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FLORIDA DIVISION OF CORPORATIONS

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66002140

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CONTACT: KRISTEN DECLEENE
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FAX #: (813)

441-8617

NAME: LLF2 FACILITIES ASSOCIATION, INC.

AUDIT NUMBER.....H98000007305

DOC TYPE.....FLORIDA NON-PROFIT CORPORATION

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ARTICLES OF INCORPORATION
OF
LLF2 FACILITIES ASSOCIATION, INC.

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned, being a resident of the State of Florida and of full age, hereby forms a corporation not for profit in accordance with the laws of the State of Florida, and certify as follows:

ARTICLE I - NAME

The name of this corporation is LLF2 FACILITIES ASSOCIATION, INC., hereinafter called the "Association".

ARTICLE II - PRINCIPAL OFFICE

The initial principal office of this Association shall be located at 311 Park Place Boulevard, Clearwater, FL 33759, which office may be changed from time to time by action of the Board of Directors.

ARTICLE III - REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent and office of the Association shall be JULIUS J. ZSCHAU, JOHNSON, BLAKELY, POPE, BOKOR, RUPPEL & BURNS, P.A., 911 Chestnut Street, Clearwater, Florida 33756.

ARTICLE IV - PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to its members. The specific purpose for which it is formed is to own and administer the irrigation systems and facilities and provide irrigation for such property (the "Land") as the Board of Directors may determine from time to time, pursuant to that certain Declaration of Covenants, Conditions and Restrictions for LLF2 Facilities, now or hereafter recorded in the Public Records of Hillsborough County, Florida, and any amendments or modifications thereof, hereinafter called the "Declaration", relating to the Land and any additions thereto as may hereafter be brought within the jurisdiction of the Association. The purposes of this Association shall include, without limitation of the foregoing, the ownership of the irrigation systems and facilities for such areas as may be designated from time to time by the

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Board of Directors of the Association (the "Irrigation Systems"), and carrying out, enforcing and otherwise fulfilling its rights and responsibilities under and pursuant to the Declaration. For the foregoing purposes, this Association is empowered to:

(1) exercise all of the powers and privileges, and to perform all of the duties and obligations of the Association as set forth in the Declaration as the same may be amended from time to time as therein provided;

(2) acquire, either by gift, purchase or otherwise, and to own, hold, improve, build upon, operate and maintain, the Irrigation Systems;

(3) dedicate, sell, or transfer all or any part of this Association's property to any public body or governmental agency or authority, or any public or private utility or to a master association for such purposes and subject to such conditions as may be agreed to by the members;

(4) grant easements as to the real property owned by it to public and private utility companies, and to public bodies or governmental agencies or other entities or persons, without cost or charge, where convenient, desirable or necessary in connection with the development of the Land, and the providing of utility and other services thereto;

(5) participate in mergers and consolidations with other non-profit corporations organized for similar purposes, provided that any such merger or consolidation shall have been approved by a two-thirds (2/3) vote of the members; provided, however, upon the availability of reclaimed water to serve the Land, the Association, upon a majority vote of the Board of Directors, may (i) be merged into the Master Association; or (ii) have its assets acquired by the Master Association and/or the CDD, and the Association dissolved;

(6) adopt, alter, amend, and rescind reasonable rules and regulations from time to time, which rules and regulations shall be consistent with the rights and duties established by the Declaration and with the provisions of these Articles of Incorporation;

(7) enter into and participate in a "Shared Facilities Agreement" with the Master Association and the CDD;

(8) have and exercise any and all powers, rights, and privileges which a corporation organized under Chapter 617, Florida Statutes by law may now or hereafter have or exercise.

ARTICLE V - MEMBERSHIP AND VOTING RIGHTS

Theresa Collins, John A. Sellinger, Fred J. Sikorski and U.S. Home Corporation, a Delaware corporation (the "Declarant"), shall be the sole voting members of this Association. Each voting member shall be entitled to one vote.

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ARTICLE VI - BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of Directors, which shall consist of three (3) directors. The names and addresses of the persons who are to act in the capacity of directors until their successors are elected and qualified, unless they sooner shall die, resign or be removed, are:

<u>NAME</u>	<u>ADDRESS</u>
Theresa Collins	311 Park Place Boulevard, Suite 600 Clearwater, Florida 33759
John A. Sellinger	311 Park Place Boulevard, Suite 600 Clearwater, Florida 33759
Fred J. Sikorski	311 Park Place Boulevard, Suite 600 Clearwater, Florida 33759

The initial Board of Directors herein designated shall serve until the third annual membership meeting, at which time the Board may vote to elect three (3) directors for two additional three year terms; thereafter, the members shall elect three (3) directors. Directors elected at the first such annual membership meeting and thereafter shall serve for a period of three years, and until their successors have been duly elected and qualified.

ARTICLE VII - OFFICERS

The Association shall be administered by a president, vice president, secretary and treasurer, and such other officers as may be designated in the Bylaws, and shall be elected at the time and in the manner prescribed in the Bylaws. Officers need not be members of the Association. The names and addresses of the initial officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Theresa Collins	President	311 Park Place Boulevard, Suite 600 Clearwater, Florida 33759
John A. Sellinger	Vice - President	311 Park Place Boulevard, Suite 600 Clearwater, Florida 33759
Fred J. Sikorski	Secretary/ Treasurer	311 Park Place Boulevard, Suite 600 Clearwater, Florida 33759

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ARTICLE VIII - SUBSCRIBER

The name and address of the subscriber to these Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Julius J. Zschau	911 Chestnut Street Clearwater, FL 33756

ARTICLE IX - DISSOLUTION

This Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the voting members; provided, however, upon the availability of reclaimed water to serve the Land, the Association, upon a majority vote of the Board of Directors, may (i) be merged into the Master Association; or (ii) have its assets acquired by the Master Association and/or the CDD, and the Association dissolved.. Upon dissolution of this Association, except as otherwise set forth herein and other than incident to a merger or consolidation, the assets of this Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes, but in no event shall such assets inure to the benefit of any member or other private individual.

ARTICLE X - BYLAWS

The Bylaws of this Association shall be initially adopted by the Board of Directors. Thereafter, the Bylaws may be amended, altered or rescinded in the manner provided by the Bylaws.

ARTICLE XI - AMENDMENT OF ARTICLES

A. These Articles of Incorporation may be amended, from time to time, as follows:

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

(2) A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by not less than one-third (1/3) of the voting members of the Association.

(3) Except as elsewhere provided, an amendment shall be adopted if approved either:

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(a) by not less than two-thirds (2/3) of the entire membership of the Board of Directors and also by not less than fifty-one (51) percent of the votes of the voting members duly qualified to vote; or

(b) by not less than seventy-five (75) percent of the vote of the voting members duly qualified to vote, regardless of approval of the Board of Directors.

B. No amendment shall make any change in the qualifications for membership nor the voting rights or property rights of members, without approval in writing by all voting members.

C. No amendment shall make any change in the rights of the Declarant without the written approval of the Declarant. No amendment shall be made that is in conflict with the Declaration.

D. No amendment shall be effective until a copy of such amendment shall have been certified by the Secretary of State of the State of Florida and thereafter shall have been recorded in the Public Records of Hillsborough County, Florida.

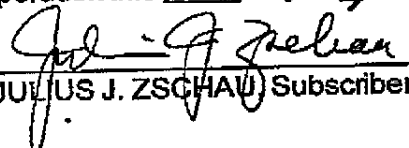
ARTICLE XII - INDEMNIFICATION

Every director and every officer of the Association shall be indemnified by the Association to the fullest extent of the law against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed on him in connection with any proceeding or settlement of any 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, whether or not he is a director or officer at the time such expenses are incurred. 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.

ARTICLE XIII - INTERPRETATION

Express reference is hereby made to the terms, provisions, definitions, and rules of interpretation contained in the Declaration where necessary to interpret, construe, and clarify the provisions of these Articles. In subscribing and filing these Articles, it is the intent of the undersigned that the provisions hereof be consistent with the provisions of the Declaration and, to the extent not prohibited by law, that the provisions of these Articles and of the Declaration be interpreted, construed, and applied so as to avoid inconsistencies or conflicting results.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the subscriber of this Association, has executed these Articles of Incorporation this 15th day of April, 1998.


JULIUS J. ZSCHAU Subscriber

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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for LLF2 FACILITIES ASSOCIATION, INC., at the place designated in these Articles of Incorporation, the undersigned hereby accepts to act in this capacity, and agrees to comply with the provisions of the laws of the State of Florida relative to keeping such open office.

Dated this 15th day of April, 1998.

JOHNSON, BLAKELY, POPE, BOKOR,
RUPPEL & BURNS, P.A.

By:

Julius J. Zschau
JULIUS J. ZSCHAU
Registered Agent

Registered Office:

911 Chestnut Street
Clearwater, FL 33756

Principal Corporation Office:

311 Park Place Boulevard, Suite 600
Clearwater, FL 33759

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