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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION

OF

ARBOR GREENE OF NEW TAMPA HOMEOWNERS ASSOCIATION, INC.

THE UNDERSIGNED, in accordance with the provisions of Chapter 617, *Florida Statutes*, hereby makes, subscribes and acknowledges these Articles of Incorporation for the purpose of forming a not-for-profit corporation.

ARTICLE I

The name of the corporation is ARBOR GREENE OF NEW TAMPA HOMEOWNERS ASSOCIATION, INC.

ARTICLE II

This corporation does not contemplate pecuniary gain profit, direct or indirect to its Members, and its primary purposes are:

A. To administer and enforce, within Arbor Greene, a single family community located in Tampa, Florida (the "Property"):

(i) The Amended and Restated Declaration of Covenants, Conditions and Restrictions of Arbor Greene, recorded in O.R. Book 8473, Page 1973, as amended by First Amendment to Amended and Restated Declaration of Covenants, Conditions and Restrictions recorded in O.R. Book 8736, Page 1637, and by Second Amendment to Amended and Restated Declaration of Covenants, Conditions and Restrictions to be hereafter recorded, and by all subsequent amendments, all of the Public Records of Hillsborough County, Florida (collectively, the "Declaration"); and

(ii) The Design Review Criteria (as that term is defined in the Declaration) promulgated by the Declarant under the Declaration and/or the Corporation.

B. To otherwise exercise the powers granted to the Association under the Declaration; provided, however, the corporation shall not have the authority to exercise any power that has been granted to the Arbor Greene Community Development District (the "CDD"), or that is inconsistent with any power granted to the CDD.

ARTICLE III

The term for which the corporation is to exist is perpetual unless the corporation is dissolved pursuant to any applicable provision of the *Florida Statutes*. Any dissolution of the corporation shall comply with the Declaration.

ARTICLE IV

The members of the corporation shall be all owners of platted lots within the Property (the "Lots").

ARTICLE V

The name and address of the incorporator of these Articles is:

Charles B. Funk	601 Bayshore Boulevard, Suite 650 Tampa, Florida 33606
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The address of the initial principal office of the corporation is: 601 Bayshore Boulevard, Suite 650, Tampa, Florida 33606.

ARTICLE VI

The corporation shall be governed by a Board of Directors (the "Board") consisting initially of three (3) persons. Directors shall be selected and removed as provided in the Bylaws of the corporation (the "Bylaws"). A vacancy on the Board shall be filled by the majority vote of the remaining Directors. The initial Directors shall be:

Charles B. Funk	601 Bayshore Boulevard, Suite 650 Tampa, Florida 33606
Jeffrey B. Meehan	601 Bayshore Boulevard, Suite 650 Tampa, Florida 33606
John C. Blakley	601 Bayshore Boulevard, Suite 650 Tampa, Florida 33606

ARTICLE VII

The affairs of the corporation are to be managed by a President, a Vice-President, a Secretary, a Treasurer and such other officers as the Bylaws may provide for from time to time. Officers shall be elected annually by the Board of Directors at the first meeting of the Board of Directors following the annual meeting of the corporation and shall hold office until the next succeeding annual election of officers or until their successors are elected and qualify. In the event of a vacancy in any office, the vacancy shall be filled by a majority vote of the Board of Directors.

ARTICLE VIII

The corporation shall have two (2) classes of membership, Class A and Class B, each of which shall be entitled to certain voting rights and numbers of votes, all as more fully set forth in

the Bylaws. When more than one (1) person holds an ownership interest in any Lot, all such persons shall be Members and a vote for such Lot shall be exercised as those owners themselves determine and advise the Secretary prior to any meeting. In the absence of such advice, the Lot's vote shall be suspended in the event more than one (1) persons seeks to exercise it.

ARTICLE IX

Members representing at least one percent (1%) of the total voting interests of the corporation must be present in person, or present by valid proxy, to constitute a quorum. A quorum shall be required at all meetings of the Members for the transaction of business, except as otherwise provided by statute or the Bylaws. If a quorum cannot be reached at any meeting of the membership, the meeting may be adjourned and reconvened as provided by the Bylaws. Adjourned and reconvened meetings shall be at least three (3) days apart and, if a quorum is reached, any business may be transacted which might have been transacted at the adjourned meeting.

ARTICLE X

This corporation shall never have nor issue any shares of stock, nor shall this corporation distribute any part of the income of this corporation, if any, to its Members, Directors or officers. However, the corporation shall not be prohibited from reasonably compensating its Members, or Directors or officers for services rendered, nor shall the corporation be prohibited from making any payments or distributions to Members of benefits, monies or properties permitted by Chapter 617, *Florida Statutes*.

ARTICLE XI

The corporation shall have all the powers set forth and described in Chapter 617, *Florida Statutes* (as presently existing or as may be amended from time to time), these Articles of Incorporation, and the Bylaws. The functions and services which the Association is authorized to carry out or to provide may be added to or reduced at any time upon the affirmative vote of a majority of the Board, so long as such addition or reduction is not inconsistent with the requirements of the Declaration, these Articles, or the Bylaws.

ARTICLE XII

The corporation shall indemnify all persons who may serve or who have served at any time as Directors or officers and their respective heirs, administrators, successors and assigns against any and all expenses, including amounts paid upon judgments, counsel fees and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred in connection with the defense or settlement of any claim, action, suit or proceeding in which they or any of them are made a party of which may be asserted against any of them, by reason of having been a Director or officer of the corporation, except in such cases where the Director or

officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties. Such indemnification shall be in addition to any rights to which such Director or officer may otherwise be entitled.

ARTICLE XIII

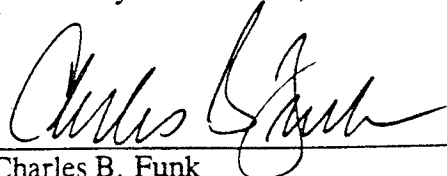
In the absence of fraud, no contract or other transaction between this corporation and any other person, firm, association, corporation or partnership shall be affected or invalidated by the fact that any Director or officer of this corporation is pecuniarily or otherwise interested in, or is a director, member or officer of any such firm, association, corporation or partnership. Any Director may vote and be counted in determining the existence of a quorum at any meeting of the Board of Directors for the purpose of authorizing such contract or transaction with like force and effect, as if he or she were not so interested, or not a director, member or officer of such other firm, association, corporation or partnership.

ARTICLE XIV

The Bylaws of this corporation are to be made and adopted by a majority vote of the Directors and said Bylaws may not be altered, amended, rescinded or added to except as provided in the Bylaws.

ARTICLE XV

These Articles of Incorporation may be amended, altered, rescinded or added to by appropriate resolution approved by a majority vote of the voting interests of the Members present at any duly convened membership meeting or, alternatively, by appropriate resolution adopted by a majority of the Board of Directors at any duly convened meeting of the Board and accepted by a majority of the voting interest of the Members present at any duly convened membership meeting. Any Member of this corporation may propose an amendment to the Articles of Incorporation to the Board or the membership, as the case may be. Further, no amendment shall be made that is in conflict with the Declaration.



 Charles B. Funk

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**DESIGNATION OF REGISTERED AGENT
AND REGISTERED OFFICE**

The initial registered agent of this corporation shall be Charles B. Funk. The initial registered office of this corporation shall be 601 Bayshore Boulevard, Suite 650, Tampa, Florida 33606.

ACCEPTANCE

Having been named registered agent to accept service of process for the above-named corporation, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 48.091, *Florida Statutes*.



Charles B. Funk, Registered Agent

1189-038-0495803.02