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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

HOMEOWNERS ASSOCIATION OF WOODLAND WATERS, INC.

(A Corporation Not For Pecuniary Profit)

* *

We, the undersigned, do hereby certify that we have associated ourselves together for the purpose of becoming a corporation not for pecuniary profit, under and in accordance with the provisions of Chapter 617, Florida Statutes, providing for the formation, rights, privileges and immunities of corporations not for profit, and pursuant to the terms of said statute, we hereby make, subscribe, acknowledge and file these Articles of Incorporation and further disclose as follows:

ARTICLE I

The name of this corporation shall be HOMEOWNERS ASSOCIATION OF WOODLAND WATERS, INC., (A Corporation Not For Pecuniary Profit), whose registered office shall be 2907 South Boulevard, Elfers, Florida 34689, and E. F. SWARTSEL is hereby designated as the registered agent of said corporation at the above address.

ARTICLE II

This corporation shall have the power and authority to forward the purposes and accomplish the objects hereinafter set forth, and to do and perform the same in accordance with the law as follows:

A. To provide for the preservation and architectural control of landscaping, detention areas and recreation facilities, if any, within that certain tract of property known as WOODLAND WATERS, PHASE ONE, a subdivision located in Hernando County, Florida, as per plat thereof recorded in Plat Book 24, pages 08 through 11, inclusive, of the Public Records of Hernando County, Florida, and Lots 1, 2, 3, 4, 5 and 6, Block 1; Lots 1, 3, 4, 5, 6, 7 and 8, Block 2; Lot 1, Block 3; Lot 8, Block 4; Lot 1, Block 6; Lots 1, 2, 3, 4, 5, 7 and 8, Block 7; Lots 2, 3, 4, 11, 12, 13 and 14, Block 8; Lots 2, 3, 4, 5, 6 and 7, Block 9, and Lot 1, Block 10, ROYAL HIGHLANDS, UNIT 2, a subdivision located in Hernando County, Florida, as per plat thereof recorded in Plat Book 11, pages 61 through 71, inclusive, of the Public Records of Hernando County, Florida, and such other property that may from

time to time be placed under the control of this Association pursuant to the Restrictions recorded upon the aforesaid properties; and to promote the health, safety and welfare of the residents within the aforesaid properties and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose.

B. To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Restrictions applicable to the properties and to be recorded in the Office of the Clerk of the Circuit Court of Hernando County, Florida, and as the same shall be amended from time to time as provided, said Restrictions being incorporated herein as if set forth at length.

C. To fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Restrictions; 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 or governmental charges levied or imposed against the property of the Association.

D. To acquire by gift, purchase or otherwise, and to 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. To borrow money, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.

F. To dedicate, sell or transfer all or any part of the "common areas" to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer, except that made by the Developer in the Restrictions or any plat of the subject property as a subdivision, shall be effective unless an instrument has been signed by two-thirds of the aggregate of voting members agreeing to such dedication, sale or transfer.

G. To participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and "common areas", provided that any such merger, consolidation or annexation shall have the assent of two-thirds of the

aggregate of voting members.

H. To adopt and use a common corporate seal and alter the same; PROVIDED, however, that such seal shall always contain the words "Corporation Not For Pecuniary Profit".

I. To have and to exercise any and all powers, rights and privileges which a corporation organized under Chapter 627, Florida Statutes, may now or hereafter have or exercise.

ARTICLE III

Every person or entity who is a record owner of a free or undivided fee interest in any unit which is subject by easements or other documents of record to assessment by the Association, including contract seller, 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 any unit which is subject to assessment by the Association.

ARTICLE IV

The Association shall have two (2) classes of voting membership:

CLASS A: Class A members shall be all owners, with the exception of the Declarant, and shall be entitled to one (1) vote for each lot owned. When more than one (1) person holds an interest or interests in any lot, all such persons shall be members. The vote for such lot shall be exercised as they, among themselves, determine; but in no event shall more than one (1) vote be cast with respect to any such lot.

CLASS B: Class B members shall be the Declarant (as defined in the Declaration), and shall be entitled to three (3) votes for every lot owned. The Class B membership shall cease and be converted to a Class A membership upon the earliest of the following events:

(1) When the total votes outstanding in the Class A membership equal the total outstanding in the Class B membership; or

(2) On January 1, 1995. (see Decl. of Add'l Cove. Cond. & Res.)

ARTICLE V

The HOMEOWNERS ASSOCIATION OF WOODLAND WATERS, INC., (A Corporation Not For Pecuniary Profit), shall exist perpetually or until such time as the same becomes dissolved or merged.

ARTICLE VI

The names and residences of the subscribers to these Articles of Incorporation are as follows:

E. F. SWARTSEL
2907 South Boulevard
Elfers, Florida 34680

J. D. SWARTSEL
2907 South Boulevard
Elfers, Florida 34680

MARK E. SWARTSEL
2907 South Boulevard
Elfers, Florida 34680

ARTICLE VII

The affairs of this corporation not for pecuniary profit shall be managed by the following officers:

E. F. SWARTSEL - President

J. D. SWARTSEL - Secretary

J. D. SWARTSEL - Treasurer

The foregoing officers shall serve until the first annual meeting, and all succeeding officers shall serve for a period of one (1) year.

ARTICLE VIII

The Board of Directors of this corporation shall consist of not less than three (3) Directors, and they shall be elected annually. The names and addresses of the first Board of Directors are as follows:

E. F. SWARTSEL
2907 South Boulevard
Elfers, Florida 34680

J. D. SWARTSEL
2907 South Boulevard
Elfers, Florida 34680

MARK E. SWARTSEL
2907 South Boulevard
Elfers, Florida 34680

ARTICLE IX

The By-Laws of this corporation may be made, altered or rescinded by a two-thirds of the members present and voting at an annual meeting.

ARTICLE X

Amendments to these Articles of Incorporation shall be proposed at a regular meeting of the membership, and each such proposed amendment to these Articles of Incorporation shall be presented at least ten (10) days

before such meeting, and such amendment shall be put to a vote and shall be ratified and adopted by a two-thirds affirmative vote of the members voting.

ARTICLE XI

No person, firm or corporation shall ever receive any dividends or profits from the undertaking of this corporation, and upon dissolution of this organization, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to like organizations or to the Federal Government or to a state or local government for a public purpose, and none of the assets will be distributed to any member, officer or trustee of this corporation.

ARTICLE XII

The officers of this corporation shall be charged with the obligations and duty of maintaining in good working order the necessary and proper equipment and other implements essential for the carrying out of the purposes as set forth in these Articles of Incorporation and the By-Laws of this corporation; to maintain proper books of account and inventories with regard to dues, receipts, disbursements and property of this corporation.

ARTICLE XIII

The Board of Directors of this corporation shall be charged with the obligation and duty of adopting and promulgating the general policy of this corporation with respect to the purposes for which it is herein formed.

ARTICLE XIV

Notwithstanding any other provision of these Articles, this corporation will not carry on any other activities not permitted to be carried on by: (a) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue Law; or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, or any other corresponding provision of any future United States Internal Revenue Law.

ARTICLE XV

Said corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt

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TALLAHASSEE, FLORIDA

organizations under Section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue Law.

IN WITNESS WHEREOF, we, the undersigned organizers and incorporators, have hereunto set our hands and seals this 8th day of November, 1989, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, and we hereby make and file in the Office of the Secretary of State of Florida this Certificate of Incorporation and certify that the facts herein stated are true.

WITNESSES AS TO ALL SIGNATURES:

Nancy L. Frazier

Rita Krzyzewski

E. F. Swartsel

J. D. Swartsel

Mark E. Swartsel

STATE OF FLORIDA:

COUNTY OF PASCO :

BEFORE ME, the undersigned authority, personally appeared the above-named E. F. SWARTSEL, J. D. SWARTSEL and MARK E. SWARTSEL, to me well known, who in my presence, and in the presence of each other, hereunto subscribed their names and signatures to the foregoing Articles of Incorporation for HOMEOWNERS ASSOCIATION OF WOODLAND WATERS, INC., (A Corporation Not For Pecuniary Profit).

DATED this 8th day of November, 1989.

Lyndia A Watson

Notary Public

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP. JUNE 6,1991
BONDED THRU GEN. INS. UND.

My Commission Expires:

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said registered office.

E. F. Swartsel

State of Florida

Department of State

I certify that the attached is a true and correct copy of the Articles of Incorporation of HOMEOWNERS ASSOCIATION OF WOODLAND WATERS, INC., a corporation organized under the Laws of the State of Florida, filed on December 4, 1989, as shown by the records of this office.

The document number of this corporation is N35486.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
4th day of December, 1989.

Jim Smith
Secretary of State

CR2E022 (8-89)

Capital Connection, Inc.

Filing and Retrieval Service
1-800-342-8062

December 4, 1989

RE: HOMEOWNERS ASSOCIATION OF WOODLAND WATERS, INC.

Dear Mr. Delzer:

Enclosed please find your order for the following:

XX ARTICLES OF INCORPORATION

_____ FOREIGN QUALIFICATION

_____ LIMITED PARTNERSHIP FILING

_____ AMENDMENT FILING

_____ CERTIFICATE OF GOOD STANDING

_____ CERTIFIED COPIES

_____ NAME RESERVATION

_____ ANNUAL REPORT/REINSTATEMENT FILING

_____ UCC DOCUMENT

_____ WITHDRAWAL/DISSOLUTION FILING

_____ CORPORATE/OFFICER SEARCH

_____ DOCUMENTS RETRIEVED FROM/FILED WITH_____.

_____ OTHER_____.

_____ COMMENTS:_____.

If you have any questions concerning the documents, or if I may be of further assistance, please do not hesitate to call.

Sincerely,

Sharon

Sharon Ziegler
Office Manager

417 E. Virginia St. • Suite 1 • (904) 224-8870
Post Office Box 10349 • Tallahassee, FL 32302