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FLORIDA PROFIT/NON PROFIT CORPORATION
Villas at Tarpon Harbor Neighborhood Association Inc

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**ARTICLES OF INCORPORATION
FOR
VILLAS AT TARPON HARBOR NEIGHBORHOOD ASSOCIATION, INC.**

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ARTICLES OF INCORPORATION
OF
VILLAS AT TARPON HARBOR NEIGHBORHOOD ASSOCIATION, INC.

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ARTICLES OF INCORPORATION
VILLAS AT TARPON HARBOR NEIGHBORHOOD ASSOCIATION, INC.

Pursuant to Section 617.02011, Florida Statutes, the undersigned hereby executes these Articles of Incorporation for the purpose of forming a not-for-profit corporation under Chapter 617, Florida Statutes, the Florida Not-for-Profit Corporation Act.

ARTICLE I

NAME: The name of the corporation, herein called the "Association", is Villas at Tarpon Harbor Neighborhood Association, Inc., and its address is c/o Pulte Home Corporation, 24311 Walden Center Drive, Suite 300, Bonita Springs, FL 34134.

ARTICLE II

DEFINITIONS: Except as otherwise defined in these Articles or the Bylaws of Villas at Tarpon Harbor Neighborhood Association, Inc., the definitions set forth in the Neighborhood Declaration of Protective Covenants, Restrictions and Easements for Villas at Tarpon Harbor ("Declaration") shall apply to terms used in these Articles.

ARTICLE III

PURPOSE AND POWERS: The purpose for which the Association is organized is to provide an entity pursuant to the Florida Not-for-Profit Corporation Act and Chapter 720, Florida Statutes (the "HOA Act") for the operation of a community to be known as "Villas at Tarpon Harbor", located in Charlotte County, Florida. The Association is organized and shall exist on a non-stock basis as a not-for-profit corporation 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. For the accomplishment of its purposes, the Association shall have all of the common law and statutory powers and duties of a not-for-profit corporation and of a homeowners' association under the laws of the State of Florida, except as expressly limited or modified by the Neighborhood Documents; and it shall have all of the powers and duties reasonably necessary to operate Villas at Tarpon Harbor pursuant to the Neighborhood Documents as they may hereafter be amended, including, but not limited to the following:

- (A) To make and collect Assessments against the Members 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 Property to the extent required by the Declaration.
- (C) To purchase insurance to the extent required by the Declaration.
- (D) To repair and reconstruct improvements after casualty, and to make further Improvements to the Property, to the extent required by the Declaration.
- (E) To make, amend and enforce rules and regulations as set forth in the Neighborhood Documents.

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(F) To enforce the provisions of the laws of the State of Florida that are applicable to Villas at Tarpon Harbor and the Neighborhood Documents.

(H) To contract for the management and maintenance of Villas at Tarpon Harbor, and any property or easements and related improvements that are dedicated to the Association by plat or separate instrument, including any agreement or easement which imposes maintenance obligations on the Association, and to delegate any powers and duties of the Association in connection therewith except such as are specifically required by law or by the Neighborhood Documents to be exercised by the Association's Board of Directors or the Members.

(I) To employ accountants, attorneys, architects, and other professionals to perform the services required for proper operation of Villas at Tarpon Harbor.

(J) To borrow money as necessary to perform its other functions hereunder.

(K) To grant, modify or move any easement.

(L) To acquire, own, lease and dispose of any real and personal property.

(M) To sue and be sued.

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 Neighborhood Documents. In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the Property and other property the Association is obligated to maintain pursuant to the Neighborhood Documents, including any property or easements and related improvements that are dedicated to the Association by plat or separate instrument, including any agreement or easement which imposes maintenance obligations on the Association, shall be transferred to and accepted by an entity that is acceptable to any applicable governmental authorities, prior to such termination, dissolution or liquidation. Annexation of additional properties, mergers and consolidations, mortgaging of common area, if any, and dissolution of the Association requires prior written approval of the Department of Housing and Urban Development and the Veterans Administration ("HUD/VA") as long as there is a Class "B" membership.

ARTICLE IV

MEMBERSHIP:

(A) The Members shall be the record owners of a fee simple interest in one or more Lots. Class "A" Members are all owners other than the Declarant. The Class "B" Member is the Declarant as further provided in the Association's Bylaws.

(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 his Lot.

(C) Except as otherwise provided in the Association's Bylaws with respect to the Class "B" Member, the owners of each Lot, collectively, shall be entitled to one vote in Association matters. The manner of exercising voting rights shall be as set forth in the Association's Bylaws.

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ARTICLE V

TERM: The term of the Association shall be perpetual.

ARTICLE VI

BYLAWS: The Association's Bylaws 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 Association's 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, and on and subsequent to the Turnover Date, the Directors shall be elected by the Members in the manner determined by the Association's Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Association's Bylaws.

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

Michael Woolery
c/o Pulte Home Corporation
24311 Walden Center Drive, Suite 300
Bonita Springs, FL 34134

Scott Brooks
c/o Pulte Home Corporation
24311 Walden Center Drive, Suite 300
Bonita Springs, FL 34134

Laura Ray
c/o Pulte Home Corporation
24311 Walden Center Drive, Suite 300
Bonita Springs, FL 34134

The initial Officers are as follows: Scott Brooks - President; Michael Woolery - Vice President; and Laura Ray - Secretary/Treasurer.

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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 of Directors.

(B) Procedure. Upon any amendment to these Articles being proposed by said Board of Directors, 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 Turnover Date, amendments shall be adopted by the Declarant. On and subsequent to the Turnover Date, a proposed amendment shall be adopted if it is approved by at least two-thirds (2/3) of the voting interests, at any annual or special meeting. As long as the Declarant owns a Lot, an amendment to these Articles of Incorporation shall not be effective without the prior written consent of the Declarant, which consent may be denied in the Declarant's discretion, provided, further, that regardless of whether the Declarant owns a Lot, no amendment shall be effective if it affects the Declarant's rights or alters any provision made for the Declarant's benefit. Amendment of these Articles requires prior written approval of HUD/VA as long as there is a Class "B" membership.

(D) Effective Date. An amendment shall become effective upon filing Articles of Amendment with the Florida Department of State and recording a Certificate of Amendment in the Public Records of Charlotte 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 attorneys' 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.

In the event of a settlement, the right to indemnification shall not apply unless the Board of Directors approves such settlement as being in the best interest of the Association. 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.

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ARTICLE X

INCORPORATOR: The name and address of the Incorporator is as follows:

Scott Brooks
c/o Pulte Home Corporation
24311 Walden Center Drive, Suite 300
Bonita Springs, FL 34134

ARTICLE XI

REGISTERED OFFICE AND REGISTERED AGENT: The name and address of the Registered Agent and the address of the Registered Office is:

Scott Brooks
c/o Pulte Home Corporation
24311 Walden Center Drive, Suite 300
Bonita Springs, FL 34134

IN WITNESS WHEREOF, the undersigned, for the purpose of forming a not-for-profit corporation to do business in the State of Florida, under the laws 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 12 day of ~~November~~ December, 2012.



Scott Brooks, Incorporator

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE


Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

VILLAS AT TARPON HARBOR NEIGHBORHOOD ASSOCIATION, INC.

2. The name and address of the registered agent and office is:


Scott Brooks
c/o Pulte Home Corporation
24311 Walden Center Drive, Suite 300
Bonita Springs, FL 34134



Scott Brooks, President

DATE 12.12.12

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.



Scott Brooks

DATE 12.12.12

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