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FLORIDA NON-PROFIT CORPORATION

WESTCHESTER MASTER COMMUNITY ASSOCIATION, INC.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 13, 1999

JOHNSON, BLAKELY

SUBJECT: WESTCHESTER MASTER COMMUNITY ASSOCIATION, INC.
REF: W99000023168

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ARTICLES OF INCORPORATION
OF
WESTCHESTER MASTER COMMUNITY 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 WESTCHESTER MASTER COMMUNITY ASSOCIATION, INC., hereinafter called the "Association".

ARTICLE II - PRINCIPAL OFFICE

The initial principal office of this Association shall be located at 14101 Race Track Road, Tampa, FL 33626-1306, 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 ROGER A. LARSON at 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. This is not a condominium association subject to Florida Statute Chapter 718. The specific purposes for which it is formed are to promote the health, safety, and general welfare of the residents within that certain real property, herein called the "Properties", described in that certain Declaration of Covenants, Conditions and Restrictions for WESTCHESTER, now or hereafter recorded among the Public Records of Hillsborough County, Florida, and any amendments or modifications thereof, herein called the "Declaration", relating to the Properties 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 maintenance and repair of (i) the landscaping in the portion of the right-of-way of Countryway Boulevard located within the Properties, (ii) the wetland mitigation areas for stormwater treatment and storage facilities located within the Properties associated with the construction of Countryway Boulevard, (iii) the significant

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upland habitat mitigation bank located within the Properties south of the TECO easement and west of Channel B , and (iv) 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) fix, levy, collect and enforce payment by 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 this Association, including all license fees, taxes, or governmental charges levied or imposed against the real or personal property of this Association;

(3) acquire, either by gift, purchase or otherwise, and to own, hold, improve, build upon, operate, maintain, convey, sell, lease or transfer, or otherwise dispose of real or personal property, or interests therein, in connection with the affairs of this Association;

(4) borrow money, and upon two-thirds (2/3) vote of each of the voting members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(5) 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 for such purposes and subject to such conditions as may be agreed to by the members;

(6) 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 voting members;

(7) 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;

(8) contract for the maintenance and management of the Association's Areas of Responsibility (as that term is defined in the Declaration), and to authorize a management agent to assist the Association in carrying out its powers and duties under the Declaration;

(9) to adopt such annual budgets as are necessary to carry out the provisions of the Declaration; and

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(10) 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

A. This Association shall be a membership corporation, without certificates of shares of stock.

B. Qualification for, and admission to, membership in the Association shall be regulated by the Declaration and the Bylaws of the Association.

C. The share of an owner or a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance of such owner's or member's Lot.

D. Voting rights in the voting members shall be established and regulated by the Declaration of Covenants, Conditions and Restrictions and the Bylaws of the Association.

ARTICLE VI - BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of Directors which shall consist of not less than three (3) nor more than nine (9) directors. Directors shall be members of the voting members. 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>
Donald A. Pleasants	5222 S. Crescent Drive Tampa, FL 33611
Robert B. Hutchinson	26750 U.S. Highway 19 N., Suite 301 Clearwater, FL 33761
Terrence Hunt	26750 U.S. Highway 19 N., Suite 301 Clearwater, FL 33761

The initial Board of Directors herein designated shall serve until the first annual Membership meeting thereafter, at which time the voting members shall elect an individual to represent each voting member on the Board. Directors elected at the first such annual Membership meeting and thereafter shall serve for a period of one year, and until their successors have been duly elected and qualified. Each voting member shall have one of its members on the Board.

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>
Robert B. Hutchinson	President	26750 U.S. Highway 19 N., Suite 301 Clearwater, FL 33761
Donald A. Pleasants	Vice - President	5222 S. Crescent Drive Tampa, FL 33611
Terrence Hunt	Secretary/ Treasurer	26750 U.S. Highway 19 N., Suite 301 Clearwater, FL 33761

ARTICLE VIII - SUBSCRIBER

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

<u>NAME</u>	<u>ADDRESS</u>
Roger A. Larson	911 Chestnut Street Clearwater, FL 33756

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ARTICLE IX - DISSOLUTION

This Association may be dissolved with the assent given in writing and signed by members entitled to cast not less than three-fourths (3/4) of the votes of the voting members of the Board. Upon dissolution of this Association, 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:

(a) by not less than three-fourths (3/4) of the entire voting members of the Board of Directors by casting their representative votes; or

(b) by not less than seventy-five percent (75%) of the vote of all members duly qualified to vote of all voting members, 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 or voting members, without approval in writing by

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all members and all voting members and the joinder of all record owners of mortgages upon Lots, and all parcels.

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.

E. HUD/VA, for so long as there is a Class B membership in any voting member, shall have the right to veto amendments to these Articles.

It is intended hereby that when votes are counted the voting member shall cast the number of votes it is entitled to cast based upon its allotment of votes as provided in the Declaration and the Bylaws. Therefore when a percentage of votes cast is to be determined, it is the percentage of the representative votes cast rather than the individual voting member. That is to say, assuming there are three voting members and therefore three members of the Board and the first voting member is entitled to cast 100 votes and the second voting member is entitled to cast 150 votes and the third voting member is entitled to cast 50 votes then the percentage of votes cast in favor or not in favor of any business decision shall be based upon the 300 votes cast.

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.

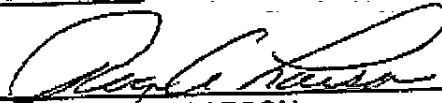
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IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the subscriber of this Association, has executed these Articles of Incorporation this 6th day of October 1999.




ROGER A. LARSON
Subscriber

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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for WESTCHESTER MASTER COMMUNITY 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 6th day of October, 1999.


ROGER A. LARSON
Registered Agent

Registered Office:

911 Chestnut Street
Clearwater, FL 33756

Principal Corporation Office:

14101 Race Track Road
Tampa, FL 33626-1306

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