

**ARTICLE III.
PURPOSES AND POWERS OF THE ASSOCIATION**

This Association does not contemplate pecuniary gain or profit to the members thereof. The specific purposes for which it is formed are to promote the health, safety, and general welfare of the residents within all or any portion of the following described tract of land situate

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in Hillsborough County, Florida, as further amended by annexation thereto or particularly set forth in the Declaration of Restrictions of Burnbrook Phase II as recorded in the Official Records of Hillsborough County, Florida, at Official Records Book 3347, Page 844 and all amendments thereto.

All of Blocks 1 and 2 of Burnbrook-Phase II, as per map or plat thereof recorded in Plat Book 48 on Page 76 of the Public Records of Hillsborough County, Florida.

And any additions thereto as may hereafter be brought within the jurisdiction of this Association; and the purposes of this Association shall include, without limitation of the foregoing, provision for the maintenance and preservation of the residence lots and Common Area as may now or hereafter be created by the recorded and future recordation in the Public Records of Hillsborough County, Florida, that those certain "Declaration of Restrictions of Burnbrook Phase II" as the same from time to time may be amended as therein provided (which Declaration, and all amendments thereto now or thereafter made, are hereafter collectively called the "Declaration") and within any additions to the above described property as may hereafter be brought within the jurisdiction of this Association. For the foregoing purposes, this Association is empowered to:

(a) exercise all of the powers and privileges, and to perform all of the duties and obligations, of this Association as is set forth in the Declaration, the terms and provisions of which are here incorporated by reference; and

(b) 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 offices and other expenses incident to the conduct of the business of this Association, including all licenses, taxes and governmental charges levied or imposed against the property of

this Association; and

(c) acquire (by gift, purchase or otherwise), own hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of this Association; and

(d) borrow money, and with the assent of two-thirds (2/3) of the votes of each class of members present and voting, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred; and

(e) dedicate, sell, or transfer all or any part of this Association's property to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the members; provided, however, no such dedication or transfer shall be effective unless an instrument has been signed by members entitled to cast not less than two-thirds (2/3) of the votes of each class of members, agreeing to such dedication, sale or transfer; and

(f) participate in mergers and consolidations with other non profit corporations organized for similar purposes, provided that any such merger or consolidation shall have the assent of two-thirds (2/3) of the votes of each class of members; and

(g) annex additional real property in accordance with the provisions of the Declaration, with such annexation, extending the jurisdiction, function, duties, and membership of this corporation to the real property thereby annexed;

(h) from time to time adopt, alter, amend, and rescind reasonable rules and regulations governing the use of the lots and the Common Area, as defined in the Declaration, which rules and regulations shall be consistent with the rights and duties established by the Declaration and with the provisions of these Articles of Incorporation; and

(i) have and to exercise any and all powers, rights, and privileges which a

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corporation organized under the Corporations Not for Profit Laws of the State of Florida by law may now or hereafter have or exercise; and

Notwithstanding anything in the above to the contrary, no part of the net earnings of the Association shall inure to the benefit of any member within the meaning of Section 501(c)(7) of the Internal Revenue Code of 1954, nor shall the Association engage in any other activity prohibited by such section.

ARTICLE IV MEMBERSHIP

Every person or legal entity who holds legal title of record to any undivided fee simple interest to any lot which is subject to the provisions of the Declaration of Restrictions of Burnbrook Phase II shall be a member of this Association, including contract sellers, but excluding all other persons or entities who hold an interest in any Lot merely as security for the performance of an obligation. An Owner of more than one such Lot shall be entitled to one membership for each such Lot owned by him. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to the provisions of the Declaration.

ARTICLE V VOTING RIGHTS

This Association shall have one class of voting membership:

Class A: Class A members shall be all owners (as defined in the Declaration), with the exception of the Developer, and shall be entitled to one vote for each Lot owned. When more than one person holds an ownership interest in any Lot, all such persons shall be members.

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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 Lot. Prior to the time of any meeting at which a vote is to be taken, each co-owner shall file the name of the voting co-owner with the Secretary of the Association in order to be entitled to a vote at such meeting, unless such co-owner had previously filed a general voting authority with the Secretary applicable to all votes until rescinded.

ARTICLE VI. BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of Directors initially composed of three (3) Directors, who need not be members of the Association. The number of Directors may be changed by amendment to the By-Laws of this Association but shall never be less than three (3).

At all times, the members of the Board of Directors shall consist of an odd number. The term of office for all Directors shall be one (1) year. The names and addresses of the persons who are to act in the capacity of the Directors until successors are elected and qualify, unless they sooner shall die, resign, or are removed are:

NAME

Ronald A. McMurtry, Sr.

ADDRESS10433 Oakbrook Drive, Tampa, Fl
33618**NAME**

Ernest Mueller

ADDRESS10403 Oakbrook Drive, Tampa, Fl
33618**NAME**

Paul M. Roberts

ADDRESS10421 Oakbrook Drive, Tampa, Fl
33618

The Directors shall be eligible to serve successive terms in office without limitation.

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ARTICLE VII OFFICERS

Section 1. Enumeration of Officers. The officers of this Association shall be a president, a vice-president/treasurer and a secretary, and such other officers as the board may from time to time by resolution create. All officers shall be members of the Board of Directors. The office of Vice-President/Treasurer shall not be combined with any other office of this Association, except that the President, Vice-President/Treasurer and Secretary, must be a Director of this Association.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members.

Section 3. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year and until his successor shall be elected and qualify, unless he dies, resigns, or is removed, or otherwise disqualified to serve.

Section 4. Initial Officers. The names and addresses of the officers who, subject to these Articles and the By-Laws of this Association and the laws of the State of Florida, shall hold office for the first year of the existence of this Association, or until an election is held by the Directors of this Association for the election of officers, if earlier, and until their successors have been duly elected and qualify, unless they sooner die, resign, or are removed, are:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Ronald A. McMurtry, Sr.	President	10433 Oakbrook Dr. Tampa, Fl 33618
Paul M. Roberts	Vice President/Treasurer	10421 Oakbrook Dr. Tampa, Fl 33618
Ernest Mueller	Secretary	10403 Oakbrook Dr. Tampa, Fl 33618

Section 5. Removal. Any Director may be removed from the Board for cause, by a majority vote of the members of the Association. In the event of death, resignation, or removal of a Director, his successor shall be selected by the remaining members of the board, even if less than a quorum, and shall serve for the unexpired term of his predecessor, unless he sooner dies, resigns, or is removed, or otherwise disqualified to serve.

**ARTICLE VIII
SUBSCRIBERS**

The name and residence addresses of the subscribers to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Ronald A. McMurtry, Sr.	10433 Oakbrook Drive, Tampa, FL 33618
Ernest Mueller	10409 Oakbrook Drive, Tampa, FL 33618
Paul M. Roberts	10421 Oakbrook Drive, Tampa, FL 33618

**ARTICLE IX
DISSOLUTION**

The Association may be dissolved with the assent given in writing and signed by members entitled to cast not less than two-thirds (2/3) of the votes of each Class of members and upon such approval, if any, as may be required by Article XIII hereof. Upon dissolution of this Association, other than incident to a merger or consolidation, the assets of this Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes, but in no event shall such assets inure to the benefit of any member or other private individual.

**ARTICLE X
DURATION**

This Association shall exist perpetually.

**ARTICLE XI
BYLAWS**

The Bylaws of this Association shall be initially adopted by the Board of Directors.

Thereafter, the Bylaws shall be altered or rescinded by a majority vote of a quorum of members present at any regular or special meeting of the membership duly called and convened.

**ARTICLE XII
AMENDMENTS**

Any amendments of these Articles shall be proposed by any member of this Association at any regular or special meeting of the membership duly called and convened and shall require the assent of the members entitled to one fifty-one percent (51%) of the total votes eligible to be cast at any regular or special meeting of the membership duly called and convened.

**ARTICLE XIII
INDEMNITY**


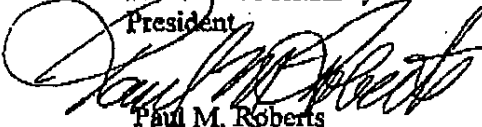
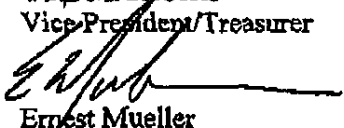
The Corporation shall indemnify any person made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding resulting from that person's actions or decisions made by or on behalf of the Association or while that person was acting within the scope of his responsibility as an officer or director of the association.

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**ARTICLE XIV
INTERPRETATION**

Express reference is hereby made to the terms and provisions of the Declaration where necessary to interpret, construe, and clarify the provisions of these Articles. In subscribing and filing these Articles, it is the intent of the undersigned that the provisions hereof be consistent with the provisions of the Declaration and, to the extent not prohibited by law, that the provisions of these Articles and of the Declaration be interpreted, construed, and applied so as to avoid inconsistencies or conflicting results. In the case of any conflict between the Declaration and the Articles of Incorporation, the Declaration shall control.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, we, the undersigned, constituting the incorporators of this Association have executed these Articles of Incorporation this 19th day of February, 2006.


Ronald A. McMurtry
President

Paul M. Roberts
Vice-President/Treasurer

Ernest Mueller
Secretary

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments,

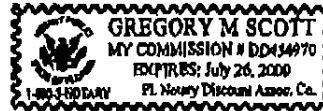
to me well known and known to be the persons described in and who executed the foregoing Articles of Incorporation, for and on behalf of said Corporation and under its corporate seal, and

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he/she acknowledged before me that he/she signed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS MY HAND and seal at Tampa, Hillsborough County, Florida, this 19th day of February, 2006.



My Commission Expires: JULY 26, 2009

[Signature]
Notary Public

I hereby accept the appointment as registered agent and agree to act in this capacity. I further 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 obligation of my position as registered agent. Or, if this document is being filed merely to reflect a change in the registered office address, I hereby confirm that the corporation has been notified in writing of this change.

[Signature]
(Signature of Registered Agent)
FRANCIS E. FRISLIA

3/29/07
(Date)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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