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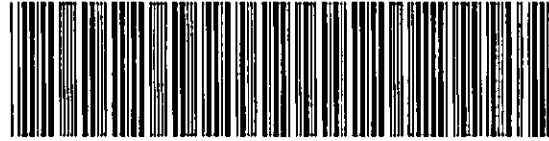
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18 JAN 23 PM 3:17  
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TALLAHASSEE, FLORIDA

**SMOLKER BARTLETT LOEB  
HINDS & SHEPPARD**

**VIA FEDERAL EXPRESS**

January 19, 2018

Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

Re: Waterside Homeowners' Association of LML, Inc.  
- Our File No.: 16435

Dear Sir/Madam:

Enclosed please find the original Articles of Incorporation for Waterside Homeowners' Association of LML, Inc. to be filed. Please provide us with a Certificate of Status and a certified copy of the Articles of Incorporation.

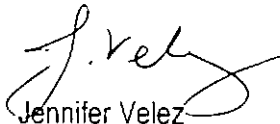
Also enclosed you will find our firm's check in the amount of \$87.50, representing your filing fees. If additional fees are needed, please take the additional fees from our firm's account or contact me directly (813) 223-3888.

If you have any questions pertaining to the matter, please do not hesitate to contact me.

Thank you.

Sincerely,

**SMOLKER, BARTLETT, LOEB, HINDS & SHEPPARD, P.A.**

  
Jennifer Velez

/jv

Enclosure(s)

1. FED  
18 JAN 23 PM 3:17  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

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**WATERSIDE HOMEOWNERS' ASSOCIATION OF LML, INC.,**  
INCORPORATED IN THE STATE OF FLORIDA

The undersigned incorporator, a resident of the State of Florida and of full age, in accordance with the provisions of Chapter 617, Florida Statutes, hereby makes, subscribes, acknowledges and files with the Department of the State of Florida these Articles of Incorporation (hereinafter sometimes called the "Articles") 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 WATERSIDE HOMEOWNERS' ASSOCIATION OF LML, INC., a Florida corporation not for profit (hereinafter called the "Association" in these Articles).

**ARTICLE II  
OFFICE AND REGISTERED AGENT**

The Association's principal office and mailing address is 405 N. Reo Street, Suite 330, Tampa, Florida 33609. The Association's registered agent is Shannon Sheppard, who maintains a business office at 100 N. Tampa Street, Suite 2050, Tampa, Florida 33602. 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**

(a) The specific purposes for which the Association is formed are to provide for the maintenance, preservation and architectural control of common areas and residential lots within that certain tract of property (hereinafter called the "Property") located in Pasco County, Florida, and Hillsborough County, Florida more particularly described as:

All of the Waterside subdivision, consisting of: (a) LAKE MARY LOU SOUTH, according to the plat or plats thereof, recorded or to be recorded in the Public Records of Hillsborough County, Florida, together with all subsequent additions thereto; and (b) LAKE MARY LOU NORTH, according to the plat or plats thereof, recorded or to be recorded in the Public Records of Pasco County, Florida, together with all subsequent additions thereto.

(b) This Association does not contemplate pecuniary gain or profit, direct or indirect, to its Members. Notwithstanding any other provision in these Articles, all activities of the Association shall be carried on and all of the funds of the Association, whether income or principal and whether

acquired by assessment from Members, gift, contribution or otherwise, shall be used and applied exclusively for the purposes set forth in sub-Article III(a) above and in the Declaration (hereafter defined) and no part of the principal, income, or net earnings of the Association will in any event inure to the personal benefit of any member, officer, director, or trustee of the Association (except that, to the extent permitted by applicable law, and in no other event, reasonable compensation and reimbursement of out-of-pocket costs may be paid for services actually rendered to or for the Association incurred in furtherance of the objectives and purposes of the Association).

#### **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, Restrictions and Easements for Waterside (hereinafter called the "Declaration") applicable to the Property and recorded or to be recorded in the Public Records of Pasco County, Florida, and 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;

(c) Assessments. Fix, levy, collect, and enforce by any lawful means all charges or assessments established by, or pursuant to, the Declaration; use and expend the proceeds of assessments in the exercise of its powers and duties hereunder; and levy and collect adequate assessments against Members of the Association for the costs of maintenance and operation of the surface water or storm water management systems located within the Property;

(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;

(e) Borrowing. Borrow money and, with the approval of two-thirds (2/3) 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 two-thirds (2/3) of each class of Members, dedicate, sell or transfer all or any part of its property to any public agency, authority, or utility for such purposes, and subject to such conditions, as two-thirds (2/3) of each class of Members determine;

(g) Mergers. With the approval of two-thirds (2/3) of each class of 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 and Common Area (as those terms are defined in the Declaration) consistent with the rights and duties established by the Declaration and these Articles;

(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. Enforce by legal means the obligations of the Members of this Association and the provisions of the Declaration;

(k) Litigation. Sue or be sued;

(l) Surface Water Management. Operate, maintain and manage the surface water or storm water management system(s) within or serving the Property in a manner consistent with the Southwest Florida Water Management District ("District") Permit No. 43013843 requirements, applicable District Rules, and other District permits if any, and assist in the enforcement of the provisions of the Declaration which relate to the surface water or storm water management system;

(m) Restrictive Covenants. Enforce the easements, covenants and restrictions set forth in that certain Declaration of Easements and Restrictive Covenants recorded in O.R. Book 9607, Page 2244 of the Public Records of Pasco County, Florida, and Book 25251, Page 40 of the Public Records of Hillsborough County, Florida (as may be amended from time to time, the "Restrictive Covenants"), which, among other things, provides that (i) Members of the Association and their Immediate Family and Occupants (as "Immediate Family" and "Occupants" are defined in the Restrictive Covenants) shall not have access, ingress or egress rights over any portion of Lake Mary Lou designated in the Restrictive Covenants as "RNG Restricted Area," whether or not any physical barrier or "no trespass" signs have been installed, and (ii) entry by any Member and/or its Immediate Family or Occupants into the RNG Restricted Area is strictly prohibited; and

(n) Other. Engage in all lawful acts permitted or authorized by law.

## **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 Lot that is subject to the provisions of the Declaration is a member of this Association (a "Member" as used in these Articles), 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 Lot is entitled to one Membership for each Lot owned.

Membership is appurtenant to, and may not be separated from, ownership of a Lot that is subject to the provisions of the Declaration, and Membership may not be transferred other than by transfer of title to such Lot. Each Membership is transferred automatically by record conveyance or other lawfully recognized transfer of title of a Lot.

## **ARTICLE VI VOTING RIGHTS**

There are two (2) classes of Members: Class A and Class B, as described in the Declaration. The voting and other rights of the Members are as set forth in the Declaration.

## **ARTICLE VII BOARD OF DIRECTORS**

During the Class B Control Period (as defined in the Declaration) this Association's affairs shall be managed by a Board of Directors initially composed of three (3) Directors appointed by the Declarant (as defined in the Declaration). Directors appointed by the Declarant need not be Association Members. After termination of the Class B Control Period, the Board of Directors shall consist of five (5) Members, which Directors shall be elected by Members of the Association in accordance with the Bylaws of the Association. Directors elected by the Members must be Members of the Association. Each Member may vote for each vacancy on the Board of Directors, but cumulative voting is not permitted. Other provisions for the election of Directors, authority of the Directors, meetings, and quorum requirements are contained in the Bylaws of the Association.

The initial Board of Directors consists of the following persons:

Tom Spence:           c/o CalAtlantic Group, Inc.  
                              405 N. Reo Street, Suite 330  
                              Tampa, Florida 33609

Barry Karpay:           c/o CalAtlantic Group, Inc.  
                              405 N. Reo Street, Suite 330  
                              Tampa, Florida 33609

Kelly Evans:           c/o CalAtlantic Group, Inc.  
                              405 N. Reo Street, Suite 330  
                              Tampa, Florida 33609

## **ARTICLE VIII DURATION**

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Department of State of the State of Florida. The Association shall exist in perpetuity.

**ARTICLE IX  
DISSOLUTION**

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This Association may be dissolved in the manner from time to time provided by the laws of the State of Florida and with the consent given in writing and signed by not less than two-thirds (2/3) of each class of Members. In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water or storm water management systems must be transferred to and accepted by an entity which would comply with applicable District rules and be approved in writing by the District prior to such termination, dissolution, or liquidation. In no event, however, may any assets inure to the benefit of any Member or other private individual.

**ARTICLE X  
BYLAWS**

The Association's Bylaws will initially be adopted by the Board of Directors. Thereafter, the Bylaws shall be altered, amended, or rescinded solely by the approval of the Board of Directors. Notwithstanding the foregoing, no amendment to the Bylaws shall be valid which affects any of the rights and privileges provided to the Declarant without the written consent of the Declarant as long as Declarant shall own any Lots within the Property.

**ARTICLE XI  
AMENDMENTS**

Subject to the provisions of Article XII hereafter, these Articles may be amended, altered, rescinded, or added to by appropriate resolution approved by a two-thirds (2/3) vote of the voting interest of the Members present at any duly convened Membership meeting or, alternatively, by appropriate resolution adopted by a two-thirds (2/3) vote of the Board of Directors at any duly convened meeting of the Board of Directors and accepted by a two-thirds (2/3) vote of the voting interest of the Members present at any duly convened Membership meeting. Any Member of the Association may propose an amendment to the Articles to the Board of Directors or the Members, as the case may be. Notwithstanding the foregoing, during the Class B Control Period, any changes in the Articles may be made by a majority vote of the Board of Directors. Any proposed amendment to these Articles which would affect the surface water or storm water management system(s) within or serving the Property must be submitted to the District or its successors for a determination of whether the amendment necessitates a modification of the applicable permit.

**ARTICLE XII  
FNMA/FHA/VA APPROVAL**

As long as there is a Class B Membership in the Association, the following actions will require the prior approval of the Federal National Mortgage Association (FNMA), Federal Housing Administration (FHA) or Veterans Administration (VA) if any such agency has issued, acquired, insured or guaranteed any mortgage loan on a Lot in the Property and if such prior approval is deemed necessary by the Declarant:

- (a) Amendment of these Articles of Incorporation;
- (b) Merger, consolidation and/or dissolution of the Association;
- (c) Annexation of additional properties to the Association; and
- (d) Mortgaging of Common Areas.

### **ARTICLE XIII INTERPRETATION**

Express reference is made to the Declaration where necessary to interpret, construe, and clarify the provisions of these Articles. Without limitation, all terms defined in the Declaration have the same meaning where used in these Articles. By subscribing and filing these Articles, the incorporator intends for 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.

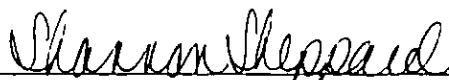
### **ARTICLE XIV INCORPORATOR**

The name and residence of the incorporator is:

Name: Shannon Sheppard  
Address: 100 N. Tampa Street, Suite 2050  
Tampa, Florida 33602

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CLERK OF CIRCUIT COURT  
HILLSBOROUGH COUNTY, FLORIDA

**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 on January 19, 2018.

  
Shannon Sheppard, Incorporator

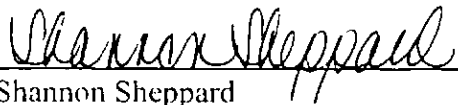


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA AND NAMING THE  
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

WATERSIDE HOMEOWNERS' ASSOCIATION OF LML, 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 has named Shannon Sheppard, whose business office is 100 N. Tampa Street, Suite 2050, Tampa, Florida 33602, 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, Florida Statutes, relative to the proper and complete performance of my duties.

  
\_\_\_\_\_  
Shannon Sheppard  
Date: January 19, 2018