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Attention: Joan Scaper

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**FLORIDA PROFIT/NON PROFIT CORPORATION
WATERSIDE INDIAN SHORES TOWNHOME ASSOCIATION, INC.**

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ARTICLES OF INCORPORATION
OF
WATERSIDE INDIAN SHORES TOWNHOME ASSOCIATION, INC.,
A FLORIDA NOT FOR PROFIT CORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of this corporation shall be WATERSIDE INDIAN SHORES TOWNHOME ASSOCIATION, INC. For convenience, the corporation shall be referred to in these Articles of Incorporation as the "Association."

ARTICLE II
DURATION

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, State of Florida. The Association shall have perpetual existence.

ARTICLE III
PURPOSE AND POWERS OF THE ASSOCIATION

The Association is organized for the purpose of enforcing, and fulfilling the objectives and purposes stated in, the Declaration of Covenants, Conditions, Easements and Restrictions for Waterside ("Declaration") recorded in the Public Records of Pinellas County, Florida. Capitalized terms used herein without definition shall have the same meanings given to such terms in the Declaration. The Association shall have all the powers of a not for profit corporation organized under Chapter 617 of the laws of the State of Florida, subject, however, only to such limitations upon the exercise of such powers as are expressly set forth in these Articles of Incorporation, the Bylaws of the Association, the Declaration or the Association Act. The Association shall have the power and obligation to do any and all lawful things which may be authorized, assigned, required or permitted to be done by the Declaration, these Articles of Incorporation and the Bylaws of the Association, including, but not limited to, (i) the ownership operation and maintenance of all Common Property, including the Surface Water Management System and Conservation Areas, (ii) the levy and collection of Assessments against Members of the Association, and (iii) to do and perform any and all acts which may be necessary or proper for, or incidental to, the exercise of any of the duties or powers of the Association as specified in the Declaration. Unless otherwise specifically prohibited, any and all functions, duties and powers of the Association shall be fully transferable in whole or in part. Any instrument affecting such a transfer shall specify the duration thereof and the means of revocation. The Association is not formed for pecuniary profit and the Association shall not pay dividends, and no part of any income or assets of the Association shall be distributed to its Members, Directors or Officers (as that term is defined in the Bylaws of the Association).

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ARTICLE IV
PRINCIPAL OFFICE

The initial principal office and mailing address of the Association is located at c/o Ashton Tampa Residential, LLC, whose address is 2450 Maitland Center Parkway, Suite 301, Maitland, Florida 32751.

ARTICLE V
REGISTERED OFFICE AND AGENT

The Melrose Management Partnership, L.L.C., a Florida limited liability company, whose address is 1600 West Colonial Drive, Orlando, Florida 32804, is hereby appointed the initial registered agent of the Association and the registered office shall be at said address.

ARTICLE VI
DISSOLUTION OF THE ASSOCIATION

Upon dissolution of the Association, all of its assets remaining after provision for creditors and payment of all costs and expenses of such dissolution shall be distributed in the following manner:

6.1 Real property contributed to the Association without the receipt of other than nominal consideration by the Class C Member (or its predecessor in interest) shall be returned to the Class C Member (whether or not a Class C Member at the time of such dissolution), unless it refused to accept the conveyance (in whole or in part).

6.2 Conveyance to a not for profit corporation homeowners' association similar to the Association or dedication to any applicable municipal or other governmental authority determined by the Board to be appropriate for such dedication, which authority is willing to accept such dedication, of any property and responsibilities of the Association, which association or governmental authority shall then be responsible for the operation and maintenance thereof. With respect to the Association's responsibility for the operation and maintenance of the Surface Water Management System and Conservation Areas, such obligation must be transferred to and accepted by an entity which satisfies the requirements of a "responsible entity" as required by SWFWMD, and such entity must be approved by the SWFWMD prior to dissolution. If no other association or governmental authority will accept such property and responsibilities then it will be conveyed to a trustee appointed by the Circuit Court of Pinellas County, Florida, which trustee shall sell such property free and clear of the limitations imposed hereby upon terms established by the Circuit Court of Pinellas County, Florida. That portion of the property consisting of the Surface Water Management System and Conservation Areas cannot be altered, changed or sold separate from the lands associated therewith. The proceeds of such a sale shall first be used for the payment of any debts or obligations constituting a lien on such property, then for the payment of any obligations incurred by the trustee in the operation, maintenance, repair and upkeep of such property. The excess proceeds, if any, from the property shall be distributed among Members in a proportion that is equal to the proportionate share of such Members in the Common Expenses of the Association.

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ARTICLE VII
MEMBERSHIP

Every person or entity which qualifies as a Member of the Association in accordance with the Declaration shall be a Member of the Association, and such membership shall carry all rights, restrictions, benefits, interests and limitations granted pursuant to the Declaration, these Articles of Incorporation, the Bylaws of the Association, any Rules and Regulations promulgated by the Association, the Florida Not For Profit Corporation Act and the provisions of the Association Act.

ARTICLE VIII
VOTING RIGHTS

8.1 A Member's right to vote shall vest immediately upon such Member's qualification for membership as provided in the Declaration and these Articles of Incorporation. All voting rights of a Member shall be exercised in accordance with and subject to the restrictions and limitations provided in the Declaration, these Articles of Incorporation, and the Bylaws of the Association.

8.2 Unless elsewhere specifically provided to the contrary in the Declaration or these Articles of Incorporation, any provision of the Declaration, these Articles or the Bylaws of the Association which requires the vote or approval of a majority or other specified fraction or percentage of the total voting interests of the Association, shall be deemed satisfied by either of the following:

A. The vote in person or by proxy of the majority or other specified fraction or percentage of the total voting interests of the Association at a meeting duly called and noticed pursuant to the provisions of the Bylaws dealing with annual or special meetings of the Members of the Association.

B. Written consents signed by the majority or other specified fraction or percentage of the total voting interests of the Association.

8.3 Except as provided otherwise in the Declaration or these Articles, a quorum at meetings shall consist of thirty percent (30%) of the total voting interests in the Association, whether represented in person or by proxy. Subject to any contrary provision or requirement contained in the Declaration, if a quorum is present, the affirmative vote of a majority of voting interests represented at a meeting and entitled to vote on the subject matter shall constitute the acts of the Members, except when approval by a greater vote is required by the Declaration, these Articles of Incorporation, the Bylaws of the Association, or by Florida law. When a specified item of business is required to be voted upon by a particular class of Members, a majority of the voting interests of such class of Members shall constitute a quorum for the transaction of such item of business by that class, unless provided to the contrary in the Articles of Incorporation, in the Declaration, or otherwise required by Florida law. After a quorum has been established at a meeting, the subsequent withdrawal of a Member so as to reduce the number of votes at the meeting below the number required for a quorum shall not affect the validity of any action taken at the meeting or any adjournment thereof.

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ARTICLE IX
BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors who shall be appointed or elected pursuant to the provisions of the Declaration and the Bylaws of the Association. The number of Directors constituting the initial Board of Directors shall be three (3). The names and addresses of the persons who are to act in the capacity of initial Directors until the election and qualification of their successors are:

<u>Name</u>	<u>Address</u>
John Reny	Ashton Tampa Residential, LLC 2450 S. Maitland Center Parkway, Suite 301 Maitland, Florida 32751
Michael Roche	Ashton Tampa Residential, LLC 2450 S. Maitland Center Parkway, Suite 301 Maitland, Florida 32751
Peter Small	Ashton Tampa Residential, LLC 2450 S. Maitland Center Parkway, Suite 301 Maitland, Florida 32751

ARTICLE X
OFFICERS

The affairs of the Association shall be administered by the Officers designated in the Bylaws. Until Turnover, the Officers shall be appointed by the Declarant and shall serve at the pleasure of the Declarant; provided, however, that if at any time Declarant is not permitted under Florida law to appoint such Officers, then Declarant shall have the right to elect all such Officers. Commencing with the Turnover meeting, the Officers shall be appointed by the Board of Directors, and they shall serve at the pleasure of the Board of Directors. The names and addresses of the persons who are to act in the capacity of Officers until the appointment/election and qualification of their successors are:

John Reny/President	Ashton Tampa Residential, LLC 2450 S. Maitland Center Parkway, Suite 301 Maitland, Florida 32751
Michael Roche/Vice President & Secretary	Ashton Tampa Residential, LLC 2450 S. Maitland Center Parkway, Suite 301 Maitland, Florida 32751

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Peter Small/Treasurer

Ashton Tampa Residential, LLC
2450 S. Maitland Center Parkway, Suite 301
Maitland, Florida 32751

ARTICLE XI
AMENDMENT

These Articles of Incorporation may be changed, amended or modified at any time and from time to time, by the Members as and to the extent provided in, and pursuant to the procedures as set forth in the Declaration.

ARTICLE XII
INDEMNIFICATION

12.1 Every Director and every Officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorneys' and other professionals' 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 the Association, or having served at the Association's request as a director or officer of any other corporation, whether or not he so serves the Association at the time such expenses are incurred, regardless of by whom the proceeding is 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.

12.2 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 a majority of the Directors upon receipt of an undertaking by or on behalf of the Director or Officer to 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.

12.3 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, or is or was serving at the request of the Association as a director or officer of another corporation, 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.

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ARTICLE XIII
BYLAWS

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

ARTICLE XIV
INCORPORATOR

The name and address of the Incorporator of this corporation is as follows:

Name

Address

Robert M. Poppell

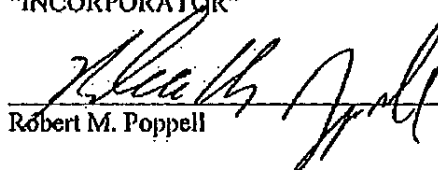
420 South Orange Avenue, Suite 1200
Orlando, Florida 32801

ARTICLE XV
NON-STOCK CORPORATION

The Association is organized on a non-stock basis and shall not issue shares of stock evidencing membership in the Association; provided, however, that membership in the Association may be evidenced by a certificate of membership which shall contain a statement that the Association is a corporation not for profit.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation this 22nd day of August, 2013.

"INCORPORATOR"


Robert M. Poppell

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

Pursuant to the provisions of Chapters 48 and 617, Florida Statutes, the corporation identified below hereby submits the following statement in designation of the Registered Office and Registered Agent in the State of Florida.

WATERSIDE INDIAN SHORES TOWNHOME ASSOCIATION, INC., desiring to organize as a corporation under the laws of the State of Florida, with its registered office at 1600 West Colonial Drive, Orlando, Florida 32804, has named The Melrose Management Partnership, L.L.C., a Florida limited liability company, as its Registered Agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named as Registered Agent for the above-stated corporation at the place designated in this Certificate, I hereby acknowledge that I am familiar with the obligations of a registered agent under the laws of the State of Florida and accept to act as Registered Agent for the above-stated corporation and agree to comply with the provisions of all laws applicable to the performance of such office.

**THE MELROSE MANAGEMENT
PARTNERSHIP, L.L.C., a Florida limited liability
company**

By: [Signature]
Name: Michael J. Givson
Title: 2nd Lt.
Dated: 5/22/13, 2013.

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