

ARTICLES OF MERGER

CARROLLWOOD VILLAGE PHASE II HOMEOWNERS ASSOCIATION, INC.

AND

AVISTA COMMUNITY ASSOCIATION, INC.

Pursuant to Section 607.224, Florida Statutes, the undersigned corporations affirm and adopt the following:

1. The Plan of Merger of CARROLLWOOD VILLAGE PHASE II HOMEOWNERS ASSOCIATION, INC. and AVISTA COMMUNITY ASSOCIATION, INC., both Florida corporations not-for-profit, has been duly approved, as follows:

(a) By the Board of Directors of CARROLLWOOD VILLAGE PHASE II HOMEOWNERS ASSOCIATION, INC. at a meeting held January 26 _____, 1988, and by the membership of that Association at a membership meeting held December 8, 1987.

(b) By the Board of Directors of Avista Community Association, Inc., at a meeting held January 26 1, 1988, and by the membership of that Association at a membership meeting held November 18, 1986.

2. The surviving corporation shall be CARROLLWOOD VILLAGE PHASE II HOMEOWNERS ASSOCIATION, INC.

3. The Articles of Incorporation of the surviving corporation, which Articles are attached hereto as Exhibit "A", are and shall be The Articles of Incorporation of the surviving corporation as contemplated by these Articles of Merger.

DATED this 26th day of January, 1988 at Tampa, Hillsborough County, Florida.

CARROLLWOOD VILLAGE PHASE II
HOMEOWNERS ASSOCIATION, INC.

(SEAL)

BY: Marc Tindell, President

Marc Tindell, President

ATTEST: Bonnie French, Secretary

Bonnie French, Secretary

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the State and County aforesaid, to take acknowledgments, personally appeared MARC TINDELL and BONNIE FRENCH, to me know to be the President and Secretary respectively, of CARROLLWOOD VILLAGE PHASE II HOMEOWNERS ASSOCIATION, INC., and they severally acknowledged before me that they executed the same as such officers, under authority vested in them by said corporation.

WITNESS my hand and official seal in the County and State last aforesaid, this 26th day of January, 1988.

[Signature]
Notary Public

My Commission Expires:

Notary Public, State of Florida, No. 12345
My Commission Expires May 31, 1990
Great Seal of the State of Florida

AVISTA COMMUNITY ASSOCIATION, INC.

(SEAL)

BY: [Signature]
William Shaw, President

ATTEST: [Signature]
Jerry Masse
Vice President/Secretary

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared WILLIAM SHAW and JERRY MASSE, to me known to be the President and Vice President/Secretary respectively, of AVISTA COMMUNITY ASSOCIATION, INC., and they severally acknowledged before me that they executed the same as such officers, under authority vested in them by said corporation.

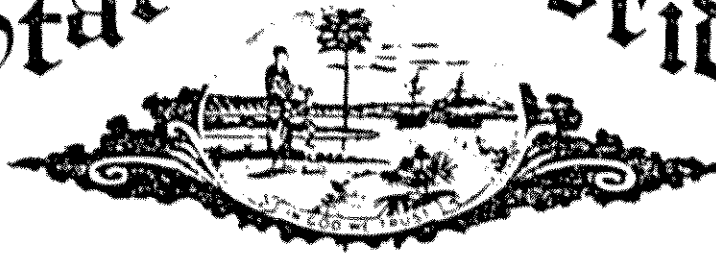
WITNESS my hand and official seal in the County and State last aforesaid, this 26th day of January, 1988.

[Signature]
Notary Public

My Commission Expires:

Notary Public, State of Florida, No. 12345
My Commission Expires May 31, 1990
Great Seal of the State of Florida

State of Florida



Department of State

I certify that the attached is a true and correct copy of Certificate of Amendment to the Articles of Incorporation of CARROLLWOOD VILLAGE PHASE II HOMEOWNERS ASSOCIATION, INC., a Florida corporation not for profit, filed on June 29, 1979, as shown by the records of this office.

The charter number of this corporation is 743549.



CER 101
12-78

Given under my hand and the Great
Seal of the State of Florida at
Tallahassee, the Capital, this the
day of

W. C. C. W.
Secretary of State

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
CARROLLWOOD VILLAGE PHASE II HOMEOWNERS ASSOCIATION

FILED
JUN 29 11 18 AM '79
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Article X of the Articles of Incorporation of Carrollwood Village Phase II Homeowners Association, Inc. and Section 617.02, Florida Statutes, the undersigned corporation hereby adopts the following Articles of Amendment to its Articles of Incorporation.

1. Article I of the original Articles of Incorporation is hereby deleted, and in lieu thereof is substituted the following:

ARTICLE I

NAME

A. Name.

The name of this corporation shall be CARROLLWOOD VILLAGE PHASE II HOMEOWNERS ASSOCIATION, INC.

B. Registered Office.

The street address of the registered office of the Corporation shall be One Countryside Office Park, Suite 300, Clearwater, Florida 33518, or such other address as may hereafter be designated by the Board of Directors.

C. Registered Agent. The registered agent of the Corporation in this state is: Southwest Management, Inc.

2. Article II of the original Articles of Incorporation is hereby deleted, and in lieu thereof is substituted the following:

ARTICLE II

PURPOSES AND POWERS

A. Purposes.

The corporation does not contemplate pecuniary gain or profit, incidentally or otherwise, to its members. The purpose for which it is formed is to promote the health, safety, and general welfare of the residents within the property described on Exhibit A attached hereto and made a part hereof by reference, herein called the "Property", and such additions thereto as may hereafter be brought within the jurisdiction of this corporation by annexation. The purposes of this corporation shall include, without limitation, the maintenance of open spaces, ponds and lakes, and other Community Properties, whether or not owned by this corporation, and carrying out, enforcing and otherwise fulfilling its rights and responsibilities under and pursuant to that certain Master Declaration of Covenants, Conditions and Restrictions for Carrollwood Village, Phase II, as recorded in O.R. Book 3428, at Page 1980, Public Records of Hillsborough County, Florida, and any subsequent amendments or modifications thereto (the "Master Declaration"), as well as undertaking such other action deemed desirable for the preservation, protection and enhancement of the values and amenities of the Community. The corporation shall be organized and operated exclusively for the purposes set forth in this Article, and other non-profit purposes, and no part of any net earnings shall inure to the benefit of any member, director or officer. All terms defined in the Master Declaration shall have the same meaning when used in these Articles of Incorporation, such Master Declaration being incorporated herein by reference.

B. Powers.

To enable it to accomplish the foregoing purposes, this corporation shall have the following powers:

1. To exercise all of the powers and privileges, and perform all of the duties and obligations of the Association as set forth in the Master Declaration.

2. To fix, levy, collect and enforce payment by any lawful means of all assessments and charges pursuant to the terms of the Master Declaration, and to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the corporation, including all license fees, taxes or governmental charges levied or imposed against real or personal property of the corporation.

3. To acquire, either by gift, purchase or otherwise, and to own, hold, improve, operate, maintain, convey, sell, lease, transfer or dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the corporation.

4. To dedicate, sell and transfer all or any part of the Community Properties to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the members.

5. To participate in mergers and consolidations with other non-profit corporations organized for the same or similar purposes, and to annex additional residential property and Community Properties; provided that any such merger, consolidation or annexation shall have the approval of the members as provided in the By-Laws.

6. To make and amend reasonable rules and regulations respecting the use of the Community Properties.

7. To contract for the management and maintenance of the Community Properties, and the performance of any or all of the obligations and responsibilities of the Association under the Master Declaration.

8. To have and to 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.

9. Insofar as it is permitted by law, to do any other thing, and undertake any other act that in the opinion of the Board of Directors would promote the common benefit and enjoyment of the residents of the Community.

3. Article III of the original Articles of Incorporation is hereby deleted, and in lieu thereof is substituted the following:

ARTICLE III

MEMBERSHIP AND VOTING RIGHTS

A. Membership.

Every person or entity who is the owner of any Lot or Acreage or who is purchasing one or more Lots or Acreage under a recorded contract or purchase agreement within the Community shall be a member of the Association, subject to and bound by the Association's Articles of Incorporation, By-Laws, rules and regulations, and the Master Declaration, and each member shall make timely payment of all Association assessments and charges duly levied under the Master Declaration. The foregoing is not intended to include persons or entities who hold a leasehold interest or an interest merely as security for the performance of an obligation. It is the intent of the foregoing, however, that as to a Lot or Acreage subject to a recorded contract of sale, that the vendee shall be the owner for the purposes of membership, and not the vendor. Ownership, as defined above, of such Lot or Acreage shall be the sole qualification for membership. When any Lot or Acreage is owned of record by two or more persons or other legal entity, or when two or more persons or other legal entity are purchasing Acreage or one or more Lots under

a contract or agreement of purchase, all such persons or entities shall be members. The Developer shall also be a member of the corporation.

B. Transferability of Membership.

Membership shall be appurtenant to, and not separated from, ownership of any Lot or Acreage which is subject to the provisions of the Master Declaration. An owner of more than one Lot or Acreage shall be entitled to membership for each such Lot and Acreage owned by him. Membership as to any Lot or Acreage shall be automatically transferred upon the recording of an instrument of conveyance as to such Lot or Acreage.

C. Voting Rights.

The corporation shall have two classes of voting membership, Class A and Class B. Class A members shall be all owners, with the exception of the Developer, and shall be entitled to vote for Class A Lots and Acreage owned as provided in the Master Declaration. The Class B members shall be the Developer, who shall be entitled to vote for Class B Lots and Acreage owned as provided in the Master Declaration. Class B membership shall cease and be converted to Class A membership upon the happening of any of the following events, whichever shall first occur: (i) when the total number of votes appurtenant to the Class A Lots and Acreage equals the total number of votes appurtenant to the Class B Lots and Acreage; or (ii) June 21, 1988, or (iii) at such times as the Developer voluntarily elects to convert all Class B Lots and Acreage to Class A Lots and Acreage.

D. Quorum.

Except as otherwise expressly required by Article IV, Section Seven of the Master Declaration, the presence at a meeting of members, either in person or by proxy, of those entitled to cast at least one-third (1/3) of the votes of each class of membership shall constitute a quorum for any action.

4. Article VI of the original Articles of Incorporation is hereby deleted, and in lieu thereof is substituted the following:

ARTICLE VI

MANAGEMENT

A. Board of Directors.

The affairs of the corporation shall be managed by its Board of Directors, which shall consist of not less than three (3) nor more than seven (7) individuals, the precise number to be fixed by the By-Laws or the Board of Directors of the corporation from time to time. In the event the Board of Directors shall contract for the maintenance, management or operation of the Community Properties, or the performance of any other of the obligations and responsibilities of the Association under the Master Declaration, it may delegate to such manager all powers and duties of the Board of Directors or of the Association which it deems necessary, proper or advisable for such purpose.

Directors shall be elected for a one (1) year term by the members of the Association at the annual meetings of members to be held as scheduled by the Board of Directors in the last calendar quarter of each year. Directors shall hold office until their respective successors are duly elected and qualified. Directors need not be members of the Association. Vacancies occurring on the Board of Directors shall be filled in the manner prescribed by the By-Laws of the corporation. At the election for a Director by the membership, the person receiving the largest number of votes cast by the members who are voting in person or by proxy at the meeting shall be elected. Cumulative voting is not permitted.

B. Officers.

The Board of Directors shall elect a President, a Vice President, a Secretary, a Treasurer and an Assistant Secretary, and such other officers as may, in the opinion of the Board of Directors, from time to time be necessary adequately to administer the affairs of the corporation. Such officers shall hold office at the pleasure of the Board of Directors, or until their

successors are duly elected and qualified. Officers may be Directors, and need not be members of the Association. Any individual may hold two or more corporate offices, except that of the offices of President and Secretary may not be held by the same person. The officers of the corporation shall have such duties as may be specified by the Board of Directors or by the By-Laws of the corporation. Officers shall only be compensated if compensation is specifically fixed by the Board of Directors. Any vacancies occurring in an office shall be in filled in the manner prescribed by the By-Laws of the corporation.

5. Article XI of the original Articles of Incorporation is hereby deleted, and in lieu thereof is substituted the following:

ARTICLE XI

DISSOLUTION

This corporation may be dissolved with the assent of seventy-five percent (75%) of the vote of the Class A members and seventy-five percent (75%) of the vote of the Class B members eligible to be cast at any meeting of the membership duly called and convened for such purpose. Upon dissolution of the corporation (other than incident to a merger or consolidation), or the liquidation of its assets either voluntarily, involuntarily or by operation of law, except to the extent required by law, the net assets remaining after payment of all debts and obligations of the corporation and all costs and expenses of such liquidation or dissolution shall be distributed either to a non-profit corporation authorized for similar purposes or to an appropriate public authority or agency to be used for purposes similar to those for which the corporation was created. Any such distribution shall be subject to the specific condition that none of the net assets of the corporation shall be distributed to or for the benefit of any member, officer or director of the corporation, or to any other individual; provided, however, that nothing contained in this Article shall be construed to prevent a distribution from the net assets of the corporation to another distributee, otherwise properly made in accordance with the provisions of these Articles of Incorporation and the purposes herein stated, solely by reason of the fact that one or more of the members, officers or directors of the corporation may be connected or associated with the distributee as a shareholder, member, trustee, director, officer or otherwise.

6. There is hereby added to the Articles of Incorporation the following additional Articles:

ARTICLE XII

INDEMNIFICATION

Every Director and every officer of the corporation and every member of the corporation serving the corporation at its request, hereby referred to as an "indemnified party", shall be, and hereby is, indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative, or any settlement of any such action, suit or proceeding to which he may be a party or in which he may become involved by reason of his serving or having served the corporation at its request, whether or not he is a Director or officer or is serving at the time such expenses or liabilities are incurred. The liability and expense indemnified against shall extend to acts committed,

as well as the failure to act, including acts which are judged by a court of law to have constituted misconduct or negligence in the performance of the indemnified party's duty to the corporation; provided, however, that in such cases wherein the indemnified party is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties (except where undertaken at the request of the corporation), and also in the event of a settlement before entry of judgment, the indemnification herein shall apply only if the Board of Directors shall approve such as being in the best interest of the corporation. The foregoing right of indemnification shall be in addition to, and not in limitation of, any other rights to which such person may be entitled by law, agreement with the corporation, the By-Laws or otherwise.

ARTICLE XIII

INTERPRETATION

Express reference is hereby made to terms, provisions, definitions, and rules of interpretation contained in the Master Declaration where necessary to interpret, construe and clarify the provisions of these Articles of Incorporation. It is the intent hereof that the provisions of these Articles of Incorporation be consistent with the provisions of the Master Declaration and, to the extent not prohibited by law, that the provisions of these Articles of Incorporation and Master Declaration be interpreted, construed and applied so as to avoid inconsistencies or conflicting results.

ARTICLE XIV

MERGER

This corporation may be merged with another non-profit corporation having similar purposes if undertaken in the manner provided for by law, and with the assent of seventy-five percent (75%) of the total votes eligible to be cast by the Class A membership and seventy-five percent (75%) of the total number of votes eligible to be cast by the Class B membership at any meeting of of the membership duly called and convened, and for which specific notice of such purpose shall have been given.

7. The foregoing Amendments to the Articles of Incorporation were duly adopted by unanimous action of the Board of Directors on June 1, 1979.

8. Except as herein specifically provided, the existing Articles of Incorporation shall remain unchanged, and shall continue in full force and effect.

IN WITNESS WHEREOF, the undersigned duly authorized officers have executed these Articles of Amendment as of the 14th day of June, 1979.

Signed, sealed and delivered
in the presence of:

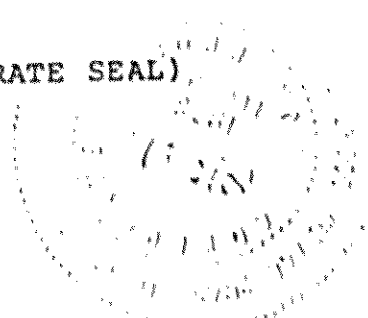
[Signature]
[Signature]

CARROLLWOOD VILLAGE PHASE II
HOMEOWNERS ASSOCIATION INC.

By: [Signature]
President

Attest: [Signature]
Secretary

(CORPORATE SEAL)



STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 14th day
of June, 1979 by William McLean J. and James D. Hovas
President and Secretary, respectively of Carrollwood Village
Phase II Homeowners Association on behalf of the corporation.

Pinda Brown
Notary Public, State of Florida at Large

My commission expires: August 25, 1981

CARROLLWOOD VILLAGE

PHASE TWO

DESCRIPTION: Commence at the Southeast corner of Section 5, Township 28 South, Range 18 East, Hillsborough County, Florida and run South $89^{\circ}41'15''$ West, a distance of 30.00 feet to the West right of way line of Casey Road and the POINT OF BEGINNING; run thence North $00^{\circ}15'21''$ West, along said West right of way line a distance of 2,656.19 feet; run thence North $00^{\circ}15'10''$ West, along said right of way line, 1057.46 feet; run thence South $53^{\circ}35'00''$ West, 322.85 feet; thence South $73^{\circ}20'00''$ West, 210.00 feet; thence South $59^{\circ}15'00''$ West, 793.53 feet to the Easterly right of way line of South Village Drive, said right of way line being a curve concave to the Southeasterly, said curve having a radius of 260.00 feet, chord of 927.35 feet and chord bearing North $12^{\circ}48'53''$ East; run thence Northeasterly along the arc of said curve and said right of way line, through a central angle of $57^{\circ}47'48''$, a distance of 968.32 feet to the end of said curve; run thence North $41^{\circ}42'47''$ East along said right of way line, 905.00 feet to the beginning of a curve concave to the Southeasterly, said curve having a radius of 25.00 feet, chord of 35.36 feet and chord bearing North $26^{\circ}42'47''$ East; run thence Northeasterly along the arc of said curve and said right of way line, through a central angle of $90^{\circ}00'00''$, a distance of 39.27 feet to the end of said curve and to the Southwesterly right of way line of North Village Drive (a proposed road); run thence North $41^{\circ}42'47''$ East, 80.00 feet to the Northeasterly right of way line of said North Village Drive; said point also being the Southeasterly right of way line of South Village Drive; run thence North $49^{\circ}17'13''$ West, along said right of way line of South Village Drive, 1.06 feet to the beginning of a curve concave to the Northeasterly, said curve having a radius of 25.00 feet, chord of 34.51 feet and chord bearing North $04^{\circ}38'12''$ West; run thence Northwesterly along the arc of said curve and said right of way line, through a central angle of $87^{\circ}17'59''$, a distance of 38.09 feet to the end of said curve and the beginning of a curve concave to the Northwesterly, said curve having a radius of 230.00 feet, chord of 622.65 feet and chord bearing North $19^{\circ}27'10''$ East; run thence Northeasterly along the arc of said curve and said right of way line, through a central angle of $39^{\circ}06'56''$, a distance of 634.91 feet to the end of said curve; run thence North $00^{\circ}06'10''$ West, along said right of way line, a distance of 205.00 feet to the North boundary of said Section 5; run thence South $39^{\circ}53'46''$ West, along said North boundary, a distance of 90.00 feet; run thence South $00^{\circ}06'10''$ East, 135.00 feet to a point on the Easterly boundary of CARROLLWOOD VILLAGE, PHASE TWO, VILLAGE THREE, UNIT ONE, according to the plat thereof recorded in Plat Book 48, Page 98 of the public records of Hillsborough County, Florida; said point lying in a curve concave to the Southwesterly, said curve having a radius of 35.00 feet, chord of 49.50 feet and chord bearing North $45^{\circ}06'10''$ West; run thence Northwesterly along the arc of said curve and said boundary of said VILLAGE THREE, through a central angle of $90^{\circ}00'00''$, a distance of 54.98 feet to the end of said curve and the North boundary of said VILLAGE THREE; run thence South $89^{\circ}53'50''$ West, along the North boundary of said VILLAGE THREE, a distance of 1992.00 feet to the Northwest corner of said VILLAGE THREE; thence continue South $89^{\circ}53'50''$ West, 369.81 feet to the Westerly boundary of PHASE TWO of CARROLLWOOD VILLAGE; run thence Southerly, along said Westerly boundary of PHASE TWO the following courses and distances:

South $14^{\circ}54'14''$ West, 188.51 feet; South $00^{\circ}29'01''$ East, 195.24 feet; thence South $07^{\circ}22'00''$ West, 264.93 feet; South $02^{\circ}32'06''$ West, 93.31 feet; thence South $23^{\circ}07'23''$ West, 227.57 feet; South $07^{\circ}26'46''$ East, 317.56 feet; thence South $08^{\circ}57'00''$ West, 562.45 feet; South $29^{\circ}27'23''$ West, 1007.40 feet; thence South $62^{\circ}24'17''$ West, 276.91 feet; South $43^{\circ}35'09''$ West, 245.64 feet; thence South $36^{\circ}21'40''$ West, 373.25 feet; South $13^{\circ}11'26''$ West, 201.19 feet; thence

South 23°09'27" West, 3 feet; thence South 44° West, 257.00 feet; thence South 01°17'24" West, 612.70 feet; thence South 23°06'32" East, 174.16 feet; thence South 34°15'03" West, 469.91 feet; thence South 52°26'41" West, 762.31 feet, more or less, to the South boundary of said Section 5; run thence North 29°38'42" East, along said South boundary of Section 5, a distance of 1534.22 feet, more or less, to the Southwest corner of the Hillsborough County Wastewater Treatment Plant site; run thence North 12°15'50" East, along the Westerly boundary of said Plant site, a distance of 1419.67 feet to the South right of way line of West Village Drive (a proposed road), said right of way line being a curve concave to the Northeasterly; run thence Southeasterly along said right of way line and the arc of said curve, said curve having a radius of 2510.00 feet, chord of 568.84 feet and chord bearing South 83°47'49" East, through a central angle of 13°00'46", a distance of 570.06 feet to the end of said curve; run thence North 89°41'48" East, along said right of way line, a distance of 639.66 feet; run thence South 32°04'24" East, along the Easterly boundary of the Hillsborough County Wastewater Treatment Plant site, a distance of 1358.66 feet; run thence South 00°33'39" East, along the East boundary of said Plant site, a distance of 165.10 feet to the South boundary of Section 5; run thence North 89°41'15" East, 1259.49 feet to the West right of way line of Casey Road and the POINT OF BEGINNING;

LESS AND EXCEPT a tract described as follows:

From the Southeast corner of Section 5, Township 28 South, Range 18 East, Hillsborough County, Florida run South 89°41'15" West along the South boundary of said Section 5, a distance of 559.07 feet; run thence North 00°18'12" West, 170.09 feet to the Southeast corner of the Hillsborough County Water Treatment Plant site and the POINT OF BEGINNING; continue thence North 00°18'12" West, 265.55 feet to a point on a curve concave to the Northeast; said curve having a radius of 1813.99 feet and chord bearing North 64°11'01" West; run thence along the arc of said curve, 294.23 feet, through a central angle of 09°17'36" to a point of reverse curve; said curve being concave to the Southeast and having a radius of 25.00 feet and a chord bearing South 76°19'12" West; run thence along the arc of said curve, 38.52 feet, through a central angle of 88°17'10"; run thence South 32°10'37" West, 202.61 feet to the beginning of a curve concave to the Southeast, said curve having a radius of 1078.00 feet and a chord bearing South 25°46'26" West; run thence along the arc of said curve, 240.95 feet, through a central angle of 12°48'23"; run thence North 89°41'48" East, 512.27 feet to the POINT OF BEGINNING;

Said Phase Two containing a net area of 347.123, acres, more or less.

Prepared by:

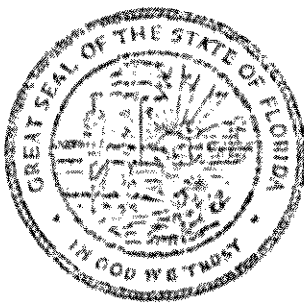
W. Bruner Ford, P.L.S.
September 29, 1978

State of Florida

DEPARTMENT OF STATE • DIVISION OF CORPORATIONS

I certify that the following is a true and correct copy of Articles of Incorporation of CARROLLWOOD VILLAGE PHASE II HOMEOWNERS ASSOCIATION, INC., a corporation not for profit organized under the Laws of the State of Florida, filed on July 11, 1978, as shown by the records of this office.

The charter number for this corporation is 743549.



GIVEN under my hand and the Great
Seal of the State of Florida, at
Tallahassee, the Capital, this the
13th July, 1978.
day of

Gene A. Smathers
SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
CARROLLWOOD VILLAGE
PHASE II HOMEOWNERS ASSOCIATION, INC.
(A Corporation Not for Profit)

FILED
JUL 11 2 56 PM '76
HILLSBOROUGH COUNTY, FLORIDA

THE UNDERSIGNED subscribers to these Articles of Incorporation hereby propose the incorporation under Chapter 617, Florida Statutes, of a corporation not for profit, and hereby make, subscribe, acknowledge, and file with the Secretary of State of the State of Florida Articles of Incorporation, and respectfully request their approval.

ARTICLE I

NAME

The name of this corporation shall be CARROLLWOOD VILLAGE PHASE II HOMEOWNERS ASSOCIATION, INC., and its initial office for the transaction of its affairs shall be 7211 N. Dale Mabry, Tampa, Florida 33614, and the Registered Agent at that address is Alfred Hoffman, Jr.

ARTICLE II

PURPOSES

The nature of the subjects and purposes of this corporation shall be to promote the interests of the property owners in Carrollwood Village, Phase II, located in Hillsborough County, Florida, including but not limited to maintaining open spaces, ponds and lakes, and other common areas whether or not owned by this corporation and carrying out its rights and responsibilities under and pursuant to the Master Declaration of Restrictive Covenants for Carrollwood Village Phase II, filed in the Public Records of Hillsborough County, Florida, as the same may in the future be amended, and any declaration of restrictions and easements affecting any part of said Phase II.

Notwithstanding any other provision in these Articles, all activities of the corporation shall be carried on and all of the funds of the corporation, whether income or

principal and whether acquired by gift, contribution or otherwise, shall be used and applied exclusively for non-profit purposes, and so that no part of the net earnings of the corporation will in any event inure to the personal benefit of any member, officer or trustee of the corporation in exchange for services actually rendered to or for the benefit of the corporation in furtherance of one or more of its purposes stated above, and further that organizations and individuals may benefit from grants, scholarships, fellowships and similar payments or contributions made for a charitable, scientific, literary or educational purpose and in furtherance of the objects and purposes of the corporation.

The corporation shall not engage, otherwise than as an insubstantial part of its total activities, in activities which in themselves are not in furtherance of non-profit purposes; and no part of the principal assets or net income of the corporation shall in any event be paid or contributed to any organizations or individuals, any substantial part of the activities of which by propaganda or otherwise, seek to influence legislation or which participate or intervene in any political campaign on behalf of any candidate for public office.

ARTICLE III

MEMBERSHIP

A. Eligibility and Powers:

Every person or entity who is the Owner of any lot or acreage or who is purchasing one or more lots or parcels of acreage under a recorded contract or purchase agreement within the Community, shall be a Member of the Association, subject to and bound by the Association's Articles of Incorporation, By-Laws, rules and regulations, and the Master Declaration of Restrictive Covenants for Carrollwood Village Phase II ("the Master Declaration"), and each Member shall make timely payment

or of the By-Laws, Directors shall be elected by vote of the membership, with each member having voting rights as an owner of Class A property or Class B property as set forth in the Master Declaration.

ARTICLE VII

INITIAL OFFICERS

The names of the officers who are to serve until their successors are elected under the provisions of these Articles and the By-Laws are the following:

<u>Identity</u>	<u>Title</u>
Alfred Hoffman, Jr.	President and Treasurer
Jay B. Moore	Vice President and Assistant Secretary
Donald ^{N.} M. Leikam	Secretary

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

The number of persons constituting the initial Board of Directors of the corporation shall be three (3); and the names and addresses of the members of such first Board of Directors, who shall hold office until their respective successors are elected pursuant to the provisions of these Articles and By-Laws, are the following:

<u>Name</u>	<u>Address</u>
Alfred Hoffman, Jr.	802 W. Druid Road Clearwater, Florida 33516
Jay B. Moore	2621 Cove Cay Drive, Apt. 101 Clearwater, Florida 33520
Donald ^{N.} M. Leikam	13410 Gulfcrest Way Tampa, Florida 33614

ARTICLE IX

BY-LAWS

The By-Laws of the corporation shall be adopted by the initial Board of Directors, as constituted under Article VIII above, at the organizational meeting of the Board, and said By-Laws may be thereafter altered, amended, added to or

rescinded by the Board at any regular or special meeting thereof.

No amendment to the By-Laws shall be valid which affects any of the rights and privileges provided to the Developer therein without the written consent of the Developer.

ARTICLE X

AMENDMENTS

The corporation reserves the right to amend these Articles of Incorporation at any regular or special meeting of the Board of Directors by a vote of two-thirds of the Directors or by the vote of a majority of the members owning Class A property and a majority of the members owning Class B property.

No amendment to these Articles of Incorporation shall be valid which affects any of the rights and privileges provided to the Developer herein or in the Master Declaration nor in any declaration of restrictions and easements without the written consent of the Developer.

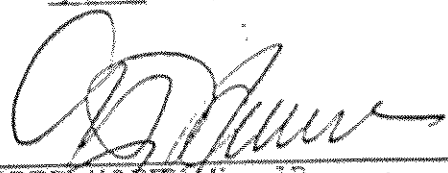
ARTICLE XI

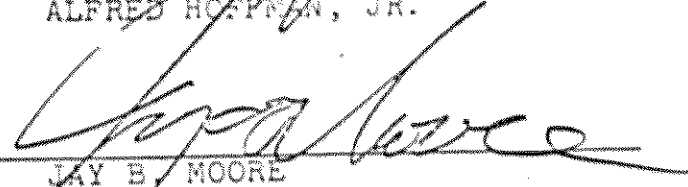
DISTRIBUTION ON LIQUIDATION OR DISSOLUTION

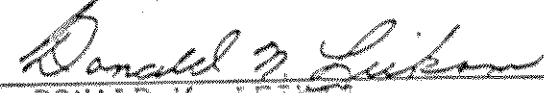
Upon dissolution of this corporation, or the liquidation of its assets, whether voluntary or involuntary or by operation of law, except as and to the extent otherwise provided or required by law, the net assets remaining after payment of all debts and obligations of the corporation and of all costs and expenses of such liquidation or dissolution, shall be distributed to a non-profit corporation organized for similar purposes or to an appropriate public authority, subject always to the provisions of these Articles and to the specific condition that none of the net assets of the corporation shall be distributed to or for the benefit of any member, officer or director of the corporation or to any other individual; provided, however, that nothing contained in this Article shall be construed to prevent a distribution from the net assets of the corporation

to another distributee, otherwise properly made in accordance with the provisions of the Articles and the purposes herein stated, solely by reason of the fact that one or more of the members, officers or directors of the corporation may be connected or associated with the distributee as a shareholder, member, trustee, director, officer or in any other capacity.

IN WITNESS WHEREOF, the subscribers have executed these Articles of Incorporation as of this 21st day of June, 1978.


ALFRED HOFFMAN, JR.

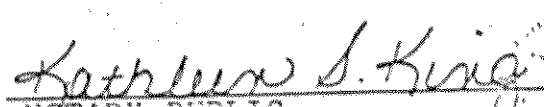

JAY B. MOORE


DONALD N. LEIKAM

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that on this 21st day of June, 1978, personally appeared before me, the undersigned authority, ALFRED HOFFMAN, JR., JAY B. MOORE and DONALD N. LEIKAM, to me well known and known to be to be the persons described in the foregoing Articles of Incorporation, who severally acknowledged to me that they executed the same as their free act and deed for the uses and purposes therein set forth.


NOTARY PUBLIC
State of Florida at Large

My Commission Expires:

Notary Public, State of Florida at Large
My Commission Expires Jan. 30, 1981

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, having been designated as Registered Agent of CARROLLWOOD VILLAGE PHASE II HOMEOWNERS' ASSOCIATION, INC. in its Articles of Incorporation, hereby accepts such designation and agrees to comply with the provisions of F.S. §48.091, relative to keeping the corporation's registered office open.



ALFRED HOFFMAN, JR.
Registered Agent

OF
AVISTA COMMUNITY ASSOCIATION, INC.

ARTICLE I

NAME AND LOCATION

The name of the corporation is AVISTA COMMUNITY ASSOCIATION, INC., hereinafter referred to as the "Association". The initial principal office of the corporation shall be located at 12410 N. Dale Mabry, Suite 3, Tampa, Florida 33624, but meetings of members and Directors may be held at such places within the State of Florida as may be designated by the Board of Directors.

ARTICLE II

DEFINITIONS

Section 1. "Association" shall mean and refer to Avista Community Association, Inc., its successors and assigns.

Section 2. "Properties" shall mean and refer to that certain real property described in the Declaration of Covenants, Conditions and Restrictions, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 3. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions applicable to the Properties recorded in the Office of the Clerk of the Circuit Court, Hillsborough County, Florida.

Section 4. "Common Area" shall mean all real property now or hereafter owned by the Association for the common use and enjoyment of the Owners, as well as that portion of the northeasterly part of Tract A described in the Declaration as to which the Association has been granted an easement.

Section 5. "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision map of the Properties, with the exception of the Common Area and any land owned by the Carrollwood Village Phase II Homeowners Association, Inc.

Section 6. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot or Parcel which is a part of the Properties, but excluding those having such interest merely as security for the performance of an obligation. The term "Owner" shall include U.S. Home Corporation.

Section 7. "Declarant" shall mean and refer to U.S. Home Corporation, a Delaware corporation, qualified to do business in Florida, its successors and assigns, as provided in the Declaration.

Section 8. "Parcel" shall mean any part of the Properties owned by the Declarant which has not been, but is intended to be, platted as a residential subdivision.

Section 9. "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration.

Section 10. All other terms defined in the Declaration shall have the same meaning when used herein.

ARTICLE III

MEETING OF MEMBERS

Section 1. Annual Meetings. The first annual meeting of the members shall be held within one (1) year from the date Class B membership in the Association terminates and each subsequent regular annual meeting of the members thereafter shall be held during the first calendar quarter of the year on a date and at such time and place as the Board of Directors shall designate.

Section 2. Special Meetings. Special meetings of the members may be called at any time by the President or by the Board of Directors, or upon written request of the members who are entitled to vote one-fourth (¼) of the total votes of the Association.

Section 3. Notice of Meetings. Written notice of each meeting of the members shall be given by, or at the direction of, the Secretary or person authorized to call the meeting. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

(a) Notice of all meetings shall be given at least ten (10) days in advance to each member, either by mailing a copy of such notice, postage prepaid, addressed to the member's address last appearing on the books of the Association or supplied by such member to the Association for the purpose of notice, or by delivering the same to the member personally.

(b) Delivery of notice pursuant to subsection (a) to any co-Owner of a Lot or Parcel shall be effective upon all such co-Owners thereof, unless a co-Owner has requested the Secretary in writing that separate notice be given such co-Owner and has furnished the Secretary with the address to which such notice may be delivered by mail.

Section 4. Quorum. The presence at a meeting of members, either in person or by proxy, of those entitled to cast, at least one-third (1/3) of the votes of each Class of membership shall constitute a quorum for any action. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented. Action undertaken at a meeting at which a quorum was established shall constitute valid acts of the membership even though during such meeting less than a quorum shall have been present.

Section 5. Proxies. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his Lot.

Section 6. Majority Vote. The acts approved by a majority vote of those present, either in person or by proxy, at a meeting at which a quorum is established shall constitute the acts of the members, except when approval by a greater or different voting majority is expressly required by the Declaration, the Articles of Incorporation or these By-Laws.

Section 7. Voting Members. If a Lot or Parcel is owned by one person, his right to vote shall be established by the record title to the Lot. If a Lot or Parcel is owned by a corporation, the officer, agent or employee thereof entitled to cast the vote therefor must be designated in a certificate for this purpose signed by the president or a vice-president of the corporation, and

filed with the Secretary of the Association; provided, however, that with regard to any Lots or Parcels owned by U.S. Home Corporation such certificate is sufficient if signed by any division president or division vice-president thereof. If a Lot is owned by a trust or by an estate, the fiduciary thereof shall be entitled to vote; provided, however, if there is more than one fiduciary or the fiduciary or fiduciaries wish to authorize someone else to vote, the person entitled to vote shall be designated by a certificate signed by the fiduciary, or if more than one, all fiduciaries, and filed with the Secretary of the Association. If a Lot is owned by partnership, whether general or limited, the person entitled to cast the vote for such Lot shall be a general partner designated by a certificate signed by all general partners thereof. Except as hereafter provided with regard to a Lot owned jointly by a husband and wife, if a Lot is owned by more than one (1) person, the person entitled to cast the vote for the Lot shall be designated in a certificate signed by all of the record owners of the Lot and filed with the Secretary. The person designated in a certificate pursuant to this Section who is entitled to cast the vote for a Lot, as well as any sole Owner of a Lot, shall be known as the "voting member". Such certificates shall be valid until revoked or until superseded by a subsequent certificate, or until a change in the ownership of the Lot concerned. If a Lot is owned jointly by a husband and wife, the following four (4) provisions are applicable thereto:

a. They may, but they shall not be required to, designate a voting member.

b. If they do not designate a voting member and if both are present at a meeting and are unable to concur in their decision upon any subject requiring a vote, they shall lose the right to vote on that subject at that meeting.

c. If they do not designate a voting member, and only one is present at a meeting, the person present may cast the vote, just as though he or she owned the Lot individually and without establishing the concurrence of the absent person.

d. If either or both are present at a meeting, the Lot shall be counted as present for the purpose of determining a quorum.

Section 8. Voting by Written Instrument. The Board of Directors may poll the membership in writing on any matters on which the members are, or would be authorized to vote on at an annual or special meeting called for such purpose, and the written vote of the members shall determine any such matter based upon the same number of votes as would be required for the passage or defeat of such matter as is provided in the Declaration, the Articles of Incorporation or these By-laws.

Section 9. Waiver of Notice. Any Owner may waive notice of any annual or special meeting of members by a writing signed either before, at or after such meeting. Attendance by an Owner, or a designated voting member, at a meeting shall also constitute a waiver of the time, place and purpose of the meeting.

Section 10. Determination of Membership. For the purpose of determining the person entitled to notice under any provision of these By-Laws, the Articles of Incorporation, or the Declaration, and for the purpose of determining those persons entitled to vote at any meeting of the Association, membership shall be as shown on the books of the Association as of a date set by the Board of Directors, which date shall not be more than thirty (30) days prior to the date of such notice or of such meeting. If the Board of Directors fails to establish such a date, membership shall be as shown on the books of the Association on the thirtieth (30th) consecutive calendar day prior to the date of such notice or of such meeting.

Section 11. Order of Business. The order of business at annual members' meetings, and far as practical at all other members meetings, shall be:

- a. Calling of the roll and certifying of proxies.
- b. Proof of notice of meeting or waiver of notice.
- c. Reading of minutes of the preceding meeting, unless waived.
- d. Reports of officers, unless waived.
- e. Reports of committees, unless waived.
- f. Election of directors.
- g. Unfinished business.
- h. New business.
- i. Adjournment.

Section 12. Presiding Officer and Secretary for Meetings. The presiding officer or "chairman" of any members' meeting shall be the President of the Association, and the Secretary of the Association shall be the secretary of such meetings.

ARTICLE IV

BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE

Section 1. Number. Upon the termination of Class B membership in the Association, the number of directors may be changed by majority vote of members; provided the number of directors shall not be less than three (3) nor more than nine (9).

Section 2. Term of Office. Upon the termination of Class B membership in the Association, the directors of the Association shall be elected at the annual meeting of members as specified in the Articles of Incorporation. The election shall be determined by majority vote. A director shall continue in office until his successors shall be elected and qualified, unless he sooner dies, resigns, or is removed, or otherwise disqualified to serve.

Section 3. Removal. So long as there is Class B membership in the Association, any director may be removed, with or without cause, only by action of the Class B member. Any vacancy existing on the Board of Directors, whether as a result of death, resignation or removal of a director, shall be filled only by appointment by the Class B member. Following termination of Class B membership in the Association, any director, may be removed from the Board, with or without cause, by majority vote of the members of the Association, and his successor shall be selected by the remaining members of the Board of Directors, even though less than a quorum, and shall serve for the unexpired term of his predecessor.

Section 4. Compensation. No director shall receive compensation for any service he may render to the Association. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 5. Action Taken Without a Meeting. The directors have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all directors. Any action so approved shall have the same effect as though taken at a meeting of the Board of Directors.

ARTICLE V

NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Upon the expiration of Class B membership, nomination for election to the Board of Directors for those directors entitled to be elected by the Association's membership shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of the President and two or more other persons. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the members to serve until the close of the next annual meeting and such appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled.

Section 2. Election. Upon the expiration of Class B membership, election to the Board of Directors shall be by written ballot. At such election the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE VI

MEETING OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held without notice, at such place and hour as may be fixed from time to time by resolution of the Board. Should such meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any two directors, after not less than three (3) days notice to each director.

Section 3. Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board of Directors.

Section 4. Waiver of Notice. Notwithstanding any provision of these By-Laws as to notice, a director may waive notice of any meeting either before, at or after such meeting. Attendance at a meeting by a director shall also act as waiver of notice thereof.

Section 5. Adjourned Meetings. If at any meeting of the Board of Directors there shall be less than a quorum present, a majority of those present may adjourn the meeting from time to time until a quorum is present. At any adjourned meeting any business that might have been transacted at the meeting as originally called may be transacted without further notice.

Section 6. Joinder of Meeting by Approval of Minutes. The joinder of a director in the action of a meeting by signing and concurring in the minutes of that meeting shall constitute the presence of such director for the purpose of determining a quorum and the action taken, and shall also constitute a waiver of notice as to such meeting.

Section 7. Informal Action. Any action of the Board of Directors which is required or permitted to be taken at a meeting may be taken without a meeting if written consent to such action, signed by all members of the Board of Directors, is filed in the minutes of the proceedings of the Board of Directors prior to the taking of such action. Such shall also constitute a waiver of notice with regard thereto. Members of the Board of Directors shall be deemed present at a meeting if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used.

ARTICLE VII

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall have power to:

(a) adopt and publish rules and regulations governing the use of the Common Area and facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;

(b) suspend the voting rights and right to use of the Common Area facilities of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed sixty (60) days for infraction of published rules and regulations;

(c) employ a manager, an independent contractor, or such other employees as they may deem necessary and to prescribe their duties;

(d) authorize the execution of any easement or any assignment, conveyance or transfer of property of the Association, real, personal or mixed, except where member consent or approval is expressly required by the terms of the Declaration, the Articles of Incorporation or these By-laws; and

(e) exercise for the Association all powers, duties and authority vested in or delegated to this Association and not expressly reserved to the membership by other provisions of these By-Laws, the Articles of Incorporation, or the Declaration.

Section 2. Duties. It shall be the duty of the Board of Directors to:

(a) cause to be kept a complete record of all its acts and corporate affairs;

(b) supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;

(c) as more fully provided in the Declaration, to:

(1) fix the amount of the annual assessment against each Lot for each annual assessment period;

(2) send written notice of each assessment to every Owner subject thereto for each annual assessment period; and

(3) foreclose the lien against any Lot for which assessments are not paid within thirty (30) days after due date or bring an action at law against the Owner personally obligated to pay the same

(d) issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board of Directors for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;

(e) procure and maintain adequate liability and hazard insurance on property owned by the Association;

(f) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;

(g) cause the Common Area and facilities to be maintained;

(h) cause the exterior stuccoed portion of any boundary wall for which the Association is responsible for maintenance under the Declaration, to be maintained; and

(i) otherwise manage the affairs of the Association as provided in the Declaration.

ARTICLE VIII

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The officers of this Association shall be a President, who shall be a member of the Board of Directors, a Vice President, a Secretary, who shall be a member of the Board of Directors, and a Treasurer, and such other officers as the Board of Directors may from time to time by resolution create. Officers need not be members of the Association.

Section 2. Term. The officers of this Association shall be elected annually by the Board of Directors and each shall hold office for one (1) year and until his successor shall be elected and qualify, unless he shall sooner resign, be removed, or be otherwise disqualified to serve.

Section 3. Special Appointments. The Board of Directors may appoint such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board of Directors may, from time to time, determine.

Section 4. Resignation and Removal. Any officer may be removed from office with or without cause by the Board of Directors. Any officer may resign at any time by giving written notice to the Board of Directors, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Vacancies. A vacancy in any office may be filled by appointment by the Board of Directors. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 6. Multiple Offices. No person shall simultaneously hold the offices of President and Secretary, however a person may hold more than one other office.

Section 7. Duties. The duties of the officers are as follows:

(a) President. The President shall be the chief executive officer of the Association. He shall have all of the powers and duties that are usually vested in the office of a president of

an association. He shall sign all leases, mortgages, contracts, deeds, notes and other written instruments on behalf of the Association and exercise such powers and discharge such other duties as may be required of him by the Board of Directors.

(b) Vice President. The Vice-President shall act in the place and stead of the President in the event of his absence, inability or refusal to act, and shall exercise such other powers and discharge such other duties as may be required of him by the Board of Directors.

(c) Secretary. The Secretary shall keep the minutes of all proceedings of the Board of Directors and members. Except as otherwise provided in the Articles of Incorporation or these By-Laws, he shall attend to the giving and serving of all notices to all the members and directors and others that are required by law. He shall have custody of the seal of the Association and affix it to any instrument requiring a seal to be duly signed. He shall keep the records of the Association except those of the Treasurer unless the Secretary is also the Treasurer of the Association. The Secretary shall perform all of the duties incident to the office of a secretary of an association, including certifying resolutions, and shall exercise such other powers and discharge such other duties as may be required of him by the Board of Directors. The Assistant Secretary, if any, shall perform the duties of the Secretary when the Secretary is absent, or unable to act.

(d) Treasurer. The Treasurer shall cause the receipt of and deposit in an appropriate bank account or accounts all monies of the Association, and shall disburse such funds as directed by resolution of the Board of Directors, keep proper books of account, cause an annual audit of the Association books to be made at the completion of each fiscal year if requested by the Board, prepare an annual budget and statement of income and expenditures, and perform all other duties incident to the office of a treasurer of an association, and exercise such other powers and discharge such other duties as may be required of him by the Board of Directors.

Section 8. Duties Fulfilled by Manager. The duties of the Secretary, as well as the duties of the Treasurer, may either or both be fulfilled by a manager employed by the Association. If such a manager is employed, the manager shall have custody of such books of the Association as it determines necessary or appropriate.

Section 9. Compensation. The compensation, if any, of all officers shall be fixed by the Board of Directors. Nothing contained herein shall prevent the Association, through the Board of Directors, from contracting for management or other services from a company with which any officer or director of the Association is affiliated, either as a shareholder, officer, Director, employee or otherwise.

ARTICLE IX

COMMITTEES

The Board of Directors may either appoint an Architectural Control Committee as provided in the Declaration, or constitute itself as such Architectural Control Committee. In addition, at such time as there is no longer Class B membership, the Board of Directors shall appoint a Nominating Committee as provided in these By-Laws. The Board of Directors shall further appoint such other committees as it deems appropriate in carrying out the purpose of the Association. Members of such committees shall serve at the pleasure of the Board of Directors, and may be removed with or without cause.

ARTICLE X

BOOKS AND RECORDS

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member. The Declaration, the Articles of Incorporation and the By-Laws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at reasonable cost.

ARTICLE XI

ASSESSMENTS

As more fully provided in the Declaration, each member is obligated to pay to the Association annual and special assessments which are secured by a lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the maximum rate of interest allowed by law, and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessments provided for herein by nonuse of the Common Area or abandonment of his Lot.

ARTICLE XII

CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words: "Avista Community Association, Inc.", "Florida", "not-for-profit" and "1980". The Association may use either such seal or a common seal in the execution of any documents or instruments.

ARTICLE XIII

INDEMNIFICATION

Section 1. Indemnification. Every director and every officer of the Association and every member of the Association serving the Association at its request, shall be, and hereby is, indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed on him in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative, or any settlement of any such action, suit or proceeding to which he may be a party or in which he may become involved by reason of his serving or having served the Association at its request, whether or not he is a director or officer or is serving at the time such expenses or liabilities are incurred. The liability and expense indemnified against shall extend to acts committed, as well as the failure to act; provided, however, that such indemnification shall not extend to gross negligence or willful misconduct.

Section 2. Other Indemnification. The Association shall and hereby does, indemnify every officer and director, and any former officer or director, to the fullest extent permitted by the laws of the State of Florida applicable to corporations. The right of indemnification granted by Section 1 and Section 2 of this Article XIII is in addition to, and not in limitation of, any other rights to which such parties may now or hereafter be entitled by law agreement with the Association, the Articles of Incorporation or otherwise.

ARTICLE XIV

AMENDMENTS

Section 1. These By-Laws may be adopted, altered, amended or rescinded at any regular or special meeting of the Board of Directors by majority vote.

Section 2. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control; and in the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

ARTICLE XIV

MISCELLANEOUS

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

CERTIFICATE OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
CARROLLWOOD VILLAGE PHASE II HOMEOWNERS ASSOCIATION, INC.

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned corporation adopts the amendments to its articles of incorporation as shown on Exhibit "A" attached hereto. WE FURTHER CERTIFY THAT the attached amendment to the Articles of Incorporation of Carrollwood Village Phase II Homeowners Association, Inc., a corporation not-for-profit organized in the laws in the State of Florida, filed on July 11, 1978, Charter No. 743549, was duly adopted by the Board of Directors on November 29, 1994 in accordance with Section 617.1006(4) Florida Statutes.

IN WITNESS WHEREOF, we have affixed our hands this 29th day of November, 1994, at Hillsborough County, Florida.

CARROLLWOOD VILLAGE PHASE II
HOMEOWNERS ASSOCIATION, INC.

Witnesses:

Mare Tindell

MARE TINDELL

Printed Name

Douglas G. Cornell

DOUGLAS G. CORNELL

Printed Name

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

By: Curtis P. Mackey
Curtis Mackey, President

Attest: Bonnie French
Bonnie French, Secretary

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TALLAHASSEE, FLORIDA

BEFORE ME, the undersigned authority, personally appeared Curtis Mackey and Bonnie French, to me known to be the President and Secretary, respectively, of CARROLLWOOD VILLAGE PHASE II HOMEOWNERS ASSOCIATION, INC., and they jointly and severally acknowledged before me that they freely and voluntarily executed the same as such officers, under authority vested in them by said corporation. They are personally known to me or have produced _____ and _____ (type of identification) as identification and did (did not) take an oath.

WITNESS my hand and official seal in the County and State last aforesaid, this 29TH day of November, 1994.

Daniel F. Ruskiewicz
Notary Public
Printed Name: DANIEL F. RUSKIEWICZ

My commission expires:

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ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
CARROLLWOOD VILLAGE PHASE II HOMEOWNERS ASSOCIATION, INC.

In accordance with Article X of the Articles of Incorporation, the following amendments thereto are hereby approved by a vote of 2/3 of the Directors:

1. Article V(B) of the Articles of Incorporation is amended to read as follows:

(D) Quorum. Quorum requirements shall be as set forth in the By-Laws.
2. Article VI of the Articles of Incorporation is amended to read as follows:

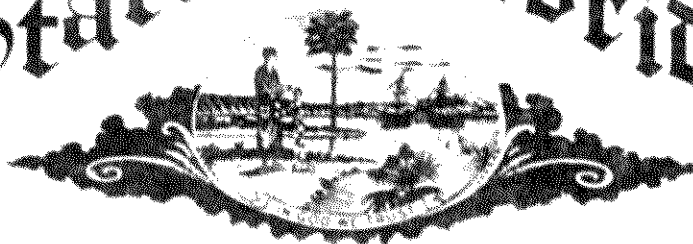
ARTICLE VI
MANAGEMENT

The members of the Board of Directors shall be elected and shall serve such terms as are set forth in the By-Laws. The election of Officers, qualifications therefore, term and other matters related thereto shall be as set forth in the By-Laws.

IN WITNESS WHEREOF, the Board has adopted these amendments to the Articles of Incorporation this 29th day of November, 1994 by a vote of 8 to 0.


Bonnie French, Secretary

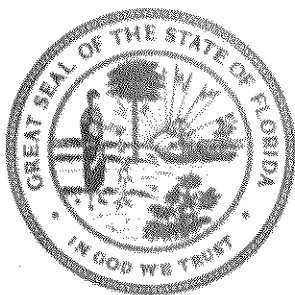
State of Florida



Department of State

I certify that the attached is a true and correct copy of Certificate of Amendment to the Articles of Incorporation of CARROLLWOOD VILLAGE PHASE II HOMEOWNERS ASSOCIATION, INC., a Florida corporation not for profit, filed on June 29, 1979, as shown by the records of this office.

The charter number of this corporation is 743549.



CER 101
12-78

Given under my hand and the Great
Seal of the State of Florida,
Tallahassee, the Capital, this the
day of

Leah F.
Secretary of State

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
CARROLLWOOD VILLAGE PHASE II HOMEOWNERS ASSOCIATION, INC.

FILED
MAR 29 11 18 AM '79
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Article X of the Articles of Incorporation of Carrollwood Village Phase II Homeowners Association, Inc. and Section 617.02, Florida Statutes, the undersigned corporation hereby adopts the following Articles of Amendment to its Articles of Incorporation.

1. Article I of the original Articles of Incorporation is hereby deleted, and in lieu thereof is substituted the following:

ARTICLE I

NAME

A. Name.

The name of this corporation shall be CARROLLWOOD VILLAGE PHASE II HOMEOWNERS ASSOCIATION, INC.

B. Registered Office.

The street address of the registered office of the Corporation shall be One Countryside Office Park, Suite 300, Clearwater, Florida 33518, or such other address as may hereafter be designated by the Board of Directors.

C. Registered Agent. The registered agent of the Corporation in this state is: Southwest Management, Inc.

2. Article II of the original Articles of Incorporation is hereby deleted, and in lieu thereof is substituted the following:

ARTICLE II

PURPOSES AND POWERS

A. Purposes.

The corporation does not contemplate pecuniary gain or profit, incidentally or otherwise, to its members. The purpose for which it is formed is to promote the health, safety, and general welfare of the residents within the property described on Exhibit A attached hereto and made a part hereof by reference, herein called the "Property", and such additions thereto as may hereafter be brought within the jurisdiction of this corporation by annexation. The purposes of this corporation shall include, without limitation, the maintenance of open spaces, ponds and lakes, and other Community Properties, whether or not owned by this corporation, and carrying out, enforcing and otherwise fulfilling its rights and responsibilities under and pursuant to that certain Master Declaration of Covenants, Conditions and Restrictions for Carrollwood Village, Phase II, as recorded in O.R. Book 3428, at Page 1980, Public Records of Hillsborough County, Florida, and any subsequent amendments or modifications thereto (the "Master Declaration"), as well as undertaking such other action deemed desirable for the preservation, protection and enhancement of the values and amenities of the Community. The corporation shall be organized and operated exclusively for the purposes set forth in this Article, and other non-profit purposes, and no part of any net earnings shall inure to the benefit of any member, director or officer. All terms defined in the Master Declaration shall have the same meaning when used in these Articles of Incorporation, such Master Declaration being incorporated herein by reference.

B. Powers.

To enable it to accomplish the foregoing purposes, this corporation shall have the following powers:

1. To exercise all of the powers and privileges, and perform all of the duties and obligations of the Association as set forth in the Master Declaration.

2. To fix, levy, collect and enforce payment by any lawful means of all assessments and charges pursuant to the terms of the Master Declaration, and to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the corporation, including all license fees, taxes or governmental charges levied or imposed against real or personal property of the corporation.

3. To acquire, either by gift, purchase or otherwise, and to own, hold, improve, operate, maintain, convey, sell, lease, transfer or dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the corporation.

4. To dedicate, sell and transfer all or any part of the Community Properties to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the members.

5. To participate in mergers and consolidations with other non-profit corporations organized for the same or similar purposes, and to annex additional residential property and Community Properties; provided that any such merger, consolidation or annexation shall have the approval of the members as provided in the By-Laws.

6. To make and amend reasonable rules and regulations respecting the use of the Community Properties.

7. To contract for the management and maintenance of the Community Properties, and the performance of any or all of the obligations and responsibilities of the Association under the Master Declaration.

8. To have and to 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.

9. Insofar as it is permitted by law, to do any other thing, and undertake any other act that in the opinion of the Board of Directors would promote the common benefit and enjoyment of the residents of the Community.

3. Article III of the original Articles of Incorporation is hereby deleted, and in lieu thereof is substituted the following:

ARTICLE III

MEMBERSHIP AND VOTING RIGHTS

A. Membership.

Every person or entity who is the owner of any Lot or Acreage or who is purchasing one or more Lots or Acreage under a recorded contract or purchase agreement within the Community shall be a member of the Association, subject to and bound by the Association's Articles of Incorporation, By-Laws, rules and regulations, and the Master Declaration, and each member shall make timely payment of all Association assessments and charges duly levied under the Master Declaration. The foregoing is not intended to include persons or entities who hold a leasehold interest or an interest merely as security for the performance of an obligation. It is the intent of the foregoing, however, that as to a Lot or Acreage subject to a recorded contract of sale, that the vendee shall be the owner for the purposes of membership, and not the vendor. Ownership, as defined above, of such Lot or Acreage shall be the sole qualification for membership. When any Lot or Acreage is owned of record by two or more persons or other legal entity, or when two or more persons or other legal entity are purchasing Acreage or one or more Lots under

a contract or agreement of purchase, all such persons or entities shall be members. The Developer shall also be a member of the corporation.

B. Transferability of Membership.

Membership shall be appurtenant to, and not separated from, ownership of any Lot or Acreage which is subject to the provisions of the Master Declaration. An owner of more than one Lot or Acreage shall be entitled to membership for each such Lot and Acreage owned by him. Membership as to any Lot or Acreage shall be automatically transferred upon the recording of an instrument of conveyance as to such Lot or Acreage.

C. Voting Rights.

The corporation shall have two classes of voting membership, Class A and Class B. Class A members shall be all owners, with the exception of the Developer, and shall be entitled to vote for Class A Lots and Acreage owned as provided in the Master Declaration. The Class B members shall be the Developer, who shall be entitled to vote for Class B Lots and Acreage owned as provided in the Master Declaration. Class B membership shall cease and be converted to Class A membership upon the happening of any of the following events, whichever shall first occur: (i) when the total number of votes appurtenant to the Class A Lots and Acreage equals the total number of votes appurtenant to the Class B Lots and Acreage; or (ii) June 21, 1988, or (iii) at such times as the Developer voluntarily elects to convert all Class B Lots and Acreage to Class A Lots and Acreage.

D. Quorum.

Except as otherwise expressly required by Article IV, Section Seven of the Master Declaration, the presence at a meeting of members, either in person or by proxy, of those entitled to cast at least one-third (1/3) of the votes of each class of membership shall constitute a quorum for any action.

4. Article VI of the original Articles of Incorporation is hereby deleted, and in lieu thereof is substituted the following:

ARTICLE VI

MANAGEMENT

A. Board of Directors.

The affairs of the corporation shall be managed by its Board of Directors, which shall consist of not less than three (3) nor more than seven (7) individuals, the precise number to be fixed by the By-Laws or the Board of Directors of the corporation from time to time. In the event the Board of Directors shall contract for the maintenance, management or operation of the Community Properties, or the performance of any other of the obligations and responsibilities of the Association under the Master Declaration, it may delegate to such manager all powers and duties of the Board of Directors or of the Association which it deems necessary, proper or advisable for such purpose.

Directors shall be elected for a one (1) year term by the members of the Association at the annual meetings of members to be held as scheduled by the Board of Directors in the last calendar quarter of each year. Directors shall hold office until their respective successors are duly elected and qualified. Directors need not be members of the Association. Vacancies occurring on the Board of Directors shall be filled in the manner prescribed by the By-Laws of the corporation. At the election for a Director by the membership, the person receiving the largest number of votes cast by the members who are voting in person or by proxy at the meeting shall be elected. Cumulative voting is not permitted.

B. Officers.

The Board of Directors shall elect a President, a Vice President, a Secretary, a Treasurer and an Assistant Secretary, and such other officers as may, in the opinion of the Board of Directors, from time to time be necessary adequately to administer the affairs of the corporation. Such officers shall hold office at the pleasure of the Board of Directors, or until their

successors are duly elected and qualified. Officers may be Directors, and need not be members of the Association. Any individual may hold two or more corporate offices, except that of the offices of President and Secretary may not be held by the same person. The officers of the corporation shall have such duties as may be specified by the Board of Directors or by the By-Laws of the corporation. Officers shall only be compensated if compensation is specifically fixed by the Board of Directors. Any vacancies occurring in an office shall be filled in the manner prescribed by the By-Laws of the corporation.

5. Article XI of the original Articles of Incorporation is hereby deleted, and in lieu thereof is substituted the following:

ARTICLE XI

DISSOLUTION

This corporation may be dissolved with the assent of seventy-five percent (75%) of the vote of the Class A members and seventy-five percent (75%) of the vote of the Class B members eligible to be cast at any meeting of the membership duly called and convened for such purpose. Upon dissolution of the corporation (other than incident to a merger or consolidation), or the liquidation of its assets either voluntarily, involuntarily or by operation of law, except to the extent required by law, the net assets remaining after payment of all debts and obligations of the corporation and all costs and expenses of such liquidation or dissolution shall be distributed either to a non-profit corporation authorized for similar purposes or to an appropriate public authority or agency to be used for purposes similar to those for which the corporation was created. Any such distribution shall be subject to the specific condition that none of the net assets of the corporation shall be distributed to or for the benefit of any member, officer or director of the corporation, or to any other individual; provided, however, that nothing contained in this Article shall be construed to prevent a distribution from the net assets of the corporation to another distributee, otherwise properly made in accordance with the provisions of these Articles of Incorporation and the purposes herein stated, solely by reason of the fact that one or more of the members, officers or directors of the corporation may be connected or associated with the distributee as a shareholder, member, trustee, director, officer or otherwise.

6. There is hereby added to the Articles of Incorporation the following additional Articles:

ARTICLE XII

INDEMNIFICATION

Every Director and every officer of the corporation and every member of the corporation serving the corporation at its request, hereby referred to as an "indemnified party", shall be, and hereby is, indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative, or any settlement of any such action, suit or proceeding to which he may be a party or in which he may become involved by reason of his serving or having served the corporation at its request, whether or not he is a Director or officer or is serving at the time such expenses or liabilities are incurred. The liability and expense indemnified against shall extend to acts committed,

as well as the failure to act, including acts which are judged by a court of law to have constituted misconduct or negligence in the performance of the indemnified party's duty to the corporation; provided, however, that in such cases wherein the indemnified party is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties (except where undertaken at the request of the corporation), and also in the event of a settlement before entry of judgment, the indemnification herein shall apply only if the Board of Directors shall approve such as being in the best interest of the corporation. The foregoing right of indemnification shall be in addition to, and not in limitation of, any other rights to which such person may be entitled by law, agreement with the corporation, the By-Laws or otherwise.

ARTICLE XIII

INTERPRETATION

Express reference is hereby made to terms, provisions, definitions, and rules of interpretation contained in the Master Declaration where necessary to interpret, construe and clarify the provisions of these Articles of Incorporation. It is the intent hereof that the provisions of these Articles of Incorporation be consistent with the provisions of the Master Declaration and, to the extent not prohibited by law, that the provisions of these Articles of Incorporation and Master Declaration be interpreted, construed and applied so as to avoid inconsistencies or conflicting results.

ARTICLE XIV

MERGER

This corporation may be merged with another non-profit corporation having similar purposes if undertaken in the manner provided for by law, and with the assent of seventy-five percent (75%) of the total votes eligible to be cast by the Class A membership and seventy-five percent (75%) of the total number of votes eligible to be cast by the Class B membership at any meeting of of the membership duly called and convened, and for which specific notice of such purpose shall have been given.

7. The foregoing Amendments to the Articles of Incorporation were duly adopted by unanimous action of the Board of Directors on June 1, 1979.

8. Except as herein specifically provided, the existing Articles of Incorporation shall remain unchanged, and shall continue in full force and effect.

IN WITNESS WHEREOF, the undersigned duly authorized officers have executed these Articles of Amendment as of the 14th day of June, 1979.

Signed, sealed and delivered in the presence of:

[Signature]
[Signature]

CARROLLWOOD VILLAGE PHASE II
HOMEOWNERS ASSOCIATION, INC.

By: [Signature]
President

Attest: [Signature]
Secretary

(CORPORATE SEAL)

STATE OF FLORIDA)
)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 14th day
of June, 1979 by William McPherson Jr. and Angela D. McPherson
President and Secretary, respectively, of Carrollwood Village
Phase II Homeowners Association on behalf of the corporation.

Angela D. McPherson
Notary Public, State of Florida at Large

My commission expires: August 25, 1981

ACCEPTANCE OF REGISTERED AGENT

The undersigned, Southwest Management, Inc., a Florida corporation, hereby consents to its appointment as registered agent for Carrollwood Village Phase II Homeowners Association, Inc., a Florida non-profit corporation.

SOUTHWEST MANAGEMENT, INC.

By: 

President

Dated: June 14, 1979

(CORPORATE SEAL)



CARROLLWOOD VILLAGE PHASE II HOMEOWNERS ASSOCIATION, INC.

CHANGE OF REGISTERED AGENT AND REGISTERED OFFICE

KNOW ALL MEN BY THESE PRESENTS, that the undersigned Corporation, by and through its undersigned President and Assistant Secretary, does hereby make the following changes in its registered office and registered agent, as follows:

1. The name of the Corporation is: CARROLLWOOD VILLAGE PHASE II HOMEOWNERS ASSOCIATION, INC.
2. The street address of its present registered office is: 7211 North Dale Mabry, Tampa, Florida 33614.
3. The street address to which the registered office is to be changed is: One Countryside Office Park, Suite 300, Clearwater, Florida 33515.
4. The name of its present registered agent is: Alfred Hoffman, Jr.
5. The name of the new registered agent is: Southwest Management, Inc.
6. The street address of its new registered office and the street address of the business office of its new registered agent are and will be, identical.
7. The foregoing changes in the registered office and registered agent were authorized by resolution duly adopted by the Board of Directors of the Corporation by unanimous written consent of June 1, 1979.

IN WITNESS WHEREOF, the undersigned duly authorized officers of the Corporation have executed this instrument and affixed the seal of the Corporation as of this 1st day of June, 1979.

Signed, sealed and delivered
in the presence of:

Don R. [Signature]

[Signature]

CARROLLWOOD VILLAGE PHASE II
HOMEOWNERS ASSOCIATION, INC.

By: [Signature]
President

Attest: [Signature]
Asst. Secretary

(CORPORATE SEAL)

STATE OF FLORIDA)
COUNTY OF HILLSBOROUGH) ss:

The foregoing instrument was acknowledged before me this 1st day of June, 1979, by [Signature] and [Signature] as President and Secretary, respectively, of Carrollwood Village Phase II Homeowners Association, Inc., a Florida non-profit corporation, on behalf of the corporation.

[Signature]
Notary Public, State of Florida at Large

My Commission expires: August 25, 1981

CARROLLWOOD VILLAGE

PAGE 160

DESCRIPTION. Commence at the Southeast corner of Section 5, Township 28 South, Range 31 East, Hillsborough County, Florida and run South $69^{\circ}41'35''$ West, a distance of 30.00 feet to the West right of way line of Casey Road and the POINT OF BEGINNING; run thence North $00^{\circ}12'21''$ West, along said West right of way line a distance of 2,656.19 feet; run thence North $00^{\circ}15'10''$ West, along said right of way line, 1057.46 feet; run thence South $51^{\circ}39'00''$ West, 172.85 feet; thence South $73^{\circ}20'00''$ West, 210.00 feet; thence South $59^{\circ}15'00''$ West, 793.53 feet to the Easterly right of way line of South Village Drive, said right of way line being a curve concave to the Southeast, said curve having a radius of 960.00 feet, chord of 722.25 feet and chord bearing North $11^{\circ}30'12''$ East; run thence Northeasterly along the arc of said curve and said right of way line, through a central angle of $27^{\circ}42'43''$, a distance of 968.29 feet to the end of said curve; run thence North $41^{\circ}42'47''$ East along said right of way line, 905.00 feet to the beginning of a curve concave to the Southeast, said curve having a radius of 25.00 feet, chord of 25.16 feet and chord bearing North $26^{\circ}42'47''$ East; run thence Northwesterly along the arc of said curve and said right of way line, through a central angle of $90^{\circ}00'00''$, a distance of 12.77 feet to the end of said curve and to the Southwesterly right of way line of North Village Drive (a proposed road); run thence North $41^{\circ}42'47''$ East, 80.00 feet to the Northeasterly right of way line of said North Village Drive, said point also being the Southeast right of way line of South Village Drive; run thence North $42^{\circ}17'13''$ West, along said right of way line of South Village Drive, 1.06 feet to the beginning of a curve concave to the Northeasterly, said curve having a radius of 25.00 feet, chord of 34.51 feet and chord bearing North $64^{\circ}38'12''$ West; run thence Northeasterly along the arc of said curve and said right of way line, through a central angle of $82^{\circ}17'52''$, a distance of 38.09 feet to the end of said curve and the beginning of a curve concave to the Northeasterly, said curve having a radius of 930.00 feet, chord of 677.65 feet and chord bearing North $19^{\circ}27'16''$ East; run thence Northeasterly along the arc of said curve and said right of way line, through a central angle of $29^{\circ}00'50''$, a distance of 664.21 feet to the end of said curve; run thence North $00^{\circ}06'30''$ West, along said right of way line, a distance of 205.00 feet to the North boundary of said Section 5; run thence South $29^{\circ}53'46''$ West, along said North boundary, a distance of 90.00 feet; run thence South $00^{\circ}06'10''$ East, 417.00 feet to a point on the Easterly boundary of CARROLLWOOD VILLAGE, PLOT 160, VILLAGE THREE, QUARTER, according to the plat thereof recorded in Plat Book 48, Page 98 of the public records of Hillsborough County, Florida; said point being in a curve concave to the Southeast, said curve having a radius of 15.00 feet, chord of 49.40 feet and chord bearing North $25^{\circ}06'10''$ West; run thence Northeasterly along the arc of said curve and said boundary of said VILLAGE THREE, through a central angle of $20^{\circ}00'00''$, a distance of 54.93 feet to the end of said curve and the North boundary of said VILLAGE THREE; run thence South $29^{\circ}53'50''$ West, along the North boundary of said VILLAGE THREE, a distance of 1,992.00 feet to the Northwest corner of said VILLAGE THREE; thence continue South $29^{\circ}53'50''$ West, 369.31 feet to the Westerly boundary of PHASE TWO of CARROLLWOOD VILLAGE; run thence Southerly, along said Westerly boundary of PHASE TWO the following courses and distances: North $14^{\circ}54'14''$ West, 108.91 feet; South $00^{\circ}22'01''$ East, 195.14 feet; thence South $02^{\circ}22'00''$ West, 268.93 feet; South $00^{\circ}12'00''$ West, 93.11 feet; thence South $21^{\circ}02'10''$ West, 222.57 feet; South $00^{\circ}16'36''$ East, 112.56 feet; thence South $00^{\circ}02'00''$ West, 562.45 feet; South $29^{\circ}22'28''$ West, 1007.40 feet; thence South $62^{\circ}24'12''$ West, 226.91 feet; South $41^{\circ}12'00''$ West, 145.64 feet; thence South $36^{\circ}21'40''$ West, 373.25 feet; South $11^{\circ}11'46''$ West, 201.12 feet; thence

South 21°09'27" West, 177.73 feet; thence South 44°11'51" West, 257.00 feet, thence South 01°17'24" West, 612.70 feet; thence South 21°06'32" East, 174.16 feet; thence South 34°15'01" West, 469.91 feet; thence South 52°26'41" West, 762.11 feet, more or less, to the South boundary of said Section 5, run thence North 69°38'42" East, along said South boundary of Section 5, a distance of 1534.22 feet, more or less, to the Southwest corner of the Hillsborough County Wastewater Treatment Plant site; run thence North 12°15'50" East, along the Westerly boundary of said Plant site, a distance of 1419.67 feet to the South right of way line of West Village Drive (a proposed road), said right of way line being a curve concave to the Northeast; run thence Southeast along said right of way line and the arc of said curve, said curve having a radius of 2510.00 feet, chord of 508.84 feet and chord bearing South 01°47'49" East, through a central angle of 11°00'46", a distance of 570.06 feet to the end of said curve; run thence North 89°41'48" East, along said right of way line, a distance of 639.66 feet; run thence South 32°04'24" East, along the Easterly boundary of the Hillsborough County Wastewater Treatment Plant site, a distance of 1358.66 feet; run thence South 00°33'39" East, along the East boundary of said Plant site, a distance of 165.10 feet to the South boundary of Section 5, run thence North 89°41'15" East, 1259.49 feet to the West right of way line of Casey Road and the POINT OF BEGINNING;

LESS AND EXCEPT a tract described as follows:

from the Southeast corner of Section 5, Township 28 South, Range 18 East, Hillsborough County, Florida run South 89°41'15" West along the South boundary of said Section 5, a distance of 559.07 feet; run thence North 00°18'12" West, 170.09 feet to the Southeast corner of the Hillsborough County Water Treatment Plant site and the POINT OF BEGINNING, continue thence North 00°18'12" West, 15.55 feet to a point on a curve concave to the Northeast, said curve having a radius of 1813.99 feet and chord bearing North 64°11'01" West; run thence along the arc of said curve, 294.21 feet, through a central angle of 09°17'06" to a point of reverse curve; said curve being concave to the Southeast and having a radius of 25.00 feet and a chord bearing South 26°19'12" West, run thence along the arc of said curve, 18.52 feet, through a central angle of 88°12'10", run thence South 32°10'32" West, 202.61 feet to the beginning of a curve concave to the Southeast, said curve having a radius of 1078.00 feet and a chord bearing South 25°46'26" West, run thence along the arc of said curve, 240.95 feet, through a central angle of 12°48'31", run thence North 89°41'46" East, 512.17 feet to the POINT OF BEGINNING;

Said Phase Two containing a net area of 247.123, acres, more or less.

Prepared by:

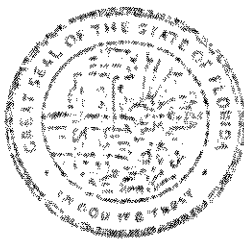
W. Warner Smith, P. E. S.
September 29, 1978

State of Florida

DEPARTMENT OF STATE • DIVISION OF CORPORATIONS

I certify that the following is a true and correct copy of Articles of Incorporation of CARROLLWOOD VILLAGE PHASE II HOMEOWNERS ASSOCIATION, INC., a corporation not for profit organized under the Laws of the State of Florida, filed on July 11, 1978, as shown by the records of this office.

The charter number for this corporation is 743549.



GIVEN under my hand and the Great
Seal of the State of Florida, at
Tallahassee, the Capital, this the
13th day of July, 1978.

Gene A. Smith
SECRETARY OF STATE

PER 101.9 15-77

EXHIBIT 14

ARTICLES OF INCORPORATION
OF
CARROLLWOOD VILLAGE
PHASE II HOMEOWNERS ASSOCIATION, INC.
(A Corporation Not For Profit)

FILED
211 258 M/16
HILLSBOROUGH COUNTY, FLORIDA

THE UNDERSIGNED subscribers to these Articles of Incorporation hereby propose the incorporation under Chapter 617, Florida Statutes, of a corporation not for profit, and hereby make, subscribe, acknowledge, and file with the Secretary of State of the State of Florida Articles of Incorporation, and respectfully request their approval.

ARTICLE I

NAME

The name of this corporation shall be CARROLLWOOD VILLAGE PHASE II HOMEOWNERS ASSOCIATION, INC., and its initial office for the transaction of its affairs shall be 7211 N. Dale Mabry, Tampa, Florida 33614, and the Registered Agent at that address is Alfred Hoffman, Jr.

ARTICLE II

PURPOSES

The nature of the subjects and purposes of this corporation shall be to promote the interests of the property owners in Carrollwood Village, Phase II, located in Hillsborough County, Florida, including but not limited to maintaining open spaces, ponds and lakes, and other common areas whether or not owned by this corporation and carrying out its rights and responsibilities under and pursuant to the Master Declaration of Restrictive Covenants for Carrollwood Village Phase II, filed in the Public Records of Hillsborough County, Florida, as the same may in the future be amended, and any declaration of restrictions and easements affecting any part of said Phase II.

Notwithstanding any other provision in these Articles, all activities of the corporation shall be carried on and all of the funds of the corporation, whether income or

principal and whether acquired by gift, contribution or otherwise, shall be used and applied exclusively for non-profit purposes, and so that no part of the net earnings of the corporation will in any event inure to the personal benefit of any member, officer or trustee of the corporation in exchange for services actually rendered to or for the benefit of the corporation in furtherance of one or more of its purposes stated above, and further that organizations and individuals may benefit from grants, scholarships, fellowships and similar payments or contributions made for a charitable, scientific, literary or educational purpose and in furtherance of the objects and purposes of the corporation.

The corporation shall not engage, otherwise than as an insubstantial part of its total activities, in activities which in themselves are not in furtherance of non-profit purposes; and no part of the principal assets or net income of the corporation shall in any event be paid or contributed to any organizations or individuals, any substantial part of the activities of which by propaganda or otherwise, seek to influence legislation or which participate or intervene in any political campaign on behalf of any candidate for public office.

ARTICLE III

MEMBERSHIP

A. Eligibility and Powers:

Every person or entity who is the Owner of any lot or acreage or who is purchasing one or more lots or parcels of acreage under a recorded contract or purchase agreement within the Community, shall be a Member of the Association, subject to and bound by the Association's Articles of Incorporation, By-Laws, rules and regulations, and the Master Declaration of Restrictive Covenants for Carrollwood Village Phase II ("the Master Declaration"), and each Member shall make timely payment

of all Association assessments duly levied under the Master Declaration. For this purpose, ownership of a condominium unit shall be deemed ownership of a lot. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Ownership of such lot or acreage shall be the sole qualification for membership. When any lot or acreage is owned of record in joint tenancy or tenancy in common or by some other legal entity, or when two or more persons or other legal entity are purchasing one or more lots under contract or agreement of purchase, the membership as to such lot(s) or acreage shall be joint.

B. Voting Assessments:

There shall be two classes of rights with respect to voting and the payment of assessments. Voting rights and the duty to pay assessments shall be appurtenant to the ownership of Class A and Class B property in the Community, in accordance with the Master Declaration as recorded in the public records of Hillsborough County, Florida.

C. Transferability:

Membership in the corporation shall be automatically transferred upon the recording of a conveyance of real property in Carrollwood Village Phase II.

ARTICLE IV

TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE V

SUBSCRIBERS

The names and residence of the subscribers to these Articles of Incorporation are the following:

Alfred Hoffman, Jr.	802 W. Druid Road Clearwater, Florida 33516
Jay B. Moore	2621 Cove Cay Drive, Apt. 101 Clearwater, Florida 33520

N.
Donald M. Leikam

13410 Gulfcrest Way
Tampa, Florida 33614

ARTICLE VI
MANAGEMENT

The affairs of the corporation shall be managed by its Board of Directors, which shall consist of not less than three (3) nor more than seven (7) individuals, the precise number to be fixed by the By-Laws or by the Board of Directors of the corporation from time to time. Directors shall be elected for one year terms by the members at annual meetings to be held as scheduled by the Board of Directors in the last quarter of the calendar year of each year in the manner prescribed in the By-Laws of the corporation, and shall hold office until their respective successors are duly elected and qualified. The Board shall elect a President, a Vice President, and a Secretary-Treasurer of the corporation, and such other officers as may, in the opinion of the Board, from time to time be necessary to adequately administer the affairs of the corporation, such officers to hold office at the pleasure of the Board or until their successors are duly elected and qualified. Officers may be Directors. Officers and Directors must be members of the Association except with respect to those who are named by Carrollwood Properties, Inc., a Florida corporation, or its successor as Developer of Carrollwood Village Phase II. Any individual may hold two or more corporate offices, except the offices of President and Secretary-Treasurer may not be held by the same person. The officers of the corporation shall have such duties as may be specified by the Board or the By-Laws of the corporation. Compensation for any of such officers, if any, shall be fixed by the Board. Vacancies occurring on the Board and among the officers shall be filled in the manner prescribed by the By-Laws of the corporation.

Notwithstanding any other provisions of this Charter

or of the By-Laws, Directors shall be elected by vote of the membership, with each member having voting rights as an owner of Class A property or Class B property as set forth in the Master Declaration.

ARTICLE VII

INITIAL OFFICERS

The names of the officers who are to serve until their successors are elected under the provisions of these Articles and the By-Laws are the following:

<u>Identity</u>	<u>Title</u>
Alfred Hoffman, Jr.	President and Treasurer
Jay B. Moore	Vice President and Assistant Secretary
^{N.} Donald M. Leikam	Secretary

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

The number of persons constituting the initial Board of Directors of the corporation shall be three (3); and the names and addresses of the members of such first Board of Directors, who shall hold office until their respective successors are elected pursuant to the provisions of these Articles and By-Laws, are the following:

<u>Name</u>	<u>Address</u>
Alfred Hoffman, Jr.	802 W. Druid Road Clearwater, Florida 33516
Jay B. Moore	2621 Cove Cay Drive, Apt. 101 Clearwater, Florida 33520
^{N.} Donald M. Leikam	13410 Gulfcrest Way Tampa, Florida 33614

ARTICLE IX

BY-LAWS

The By-Laws of the corporation shall be adopted by the initial Board of Directors, as constituted under Article VIII above, at the organizational meeting of the Board, and said By-Laws may be thereafter altered, amended, added to or

rescinded by the Board at any regular or special meeting thereof.

No amendment to the By-Laws shall be valid which affects any of the rights and privileges provided to the Developer therein without the written consent of the Developer.

ARTICLE X

AMENDMENTS

The corporation reserves the right to amend these Articles of Incorporation at any regular or special meeting of the Board of Directors by a vote of two-thirds of the Directors or by the vote of a majority of the members owning Class A property and a majority of the members owning Class B property.

No amendment to these Articles of Incorporation shall be valid which affects any of the rights and privileges provided to the Developer herein or in the Master Declaration nor in any declaration of restrictions and easements without the written consent of the Developer.

ARTICLE XI

DISTRIBUTION ON LIQUIDATION OR DISSOLUTION

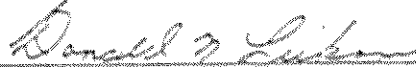
Upon dissolution of this corporation, or the liquidation of its assets, whether voluntary or involuntary or by operation of law, except as and to the extent otherwise provided or required by law, the net assets remaining after payment of all debts and obligations of the corporation and of all costs and expenses of such liquidation or dissolution, shall be distributed to a non-profit corporation organized for similar purposes or to an appropriate public authority, subject always to the provisions of these Articles and to the specific condition that none of the net assets of the corporation shall be distributed to or for the benefit of any member, officer or director of the corporation or to any other individual; provided, however, that nothing contained in this Article shall be construed to prevent a distribution from the net assets of the corporation

to another distributee, otherwise properly made in accordance with the provisions of the Articles and the purposes herein stated, solely by reason of the fact that one or more of the members, officers or directors of the corporation may be connected or associated with the distributee as a shareholder, member, trustee, director, officer or in any other capacity.

IN WITNESS WHEREOF, the subscribers have executed these Articles of Incorporation as of this 21st day of June, 1978.


ALFRED HOFFMAN, JR.

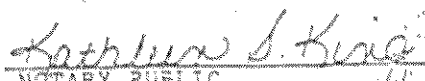

JAY B. MOORE


DONALD N. LEIKAM

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that on this 21st day of June, 1978, personally appeared before me, the undersigned authority, ALFRED HOFFMAN, JR., JAY B. MOORE and DONALD N. LEIKAM, to me well known and known to be to be the persons described in the foregoing Articles of Incorporation, who severally acknowledged to me that they executed the same as their free act and deed for the uses and purposes therein set forth.


KATHRYN S. KING
NOTARY PUBLIC
State of Florida at Large

My Commission Expires:

Notary Public, State of Florida at Large
My Commission Expires Jan. 20, 1981