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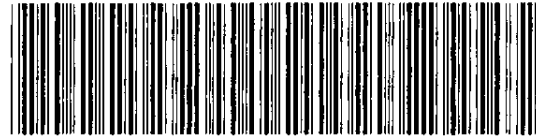
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CAPITAL CONNECTION, INC.

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

Fishhawk Ranch
Tract

- Art of Inc. File _____
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ARTICLES OF INCORPORATION

OF

FISHHAWK RANCH TRACT 8 OWNERS ASSOCIATION, INC.

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Pursuant to Section 617.02011, Florida Statutes, the undersigned hereby executes these Articles of Incorporation for the purpose of forming a Corporation under the Florida Not-for-Profit Corporation Act.

ARTICLE I
CORPORATE NAME

The name of the corporation, herein referred to as the "Association", is **FishHawk Ranch Tract 8 Owners Association, Inc.**, and its address is 1137 Marbella Plaza Drive, Tampa, Florida 33619.

ARTICLE II
DEFINITIONS

The definitions set forth in the Declaration of Unified Control, Easements, Covenants and Restrictions for FishHawk Ranch - Tract 8 (the "Declaration") shall apply to terms used in these Articles. The Declaration, these Articles of Incorporation, and the Bylaws adopted by the Board of Directors of the Association are hereinafter referred to as the "Governing Documents." Other capitalized terms herein shall have the definitions therefor set out in the Declaration.

ARTICLE III
PURPOSE AND POWERS

The purpose for which the Association is organized is to provide a not-for-profit corporation to fulfill all of the Association's obligations pursuant to the Governing Documents. The Association is organized and shall exist on a non-stock basis as a corporation not for profit under the laws of the State of Florida, and no portion of any earnings of the Association shall be distributed or inure to the private benefit of any member, director or officer. The Association is not a "homeowners' association" as that term is defined by Section 720.301(7), Florida Statutes. For the accomplishment of its purposes, the Association shall have all of the common law and statutory powers and duties of a corporation not-for-profit under the laws of the State of Florida, except as expressly limited or modified by the Governing Documents, and it shall have all of the powers and duties reasonably necessary to operate the Properties pursuant to the Governing Documents as they may hereafter be amended, including but not limited to the following:

A. To make and collect Assessments against members of the Association to defray the costs, expenses and losses of the Association, and to use the funds in the exercise of its powers and duties;

B. To protect, maintain, repair, replace, and operate the Association property;

- C. To purchase insurance for the protection of the Association and its members;
- D. To repair and reconstruct improvements after casualty, and to make further improvements of the Association property;
- E. To make, amend, and enforce reasonable rules and regulations as set forth in the Declaration;
- F. To enforce the Governing Documents;
- G. To contract for the management and maintenance of the Common Areas and the Association property, and any property or easements and related improvements that are dedicated to the Association by plat or which the Association is otherwise obligated to maintain pursuant to Governing Documents or any other easement, agreement, restriction, or covenant, and to delegate any powers and duties of the Association in connection therewith except such as are specifically required by law or by the Declaration to be exercised by the Board of Directors or the membership of the Association;
- H. To employ accountants, attorneys, architects, property managers, and other professional personnel to perform the services required for proper operation of the Properties;
- I. To borrow money as necessary to perform its other functions hereunder.
- J. To grant, modify, or move any easement;
- K. To acquire, own, lease, and dispose of any real and personal property;
- L. To sue and be sued; and
- M. To operate and maintain the Common Areas, including without limitation the Stormwater Management System, Sanitary Sewer System, Sanitary Sewer Lift Station, Potable Water mains, irrigation mains, and street lighting.

All funds and the title to all property acquired by the Association shall be held for the benefit of the members in accordance with the provisions of the Governing Documents. In the event of termination, dissolution, or final liquidation of the Association, the responsibility for the operation and maintenance of the Common Areas, including any property or easements and related improvements that are dedicated to the Association by plat, shall be transferred to and accepted by an entity that is acceptable to any applicable governmental authorities, prior to such termination, dissolution, or liquidation.

ARTICLES IV MEMBERSHIP

A. The members of the Association shall be the recent owners of a fee simple interest in one or more Parcels. Members of the Association are all Owners of Parcels.

B. The share of a Member in the funds and assets of the Association cannot be assigned or transferred in any manner except as an appurtenance to its Parcel.

C. The Owner(s) of each Parcel, collectively, shall be entitled to one vote per each one-hundredth of an acre contained in each Parcel owned by each such Owner in Association matters. The manner of exercising voting rights shall be as set forth in the Bylaws.

ARTICLE V TERM

The term of the Association shall be perpetual.

ARTICLE VI BYLAWS

The Bylaws of the Association may be altered, amended, or rescinded in the manner provided therein.

ARTICLE VII DIRECTORS AND OFFICERS

A. The affairs of the Association shall be administered by a Board of Directors consisting of the number of Directors determined by the Bylaws, but not less than three (3) directors, and in the absence of such determination shall consist of three (3) Directors.

B. Directors of the Association shall initially be appointed by and shall serve at the pleasure of the Declarant. Beginning with the Transition Date, Directors shall be appointed by the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

C. The business of the Association shall be conducted by the officers designated in the Bylaws. The officers shall be elected each year by the Board of Directors at its first meeting after the annual meeting of the members of the Association, and they shall serve at the pleasure of the Board. The initial Directors are as follows:

Thomas J. Panaseny
1137 Marbella Plaza Drive
Tampa, Florida 33619

Amanda King
1137 Marbella Plaza Drive
Tampa, Florida 33619

Jill Tanen
1137 Marbella Plaza Drive
Tampa, Florida 33619

The initial Officers are:

President	Thomas J. Panaseny
Vice President	Amanda King
Secretary/Treasurer	Jill Tanen

ARTICLE VIII AMENDMENTS

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

A. Proposal. Amendments to these Articles may be proposed by a majority of the Board or by a written petition to the Board, signed by at least one-half (1/2) of the entire membership of the Association.

B. Procedure. Upon any amendment to these Articles being proposed by said Board or members, such proposed amendment shall be submitted to a vote of the members not later than the next annual meeting for which proper notice can be given.

C. Vote Required. Prior to the Transition Date, amendments shall be adopted by the Board of Directors. Subsequent to the Transition Date, a proposed amendment shall be adopted if it is approved by at least two-thirds (2/3) of the entire membership, such vote to occur at any annual or special meeting at which a quorum has been established, provided that the text of each proposed amendment has been given to the Owners with notice of the meeting. As long as Declarant owns a parcel, an amendment to the Articles of Incorporation shall not be effective without the prior written consent of Declarant, which consent may be denied in Declarant's discretion, provided, further, that regardless of whether Declarant owns a Parcel, no amendment shall be effective which alters the rights and privileges of Declarant, an Institutional Mortgagee, or Southwest Florida Water Management District ("SWFWMD"), unless such party shall first provide its written consent and joinder. No amendment which affects the Stormwater Management System, or the rights of the SWFWMD shall be effective, unless SWFWMD shall first provide its written consent and joinder.

D. Effective Date. An amendment shall become effective upon filing Articles of Amendment with the Secretary of State and recording a Certificate of Amendment in the Public Records of Hillsborough County, Florida, with the formalities required for the execution of a deed.

ARTICLE IX INDEMNIFICATION

To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director and every officer of the Association against all expenses and liabilities, including attorney fees, actually and reasonably incurred by or imposed on him in connection

with any legal proceeding (or settlement or appeal of such proceeding) to which he may be a party because of his being or having been a Director or officer of the Association. The foregoing right of indemnification shall not be available if a judgment or other final adjudication establishes that his actions or omissions to act were material to the cause adjudicated and involved:

A. Willful misconduct or a conscious disregard for the best interests of the Association, in a proceeding by or in the right of the Association to procure a judgment in its favor;

B. A violation of criminal law, unless the Director or officer had no reasonable cause to believe his action was unlawful or had reasonable cause to believe his action was lawful;

C. A transaction from which the Director or officer derived an improper personal benefit.

The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which a Director or officer may be entitled.

ARTICLE X
INCORPORATOR

The name and address of the Incorporator is as follows:

Fishhawk Communities Limited Partnership
1137 Marbella Plaza Drive
Tampa, Florida 33619

ARTICLE XI
REGISTERED OFFICE AND REGISTERED AGENT

The name and address of the Registered Agent and the address of the Registered Office is:

Albert C. Kreischer, Jr.
1407 West Busch Boulevard
Tampa, Florida 33612

[Signatures appear on following pages]

IN WITNESS WHEREOF, the undersigned, for the purpose of forming a Corporation to do business within the State of Florida, under the law of Florida, makes and files these Articles of Incorporation, hereby declares and certifies the facts herein stated are true and hereunto set my hand this 3rd day of January, 2008.

INCORPORATOR:

FISHHAWK COMMUNITIES LIMITED PARTNERSHIP, a Florida limited partnership

By: Genstar Land Company, LLC, a Delaware limited liability company its General Partner

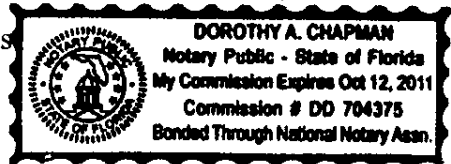
By: [Signature]
Print: Thomas J. Panasey
Title: ASSISTANT VICE PRESIDENT

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, this 3rd day of January, 2008, personally appeared Thomas J. Panasey, as Asst. Vice President of Genstar Land Company, LLC, a Delaware limited liability company, as General Partner of Fishhawk Communities Limited Partnership, a Florida limited partnership, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed said instrument for the purposes therein expressed.

Dorothy A Chapman
NOTARY PUBLIC

My Commission Expires



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

In compliance with the laws of Florida, the following is submitted:

That desiring to organize under the laws of the State of Florida, the corporation named in the foregoing Articles of Incorporation has named Albert C. Kreischer, Jr., whose address is 1407 West Busch Boulevard, Tampa, Florida 33612, as its statutory registered agent.

HAVING BEEN NAMED AS REGISTERED AGENT AND 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 FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING 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 4th day of January, 2008.



ALBERT C. KREISCHER, JR.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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