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FLORIDA PROFIT/NON PROFIT CORPORATION

The Bridges Master Association, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**ARTICLES OF INCORPORATION****OF****THE BRIDGES MASTER ASSOCIATION, INC.****A Florida Corporation Not For Profit**

The undersigned incorporator, a resident of the State of Florida and of full age, hereby makes, subscribes, acknowledges and files with the Department of the State of Florida these Articles of Incorporation for the purpose of forming a corporation not for profit under the laws of the State of Florida.

ARTICLE I**NAME**

The name of this corporation is The Bridges Master Association, Inc., a Florida corporation not for profit, (hereinafter called the "Association" in these Articles.)

ARTICLE II**OFFICE AND REGISTERED AGENT**

This Association's principal office is 1240 Marbella Plaza Drive, Suite 200, Tampa, Florida 33619, and its registered agent is Judith L. James, who maintains a business office at 325 South Boulevard, Tampa, Florida 33606. Both this Association's registered office and registered agent may be changed from time to time by the Board of Directors as provided by law.

ARTICLE III**PURPOSE**

This Association does not contemplate pecuniary gain or profit to its members and the specific purposes for which it is formed are to provide for the maintenance, preservation and architectural control of that certain tract of property (hereinafter called the Property) in Hillsborough County, Florida and more particularly described as The Bridges.

Judith L. James
Molloy & James
325 S. Blvd., Tampa, FL 33606
(813) 254-7157

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The Bridges 041310

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ARTICLE IV

POWERS

Without limitation this Association is empowered to:

- (a) Declaration. Exercise all rights, powers, privileges and perform all duties, of this Association 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 in full;
- (b) Property. In any lawful manner, acquire, own, hold, improve, manage, operate, maintain, repair, replace, operate, convey, sell, lease, transfer, assign, and otherwise dispose of property of any nature whatsoever, real, personal, or mixed, tangible or intangible, in connection with this Association's affairs, specifically including 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.
- (c) Assessments. Fix, levy, collect, and enforce by any lawful means all charges or assessments established by, or pursuant to, the Declaration; and to use and expend the proceeds of assessments in the exercise of its powers and duties hereunder.
- (d) Costs. Pay all costs, expenses, and obligations lawfully incurred in connection with this Association's affairs including, without limitation, all licenses, taxes, or other governmental charges levied or imposed against this Association's property; and contract for services, such as to provide for operation and maintenance of facilities including surface water management system facilities.
- (e) Borrowing. Borrow money and, with the approval of two-thirds of each class of members, mortgage, pledge, deed in trust, hypothecate, assign, grant security interests in, or otherwise transfer any or all of its property as security for money borrowed, debts incurred, or any of its other obligations.
- (f) Dedications. With the approval of three-fourths of the members, dedicate, sell or transfer all or any part of its property to any public agency, authority, or utility for such

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purposes, and subject to such conditions, as seventy-five percent (75%) of the members determine.

(g) Mergers. With the approval of two-thirds (2/3) of the members, participate in mergers and consolidations with other non-profit corporations organized for similar purposes.

(h) Rules. From time to time adopt, alter, amend, rescind, and enforce reasonable rules and regulations governing the use of the Lots, Common Area, and Corporate Property consistent with the rights and duties established by the Declaration and these Articles and governing Members' responsibilities.

(i) General. Have and exercise all common law rights, powers, and privileges and those that a corporation not for profit may now or hereafter have or exercise under the laws of the State of Florida, together with all other rights, powers, and privileges reasonably to be implied from the existence of any right, power, or privilege so granted, or granted by the Declaration or these Articles, or reasonably necessary to effectuate the exercise of any right, power, or privilege so granted.

(j) Enforcement. To enforce by legal means the obligations of the members of the corporation; the provisions of the Declaration, and the provisions of a dedication or conveyance of the Corporate Property to the corporation with respect to the use and maintenance thereof; to sue and be sued.

ARTICLE V MEMBERSHIP

Every person who from time to time holds the record fee simple title to, or any undivided fee simple interest in, any Single Family Lot, Condominium Unit, or property that is subject to the provisions of the Declaration is a member of this Association, including contract sellers, but excluding all other persons who hold any interest in any Lot merely as security for the performance of an obligation. An Owner of more than one Single Family Lot or Condominium Unit is entitled to one membership for each Lot or Condominium Unit owned. Membership is appurtenant to, and may not be separated from, ownership of at least one Lot or Condominium Unit that is subject to the provisions of the Declaration, and membership may not be transferred

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other than by transfer of title to such Lot or Condominium Unit. Each membership is transferred automatically by conveyance of title of a Lot, Condominium Unit or property.

ARTICLE VI VOTING RIGHTS

The Association shall have five classes of voting membership:

Class A. Class A members shall be all Owners of Single Family Lots or Condominium Units, with the exception of the Declarant (as defined in the Master Declaration), and shall be entitled to one vote for each Lot or Unit owned. When more than one person holds an interest in any Lot or Condominium Unit, all such persons shall be members. The vote for such Lot or Condominium Unit shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot or Unit.

Class B. The Class B member shall be the owner of the assisted living facility and shall be entitled to 103 votes.

Class C. The Class C member shall be the owner of the clubhouse and shall be entitled to 150 votes until such time as the integrative senior care facility is developed. Upon issuance of a building permit for the integrative senior care facility, the Class C member shall be entitled to 100 votes.

Class D. The Class D member shall be the owner of the integrative senior care facility and shall be entitled to 50 votes at the time a building permit is issued for the integrative senior care.

Class E. The Class E member shall be the Declarant, and shall be entitled to nine (9) votes for each Single Family Lot or Condominium Unit owned. The Class E membership shall cease and be converted to Class A membership on the happening of the following events, whichever occurs earlier:

- (a) When the total votes outstanding in the Class A membership equal the total votes outstanding in the Class E membership, including Class A and B votes for any Property annexed or planned for annexation by Declarant, or
- (b) on the anniversary date ten years from the date when the first Single Family Lot or Condominium Unit is conveyed to an individual purchaser, or
- (c) on a date when Declarant shall record a notice terminating its Class E membership status.

ARTICLE VII BOARD OF DIRECTORS

Section 1. This Association's affairs are managed by a Board of Directors initially composed of three Directors. The number of Directors from time to time may be changed by

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amendment to this Association's By-Laws, but at all times it must be an odd number of three or more but not to exceed five (5). The initial Directors named below shall serve until this Association's first annual meeting. The term of office for all Directors is one year. Before any such annual meeting, all vacancies occurring on the Board of Directors, if any, will be filled by majority vote of the remaining Directors, even if less than a quorum. Any Director may succeed himself or herself in office. All Directors will be elected by ballot. Each member may cast as many votes for each vacancy as such member has; and the person receiving the largest number of votes cast for each vacancy is elected. Cumulative voting is not permitted. Directors need not be Association members.

Section 2. The names and addresses of the persons who will serve as Directors until their successors have been duly elected and qualify, unless they sooner die, resign, or are removed, are:

Name:	Mark D. Kramer
	Zsa G. Lobel
	Kevin McGuinness
Address:	1240 Marbella Plaza Drive
	Suite 200
	Tampa, Florida 33619

ARTICLE VIII

INCORPORATOR

The name and address of the incorporator is:

NAME:	Judith L. James
ADDRESS:	325 South Boulevard
	Tampa, Florida 33606

ARTICLE IX

DISSOLUTION

This Association may be dissolved in the manner from time to time provided by the laws of the State of Florida and with the assent given in writing and signed by not less than two-thirds

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(2/3) of each class of members. Upon dissolution of this Association in any manner other than incident to a merger or consolidation, all of this Association's assets including the control or right of access to the property containing the surface water management system facilities, must be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. If dedication is refused, such assets must be granted, conveyed, and assigned to any nonprofit corporation, association, trust, or other organization to be devoted to such similar purposes. In no event, however may any assets inure to the benefit of any member or other private individual.

ARTICLE X DURATION

This Association exists perpetually.

ARTICLE XI BY-LAWS

This Association's By-Laws initially will be adopted by the Board of Directors. Thereafter, the By-Laws may be altered, amended, or rescinded with the approval of a majority of each class of members, except as to those provisions for Amendment to the By Laws which are provided in the Declaration or any Supplemental Declaration in which case those provisions shall control such Amendments.

ARTICLE XII AMENDMENTS

Amendments to these Articles may be proposed and adopted in the manner from time to time provided by the laws of the State of Florida, provided that each such amendment must have the approval in writing of two thirds (2/3) of the entire membership, except as to those provisions for Amendment which are provided in the Declaration or any Supplemental Declaration in which case those provisions shall control such Amendments.

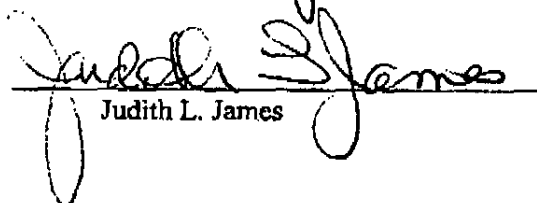
ARTICLE XIII INTERPRETATION

Express reference is made to the Declaration where necessary to interpret, construe, and clarify the provisions of the Articles. Without limitation, all terms defined in the Declaration

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have the same meaning where used in these Articles. By subscribing and filing these Articles, the incorporators intend its provisions to be consistent with the provisions of the Declaration and to be interpreted, construed, and applied with those of the Declaration to avoid inconsistencies or conflicting results.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, I, the undersigned, constituting the incorporator of this Association, have executed these Articles of Incorporation this 14 day of April, 2010.


Judith L. James

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA AND NAMING THE
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED.**

The Bridges Master Association, Inc., desiring to organize under the laws of the State of Florida, as a corporation not for profit with its principal office, as indicated in its Articles of Incorporation, at 1240 Marbella Plaza Drive, Suite 200, Tampa, County of Hillsborough, State of Florida, has named Judith L. James, whose business office is 325 South Boulevard, Tampa, Florida 33606, as its registered agent to accept service of process within Florida.

ACCEPTANCE

Having been named to accept service of process for the foregoing corporation at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes, including the duties and obligations imposed by Section 617.0503, relative to the proper and complete performance of my duties.

Date: 4/14/10
Judith L. James

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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