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May 13, 1999

N99000003087

Office of Secretary of State
Division of Corporations
The Capitol Building
Tallahassee, Florida 32304

Attention: Corporate Division

Re: Kambridge Subdivision Homeowners' Association,

Dear Sir:

I am enclosing herein original and copy of Articles of Incorporation of Kambridge Subdivision Homeowners' Association, Inc., together with our check in the amount of \$78.75 to cover the following:

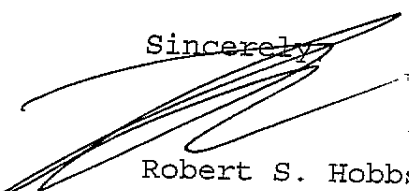
\$70.00
\$ 8.75

Filing Fee
Certified Copy

200002875682--1
-05/14/99--01076--010
*****78.75 *****78.75

Self-addressed envelope is enclosed for your convenience is returning a certified copy of the Articles to us.

Sincerely,


Robert S. Hobbs

RSH/gmm

enclosures

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99 MAY 14 PM 2:56
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF

KAMBRIDGE SUBDIVISION HOMEOWNERS' ASSOCIATION, INC.

In compliance with the requirements of Chapter 617 of the Florida Statutes, the undersigned, all of whom are residents of Florida and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a not-for-profit corporation and do hereby certify:

ARTICLE I

The name of the corporation shall be Kambridge Subdivision Homeowners' Association, Inc., hereafter called "Association".

ARTICLE II

The principal office of the Association shall be 1807 Rebecca Road, Lutz, Florida 33549.

ARTICLE III

Norman Robertson whose address is 5650 S.W. County Road 313, Trenton, Florida 32693, is hereby appointed the initial registered agent of this Association.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the member thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residence sites and common areas within that certain tract of property described as follows:

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CLERK OF THE CIRCUIT COURT
TALLAHASSEE, FLORIDA

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions, and Restriction for Kambridge Subdivision, as recorded in Official Records Book 7332, Page 1408, Public Records of Hillsborough County, Florida, hereinafter called the "Declaration", applicable to the Property and recorded in the Public Records of 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 at length;

(b) enforce the provisions of the Declaration in its name;

(c) fix, levy, collect and enforce payment of any lawful means, all charges or assessments pursuant to the terms of the Declaration; and to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes of governmental charges levied or imposed against the property of the Association;

(d) acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate maintain, convey, sell, lease transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(e) collect and pay to the Association all amounts properly assessed against the Property under the terms of the Declaration, as such terms are defined in the declaration;

(f) borrow money, and with the assent 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 and all of its real or personal property as security for money borrowed, debts incurred, or any of its other obligations;

(g) dedicate, sell or transfer all or any part of the Common Area or its other property to any public agency, authority, or utility for such purposes as subject to such conditions as may be agreed to by the Members. No such dedication or transfer shall be effective unless an instrument of dedication or transfer has been signed by two-thirds (2/3) of each class of members agreeing to such sale or transfer, with the formalities from time to time required for a deed under the laws of the State of Florida;

(h) participate in mergers and consolidations with other nonprofit corporations organized for the same purpose, or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of member;

(i) from time to time adopt, alter, amend, rescind and enforce reasonable rules and regulations governing the use of the Lots and Common Area with the assent of two-thirds (2/3) of each class of members, consistent with the terms of the Declaration and these Articles;

(j) have and exercise any and all power, rights and privileges which a non-for-profit corporation organized under the laws of the State of Florida by law may now or hereafter have or exercise;

ARTICLE V

Every person or entity who is a record owner of a free or undivided interest in any Lot site which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association. The forgoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. An Owner of more than one unit site is entitled to one membership for each unit site owned. Membership shall be appurtenant to and may not be separated from ownership of any unit site which is subject to assessment by the Association, and is transferred only and automatically by conveyance of title to a unit site; however, the foregoing shall not be construed to prohibit assignment of membership and voting rights by an owner who is a contract seller to his vendee in possession.

ARTICLE VI **VOTING RIGHTS**

The Association shall have two classes of voting membership.

CLASS A. So long as Class B membership exists, Class A members shall be all Owners, with the exception of the Declarant, and shall be entitled to one vote for each unit Lot owned. If more than one person holds an interest in any Lot, all such persons shall be members, and the vote for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot. Prior to any meeting at which a vote is to be taken, each co-Owner must file the name of the voting co-owner with the Secretary of the Association in order to entitle the voting co-Owner to vote at such meeting, unless such co-Owner

has filed a general voting authority with the Secretary of the Association applicable to all votes until rescinded.

CLASS B. The Class B member(s) shall be the Declarant, and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cases and be converted to Class A membership on the happening of one of the following events, which ever first occur:

(a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the class B membership;

(b) when the Declarant shall have conveyed the last lot in the subject property;

(c) when the Declarant shall waive its right to Class B membership by an instrument recorded in the Public Records of Hillsborough County, Florida.

ARTICLE VII **BOARD OF DIRECTORS**

The affairs of this Association shall be managed by a Board of three (3) directors, who need not be members of Association. The number of Directors may be changed by amendment of the By-Laws of the Association, but at no time shall be less that three (3). The term of office for all Directors is one (1) year, and any Director may succeed himself in office. All Directors shall be elected by secret written ballot at the annual meeting. Each Member may cast as many votes for each vacancy as such member has under the provisions of Article VI of these Articles and the person receiving the largest number of votes cast by both classes of membership for each vacancy is elected. Cumulating voting shall not be permitted.

The names and address of the person who are to act in the capacity of Directors until the selection of their successors are:

Norman Robertson	5650 S.W. County Road 313 Trenton, Florida 32693
Edwinna Robertson	5650 S.W. County Road 313 Trenton, Florida 32693
Harry M. Hobbs	3719 Swann Avenue Tampa, Florida 33549

ARTICLE VIII **OFFICERS**

The affairs of the Association shall be administered by a president, a vice-president, a secretary, a treasurer, and such other officers as may be designated by the By-Laws, and at the times and in the manner prescribed in the By-Laws. The names and addresses of the initial officers who shall serve until their death, resignation, removal or until successors are designated are as follows:

Norman Robertson	5650 S.W. County Road 313
President	Trenton, Florida 32693
Edwinna Robertson	5650 S.W. County Road 313
Secretary-	Trenton, Florida 32693
Treasurer	

ARTICLE IX **INDEMNIFICATION**

The Association shall, and does hereby, indemnify any person ("Indemnatee") for any and all liability arising from his official capacity or from any acts committed or failure to act by him in his official capacity as an officer or director of the Association, including acts which are adjudged by a court of law to have constituted negligence or misconduct in the performance of his duty to the Association, and resulting from judgements, fines, or

amounts paid in settlement which are incurred in any action, suit or proceeding, whether civil, criminal, administrative, or investigative, and whether such action, suit or proceeding is commenced during or subsequent to his tenure as an officer or director of the Association ("Proceedings").

The Association will reimburse Indemnities for any and all actual and reasonable expenses, including, without limitation, attorneys' fees and court costs ("Expenses") as Expenses are incurred by Indemnitees in Proceedings. Notwithstanding anything to the contrary herein, the Association will not indemnify Indemnitees for any liability or Expenses for actions which constitute gross negligence or wilful misconduct, except where such actions are undertaken at the request of the Association. The indemnification provided in this Article shall be in addition to and shall not limit or modify other rights to indemnify to which Indemnitees are entitled, including, without limitation, to those conferred under Florida Law or the By-Laws, Articles or any agreement executed by the Association.

ARTICLE X **DISSOLUTION**

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of Members. Upon dissolution of the Association, other than incident to merger or consolidation, the assets of the 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 dedicated agency refuses acceptance, such assets shall be granted, conveyed and assigned to any nonprofit

corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE XI
DURATION

This corporation shall exist-perpetually.

ARTICLE XIII
AMENDMENTS

These Articles may be amended, at a regular or special meeting of the Members, by a vote of a 75% majority of a quorum of National Mortgage Association shall have the right to veto amendments while there is a Class B membership.

ARTICLE XIII
AMENDMENTS TO BY-LAWS

The By-Laws of the Association may be amended, at a regular or special meeting of the Members, by a vote of a 75% majority of a quorum of Members present in person or by proxy, except that the Federal National Mortgage Association shall have the right to veto amendments while there is a Class B membership.

ARTICLE XIV
INTERPRETATION

Express reference is made to the terms and provisions of the Declaration where necessary to interpret, construe and clarify the provisions of these Articles. All terms defined in the Declaration shall have the same meaning where used herein. To the extent possible, these Articles shall be construed, interpreted and applied in a manner consistent and not in conflict with the terms and applications of the Declaration.

ARTICLE XV
SUBSCRIBERS

The names and residence of the subscribers of these Articles are as follows:

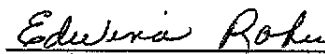
Norman Robertson 5650 S.W. County Road 313
Trenton, Florida 32693

Edwinna Robertson 5650 S.W. County Road 313
Trenton, Florida 32693

IN WITNESS WHEREOF, for purposes of forming the corporation under the laws of the State of Florida, we the undersigned, constituting the incorporators of the Association have executed these Articles of Incorporation this 15th day of April, 1999.

REGISTERED AGENT ACCEPTANCE:

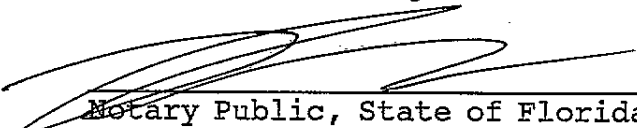

Norman Robertson, Incorporator
and Registered Agent


Edwinna Robertson

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

THE FOREGOING INSTRUMENT was acknowledged before me, an officer duly qualified to take acknowledgements, this 15th day of April, 1999, by Norman Robertson and Edwinna Robertson, to me personally known to be the person described in or ~~who have~~ produced as identification and who ~~did~~/did not take an oath, and who executed the foregoing Article of Incorporation and acknowledged before me that they executed the same.

(SEAL)


Notary Public, State of Florida

Robert S. Hobbs

Type/Print Name:

Title:

My Commission expires:
Robert\Kambridg.Art

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99 MAY 14 PM 2:57
TALLAHASSEE, FLORIDA
SECRETARY OF STATE