

Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION
Hawks Fern Homeowners Association, Inc.

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ARTICLES OF INCORPORATION
OF
HAWKS FERN HOMEOWNERS ASSOCIATION, INC.

In compliance with the requirements of Florida Statutes, Chapter 617, the undersigned incorporator has executed, adopted, and caused to be delivered for filing these Articles of Incorporation for the purpose of forming a corporation not for profit, and does hereby certify:

ARTICLE I

NAME

The name of this corporation is "Hawks Fern Homeowners Association, Inc." which shall be referred to as the "Association" in these Articles.

ARTICLE II

PRINCIPAL OFFICE

The Association's initial principal office and mailing address is 4065 Crescent Park Drive, Riverview, Florida 33578.

ARTICLE III

INTERPRETATION

All capitalized terms used herein that are not defined shall have the meaning set forth in the Declaration of Covenants, Conditions and Restrictions for Hawks Fern, to be recorded by Homes By West Bay, LLC, a Florida limited liability company as "Developer" (and herein the "Developer") in the public records of Hillsborough County, Florida, as such Declaration may be amended from time to time ("Declaration"). Reference is made to the terms and provisions of the Declaration where necessary to interpret, construe, and clarify the provisions of these Articles, and the rules of interpretation set forth in the Declaration apply to the interpretation, construction, application, and enforcement of these Articles. By subscribing and filing these Articles, the Incorporator intends their provisions to be consistent with the provisions of the Declaration and to be interpreted, construed, applied, and enforced with those of the Declaration to avoid inconsistencies or conflicting results.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

The Association does not contemplate pecuniary gain or benefit, direct or indirect, to its Members. The purposes for which the Association is formed are: (a) to promote the health, safety, and general welfare of the residents within all or any portion of that tract of land located in Hillsborough County, Florida, which is described in and made subject to the provisions of the Declaration, and any additions to such lands as hereafter may be brought within the Association's jurisdiction in the manner provided in the Declaration (collectively, the "Property"); and (b) to perform all obligations and duties and to exercise all rights and powers of the Association as specified in the Declaration and the other Governing Documents described therein, and as provided by law.

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In furtherance of its purposes, unless indicated otherwise by the Declaration, these Articles or the Bylaws, the Association is empowered to, without limitation:

- (a) exercise all powers authorized by Chapters 617 and 720, *Florida Statutes*;
- (b) exercise all powers necessary or desirable to perform the obligations and duties and to exercise the rights, powers, and privileges of the Association from time to time set forth in these Articles, the Declaration, and the Bylaws, including, without limitation, the right to enforce all of the provisions of these Articles, the Declaration, and the Bylaws pertaining to the Association in its own name, including, without limitation, enforcement of the provisions relating to the operation and maintenance of the Surface Water Management System;
- (c) own, hold, improve, operate, maintain, sell, lease, transfer, and otherwise dispose of property of any nature whatsoever, real, personal, or mixed, tangible or intangible, in connection with the Association's affairs;
- (d) adopt budgets and fix, levy, collect, and enforce by any lawful procedure all charges or assessments established by, or pursuant to, the Declaration, including, without limitation, adequate assessment of fees for the costs of operation and maintenance of the Surface Water Management System and assessments for services or materials for the benefit of Owners or the Property for which the Association has contracted with third party providers;
- (e) use the proceeds collected from assessments to pay all costs, expenses, and obligations lawfully incurred in connection with the Association's affairs including, without limitation, all licenses, taxes, or other governmental charges levied or imposed against the Association's property;
- (f) maintain, control, manage, repair, replace, improve, and operate all the Common Areas and Common Maintenance Areas, including but not limited to the street right-of-ways and the Surface Water Management System and all associated facilities. If maintained by the Association, the Association shall operate, maintain and manage the Surface Water Management System in a manner consistent with the SWFWMD Permit requirements and applicable SWFWMD rules, and shall assist in the enforcement of the provisions of the Declaration that relate to the maintenance of the Surface Water Management System;
- (g) buy or otherwise acquire, sell or otherwise dispose of, mortgage or otherwise encumber, exchange, lease, hold, use, operate, and otherwise deal in and with real, personal, and mixed property of all kinds and any right or interest therein for any purpose of the Association;
- (h) borrow money for any lawful purpose;
- (i) participate in mergers and consolidations with other nonprofit corporations organized for similar purposes, subject to such limitations as may be set forth in these Articles, the Declaration or the Bylaws;
- (j) from time to time adopt, amend, rescind, and enforce reasonable rules and regulations regarding the use of the Property and/or the Common Areas consistent with the rights and duties established by the Declaration;
- (k) contract with others for performance of the Association's management and maintenance responsibilities under the Declaration, for the provision of services by the Association to others to the extent beneficial for the Owners or the Property, and for the furnishing of services or materials for the benefit of the Owners or the Property consistent with the provisions of the Declaration, including, without limitation, contracting for utility, telecommunications, internet, and security services;

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(l) adopt, alter, and amend or repeal such Bylaws as may be necessary or desirable for the proper management of the Association's affairs, subject to such limitations as may be set forth in these Articles, the Declaration or the Bylaws; provided that such Bylaws may not be inconsistent with or contrary to any provisions of the Declaration; and

(m) have and exercise all rights, powers, and privileges 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, convenient, or desirable to exercise any right, power, or privilege so granted.

The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers that may now or hereafter be allowed or permitted by law, subject to such limitations as may be set forth in these Articles, the Declaration or the Bylaws. The Association's powers may be exercised by its Board of Directors, unless indicated otherwise by these Articles, the Declaration or the Bylaws.

ARTICLE V.

MEMBERSHIP; VOTING REQUIREMENTS

The Association shall be a membership corporation without certificates or shares of stock. The Owner of each Lot shall be a "Member" of the Association, including contract sellers, but excluding all 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 the Lot or transferred except by transfer of record title to the Lot. There shall be two (2) classes of Membership as provided in the Declaration, which shall have such voting rights as set forth in the Declaration.

ARTICLE VI

BOARD OF DIRECTORS

The number, manner of election and indemnification of the Board of Directors shall be as provided for in the Bylaws of the Association, as amended from time to time in accordance therewith.

ARTICLE VII.

EXISTENCE AND DURATION

Existence of the Association shall commence with the filing of these Articles with the Florida Department of State, Division of Corporations. The Association exists perpetually. In the event of termination, dissolution or liquidation of the Association: (a) the assets of the Association shall be conveyed to an appropriate governmental unit or public entity, or, if not accepted by a governmental unit or public entity, conveyed to a non-profit corporation similar in nature to the Association, which shall assume the Association's responsibilities; and (b) all responsibility relating to the Surface Water Management System and the related permits must be assigned to and accepted by an entity approved by SWFWMD and the ACOE, as applicable.

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ARTICLE VIII

AMENDMENTS

For so long as Developer has the right to appoint or elect a majority of the Board of Directors, these Articles may be amended by Developer without a vote of the membership and without the joinder or consent of the holder of any mortgage, lien or other encumbrance affecting any portion of the Property or any other Person. Thereafter, these Articles may be amended only upon a resolution duly adopted by the Board of Directors, with the affirmative vote or written consent of Members representing at least two-thirds (2/3) of the total votes of the Association, and the written consent of Developer for so long as Developer owns and holds any Lot for sale in the ordinary course of business.

ARTICLE IX

INCORPORATOR

The name and address of the incorporator of this corporation is:

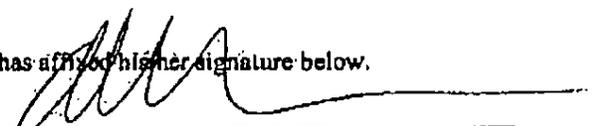
Wilhelm A. Nunn
4065 Crescent Park Drive
Riverview, Florida 33578

ARTICLE X

REGISTERED AGENT AND OFFICE

The registered office of the Association is 4065 Crescent Park Drive, Riverview, Florida 33578, and the initial registered agent of the Association at such address is Homes By West Bay, LLC.

IN WITNESS WHEREOF, the Incorporator has affixed his/her signature below.



WILHELM A. NUNN

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

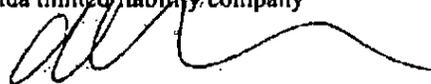
Pursuant to the provisions of Section 617.0501, *Florida Statutes*, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: Hawks Fern Homeowners Association, Inc.
2. The name and address of the registered agent and office is:

Homes By West Bay, LLC
4065 Crescent Park Drive
Riverview, Florida 33578

HAVING BEEN NAMED AS REGISTERED AGENT 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 AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

HOMES BY WEST BAY, LLC,
a Florida limited liability company

By: 

Wilhelm A. Nunn, President

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