

STATE OF FLORIDA

DEPARTMENT OF STATE • DIVISION OF CORPORATIONS

I certify that the following is a true and correct copy of

CERTIFICATE OF INCORPORATION

OF

EAST LAKE WOODLANDS CLUSTER HOMES IMPROVEMENT ASSOCIATION
UNIT TWO, INC.

filed in this office on the 9th day of September,

19 77.

Charter Number: 740099



GIVEN under my hand and the Great
Seal of the State of Florida, at
Tallahassee, the Capital, this the
9th day of September,
1977 .

A handwritten signature in cursive script, reading "Bruce A. Smith".

SECRETARY OF STATE

ARTICLES OF INCORPORATION: P 3 11 20 1977

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDAEAST LAKE WOODLANDS CLUSTER HOMES
IMPROVEMENT ASSOCIATION UNIT TWO, INC.
(A Florida corporation not for profit)

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

ARTICLE 1 - NAME

The name of the corporation shall be: EAST LAKE WOODLANDS CLUSTER HOMES IMPROVEMENT ASSOCIATION UNIT TWO, INC., hereinafter sometimes referred to as the "Association".

ARTICLE 2 - PURPOSE

The general nature, objects and purposes for which the Association is organized are as follows:

- (a) To promote the health, safety and social welfare of the members of the Association in protecting and enhancing the value of the property of the members located in the subdivision known as East Lake Woodlands Cluster Homes Unit Two, according to plat thereof recorded or to be recorded in the current public records of Pinellas County, Florida, and in additional subdivisions of lands contiguous to or nearby East Lake Woodlands Cluster Homes Unit Two, all of which subdivisions are hereinafter sometimes collectively referred to as the "East Lake Subdivisions";
- (b) To endeavor to see that ad valorem taxes and assessments levied on said property of the members of the Association are uniform and fair;
- (c) To endeavor to see that adequate police and fire protection, garbage and trash removal and other conveniences and utility services are furnished to the property of the members;
- (d) To provide for the maintenance, improvement and beautification of access ways, common parcels, and other properties in the East Lake Subdivisions;
- (e) To provide, purchase, acquire, replace, improve, maintain and/or repair such buildings, structures, landscaping, paving and equipment, both real and personal, related to the health, safety and social welfare of the members of the Association, as the Board of Directors, in its discretion, determines necessary, appropriate and/or convenient;
- (f) To operate without profit for the sole and exclusive benefit of its members, but without pecuniary gain or profit to the members of the Association.

ARTICLE 3 - GENERAL POWERS

The general powers that the Association shall have are as follows:

- (a) To hold funds solely and exclusively for the benefit of the members for purposes set forth in these Articles of Incorporation;

(b) To promulgate and enforce rules, regulations, by-laws, covenants, restrictions and agreements to effectuate the purposes for which the Association is organized;

(c) To delegate power or powers where such is deemed in the interest of the Association;

(d) To purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of, real or personal property; to enter into, make, perform or carry out contracts of every kind with any person, firm, corporation or association; to do any and all acts necessary or expedient for carrying on any and all of the activities and pursuing any and all of the objects and purposes set forth in the Articles of Incorporation and not forbidden by the laws of the State of Florida;

(e) To fix assessments to be levied against property to defray expenses and costs of effectuating the objects and purposes of the Association and to create reasonable reserves for such expenditures;

(f) To charge recipients for services rendered by the Association and the user for use of Association property where such is deemed appropriate by the Board of Directors of the Association;

(g) To pay taxes and other charges, if any, on or against property owned or accepted by the Association;

(h) To borrow money and from time to time, to make, accept, endorse, execute and issue debentures, promissory notes or other obligations of the Association for monies borrowed or in payment for property acquired or for any of the other purposes of the Association and to secure the payment of such obligation by mortgage, pledge or other instrument of trust, or by lien upon, assignment of or agreement in regard to all or any part of the property rights or privileges of the Association wherever situated;

(i) To purchase insurance;

(j) In general, to have all common law and statutory powers conferred upon corporations not for profit by the laws of the State of Florida that are not in conflict with the terms of these Articles.

ARTICLE 4 - MEMBERS

There shall be two classes of members in the Association, one class of which shall be known as Class A members and the other of which shall be known as Class B members, and the qualification of such members, the manner of their admission and the voting rights of such members shall be as is more particularly set forth in the Declaration of Covenants and Restrictions for East Lake Woodlands Cluster Homes Unit Two, a copy of which is attached hereto and made a part of these Articles of Incorporation.

ARTICLE 5 - TERM

This Association shall have perpetual existence.

ARTICLE 6 - INITIAL SUBSCRIBERS

The names and addresses of the subscribers hereto are:

LAW OFFICES

OWELL & DEAS, P.A.
106 FLETCHER BUILDING
JACKSONVILLE, FLA.

32204

Allan R. Rutberg, 301 East Lake Woodlands Parkway,
Oldsmar, Florida 33557;

A. George Newman, 520 Broad Street, Newark,
New Jersey 07101;

Thomas A. Shapiro, 301 East Lake Woodlands Parkway,
Oldsmar, Florida 33557

ARTICLE 7 - DIRECTORS

The activities and affairs of the Association shall be managed by a Board of Directors who shall be elected by the members at the annual meeting of the members or at such other time as may be specified in the By-Laws. The number of Directors shall be fixed by the By-Laws. The first Board of Directors who shall serve until the annual meeting of the members to be held in 1978, shall consist of the three original subscribers hereto. All vacancies in the Board of Directors shall be filled by the remaining Directors.

The Board of Directors may by resolution designate an Executive Committee, to consist of one or more of the Directors of the Association, which, to the extent provided in said resolution or in the By-Laws of the Association, shall have and may exercise the powers of the Board of Directors in the management of the affairs of the Association.

The Board of Directors may deal with and expend the income and principal of the Association in such manner as in the judgment of the Board will best promote its purposes.

The By-Laws may confer powers upon the Directors in addition to the foregoing and other powers and authorities expressly conferred upon them by statute.

ARTICLE 8 - OFFICERS

The officers of the Association, who shall manage its affairs under the direction of the Board of Directors, shall be a President, a Vice-President, a Secretary, and a Treasurer, and such other officers as the Board of Directors from time to time may elect or appoint. The officers shall be elected at the annual meeting of the Board of Directors or at such other time as may be specified in the By-Laws and shall hold office for such period of time as the By-Laws shall provide.

The names, addresses and offices held of the officers who are to serve until the first election or appointment under the Articles of Incorporation are:

Allan R. Rutberg, 301 East Lake Woodlands
Parkway, Oldsmar, Florida 33557, President;

Thomas A. Shapiro, 301 East Lake Woodlands
Parkway, Oldsmar, Florida 33557, Vice-President;

A. George Newman, 520 Broad Street, Newark,
New Jersey 07101, Secretary-Treasurer.

ARTICLE 9 - BY-LAWS

The members, by a vote of a majority of those present at any meeting at which a quorum is present, shall make, alter, amend, or rescind the By-Laws of the Association.

ARTICLE 10 - DISSOLUTION

LAW OFFICES

HOWELL & DEAS, P.A.
606 FLETCHER BUILDING
JACKSONVILLE, FLA.

32204

Upon the dissolution or liquidation of the Association, whether voluntary or involuntary, all of its funds and other assets remaining after payment of all costs and expenses of dissolution or liquidation shall be distributed and paid over entirely and exclusively to organizations which have qualified for exemption under Section 501(c)(3) of the Internal Revenue Code of 1954, or to the federal government, or to a state or local government, for a public purpose. None of the funds or assets and none of the income of the Association shall be paid over, distributed to or inure to the benefit of any member, officer or director of the Association or any other private individual.

ARTICLE 11 - STOCK

The Association shall not have or issue any shares of corporate stock.

ARTICLE 12 - OFFICE

The initial principal office of the Association is to be located at Oldsmar, Florida, which office may be changed from time to time by action of the Board of Directors.

ARTICLE 13 - AMENDMENTS

Amendments to the Articles of Incorporation may be proposed and adopted as follows: Every amendment shall first be proposed by a member and shall then be approved by a majority of the members by resolution duly adopted at any meeting thereof at which a quorum is present. A copy of the proposed amendment with thereon a certificate that it has been approved by the members, sealed with the corporate seal, signed by the Secretary, and executed and acknowledged by the President or Vice-President, shall be prepared and filed with the Secretary of State of the State of Florida in the manner required for Articles of Incorporation of corporations not for profit. The Articles of Incorporation shall be amended and the amendment incorporated therein when the amendment has been filed with the Secretary of State, approved by him, and all filing fees have been paid. Subject to the foregoing terms and conditions, the Association reserves the right to alter, amend, change or repeal any provision contained herein.

ARTICLE 14 - CONTRACTUAL POWERS

In the absence of fraud, no contract or other transaction between the Association and any other person, firm, corporation, or partnership shall be affected or invalidated by the fact that any director or officer of the Association is pecuniarily or otherwise interested therein. Any director may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Association for the purpose of authorizing such contract or transaction with like force and effect as if he were not so interested or were not a director, member or officer of such firm, association, corporation, or partnership. It is specifically intended that officers of the Association may also be officers in or have interest in the corporations with which management or maintenance agreements are or may be entered into with respect to the East Lake Subdivisions.

IN WITNESS WHEREOF, we, the undersigned subscribing incorporators, have hereunto set our hands and seals this 6th day of SEPTEMBER, 1977, for the purpose of forming this corporation not for profit under the laws of the State of Florida, and we hereby make, subscribe, acknowledge, and file in the office of the Secretary of State of the

LAW OFFICES

HOWELL & DEAS, P.A.
606 FLETCHER BUILDING
JACKSONVILLE, FLA.

32204

State of Florida these Articles of Incorporation and certify that the facts herein stated are true.

Allan R. Rutberg
Allan R. Rutberg

Thomas A. Shapiro
Thomas A. Shapiro

A. George Newman
A. George Newman

STATE OF FLORIDA
COUNTY OF

BEFORE ME, personally appeared Allan R. Rutberg and Thomas A. Shapiro, parties to the foregoing Articles of Incorporation, to me well known and known to me to be the individuals described in and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they made, subscribed and acknowledged the foregoing Articles of Incorporation as their voluntary act and deed, and that the facts set forth therein are true and correct.

WITNESS my hand and official seal this 6th day of September, 1977.

Carol Lynn Dennis
Notary Public, State and County as aforesaid, My Commission Expires:
Notary Public, State of Florida at Large
My commission expires July 24, 1981

STATE OF NEW JERSEY
COUNTY OF ESSEX

BEFORE ME, personally appeared A. George Newman, party to the foregoing Articles of Incorporation, to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he made, subscribed and acknowledged the foregoing Articles of Incorporation as his voluntary act and deed and that the facts set forth therein are true and correct.

WITNESS my hand and official seal this 1st day of SEPTEMBER, 1977.

Walter A. Roman
Notary Public, State and County as aforesaid, My Commission Expires:

WALTER A. ROMAN
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires Mar. 7, 1979

LAW OFFICES
HOWELL & DEAS, P.A.
606 FLETCHER BUILDING
JACKSONVILLE, FLA.
32204

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

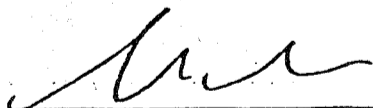
CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes,
the following is submitted in compliance with said Act:

FIRST: That East Lake Woodlands Cluster Homes
Improvement Association Unit Two, Inc., desiring to organize
under the laws of the State of Florida, with its initial
registered office, as indicated in the Articles of Incorporation,
at the City of Oldsmar, County of Pinellas, State of Florida,
has named William J. Deas, located at 1000 Riverside Avenue,
Jacksonville, Florida 32204, as its agent to accept service
of process within this state.

ACKNOWLEDGMENT

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



William J. Deas, Resident Agent