

State of Florida

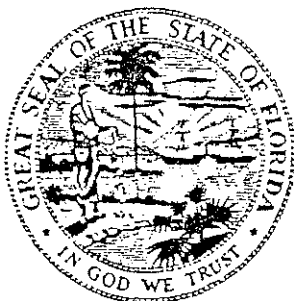


Department of State

I certify that the attached is a true and correct copy of the Articles of Incorporation of COLONY OAKS HOMEOWNERS ASSOCIATION, INC., a corporation organized under the Laws of the State of Florida, filed on May 15, 1984, as shown by the records of this office.

The charter number of this corporation is N03094.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
17th day of May, 1984.



A handwritten signature in cursive script, appearing to read "George Firestone".

George Firestone
Secretary of State

No 3094

ARTICLES OF INCORPORATION OF
COLONY OAKS HOMEOWNERS ASSOCIATION, INC.

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1994 MAY 11 PM 1:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned by these Articles associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, and certify that the following:

I. NAME

The name of the corporation shall be COLONY OAKS HOMEOWNERS ASSOCIATION, INC. For convenience the corporation shall be referred to in this instrument as the "Association".

II. PURPOSE

The purpose for which the Association is organized is to provide an entity for the purpose of holding title to certain common areas located in that subdivision located in Tampa, Florida, known as COLONY OAKS TOWNHOMES and to perform certain management responsibilities in connection with the lots in said subdivision.

The Association shall make no distribution of income to its members, directors or officers.

III. POWERS

The powers of the Association shall include and be governed by the following provisions:

3.1 The Association shall have all of the common law and statutory powers of a corporation not for profit not in conflict with the terms of these Articles.

3.2 The Association shall have all of the powers contained in these Articles and in those Restrictions recorded in the Public Records of Hillsborough County, Florida, including but not limited to the following:

a. To make and collect assessments against members as lot owners to defray the costs, expenses and losses of the Association, and to account to each member for assessments against that member's lot.

b. To use the proceeds of assessments in the exercise of its powers and duties.

c. The maintenance, repair, replacement and operation of the property of the Association.

d. The purchase of insurance upon the property of the Association and insurance for the protection of the Association and its members as lot owners.

e. The reconstruction of improvements and the casualty and the further improvement of the property.

f. To enforce by legal means the provisions of the above described Restrictions, these Articles, and the By-laws of the Association.

g. to employ personnel to perform the services required for the proper operation of the Association.

IV. MEMBERS

4.1 The members of the Association shall consist of all of the record owners, by deed or otherwise, of lots in COLONY OAKS TOWNHOMES.

4.2 Change of membership in the Association shall be established by recording in the Public Records of Hillsborough County, Florida, a deed, or other instrument establishing a record title to the lot and the delivery to the Association of a certified copy of such instrument. The owner designated by such instrument thus becomes a member of the Association and the membership of the prior owner is terminated.

4.3 The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to his lot.

4.4 The owner of each lot shall be entitled to one vote as a member of the Association. The manner of exercising voting rights shall be determined by the By-laws of the Association.

V. DIRECTORS

5.1 The affairs of the Association shall be managed by a Board of Directors consisting of three (3) directors.

5.2 The Developer of Colony Oaks Subdivision shall appoint all three initial directors. Within 3 years after recordation of the above described Restrictions, the Developer shall turn over control of the Association to the members. At that time there shall be a special meeting of the lot owners to elect new directors of the Association. All existing directors appointed by the Developer shall resign at the time of said meeting.

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TALLAHASSEE, FLORIDA

5.3 The names and addresses of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed are as follows:

Directors

Robert A. Walter 3339 W. Kennedy Blvd.
Tampa, Florida 33609

Douglas R. Belden, Jr. 3215 Swann Avenue
Tampa, Florida 33609

Charlotte M. Fowler 922 Hillside Drive
Lutz, Florida 33549

VI. OFFICERS

The affairs of the Association shall be administered by the officers designated by the By-Laws. The Officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors.

The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

President Robert A. Walter
3339 W. Kennedy Blvd.
Tampa, Florida 33609

Vice President Douglas R. Belden, Jr.
3215 Swann Avenue
Tampa, Florida 33609

Secretary/Treasurer Charlotte M. Fowler
922 Hillside Drive
Lutz, Fla. 33549

VIII. INDEMNIFICATION

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceedings or settlement of any proceedings to which he may be a party by virtue of having been a director or officer of the Association, whether or not he is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of

a settlement the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such directors or officers may be entitled.

VIII. BY-LAWS

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

IX. AMENDMENTS

Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

9.1 A resolution for the adoption of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

9.2 A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing such approval is delivered to the Secretary at or prior to the meeting. Except as elsewhere provided, such approvals must be by not less than a majority of the Board of Directors and not less than a majority of the votes of the entire membership of the Association.

9.3 No amendment shall make any changes in the qualifications for membership, nor in the voting rights of members, without approval in writing by all members and the joinder of all owners of mortgages on parcels in Colony Oaks Subdivision.

9.4 A copy of each amendment shall be certified by the Secretary of State and be recorded in the Public Records of Hillsborough County, Florida.

X. TERM

The term of the Association shall be preptual.

XI. SUBSCRIBERS

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

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MAY 15 2001
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Robert A. Walter
Douglas R. Belden, Jr.
Charlotte M. Fowler

3339 W. Kennedy Boulevard
Tampa, Florida 33609
3215 Swann Avenue
Tampa, Florida 33609
922 Hillside Drive
Lutz, Florida 33549

IN WITNESS WHEREOF, the subscribers have affixed their
signatures this 20 day of April, 1984.

Robert A. Walter
Robert A. Walter

Douglas R. Belden, Jr.
Douglas R. Belden, Jr.

Charlotte M. Fowler
Charlotte M. Fowler

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

Before me, the undersigned authority personally
appeared Robert A. Walter, Douglas R. Belden, Jr. and
Charlotte M. Fowler, who after being duly sworn,
acknowledges that they executed the foregoing Articles of
Incorporation for the purpose expressed in said Articles
this 20th day of April, 1984.

James H. [Signature]
Notary Public
State of Florida

My Commission Expires:
Notary Public State of Florida at Large
My Commission Expires Oct. 12, 1984.

FILED
1984 MAY 15 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

First that Colony Oaks Homeowners Association, Inc. desiring to organize or qualify under the Laws of the State of Florida with its principal place of business at the City of Tampa, State of Florida, has named Robert A. Walter, located at 3339 West Kennedy Boulevard, Tampa, Florida, 33609, as it's agent to accept service of process within Florida.

Signature: *D. R. Bly*
(Corporate Officer)

Title: Vice-President

Date: April 30, 1984

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Signature: *Robert a. Walter*
Resident Agent

Date: April 30, 1984

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA