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HILL, WARD & HENDERSON

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Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION

HOWW, Inc.

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**ARTICLES OF INCORPORATION**  
**OF**  
**HOWW, INC.**

The undersigned hereby forms a corporation not for profit in accordance with the laws of the State of Florida, and certifies as follows:

**ARTICLE I - NAME**

The name of the corporation is HOWW, INC. (the "Association").

**ARTICLE II - PRINCIPAL OFFICE**

The initial principal office of the Association shall be located at 600 North Westshore Boulevard, Suite No. 400, Tampa, Florida 33609, which office may be changed from time to time by action of the Board of Directors.

**ARTICLE III - REGISTERED OFFICE AND AGENT**

The name and street address of the initial registered agent and office of the Association shall be Kevin H. Sutton, 101 E. Kennedy Boulevard, Suite 3700, Tampa, FL 33602.

**ARTICLE IV - PURPOSE AND POWERS OF THE ASSOCIATION**

The Association does not contemplate pecuniary gain or profit to its members. The specific purpose for which it is formed is to own and administer an irrigation well, the land on which the irrigation well is or will be located, and related irrigation systems and facilities on other land owned or subject to an easement in favor of the Association that will provide irrigation for individual single-family residential lots and common areas now or hereafter existing within the development in Pasco County, Florida, known as the "Heritage Pines Development". The irrigation well and related irrigation facilities shall be located on certain parcels of land described in and shall be operated in accordance with conditions set forth in: (a) that certain Deed from Pasco County to U.S. Home Corporation as recorded in Official Records Book 7572, Beginning at Page 1606 of the Public Records of Pasco County, Florida; (b) that certain Deed from U.S. Home Corporation to HOWW, Inc., as also recorded in the Public Records of Pasco County, Florida; and (c) any amendments or modifications thereof, (hereinafter collectively called the "Deed Restrictions"). The purpose of the Association shall include, without limitation of the foregoing, the ownership of said irrigation well, the related irrigation facilities and the parcels of land on which the irrigation well and related irrigation systems and facilities are located in order to supply irrigation to the Heritage Pines Development (the "Irrigation Systems"), and carrying out, enforcing and otherwise fulfilling its rights and responsibilities under and pursuant to the Deed Restrictions. For the foregoing purposes, the Association is empowered to:

(1) exercise all of the powers and privileges, and to perform all of the duties and obligations of the Association as set forth in or required by the Deed Restrictions;

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(2) acquire, either by gift, purchase or otherwise, and to own, hold, improve, build upon, operate and maintain, the Irrigation Systems and land on which the Irrigations Systems are located (including, without limitation, fee or easement interest);

(3) dedicate, sell, or transfer all or any part of the Association's property to any public body or governmental agency or authority, or any public or private utility or to the Master Association for such purposes and subject to such conditions as may be agreed to by the Board of Directors provided that such dedication, sale or transfer is subject to and consistent with the Deed Restrictions.

(4) grant easements as to the real property owned by it to public and private utility companies, and to public bodies or governmental agencies or other entities or persons, without cost or charge, where convenient, desirable or necessary in connection with the operation of the Irrigations Systems and so long as such grant does not violate the Deed Restrictions;

(5) participate in mergers or consolidations with other non-profit corporations organized for similar purposes;

(6) adopt, alter, amend, and rescind reasonable rules and regulations from time to time, which rules and regulations shall be consistent with the rights and duties established by the Deed Restrictions and with the provisions of these Articles of Incorporation;

(7) have and exercise any and all powers, rights, and privileges which a corporation organized under Chapter 617, Florida Statutes by law may now or hereafter have or exercise.

#### ARTICLE V - MEMBERSHIP

The members of the Association will be those individuals admitted by the Board of Directors from time to time on such terms and conditions prescribed by the Board of Directors and initially the members serving on the Board of Directors of the Association.

#### ARTICLE VI - BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of Directors, which shall initially consist of three (3) directors. The number of directors may be increased or decreased from time to time as provided in the Association's Bylaws. The names and addresses of the persons who are to act initially in the capacity of directors until their successors are elected and qualified, unless they sooner shall die, resign or be removed, are:

<u>NAME</u>	<u>ADDRESS</u>
Mahdi Mansour	600 N. Westshore Blvd., #400 Tampa, FL 33609

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Cindy Cox

600 N. Westshore Blvd., #400  
Tampa, FL 33609

Craig Hotop

600 N. Westshore Blvd., #400  
Tampa, FL 33609

The successors to such initial directors shall be elected as provided in the Association's Bylaws.

### ARTICLE VII - INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is as follows:

NAMEADDRESS

Kevin H. Sutton

101 E. Kennedy Blvd., Suite 3700  
Tampa, FL 33602

### ARTICLE VIII - INDEMNIFICATION

Every director and every officer of the Association shall be indemnified by the Association to the fullest extent of the law against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed on him in connection with any proceeding or settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a director or officer of the Association, whether or not he is a director or officer at the time such expenses are incurred. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

### ARTICLE IX - INTERPRETATION

Express reference is hereby made to the terms, provisions, definitions, and rules of interpretation contained in the Deed Restrictions 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 Deed Restrictions and, to the extent not prohibited by law, that the provisions of these Articles and the Deed Restrictions be interpreted, construed, and applied so as to avoid inconsistencies or conflicting results.

The undersigned, as the incorporator of the Association, has executed these Articles of Incorporation this 6 day of December, 2007.

  
Kevin H. Sutton, Incorporator

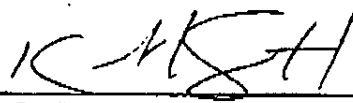
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**ACCEPTANCE OF REGISTERED AGENT**

Having been named as registered agent and to accept service of process for HOWW, Inc. at the place designated in these Articles of Incorporation, the undersigned hereby states that I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Dated this 6<sup>th</sup> day of December, 2007.



Kevin H. Sutton

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