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REC 4673 80105

RETURN TO: Schaefer Homes, Inc. of Hillsborough
14910 Winding Creek Ct.
Tampa, Fl. 33613

2

REC. FEE 45.00
James F. Taylor, Jr.
CLERK CIRCUIT COURT
HILLSBOROUGH CO.
TOTAL 45.00
REC. CLK.

ARTICLES OF INCORPORATION
OF

OLD HILLSBOROUGH ESTATES HOMEOWNERS' ASSOCIATION, INC.
A NOT-FOR-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:

12577843 CODES TIME 11 06A
RECORDED 101 0006 01NOV85
CR 055105 B 45.00

ARTICLE I

NAME OF CORPORATION

The name of the Corporation is OLD HILLSBOROUGH ESTATES HOMEOWNERS' ASSOCIATION, INC., a Florida corporation not-for-profit hereafter called the "Association."

ARTICLE II

REGISTERED AGENT

The principal office of the Association is located at 2901 Whittington Place, Tampa, Florida 33618, which shall be the initial registered office of the Corporation.

ARTICLE III

REGISTERED AGENT

Brian Mulligan, whose address is 2901 Whittington Place, Tampa, Florida 33618, is hereby appointed the initial registered agent of this Association.

PREPARED BY:
Groves Development Partnership
Tampa, Fl.

109216

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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 Lots and Common Area whether or not owned by the Association or by governmental authorities or others, within those portions of that certain tract of property described as:

Lots 1 through 25 inclusive, Block 1, Lots 1 through 14 inclusive, Block 2, OLD HILLSBOROUGH ESTATES, as per map or plat thereof recorded in Plat Book 59 on Page 16 of the 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 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 the Old Hillsborough Estates Declaration of Covenants, Conditions, 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,

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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 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.

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(f) Participate in mergers and consolidations with other not-for-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 (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 Not-For-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 assessments 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:

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Class A. Class A members shall be all Owners, with the exception of the Developer, and shall be entitled to one vote for each Lot owned. When more than one person holds 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 Developer (as defined in the Declaration) and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and 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 equal the total votes outstanding in the Class B membership; or
- (b) on January 1, 1991.

ARTICLE VII

VOTING RIGHTS

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. The number of Directors may be changed by amendment of the By-Laws of the Association. The present Board of

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Directors shall consist of three (3) Directors, who shall serve until the election of their successors as provided in the By-Laws.

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:

BRIAN MULLIGAN

P. O. Box 271288
Tampa, Florida 33688

DON QUARTERMAN

14021 Shady Shores Drive
Tampa, Florida 33613

C. O. VUYLSTEKE

P. O. Box 82025
Tampa, Florida 33682

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 one-third of the Directors for a term of one (1) year, one-third of the Directors for a term of two (2) years, and one-third of the Directors for a term of three (3) years, and at each annual meeting thereafter the members shall elect one-third of the Directors for a term of three (3) years.

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ARTICLE VIII

OFFICERS

The affairs of the Association shall be administered by the Officers as designated in the By-Laws. 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, are as follows:

PRESIDENT.	<u>Bruce Mulligan</u> Tampa, Florida
VICE-PRESIDENT	<u>Bob Quarterman</u> Tampa, Florida
SECRETARY/TREASURER	<u>Norman O. Vuylsteke</u> Tampa, Florida

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 not-for-profit corporation, association, trust, or other

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organization to be devoted to such similar purposes. This procedure shall be subject to Court approval on dissolution pursuant to the provisions of Florida Statutes Section 617.05.

ARTICLE X

DURATION

The corporation shall exist perpetually.

ARTICLE XI

AMENDMENTS

Amendments 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 no 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

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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 changes 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.

(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

BY-LAWS

The first By-Laws of the Association shall be adopted by the Board of Directors, and may be altered, amended, or rescinded thereafter in the manner provided in the By-Laws.

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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 October, 1985.

Signed, sealed, and delivered
in the presence of:

James M. Connel

Brian Mulligan
Brian Mulligan

Margaret M. Curtis

James M. Connel

Don Quarterman
Don Quarterman

Margaret M. Curtis

James M. Connel

C.O. Vaylakte
C.O. Vaylakte

Margaret M. Curtis

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 31st day of October, 1985, by Brian Mulligan, an individual,

Margaret M. Curtis
NOTARY PUBLIC, State of Florida
At Large

My commission expires: 10-18-89

(SEAL)

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STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this
31st day of October, 1985, by Don Quarterman, an individual.

Margaret M. Curtis
NOTARY PUBLIC, State of Florida
At Large

My commission expires: 10-18-89

(SEAL)

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this
31st day of October, 1985, by C. O. Vuylateke, an individual.

Margaret M. Curtis
NOTARY PUBLIC, State of Florida
At Large

My commission expires: 10-18-89

(SEAL)