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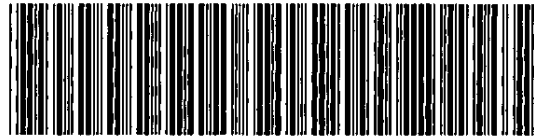
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2007 MAY 17 PM 2:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CE 5-18

## TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**SUBJECT:** WATERSET COMMUNITY COUNCIL, INC.  
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

**FROM:** Susan Parker  
Name (Printed or typed)

c/o Hyatt & Stubblefield, PC  
225 Peachtree Street, N.E., Suite 1200  
Address

Atlanta, Georgia 30303  
City, State & Zip

(404) 979-6971  
Daytime Telephone number

**NOTE: Please provide the original and one copy of the articles.**

**ARTICLES OF INCORPORATION  
OF  
WATERSET COMMUNITY COUNCIL, INC.  
(A Florida Corporation Not-For-Profit)**

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, by these Articles, associate themselves for the purpose of forming a corporation not-for-profit under Chapter 617, Florida Statutes, and certify as follows:

Article 1. Name. The name of the corporation is Waterset Community Council, Inc. ("**Community Council**").

Article 2. Registered Agent and Office. The street address and county of the initial registered office of the Community Council is in Hillsborough County, at 2731 Executive Park Drive, Suite 4, Weston, Florida 33331. The mailing address is the same. The initial registered agent at such address is NRAI Services, Inc.

Article 3. Principal Office. The street address and county of the principal office of the Community Council is 1137 Marbella Plaza Drive, Tampa, Florida 33619. The mailing address the same.

Article 4. Membership. The Community Council shall have no members.

Article 5. Duration. The Community Council is intended to have perpetual duration.

Article 6. Dissolution. The Community Council may be dissolved in accordance with the procedures set forth in Section 617.1402 of the Florida Not For Profit Corporation Act, upon approval of a plan of dissolution meeting the requirements thereof by its board of trustees. In such event, the board of trustees, after paying or making provision for payment of all of the liabilities of the Community Council, shall distribute any remaining assets, or sell any remaining assets and distribute the proceeds, to one or more organizations organized and operating for one or more exempt purposes within the meaning of Section 501(c)(4) of the IRC, or to the federal government, or a state or local government, for a public purpose.

Article 7. Applicable Statute. The Council is organized pursuant to the provisions of Chapter 617 of the Florida Not For Profit Corporation Act for the purpose of forming a corporation not-for-profit.

Article 8. Definitions. All capitalized terms used herein which are not defined shall have the meaning set forth in the Community Covenant for Waterset, recorded or to be recorded by NNP-Southbend II, LLC, a Delaware limited liability company ("**Founder**"), in the public records of Hillsborough County, Florida, as it may be amended from time to time ("**Community Covenant**").

Article 9. Purposes. The Community Council does not contemplate pecuniary gain or benefit, direct or indirect, to its members. In way of explanation and not of limitation, the purposes for which it is formed are:

(a) to be and constitute the Community Council to which reference is made in the Community Covenant, to perform all obligations and duties of such Community Council, and to exercise all rights and powers of the Community Council, as set forth therein, in such by-laws as its board of trustees may adopt ("**By-Laws**"), and as provided by law; and

(b) to generate, preserve, and enhance a true sense of "community" through the creation and sponsorship of programs, activities, and services to facilitate interaction, inclusiveness, involvement, community pride and responsibility, and the sharing of ideas, common interests, and resources in order to enhance the lifestyle and quality of life in, and otherwise contribute to the betterment of, the community known as Waterset and the surrounding area.

Article 10. Powers. In furtherance of its purposes, the Community Council may provide, or provide for, activities, services, and programs of a corporation exempt from federal income tax under Section 501(c)(4) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue law ("**IRC**"). The Community Council shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the Community Council, and the Community Council shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(4) of the Internal Revenue Code. Except as limited herein or in the Community Covenant or its By-Laws, the Community Council shall have the following powers, which, unless indicated otherwise by the Community Covenant or By-Laws, may be exercised by its board of trustees:

(a) all of the powers conferred upon not-for-profit corporations by common law and the statutes of the State of Florida in effect from time to time;

(b) all of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles, the By-Laws, and the Community Covenant, including, without limitation, the power:

(1) to facilitate, through organization, funding, promotion, and/or administration, such activities, services, and programs as its board of trustees determines necessary, desirable, or appropriate to advance the Community Council's purposes and mission, which might specifically include, without limitation;

- community improvement, beautification, recycling, conservation, and other environmental programs;
- cultural programs and programs that recognize and celebrate the visual and performing arts;
- educational programs and learning centers to encourage lifelong learning;
- health and wellness programs and recreational programs to encourage physical fitness, healthy lifestyles, and social interaction;
- charter clubs and other voluntary organizations and activities;

- a volunteer data bank to match those interested in volunteering with volunteer needs of local schools, libraries, and community organizations;
  - social activities (including festivals, holiday and other celebrations, and similar events);
  - public relations activities to publicize the Community Council's programs and activities;
  - computer Internet or intranet sites to facilitate communication of the Council's mission, programs and services and encourage interaction among stakeholders; and
  - community-wide technology systems;
- (2) to provide for the operation and preservation of natural, historical, and archaeological sites;
- (3) to provide social services, community outreach programs, and perform other charitable functions;
- (4) to make grants and contributions to not-for-profit or tax-exempt entities;
- (5) to collect contributions, donations, and fees to further the Community Council's organizational purposes;
- (6) to buy or otherwise acquire, sell or otherwise dispose of, mortgage or otherwise encumber, exchange, lease, hold, use, operate, and otherwise deal in and with real, personal, and mixed property of all kinds and any right or interest therein for any purpose of the Community Council, subject to the By-Laws;
- (7) to borrow money, subject to such limitations as may be set forth in the By-Laws;
- (8) to fix and to collect such fees and charges as are authorized pursuant to the Community Covenant or the By-Laws; and
- (9) to enter into, make, perform, or enforce contracts of every kind and description, and to do all other acts necessary, appropriate, or advisable in carrying out any purposes of the Community Council, with or in concert with any other association, corporation, or other entity or agency, public or private; and
- (10) to adopt, alter, and amend or repeal such By-Laws as may be necessary or desirable for the proper management of the affairs of the Community Council; provided, however, such By-Laws may not be inconsistent with or contrary to any provisions of the Community Covenant.

No substantial part of the Community Council's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The Community Council shall not participate in, or

intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

The Community Council shall make no distributions of income to its trustees or officers.

The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law, consistent with the express limitations set forth in the first paragraph of this Article.

Article 11. Board of Trustees. The business and affairs of the Community Council shall be conducted, managed, and controlled by a board of trustees ("**Board**"). The Board may delegate its operating authority to such companies, individuals, or committees as it, in its discretion, may determine.

The Board shall consist of not less than three nor more than seven trustees, as determined in accordance with the By-Laws. The names and addresses of the initial trustees, who shall hold office until their successors are elected and have qualified, or until removal, are as follows:

Scott J. Jones	1137 Marbella Plaza Drive, Tampa, FL 33619
Ben Gelston	1137 Marbella Plaza Drive, Tampa, FL 33619
Carrie Fisher	1137 Marbella Plaza Drive, Tampa, FL 33619

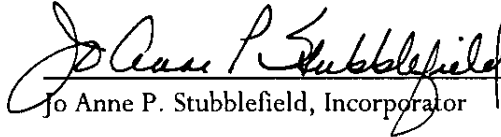
The method of election and removal of trustees and filling of vacancies and the term of office of trustees shall be as set forth in the By-Laws.

Article 12. Liability of Trustees. No person who is serving or who has served as a trustee of the Community Council shall be personally liable to the Community Council or any of its members for monetary damages for breach of duty as a trustee, except for liability with respect to (i) acts or omissions that the trustee at the time of such breach knew or believed were clearly in conflict with the best interests of the Community Council, (ii) any transaction from which the trustee derived an improper personal benefit or (iii) acts or omissions with respect to which the Florida Not For Profit Corporation Act does not permit the limitation of liability. As used herein, the term "improper personal benefit" does not include a trustee's reasonable compensation or other reasonable incidental benefit for or on account of his service as a trustee, officer, employee, independent contractor, attorney, or consultant of the Community Council. No amendment or repeal of this Article, nor the adoption of any provision to these Articles of Incorporation inconsistent with this article, shall eliminate or reduce the protection granted herein with respect to any matter that occurred prior to such amendment, repeal or adoption.

Article 13. Amendments. These Articles may be amended only upon a resolution duly adopted by the Board. No amendment of these Articles shall be in conflict with the Community Covenant.

Article 14. Incorporator. The incorporator is Jo Anne P. Stubblefield, whose address is Peachtree Center, South Tower, 225 Peachtree Street, Suite 1200, Atlanta, Georgia 30303.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this the 16<sup>th</sup> day of May, 2007.

  
Jo Anne P. Stubblefield, Incorporator

Address of Incorporator:

Peachtree Center South Tower  
225 Peachtree Street, N.E., Suite 1200  
Atlanta, Georgia 30303

551003-2/Council/Waterset CommtyCouncil/Arts/041907/rkgjps

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

Pursuant to the provisions of Section 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:

Waterset Community Council, Inc.

2. The name and address of the registered agent and office is:

NRAI Services, Inc.  
2731 Executive Park Drive, Suite 4  
Weston, Florida 33331

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature

  
Suzanne T. Cryan, Assistant Secretary

Date

5/16/2007

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA