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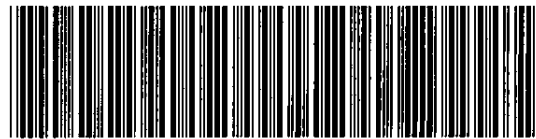
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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AND  
FILED

## COVER LETTER

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

SUBJECT: HAYS TOWN CENTER ASSOCIATION, 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: Jim Dunphy  
Name (Printed or typed)

1707 Ryan Drive  
Address

Lutz FL 33549  
City, State & Zip

813.909.9875  
Daytime Telephone number

jimd@verizon.net  
E-mail address: (to be used for future annual report notification)

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

**ARTICLES OF INCORPORATION  
OF  
HAYS TOWN CENTER ASSOCIATION, INC.  
(A Florida Not-For Profit Corporation)**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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AND  
FILED

HAYSVEST, LLC, for the purpose of forming a not-for-profit corporation under Chapter 617 of the Florida Statutes (the "Act"), adopts the following Articles of Incorporation for Hays Town Center Association, Inc., and hereby certifies as follows:

**Article 1.     Name.** The name of the Corporation is Hays Town Center Association, Inc. For convenience, the Corporation shall be referred to in these Articles as the "**Association**".

**Article 2.     Address.** The address of the initial principal office of the Association and the initial mailing address of the Association is 1707 Ryan Drive, Lutz, FL 33549.

**Article 3.     Definitions.** All capitalized terms used herein which are not defined shall have the same meaning as set forth in the Declaration of Restrictions, Covenants and Conditions and Grants and Easements, recorded by Haysvest, LLC in the Official Records of Pasco County, Florida, in Book 8113, Page 638 as same may be amended from time to time ("**Declaration**").

**Article 4.     Purposes.** The purpose for which the Association is organized is to perform the maintenance and repair obligations of the Surface Water Management System Facilities serving the Property ("**SWMSF**") on behalf of the Owner of the Shopping Center Tract in accordance with Section 7.2 of the Declaration, and to exercise all rights and powers of the Association in the By-Laws of the Association ("**By-Laws**"), and as provided by law.

**Article 5.     Powers.** The powers of the Association shall include and be governed by the following provisions:

(a) The Association shall have all of the powers conferred upon a not-for-profit corporation under Florida statutory and common law and 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 and the By-Laws, including, without limitation, the power:

(i) to fix, levy, collect, and enforce payment of all charges or assessments authorized by the Declaration in relation to the SWMSF by any lawful means; to pay all expenses in connection therewith and all administrative and other expenses incident to the conduct of the business of the Association, including, without limitation, all licenses, taxes, or governmental charges levied or imposed against the property of the Association;

(ii) to manage, control, operate, maintain, repair and improve the SWMSF, for which the Association, pursuant to these Articles, has a right or duty to provide such services;

(iii) to establish rules and regulations and to enforce covenants, conditions, or restrictions affecting any property to the extent the Association may be authorized to do so under the By-Laws;

(iv) to enter into, make, perform, or enforce contracts as are necessary to provide for the operation and maintenance of the SWMSF, and to do all other acts necessary, appropriate, or advisable in carrying out any purpose of the Association, with or in association with any other association, corporation, or other entity or agency, public or private;

(v) to adopt, alter, and amend or repeal the By-Laws as may be necessary or desirable for the proper management of the affairs of the Association; provided, such By-Laws shall not be inconsistent with or contrary to any provisions of the Declaration;

(vi) to sue and be sued;

(vii) to, at the option of the Association, require all Owners of Tracts to be members of the Association; and

(viii) to exist in perpetuity; however, if the Association is dissolved, the control or right of access to property containing the SWMSF shall be conveyed or dedicated to an appropriate governmental unit or public utility, but, if not accepted, then the SWMSF shall be conveyed to a not-for-profit corporation similar to the Association.

The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other rights and powers which may now or hereafter be permitted by law; the powers specified in each of the paragraphs of this Article 5 are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph of this Article 5.

(b) The Association does not contemplate pecuniary gain or profit, direct or indirect, to its members.

#### **Article 6.     Membership.**

(a) The Association shall be a membership corporation without certificates or shares of stock. Each person who is the record owner of any portions of the Shopping Center Tract shall be a member and shall be entitled to vote as set forth in the By-Laws.

(b) Change of membership in the Association shall be established by recording in the Official Records of Pasco County, Florida, a deed or other instrument establishing record title to the Shopping Center Tract in Hays Road Town Center. Upon such recordation, the Owner designated by such instrument shall become a member of the Association, and the membership of the prior Owner shall terminate.

(c) The share of a member in the funds and assets of the Association cannot be assigned, hypothecated, or transferred in any manner, except as an appurtenance of its Tract.

**Article 7.     Term.** The Association shall be of perpetual duration unless dissolved in accordance with Florida law.

**Article 8.     Board of Directors.**

(a)     The business and affairs of the Association shall be conducted, managed, and controlled by a Board of Directors ("**Board**") consisting of not less than three nor more than five directors as provided in the By-Laws. The initial Board shall consist of three directors.

(b)     The names and addresses of the members of the initial Board, who shall hold office until their successors are elected and have qualified, or until their resignation or removal, are as follows:

James Dunphy	1707 Ryan Drive	Lutz, Florida 33549
Stephen Shuler	3350 Riverwood Parkway Suite 2200	Atlanta, GA 30339
Chittranjan K. Thakkar	5875 Peachtree Industrial Blvd, Suite 340	Norcross, Georgia 30092

(c)     The method of election, removal, and filling of vacancies on the Board and the term of office of directors shall be as set forth in the By-Laws.

(d)     The Board may delegate its operating authority to such corporations, individuals, and committees as it, in its discretion, may determine.

**Article 9.     By-Laws.** The By-Laws shall be adopted by the Board and may be altered, amended, or rescinded in the manner provided in the By-Laws.

**Article 10.    Indemnification of Directors.** To the extent consistent with the Act, as it exists on the date hereof or as it may hereafter be amended, the Association shall indemnify its officers and directors as provided in the By-Laws. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director of the Association for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

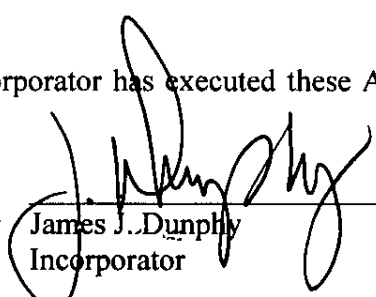
**Article 11.    Merger, Consolidation and Dissolution.** The Association may merge, consolidate, or dissolve only in accordance with the procedures set forth in the Act, as it may be amended from time to time. Additionally, merger, consolidation, or dissolution shall require the approval of Owners representing at least 75% of the total votes in the Association.

**Article 12.    Amendments.** These Articles may be amended only upon a resolution duly adopted by the Board and the affirmative vote or written consent of Owners representing at least 67% of the total votes in the Association.

**Article 13.    Registered Agent and Office.** The initial registered office of the Association is 1707 Ryan Drive, Lutz, Florida 33549, and the initial registered agent at such address is James J. Dunphy.

**Article 14. Incorporator.** The name of the incorporator is James J. Dunphy, whose address is 1707 Ryan Drive, Lutz, Florida 33549.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 31 day of October, 2009.

  
James J. Dunphy  
Incorporator

/Registered Agent ..

APPROVED  
AND  
FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA