

GARDNER, WILKES, SHAHEEN & CANDELORA
ATTORNEYS AT LAW

JOSHUA E. BURNETT
RICHARD CANDELORA
MERRITT A. GARDNER
ANTHONY T. LEON
MICHAEL A. PETERS
L. JOSEPH SHAHEEN, JR.
TED R. TAMARGO
KEVIN J. WILCOX
RICHARD B. WILKES

2650 SUNTRUST FINANCIAL CENTRE
401 EAST JACKSON STREET
TAMPA, FLORIDA 33602

TELEPHONE (813) 221-8000
TELEFAX (813) 229-1597

MAILING ADDRESS:
POST OFFICE BOX 1810
TAMPA, FLORIDA 33601-1810

N97000006282

RECEIVED

OCT 30 1997 October 29, 1997

REVENUE
DPR

Via Federal Express

Department of State
The George Firestone Building
409 East Gaines Street
Tallahassee, Florida 32399

Re: Lake Fantasia Condominium Association, Inc.
--Our File No. 95-0159

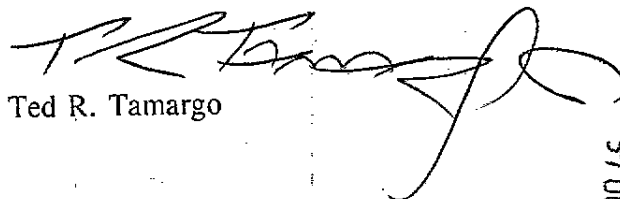
Dear Sir or Madam:

Enclosed for filing are the Articles of Incorporation of Lake Fantasia Condominium Association, Inc. Also enclosed is our firm's check made payable to the Department of State in the amount of \$122.50 to cover the filing fee and the cost of a certified copy of the Articles of Incorporation. Please return a certified copy of the Articles of Incorporation to me at the address shown above.

If you have any questions regarding this matter, please contact me.

Sincerely,

900002356489--2


Ted R. Tamargo

Journal Transfer
from Bureau of
Condominiums.

Validation different

cc: Lake Fantasia Condominium Association, Inc. (without enclosures)

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Lee Harris
Bureau of Condos 488-0744

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DIVISION OF CORPORATIONS
97 OCT 30 PM 4:13

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97 OCT 30 PM 4:14

**ARTICLES OF INCORPORATION
OF
LAKE FANTASIA CONDOMINIUM ASSOCIATION, INC.**

FILED STATE
SECRETARY OF CORPORATIONS
97 OCT 30 PM 4:54

The undersigned, for the purpose of forming a corporation not for profit pursuant to laws of the State of Florida, does hereby adopt the following articles of incorporation.

ARTICLE I

Name

The name of the corporation shall be LAKE FANTASIA CONDOMINIUM ASSOCIATION, INC. For convenience, the corporation shall be referred to in these Articles as the "Association" and the By-Laws of the Association shall be referred to as the "By-Laws".

ARTICLE II

Term of Existence

The Association shall have perpetual existence.

ARTICLE III

Purpose

The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act (the "Act") for the operation of that certain condominium located in Hillsborough County, Florida, and known as Lake Fantasia, a Condominium (the "Condominium").

ARTICLE IV

Definitions

The terms used in these Articles shall have the same definition and meaning as those set forth in the Declaration of Condominium for the Condominium to be recorded in the Public Records of Hillsborough County, Florida (the "Declaration"), unless herein provided to the contrary, or unless the context otherwise requires.

ARTICLE V

Powers

The powers of the Association shall include and be governed by the following:

5.1 General. The Association shall have all of the common law and statutory powers of a corporation not for profit under the laws of Florida that are not in conflict with the provisions of these Articles, the Declaration, the By-Laws or the Act.

5.2 Enumeration. The Association shall have all of the powers and duties reasonably necessary to operate the Condominium pursuant to the Declaration and as more particularly described in the By-Laws, as they may be amended from time to time, including, but not limited to, the power to:

(a) Make and collect Assessments, Special Assessments and other charges against members as Unit Owners, and to use the proceeds thereof in the exercise of its powers and duties.

(b) Buy, own, operate, lease, sell, trade and mortgage both real and personal property as may be necessary or convenient in the administration of the Condominium.

(c) Maintain, repair, replace, reconstruct, add to and operate the Common Elements of the Condominium Property, and other property acquired or leased by the Association for use by the Unit Owners.

(d) Purchase insurance upon the Condominium Property and insurance for the protection of the Association and its officers, directors and members as Unit Owners.

(e) Make and amend reasonable rules and regulations for the maintenance, conservation and use of the Condominium Property and for the health, comfort, safety and welfare of the Unit Owners (the "Rules and Regulations").

(f) Approve or disapprove the leasing, transfer, mortgaging, ownership and possession of Units as may be provided by the Declaration.

(g) Enforce by legal means the provisions of the Act, the Declaration, these Articles, the By-Laws, and the Rules and Regulations.

(h) Contract for the management and maintenance of the Condominium Property and to authorize a management agent (which may be an affiliate of the Developer) to assist the Association in carrying out its powers and duties by performing such functions as the submission of proposals, the collection of Assessments, Special Assessments and other charges, preparation of records, enforcement of the Rules and Regulations, and maintenance, repair and replacement

of the Common Elements with funds as shall be made available by the Association for such purposes. The Association shall, however, retain at all times the powers and duties granted by the Condominium Documents and the Act, including but not limited to the making of Assessments, Special Assessments, the promulgation of Rules and Regulations, and the execution of contracts on behalf of the Association.

(i) Employ personnel to perform the services required for the proper operation of the Condominium.

5.3 Condominium Property. All funds and the titles of all properties acquired by the Association and their proceeds shall be held for the benefit and use of the members in accordance with the provisions of the Declaration, these Articles and the By-Laws.

5.4 Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions hereof, the Declaration, the By-Laws and the Act.

ARTICLE VI

Members

The qualification of members and the manner of their admission shall be as regulated by the By-Laws of the Association.

ARTICLE VII

Directors

The Board of Directors shall consist of not less than five nor more than nine members. The number of persons constituting the first Board of Directors is five (5). The manner in which the directors are to be elected or appointed is stated in the By-Laws. The names and addresses of the persons who are to serve as the initial directors of the Association and who shall serve in such capacity until the first annual meeting of the members entitled to vote or until their successors are elected and qualify, unless they sooner die, resign or are removed, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Gregory L. Henderson, M.D.	2901 Brucken Road Valrico, Florida 33594
Ronald E. Copher	5015 Causeway Boulevard Tampa, Florida 33619

Richard O. Copher

5015 Causeway Boulevard
Tampa, Florida 33619

Betty L. Williams

8512 Riverview Drive
Riverview, Florida 33569

Larry L. King

2700 Crump Road
Winter Haven, Florida 33881

ARTICLE VIII

Incorporator

The name and address of the incorporator is:

L. Joseph Shaheen, Jr.
Gardner, Wilkes, Shaheen & Candelora
2650 SunTrust Financial Centre
401 East Jackson Street
Tampa, Florida 33602

ARTICLE IX

Indemnification

9.1 Indemnity. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a director, employee, officer or agent of the Association, against expenses (including attorneys' and legal assistants' fees and court costs), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful; provided, however, that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or misfeasance or malfeasance in the performance of his or her duty to the Association, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that despite the adjudication of liability, but in view of all of the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create

a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interest of the Association, and with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

9.2 Expenses. To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in the preceding Section, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' and legal assistants' fees and court costs) actually and reasonably incurred in connection therewith.

9.3 Approval. Any indemnification under this Article (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent, as the case may be, is proper under the circumstances because he or she has met the applicable standard of conduct set forth in Section 9.1 above. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such quorum is not obtainable, or, even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or by a majority of the Voting Interests of the members.

9.4 Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in any specific case upon receipt of an undertaking by or on behalf of the affected director, officer, employee or agent to repay such amount unless it shall ultimately be determined such person is entitled to be indemnified by the Association as authorized in this Article.

9.5 Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any By-Law, agreement, vote of members or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and personal representatives of such person.

9.6 Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or who is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Association would have the power to indemnify such person against such liability under the provisions of this Article.

ARTICLE X

By-Laws

The first By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided in the By-Laws and the Declaration.

ARTICLE XI

Amendments

Amendments to these Articles shall be proposed and adopted in the following manner:

11.1 Notice. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered.

11.2 Adoption. A resolution for the adoption of a proposed amendment may be proposed either by a majority of the Board of Directors or by not less than one-third (1/3) of the Voting Interests of the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing the approval is delivered to the Secretary at or prior to the meeting. To become effective, the amendment must be approved by not less than two-thirds (2/3) of the Voting Interests of all of the members of the Association represented at a meeting of which a quorum thereof has been attained and by not less than two-thirds (2/3) of the entire Board of Directors.

11.3 Limitation. Notwithstanding the foregoing, no amendment shall be made that is in conflict with the Act, the Declaration or the By-Laws, nor shall any amendment make any changes which would in any way affect any of the rights, privileges, powers or options provided in favor of or reserved to the Developer in these Articles, the Declaration or the By-Laws, unless the Developer shall join in the execution of the amendment.

11.4 Recording. A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of applicable Florida law, and a copy certified by the Secretary of State shall be recorded in the Public Records of Hillsborough County, Florida.

ARTICLE XII

Initial Registered Agent and Principal Office

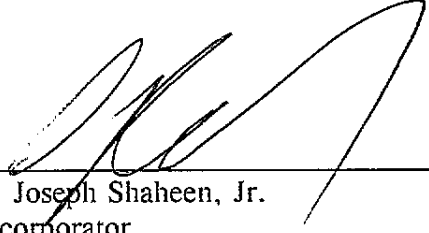
The initial registered agent of the Association shall be: I. Joseph Shaheen, Jr. The street address of the initial registered office of the Association shall be: 2650 SunTrust Financial Centre, 401 East Jackson Street, Tampa, Florida 33602. The street address of the principal office of the Association is: 9502 Riverview Drive, Riverview, Florida 33569.

ARTICLE XIII

Not-for-Profit Status

No part of the income or profit of the Association shall be distributable to the members, directors or officers of the Association.

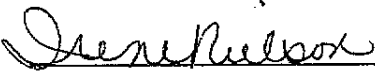
IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation this 28 day of October, 1997.



L. Joseph Shaheen, Jr.
Incorporator

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 28th day of October, 1997, by L. Joseph Shaheen, Jr., who is personally known to me or who has produced (personally known) as identification.



Print, Type or
Stamp Name: _____
Notary Public, State of Florida

Serial No., if any: _____



ACCEPTANCE OF SERVICE AS REGISTERED AGENT

L. JOSEPH SHAHEEN, JR. having been named as registered agent to accept service of process for the above named corporation at the registered office designated below, hereby agrees and consents to act in that capacity.

Registered office:

Gardner, Wilkes, Shaheen & Candelora
2650 SunTrust Financial Centre
401 East Jackson Street
Tampa, Florida 33602

The undersigned is familiar with, and accepts, the obligations of that position.

DATED this 28 day of Oct, 1997.



L. JOSEPH SHAHEEN, JR.

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