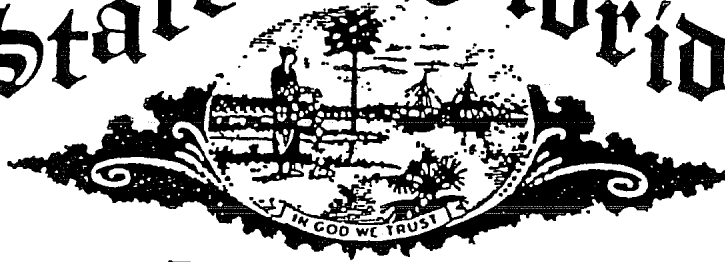


State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of THE VILLAS OF WESTPARK AT WESTCHASE HOMEOWNERS' ASSOCIATION, INC., a Florida corporation, filed on October 4, 1999, as shown by the records of this office.

The document number of this corporation is N99000005870.

OR BK 09870 PG 0314

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Fourth day of October, 1999



CR2EO22 (1-99)

Katherine Harris

Katherine Harris
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 OCT -4 PH 2: 55

ARTICLES OF INCORPORATION
OF
THE VILLAS OF WESTPARK AT WESTCHASE
HOMEOWNERS' ASSOCIATION

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
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ARTICLES OF INCORPORATION
OF
THE VILLAS OF WESTPARK AT WESTCHASE
HOMEOWNERS' ASSOCIATION, INC.

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DIVISION OF CORPORATIONS
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The undersigned hereby associate to form a corporation not for profit under Chapter 617 of the Florida Statutes.

OR BK 09870 PG 0316

ARTICLE I
NAME

The name of this corporation shall be THE VILLAS OF WESTPARK AT WESTCHASE HOMEOWNERS' ASSOCIATION, INC., hereinafter referred to as the ("Association"). The principal and mailing address of this corporation shall be 4350 West Cypress Street, Suite 640, Tampa, Florida 33607.

ARTICLE II
PURPOSE

The purpose of the Association is perform the functions of the Association as set forth in the Declaration of Covenants, Conditions, Restrictions, and Easements for The Villas of Westpark at Westchase, which will be recorded among the Public Records of Hillsborough County, Florida, (hereinafter called "Declaration"), in the development located in Hillsborough County, Florida, known as The Villas of Westpark at Westchase.

ARTICLE III
POWERS

The Association shall have all of the powers given to corporations not for profit by the Florida Statutes and all of the powers expressly conferred upon it by the Declaration, together with all powers necessary to fulfill all such stated powers and the duties expressly given to it by such Declaration. These powers include, but are not limited to, the power to:

1. Maintain, repair, improve and insure real or personal property which the Association owns or which it has assumed the obligation to maintain;
2. Make and collect assessments from its Members;
3. Pay all Association expenses;
4. Acquire title to and exercise all rights of ownership in and to any real or personal property;
5. Own and convey real or personal property;

6. Make, amend and enforce reasonable rules and regulations for the use of the property it owns or maintains;

7. Enforce the terms of the Declaration, these Articles, and the By-Laws of the Association.

8. Sue and be sued;

9. Contract for operation and maintenance services.

10. Require all Owners to be members of the Association.

11. Take any other action necessary for the purposes for which the Association is formed.

ARTICLE IV MEMBERS

1. Every record Owner of a fee interest in any Lot, as defined in the Declaration, including contract Sellers, shall be a Member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to, and may not be separated from, ownership of a Parcel.

2. Change of membership in the Association shall be established by the recording, in the Public Records of Hillsborough County, Florida, of a deed or other instrument establishing a record of title to a Lot, and shall be evidenced by delivery to the Association of a copy of such instrument. The membership of the prior Owner shall be terminated as of the date of delivery of such deed or other instrument.

3. The share of a Member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except upon transfer of his Lot.

4. There shall be two (2) classes of membership as follows:

(a) Class A. As long as there is a Class B membership, Class A Members shall be all Owners, as defined in the Declaration, other than the Declarant, as defined in the Declaration, and shall be entitled to one vote for each Lot owned. Upon termination of Class B membership, Class A Members shall be all Owners, including the Declarant, as long as the Declarant is an Owner and each Owner shall be entitled to one vote for each Lot owned. If more than one (1) person owns an interest in any Lot, all such persons shall be Members, but there shall be only one (1) vote cast with respect to such Lot. Such vote may be exercised as the Owners determine among themselves, but no split vote shall be permitted.

(b) Class B. B. The Class B Member shall be the Declarant and as long as there is a Class

B voting membership the Declarant shall be entitled to three (3) votes for each Lot owned (the "Class B Control Period"). The Class B Control Period shall end and Declarant shall turnover control of the Association to the Class A members upon the earlier of the following events:

- (a) Three months after seventy-five percent (75%) the Lots including Lots in property annexed or planned for annexation by Declarant, have been sold to parties other than Builders, or
- (b) Seven years after the date the Declaration is recorded in the public records, or
- (c) When the Declarant elects to terminate the Class B Control Period.

ARTICLE V
BOARD OF DIRECTORS

1. The affairs of the Association shall be initially managed by a Board of three (3) Directors, whose names and address are:

Andrew J. Berger
David Pelletz
Wayne Weaver
107 Dunbar Avenue, Suite I
Oldsmar, Florida 34677

2. New Directors shall be appointed or elected and the number of Directors shall be increased or diminished in accordance with the By-Laws of the Association, but there shall not be less than three.

ARTICLE VI
OFFICERS

The officers of the Association shall be President, Vice President, Secretary and Treasurer, and such additional officers as the By-Laws specify. The officers shall be elected by Directors at their annual meeting or at any special meeting called for that purpose.

The first officers who shall serve until the first election are:

Andrew J. Berger - President
David Pelletz - Vice President
Wayne Weaver - Secretary/Treasurer

ARTICLE VII

BY-LAWS

The By-Laws of the Association shall be adopted by the first Board of Directors and may be altered as follows:

1. An amendment may be proposed by any Member or any Director prior to a meeting at which it will be considered.
2. Notice of the subject matter of the proposed amendment shall be included in the notice of the meeting at which the amendment is to be considered.
3. The amendment must be approved, either in person or by proxy by at least a majority of the entire membership of the Board of Directors.
4. No amendment may change the qualifications for membership in the Association.
5. No amendment which will affect the Declarant shall be adopted unless the Declarant has consented thereto in writing.
6. A copy of the amendment shall be recorded in the Public Records of Hillsborough County, Florida.

ARTICLE VIII
AMENDMENT OF ARTICLES

These Articles may be amended in the manner set forth in Chapter 617, Florida Statutes, provided, however, that any amendment to these Articles shall require the written consent of two-thirds (2/3) of the Lot Owners at any regular or special meeting of the membership duly caused and convened. No such amendment may diminish any rights of the Class B Member, however, unless joined in by such Class B Member.

ARTICLE IX
DISSOLUTION OF THE ASSOCIATION

The term of the Association shall be perpetual unless dissolved by the unanimous written consent of the Members and all mortgagees.

Upon dissolution of the Association, other than incident to a 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 the 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 individual benefit of any Member or other private individual. The Article is subject to the provisions of Section 617.05 Florida Statutes.

ARTICLE X
RESIDENT AGENT

The Resident Agent of the Association, for purposes of accepting service of process shall be Douglas C. Roland, whose address within the State of Florida is 500 E. Kennedy Blvd., Suite 200, Tampa, Florida 33602.

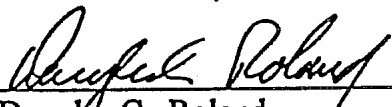
ARTICLE XI

FNMA/FHA/VA APPROVAL

As long as there is a Class B membership, the following actions will require the prior approval of the Federal National Mortgage Association (FNMA), Federal Housing Administration (FHA) or Veterans Administration (VA), as determined necessary by the Class B membership:

- (a) Amendment of these Articles of incorporation; or
- (b) Merger, consolidation and/or dissolution of The Villas of Westpark at Westchase Homeowners' Association, Inc.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the purpose of forming the Association this 27TH day of SEPTEMBER, 1999.



Douglas C. Roland

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in

compliance with said Act:

THE VILLAS OF WESTPARK AT WESTCHASE HOMEOWNERS' ASSOCIATION, INC., desiring to organize under the laws of the State of Florida, with its principal place of business in the City of Tampa, County of Hillsborough, State of Florida has named Douglas C. Roland, located at 500 E. Kennedy Blvd., Suite 200, Tampa, Florida 33602, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: *Douglas C. Roland*
Douglas C. Roland

DATED: SEPTEMBER 27, 1999

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