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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**KRISTOPHER E. FERNANDEZ**

*Attorney at Law*

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August 2, 2007

Department of State  
Corporate Records Division  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Preserve at Carrollwood Village HomeOwners' Association, Inc.

Dear Sir/Madam:

Enclosed are the following:

1. New Articles of Incorporation for the above-referenced entity.
2. Acceptance by Registered Agent and Registered Office.
3. Law firm operating account check in the amount of \$78.75 to cover the fees for filing the Articles of Incorporation, designation and acceptance by registered agent, and certified copy of document with the filing date stamped on it.

Very truly yours,



Kristopher E. Fernandez

Enclosures

ARTICLES OF INCORPORATION OF  
PRESERVE AT CARROLLWOOD VILLAGE HOMEOWNERS' ASSOCIATION, INC.

THE UNDERSIGNED, acting as the incorporator of Preserve at Carrollwood Village Homeowners' Association, Inc., under Chapter 617, Florida Statutes, submits the following Articles of Incorporation (the "Articles"):

ARTICLE I: NAME

The name of the corporation is "Preserve at Carrollwood Village Homeowners' Association, Inc." (the "Association").

ARTICLE II: PRINCIPAL ADDRESS

The initial mailing address of the Association is 2122 W. Country Club Drive, Tampa, Florida 33612. The initial principal office of the Association is at 2122 W. Country Club Drive, Tampa, Florida 33612, or at such other place as may be subsequently designated by the Board of Directors (the "Board") of the Association.

ARTICLE III: DURATION AND COMMENCEMENT

The Association will exist perpetually commencing with the filing of these Articles with the Florida Department of State; however, should the Association be dissolved, the control or right of access to the property containing the surface water management system facilities shall be conveyed or dedicated to an appropriate governmental unit or public facility and that if not accepted, then the surface water management system facilities shall be conveyed to a non-profit corporation similar to the Association.

ARTICLE IV: PURPOSE

The Association is intended to qualify as a "Homeowner Association" as such term is defined in Section 528(c) of the Internal Revenue Code of 1986, as amended. The Association is organized solely for the purpose of carrying on the following functions: (a) the acquisition, construction, management, operation, maintenance, care, repair and replacement of all Association property as shown on the "Plat of Preserve at Carrollwood Village", including the surface water management system as approved by the Southwest Florida Water Management District, including all lakes, retention areas, water management areas, ditches, culverts, structures and appurtenances; (b) the maintenance and repair of the roadway as shown on the "Plat of Preserve at Carrollwood Village"; (c) the maintenance and repair of any Association property located within any easement as shown on the "Plat of Preserve at Carrollwood Village"; and (d) all other obligations of the Association as set forth in the "Declarations of Covenants, Conditions, Restrictions and Assessments of Preserve at Carrollwood Village" (the "Declaration") recorded along with a plat, in the Public Records of Hillsborough County, Florida, and as amended from time to time. No part of the net earnings of the Association shall inure to the benefit of any

member or other private individual; however, the benefit received by the members as a result of the Association's acquisition, construction, management, operation, maintenance, care, repair and replacement of Association property shall not constitute improper inurements.

#### ARTICLE V: POWERS

The Association shall have all of the common law and statutory powers of a not-for-profit corporation under the laws of the State of Florida that do not contravene the Association's purpose as stated in Article IV of these Articles or Section 528(c) of the Internal Revenue Code of 1986, as amended. In addition, the Association shall have the following powers:

a. Exercise all of the powers and privileges and perform all of the duties and obligations of the Association as set forth in the Declaration, applicable to the property as recorded, amended by this Association as prescribed in the Declaration, or to be recorded in the Public Records of Hillsborough County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated by reference herein as if set forth at length; and to establish rules and regulations.

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 office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes, or governmental charges levied or imposed against the property of the Association; and to sue or be sued.

c. Operate and maintain the surface water management system facilities, including all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, floodplain compensation areas, wetlands and any associated buffer areas, and wetland mitigation areas.

d. Contract for services to provide for the operation and maintenance of the surface water management system facilities if the association contemplates employing a maintenance company.

e. Acquire (by gift, purchase or otherwise), own, hold, improve, build on, operate, maintain, convey, sell, lease, transfer, dedicate for public use, or otherwise dispose of real or personal property in connection with the affairs of the Association.

f. Require all lot owners, parcel owners or unit owners to be members of the Association.

g. Borrow money, with the assent of two-thirds (2/3) of the entire membership, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.

h. Dedicate, sell, or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of the entire membership, agreeing to such dedication, sale or transfer.

i. Participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of the entire membership.

j. Have and exercise any and all powers, rights and privileges which a corporation organized under the non-profit corporation law of the State of Florida by law may now or hereafter have or exercise.

#### ARTICLE VI: MEMBERSHIP, AND VOTING RIGHTS

The Association is organized on a non-stock basis. Membership quorum and voting requirements shall be as regulated by the Bylaws of the Association (the "Bylaws").

Every person, firm, association, corporation or other legal entity who is a record owner or co-owner of the fee simple title to any lot that is subject by the Declaration to assessment by the Association (the "Lot") shall be a member of the Association, provided that any person, firm, association, corporation or other legal entity who holds such title or interest merely as security for the performance of an obligation (including, but not limited to mortgagees or trustees under deeds of trusts) shall not be a member of the Association, all as set forth in the Bylaws. Membership shall be limited to owners of Lots. Each member of the Association shall be entitled to one vote for each Lot held by such member in fee simple, as more particularly set forth in the Bylaws.

Change of membership in the Association shall be established by the recording in the Public Records of Hillsborough County, Florida, of a deed or other instrument establishing a record title to a Lot and the delivery to the Association of a certified copy of such instrument. The owner designated by such instrument shall thereby become a member of the Association, and the membership of the prior owner, as to the Lot conveyed, shall be terminated.

#### ARTICLE VII: DIRECTORS

The Board shall initially consist of three directors. The number of directors may be increased or diminished from time to time, as provided in the Bylaws, but shall never be less than three. The names and addresses of the initial directors of the Association are:

- a. Alfredo Seidner, 2122 W. Country Club Drive, Tampa, Florida 33612
- b. William Gregory, 2122 W. Country Club Drive, Tampa, Florida 33612

- c. Francia Seidner, 2122 W. Country Club Drive, Tampa, Florida 33612

With the exception of the above-referenced individuals, only those individuals who own real property within, and who are permanent residents of, Preserve at Carrollwood Village may serve as officers.

#### ARTICLE VIII: OFFICERS

The officers of the Association shall be a president, vice-president, secretary, and treasurer, and may include such other officers as may be authorized by the Bylaws and elected by the Board from time to time. Only those individuals who own real property within, and who are permanent residents of, "Preserve at Carrollwood Village" may serve as officers.

#### ARTICLE IX: COMMITTEES

The Board may establish an architectural standards committee and may establish other committees in accordance with the Declaration and the Bylaws.

#### ARTICLE X: AMENDMENTS TO ARTICLES

The Association reserves the right to amend, alter, change or repeal any provision in these Articles in the manner prescribed by law. No amendment shall be made that is in conflict with the Declaration.

#### ARTICLE XI: BYLAWS

The Bylaws of the Association are to be made and adopted by the Board, and may be altered, amended or rescinded by, the Board. No amendment to the Bylaws shall be made that is in conflict with the Declaration or these Articles.

#### ARTICLE XII: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Association is 114 S. Fremont Avenue, Tampa, Florida 33606, and the Association's initial registered agent at that address is Kristopher E. Fernandez.

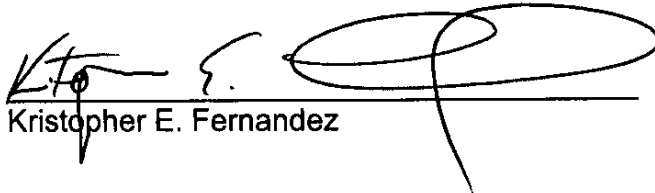
#### ARTICLE XIII: INCORPORATOR

The name and street address of the incorporator is Kristopher E. Fernandez, 114 S. Fremont Avenue, Tampa, Florida 33606. The incorporator assigns to the corporation his rights under Section 617.013, Florida Statutes, to constitute a corporation.

ARTICLE XIV: DISSOLUTION


In the event of the dissolution of the Corporation, the assets of the Corporation constituting the surface water management system, roadways, and all other common areas shall be distributed to an appropriate agency of local government, or if such agency does not accept the assets, the assets shall be distributed to another not-for-profit organization that is qualified within the meaning of Section 528(c) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code.

In witness thereof, the undersigned incorporator has executed these Articles of Incorporation this 1 day of August, 2007.

  
Kristopher E. Fernandez

ACCEPTANCE BY REGISTERED AGENT AND REGISTERED OFFICE

Having been named Registered Agent and designated to accept service of process for "Preserve at Carrollwood Village Homeowners' Association, Inc.", at 114 S. Fremont Avenue, Tampa, Florida 33606, I hereby agree to act in this capacity. I further agree to comply with all the provisions of all the statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations provided for in Section 617, Florida Statutes.

  
Kristopher E. Fernandez  
Registered Agent

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