

ARTICLES OF INCORPORATION
OF
CHARDONNAY HOMEOWNER'S ASSOCIATION, INC.
A NON-PROFIT CORPORATION

In compliance with the requirements of Florida Statutes, Chapter 617, (1983), the undersigned, all of whom are residents of the State of Florida, and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a Florida corporation not for profit, and do hereby certify:

ARTICLE I

NAME OF CORPORATION

The name of the Corporation is CHARDONNAY HOMEOWNER'S ASSOCIATION, INC., a Florida corporation not-for-profit hereafter called the "Association".

ARTICLE II

REGISTERED OFFICE

The principal office of the Association is located at 202 West Bearss Avenue, Suite 210, Tampa, Florida 33612, which shall be the initial registered office of the Corporation.

ARTICLE III

REGISTERED AGENT

Timothy F. Mobley, whose address is 202 West Bearss Avenue, Suite 210, Tampa, Florida 33612, 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 members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residence Lots, Units and Common Area within those portions of that certain tract of property described as:

Plat of CARROLLWOOD VILLAGE PHASE III, VILLAGE XVI according to the plat thereof recorded in Plat Book 56, Pages 25-1 to 25-3, Public Records of Hillsborough County, Florida.

which may be brought within the jurisdiction of the Association from time to time, as provided in the "Declaration" referred to hereinbelow, and to promote the health, safety and welfare of the residents within the above-described property and any additions thereto as may hereto be brought within the jurisdiction of this Association for this purpose to:

(a) Exercise all of the powers and privileges and to perform all duties and obligations of the Association as set forth in that certain CARROLLWOOD VILLAGE PHASE III, VILLAGE XVI Declaration of Covenants and Restrictions, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the office of the Clerk of the Circuit Court, Hillsborough County, Florida, and as the same may be amended from time to time as herein provided, said Declaration being incorporated herein as if set forth at length;

(b) Fix, levy, collect and enforce payment by any lawful means all charges or assessments pursuant to the terms of the Declaration; 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;

(c) 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;

(d) Borrow money, and with the assent of two-thirds (2/3) of each class of 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;

(e) Dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes subject to such conditions as may be agreed to by the

members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;

(f) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes 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 members;

(g) Have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Florida by law may now or hereafter have or exercise.

ARTICLE V

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in a Lot which is subject by covenants of record to assessment by the Association, 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 any Lot which is subject to assessment by the Association.

ARTICLE VI

VOTING RIGHTS

The Association shall have two 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 vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. 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.

Class B. The Class B member(s) shall be the Declarant (as defined in the Declaration), and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease

be converted to Class A membership on the happening of either of the following events, whichever occurs earlier;

- (a) when the total votes outstanding in the Class A membership equals the total votes outstanding in the Class B membership; or
- (b) on January 1, 1989.

ARTICLE VII

BOARD OF DIRECTORS

7.1 The affairs of the Association shall be managed by a Board of Directors consisting of no less than three (3) nor more than nine (9) Directors, who need not be members of the Association; provided, however, the Board shall consist of an odd number of Directors. Then number of Directors may be changed by amendment of the Bylaws of the Association. The present Board of Directors shall consist of three (3) Directors, who shall serve until the election of their successors as provided in the Bylaws.

7.2 The names and residence addresses of the present Board of Directors, and subscribers to these Articles of Incorporation, who shall hold office until their successors are elected and have qualified, or until their resignation or removal, are as follows:

DOUGLAS CLARK

240 W. Bozard Ave. Suite 102
Tampa, Florida 33612

THOMAS CAROTHERS

16019 Dawnview Drive
Tampa, Florida 33624

MICHAEL C. MOBLEY

240 W. Bozard Ave. Suite 102
Tampa, Florida 33612

7.3 At the first annual meeting the members shall elect three (3) Directors for a term of one (1) year; and at each annual meeting thereafter the members shall elect three (3) Directors for a term of one (1) year, for so long as there shall be a Class B membership. Provided, at the first annual meeting after the Class B membership is converted to Class A membership the members shall elect three (3) Directors for a term of one (1) year, three (3) Directors for a term of two (2) years, and three (3) Directors for a term of three (3) years, and at each annual meeting thereafter the members shall elect three (3) Directors for a term of three (3) years.

ARTICLE VIII

OFFICERS

The affairs of the Association shall be administered by the Officers as designated in the Bylaws. The Officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the Members of the Association, and they shall serve at the pleasure of the Board of Directors. The names and addresses of the Officers, who shall serve until their successors are elected by the Board of Directors, as follows:

PRESIDENT

DOUGLAS CLARK
2012 W. Burgess Ave. Suite 101
Tampa, Florida 33612

VICE-PRESIDENT

THOMAS CAROTHERS
16019 Dawnview Drive
Tampa, Florida 33624

SECRETARY/TREASURER

MICHAEL C. MOBLEY
2012 W. Burgess Ave. Suite 101
Tampa, Florida 33612

ARTICLE IX

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 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. This procedure shall be subject to Court approval on dissolution pursuant to the provisions of Fla. Stat. §617.05.

ARTICLE X

DURATION

The corporation shall exist perpetually.

ARTICLE XI

AMENDMENTS

Amendment to these Articles shall be proposed and adopted in the following manner:

(a) Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered.

(b) A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, provided such approval is delivered to the Secretary at or prior to the meeting. Except as elsewhere provided, the approvals must be either:

1. by not less than 66-2/3% of the entire membership of the Board of Directors and by not less than 66-2/3% of the votes of the entire members of the Association; or
2. by not less than 75% of the votes of the entire membership of the Association.

(c) Provided, however, that no amendment shall make any change in the qualifications for membership nor the voting rights of the members, without approval in writing by all members and the joinder of all record owners of mortgages upon the Properties. No amendment shall be made that is in conflict with Florida law or the Declaration of Covenants and Restrictions.

(d) A copy of each amendment adopted shall be filed with the Secretary of State, pursuant to the provisions of the applicable Florida Statute, and a copy certified by the Secretary of State shall be recorded in the Public Records of Hillsborough County, Florida.

ARTICLE XII

BYLAWS

The first Bylaws of the Association shall be adopted by the Board of Directors at the first meeting of Directors, and may be altered, amended or rescinded thereafter in the manner provided in the Bylaws.

ARTICLE XIII

FHA/VA APPROVAL

As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration:

- (a) annexation of additional properties;
- (b) mergers and consolidations;
- (c) mortgaging of Common Area;
- (d) dedication of Common Area;
- (e) replatting of any Lots or changing the boundaries of the Common Area;
- (f) dissolution; and
- (g) amendment of these Articles.

IN WITNESS WHEREOF, for the purposes of forming this corporation under the laws of the State of Florida, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 31st day of July, 1984.

Signed, sealed and delivered
in the presence of:

[Signature]
[Signature]
[Signature]
[Signature]
[Signature]
[Signature]

[Signature]
DOUGLAS CLARK
[Signature]
THOMAS CAROTHERS
[Signature]
MICHAEL C. MOBLEY

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 31st day of July, 1984 by DOUGLAS CLARK, an individual.

[Signature]
Notary Public
My commission expires:

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXPIRES DATE
FOUNDED 1845

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 31st
day of July, 1984, by THOMAS CAROTHERS, an
individual.

Georgina Williams
Notary Public
My commission expires:

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXPIRES FEB 8 1986
BONDED THRU GENERAL INS. UNDERWRITERS

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 31st
day of July, 1984, by MICHAEL C. MOBLEY, an
individual.

Georgina Williams
Notary Public
My commission expires:

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXPIRES FEB 8 1986
BONDED THRU GENERAL INS. UNDERWRITERS

RECEIVED
STATE
JUL 31 1984

CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED AGENT
CHARDONNAY HOMEOWNER'S ASSOCIATION, INC.

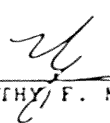
Pursuant to Chapter 48.091, Florida Statutes, the following
is submitted, in compliance with said Act:

1. CHARDONNAY HOMEOWNER'S ASSOCIATION, INC., desiring to
organize under and in accordance with laws of the State of
Florida with its registered office, as indicated in the Articles
of Incorporation, at 202 West Bearss Avenue, Suite 210, Tampa,
Florida 33612, has named TIMOTHY F. MOBLEY, whose business office
is located at 202 West Bearss Avenue, Suite 210, Tampa, Florida
33612, County of Hillsborough, State of Florida, its Registered
Agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been designated as the Registered Agent for CHARDONNAY
HOMEOWNER'S ASSOCIATION, INC., I hereby accept the designation
and agree to act as the Registered Agent of said corporation.

Dated: Dec 11 31, 1984


TIMOTHY F. MOBLEY