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THE UNITED STATES
CORPORATION
COMPANY

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ACCOUNT NO. : 072100000032

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REFERENCE : 266528 4323655

AUTHORIZATION :

Patricia Pizzuto

COST LIMIT : \$ 70.00

ORDER DATE : June 8, 1999

ORDER TIME : 10:36 AM

ORDER NO. : 266528-015

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CUSTOMER NO: 4323655

CUSTOMER: Preston O. Cockey, Jr., Esq
ANNIS MITCHELL COCKEY EDWARDS
ANNIS MITCHELL COCKEY EDWARDS
Suite 2100
201 N. Franklin Street
Tampa, FL 33602

DOMESTIC FILING

NAME: HEATHER SOUND CONSERVATION
ASSOCIATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS:

PH 6/8/99

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

HEATHER SOUND CONSERVATION ASSOCIATION, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, in accordance with the provisions of Chapter 617, Florida Statutes, hereby makes, subscribes and acknowledges these Articles of Incorporation for the purpose of forming a not-for-profit corporation.

ARTICLE I

The name of the corporation is HEATHER SOUND CONSERVATION ASSOCIATION, INC.

ARTICLE II

This corporation does not contemplate pecuniary gain profit, direct or indirect to its members, and its primary purpose is to own, operate and maintain a well, pump and related facilities, and to do all other things necessary or appropriate in connection therewith.

ARTICLE III

The term for which the corporation is to exist is perpetual unless the corporation is dissolved pursuant to any applicable provision of the Florida Statutes. Any dissolution of the corporation shall comply with the Declaration.

ARTICLE IV

The sole member of the corporation shall be Arbor Greene of New Tampa Homeowners Association, Inc., a Florida corporation not-for-profit.

ARTICLE V

The name and address of the incorporator of these Articles is:

Charles B. Funk

601 Bayshore Boulevard, Suite 650
Tampa, Florida 33606

The address of the initial principal office of the corporation is:

601 Bayshore Boulevard, Suite 650, Tampa, Florida 33606.

ARTICLE VI

The corporation shall be governed by a Board of Directors consisting of not less than three (3) persons. The following persons shall serve as the initial Directors of the corporation:

<u>Name</u>	<u>Address</u>
Charles B. Funk	601 Bayshore Boulevard, Suite 650 Tampa, Florida 33606
Jeffrey B. Meehan	601 Bayshore Boulevard, Suite 650 Tampa, Florida 33606
Thomas J. Panaseney	18000 Arbor Greene Drive Tampa, Florida 33647

A vacancy on the Board shall be filled by the majority vote of the remaining Directors.

Directors may be removed with or without cause by the vote or agreement in writing by a majority of all the voting interests of the corporation. Such removal must comply with the requirements Section 617.0808, Florida Statutes, and any vacancies created thereby shall be filled by the majority vote of the voting interests at the same meeting at which the Director was removed.

ARTICLE VII

The affairs of the corporation are to be managed by a President, a Vice-President, a Secretary, a Treasurer and such other officers as the Bylaws of the corporation (the "Bylaws") may provide for from time to time. Officers shall be elected annually by the Board of Directors at the first meeting of the Board of Directors following the annual meeting of the corporation and shall hold office until the next succeeding annual election of officers or until their successors are elected and qualify.

In the event of a vacancy in any office, the vacancy shall be filled by a majority vote of the Board of Directors.

ARTICLE VIII

Membership interests in the corporation may not be transferred, assigned, hypothecated, or otherwise transferred without the prior approval by vote or agreement in writing of a majority of the Board of Directors.

ARTICLE IX

This corporation shall never have nor issue any shares of stock, nor shall this corporation distribute any part of the income of this corporation, if any, to its members, Directors or officers. However, the corporation shall not be prohibited from reasonably compensating its members, or

Directors or officers for services rendered, nor shall the corporation be prohibited from making any payments or distributions to members of benefits, monies or properties permitted by Chapter 617, Florida Statutes.

ARTICLE X

The corporation shall have all the powers set forth and described in Chapter 617, Florida Statutes (as presently existing or as may be amended from time to time) as are necessary to carry out the purposes of the corporation as described in these Articles of Incorporation. The functions and services which the Association is authorized to carry out or to provide may be added to or reduced at any time upon the affirmative vote of a majority of the Board, so long as such addition or reduction is not inconsistent with the requirements of these Articles.

ARTICLE XI

The corporation shall indemnify all persons who may serve or who have served at any time as Directors or officers and their respective heirs, administrators, successors and assigns against any and all expenses, including amounts paid upon judgments, counsel fees and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred in connection with the defense or settlement of any claim, action, suit or proceeding in which they or any of them are made a party or which may be asserted against any of them, by reason of having been a Director or officer of the corporation, except in such cases where the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties. Such indemnification shall be in addition to any rights to which such Director or officer may otherwise be entitled.

ARTICLE XII

In the absence of fraud, no contract or other transaction between this corporation and any other person, firm, association, corporation or partnership shall be affected or invalidated by the fact that any Director or officer of this corporation is pecuniary or otherwise interested in, or is a director, member or officer of any such firm, association, corporation or partnership. Any Director may vote and be counted in determining the existence of a quorum at any meeting of the Board of Directors for the purpose of authorizing such contract or transaction with like force and effect, as if he or she were not so interested, or not a director, member or officer of such other firm, association, corporation or partnership.

ARTICLE XIII

The Bylaws of this corporation are to be made and adopted by a majority vote of the Directors and said Bylaws may not be altered, amended, rescinded or added to except as provided in the Bylaws.

ARTICLE XIV

These Articles of Incorporation may be amended, altered, rescinded or added to by appropriate resolution approved by a two-thirds (2/3) vote of the voting interests of the members present in person or by proxy 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 and accepted by a two-thirds (2/3) vote of the voting interest of the members present in person or by proxy at any duly convened membership meeting. Any Member of this corporation may propose an amendment to the Articles of Incorporation to the Board or the membership, as the case may be.



Charles B. Funk


DESIGNATION OF REGISTERED AGENT

AND REGISTERED OFFICE

The initial registered agent of this corporation shall be Charles B. Funk. The initial registered office of this corporation shall be 601 Bayshore Boulevard, Suite 650, Tampa, Florida 33606.

ACCEPTANCE

Having been named registered agent to accept service of process for the above-named corporation, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 48.091, Florida Statutes.



Charles B. Funk, Registered Agent

Date: June 4, 1999

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