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TRENAM, KEMKER

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Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION

Whispering Woods Plant City Homeowners Association, I

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF
WHISPERING WOODS PLANT CITY HOMEOWNERS ASSOCIATION, INC.**

In compliance with the requirements of Chapter 617, *Florida Statutes*, the undersigned, all of whom are residents of the State of Florida and all of whom are of full age, have this day voluntarily associated themselves together for the purposes of forming a corporation not for profit and do hereby certify:

ARTICLE I: NAME

The name of the corporation is Whispering Woods Plant City Homeowners Association, Inc., hereinafter called the "Association."

ARTICLE II: PRINCIPAL OFFICE

The principal office of the Association is located at 14055 Riveredge Drive, Suite 200, Tampa, FL 33637.

ARTICLE III: DEFINITIONS

The following words shall have the definitions set forth below for purposes of these Articles:

3.1 "Articles" shall mean these Articles of Incorporation.

3.2 "Association" shall mean and refer to Whispering Woods Plant City Homeowners Association, Inc., a Florida corporation not for profit, and its successors and assigns.

3.3 "Board" or "Board of Directors" shall mean the Board of Directors of the Association.

3.4 "Bylaws" shall mean the Bylaws of the Association.

3.5 "Common Expenses" shall mean the expenses and charges described in the Declaration incurred or to be incurred by the Association and assessed or to be assessed upon the Owners.

3.6 "Declarant" shall mean D.R. Horton, Inc., a Delaware corporation, its successors and assigns.

3.7 "Declaration" shall mean that certain Declaration of Covenants and Restrictions for Whispering Woods, made by the Declarants to be recorded in the Public Records of Hillsborough County, Florida, as the same may be modified or amended from time to time.

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3.8 "Development" shall mean and refer to the real property described in, and made subject to the Declaration.

3.9 "Member" shall mean the owner of lots which are the subject of the Declaration.

3.10 "Owner" shall mean and refer to the record owner, whether one (1) or more persons or entities, of the fee simple title to any "Residential Lot" or "Undeveloped Lot," as defined in the Declaration, which is part of the Development.

Unless otherwise indicated, all capitalized forms herein shall have the meanings set forth in Article I of the Declaration.

ARTICLE IV: REGISTERED AGENT

J. Hugh Joyner, whose address is 14055 Riveredge Drive Suite 200, Tampa, Florida 33637, is hereby appointed the initial Registered Agent of this Association.

ARTICLE V: PURPOSE AND POWERS OF THE ASSOCIATION

5.1 This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes of which it is formed are to provide for maintenance, preservation and architectural control of the residence Lots of Dwelling Units and Common Area within that certain tract of property described in the Declaration and to promote the health, safety and welfare of the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association, and for this purpose to:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration," applicable to the property and recorded 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 herein as if set forth at length;

(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;

(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 the Association;

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

(e) dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or unity 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 each class of members, agreeing to such dedication, sale or transfer;

(f) sue or be sued;

(g) to contract with the provision of services which are the obligation of the Association pursuant to these Articles of Incorporation, the Bylaws, or the Declaration of Covenants and Restrictions;

(h) operate, maintain and manage the surface water or stormwater management system(s) in a manner consistent with Southwest Florida Water Management District Permit No. 44032966000 requirements and applicable District rules, and shall assist in the enforcement of the restrictions and covenants contained therein;

(i) levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the surface water or stormwater management system.

5.2 All assessments shall be used for those purposes permitted by the Declaration and for the maintenance and repair of the surface water or stormwater management systems including but not limited to work within retention areas, drainage structures and drainage easements.

ARTICLE VI: MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

ARTICLE VII: VOTING RIGHTS

The Association shall have two (2) classes of voting membership:

Class A. Class A members shall be all Owners, with the exception of the Declarant, and shall be entitled to one vote for each Lot owned. When more than one

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person holds an interest in any Lot, all such persons shall be Members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. The Class B member(s) shall be the Declarant (as defined in the Declaration), and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to Class A Membership on the happening of either of the following events, whichever occurs earlier:

(1) When the number of Class A votes equals the number of Class B votes; provided however that in the calculation of Class B votes Developer shall be entitled to include as Lots owned by Developer all Lots platted on property annexed into the Subdivision pursuant to Article II, Section 2 of this Declaration from time to time; or

(2) On January 1, 2018 (the "Outside Class B Termination Date").

The annexation of additional property into the Subdivision and platting of Lots thereon by Declarant shall cause Declarant to regain its Class B Membership status and voting rights pursuant to this Declaration, if the addition of such Lots causes the number of Class B votes to exceed the number of Class A votes at any time and from time to time prior to the Outside Class B Termination Date.

ARTICLE VIII: BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of three (3) Directors, who need not be members of the Association, and the number of directors may be changed by amendment of the Bylaws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

<u>Name</u>	<u>Address</u>
J. Hugh Joyner	14055 Riveredge Drive, Suite 200 Tampa, Florida 33637
Larry Thompson	14055 Riveredge Drive, Suite 200 Tampa, Florida 33637
Ruby Clemmons	14055 Riveredge Drive, Suite 200 Tampa, Florida 33637

At the first annual meeting the members shall elect three directors for a term of one year or until their successors are elected.

At each annual meeting thereafter the members shall elect directors for a term of two (2) years each or until their successors are elected.

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ARTICLE IX: OFFICERS

The affairs of the Association shall be administered by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association, and they shall serve at the pleasure of the

Board of Directors. The names and addresses of the officers who shall serve until their successors are designed by the Board of Directors are as follows:

<u>Name/Office Held</u>	<u>Address</u>
J. Hugh Joyner/President	14055 Riveredge Drive, Suite 200 Tampa, Florida 33637
Larry Thompson/Vice President	14055 Riveredge Drive, Suite 200 Tampa, Florida 33637
Ruby Clemmons/Secretary	14055 Riveredge Drive, Suite 200 Tampa, Florida 33637

ARTICLE X: INDEMNIFICATION

10.1 Indemnification. Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding whether civil, criminal, administrative or investigative, or any settlement of any proceeding, or any appeal from such 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 any other corporation, or having served at the Association's request as a director or officer of any other corporation, whether or not he is a director or officer at the time such expenses are incurred, regardless of by whom the proceeding was brought, except in relation to matters as to which any such director or officer shall be adjudged liable for gross negligence or willful misconduct, provided that in the event of a settlement, the indemnification shall apply only when the Board of Directors of the Association approves such settlement and reimbursement as being for the best interest of the Association. 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.

10.2 Expenses of Lawsuits. Expenses incurred in defending a suit or proceeding whether civil, criminal, administrative or investigative may be paid by the Association in advance of the final disposition of such action, suit or proceeding if authorized by all of the noninterested directors upon receipt of an undertaking by or on behalf of the director or officer to

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repay such amount if it shall ultimately be determined that he is not to be indemnified by the Association as authorized by these Articles of Incorporation.

10.3 Insurance. The Association shall have the power to purchase at its expense and maintain insurance on behalf of any person who is or was a director or officer of the Association, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of these Articles.

ARTICLE XI: AMENDMENTS

Amendments to these Articles of Incorporation shall be made in the following manner:

11.1 Resolution. The Board of Directors shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of members which may be either the annual or a special meeting.

11.2 Notice. Within the time and in the manner provided in the Bylaws for the giving of notice of meetings of members, written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each Member of record entitled to vote thereon. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

11.3 Vote. At such meeting, a vote of the Members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of two-thirds (2/3) of each class of Members entitled to vote thereon.

11.4 Multiple Amendments. Any number of amendments may be submitted to the Members and voted upon by them at one meeting.

11.5 Agreement. If two-thirds (2/3) of each class of Members entitled to vote, as provided above, sign a written statement manifesting their intention that an amendment to these Articles be adopted, then the amendment shall thereby be adopted as though subsections 11.1 through 11.3 had been satisfied.

11.6 Action Without Directors. The Members may amend these Articles without an act of the directors at a meeting for which notice of the changes to be made are given.

11.7 Limitations. No amendment shall make any changes in the qualifications for members nor the voting rights of Members without the unanimous approval in writing by all Members. No amendment shall be made that this is in conflict with the Declaration.

11.8 Filing. A copy of each amendment shall be certified by the Secretary of Statement, State of Florida, and be recorded in the Public Records of Hillsborough County, Florida.

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11.9 Dissolution. In the event the Association is dissolved, the assets of the Association shall be dedicated to a public body or conveyed to a non-profit organization with a purpose similar to the Association.

11.10 FHA/VA Approval. As long as there is a Class B member, the following shall require approval of either the Federal Housing Administration or the Veterans Administration: Annexation of additional properties other than the Additional Property referred to in the Declaration, mortgaging of common areas, mergers, consolidations or dissolution of the Association or amendment of these Articles of Incorporation, other than amendments to correct ambiguities or scrivener's errors.

ARTICLE XII: EXISTENCE DURATION

The corporation shall commence upon filing these Articles of Incorporation with the Florida Secretary of State, Division of Corporations, and shall exist in perpetuity.

ARTICLE XIII: BYLAWS

The first Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended, or rescinded in the manner provided by the Bylaws.

ARTICLE XIV: DISSOLUTION

14.1 The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association may 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 nonprofit corporation, association, trust, or other organization to be devoted to such similar purposes.

14.2 In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water or stormwater management system must be transferred to and accepted by an entity which would comply with Section 40C-42.027, F.A.C., and be approved by the Southwest Florida Water Management District prior to such termination, dissolution or liquidation.

ARTICLE XV: MERGERS AND CONSOLIDATIONS

15.1 Subject to the provisions of the Declaration and to the extent permitted by law, the Association may participate in mergers and consolidations with other non-profit corporations organized for the same purposes, provided that any such merger or consolidation shall require two-thirds (2/3) of the votes of each class of Members who are voting in person or by proxy at a meeting duly called for this purpose, written notice of which shall be mailed to all Members at least thirty (30) days in advance and shall set forth the purpose of the meeting.

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ARTICLE XVI: INCORPORATOR

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

Name

Address

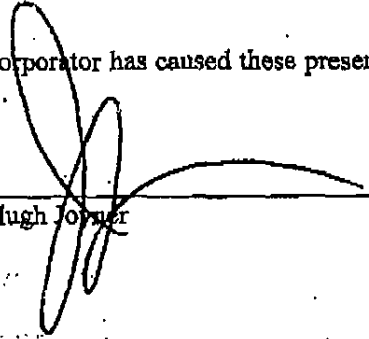
J. Hugh Joyner

14055 Riveredge Drive, Suite 200
Tampa, Florida 33637

ARTICLE XVII: NON-STOCK CORPORATION

The Association is organized on a non-stock basis and shall not issue shares of stock evidencing membership in the Association.

IN WITNESS WHEREOF, the undersigned Incorporator has caused these presents to be executed as of the 12th day of August, 2008.

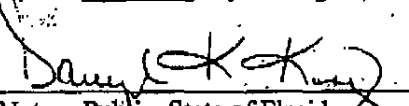


J. Hugh Joyner

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me, an officer duly authorized in the State and County aforesaid, to take acknowledgments, this 12th day of August, 2008, by J. Hugh Joyner, who is personally known to me:

(SEAL)



Notary Public, State of Florida
My Commission Expires: 12/1/2008



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**CERTIFICATE DESIGNATING
REGISTERED AGENT FOR SERVICE OF PROCESS**

Pursuant to Chapters 48 and 617, *Florida Statutes*, the following is submitted in compliance with said Acts.

Whispering Woods Plant City Homeowners Association, Inc., desiring to organize as a corporation under the laws of the State of Florida with its registered office at 14055 Riveredge Drive, Suite 200, Tampa, FL 33637 has named J. HUGH JOYNER, located at the above registered office, as its Registered Agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Acts relative to keeping open said office.



J. Hugh Joyner, Registered Agent

Dated: 8/12/08

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