

ARTICLES OF INCORPORATION
OF
COLONIAL HILLS HOMEOWNERS ASSOCIATION, INC.

A Florida Corporation Not For Profit

The undersigned incorporator, a resident of the State of Florida and of full age, hereby makes, subscribes, acknowledges and files with the Department of the State of Florida these Articles of Incorporation for the purpose of forming a corporation not for profit under the laws of the State of Florida.

ARTICLE I
NAME

The name of this corporation is Colonial Hills Homeowners Association, Inc., a Florida corporation not for profit (hereinafter called the "Association" in these Articles.)

ARTICLE II
OFFICE AND REGISTERED AGENT

This Association's registered office is 325 South Boulevard, Tampa, Florida 33606 Hillsborough County, Florida, and its registered agent is Judith L. James who maintains a business office at 325 South Boulevard, Tampa, Florida 33606. Both this Association's registered office and registered agent may be changed from time to time by the Board of Directors as provided by law.

ARTICLE III
PURPOSE

This Association does not contemplate pecuniary gain or profit to its members and the specific purposes for which it is formed are to provide for the maintenance, preservation and architectural control of all common areas and other residence lots within that certain tract of property known as Colonial Hills, Phase I in Hillsborough County, Florida.

ARTICLE IV
POWERS

Without limitation this Association is empowered to:

- (a) Declaration. Exercise all rights, powers, privileges and perform all duties, of this Association set forth in that certain Declaration of Covenants, Conditions and Restrictions (hereinafter called the Declaration) applicable to the property and recorded or to be recorded

H99000024207 5

in the Public Records of Hillsborough County, Florida and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth in full, including the maintenance and operation of the surface water management system, and the wastewater system.

(b) Property. In any lawful manner, acquire, own, hold, improve, manage, operate, maintain, repair, replace, operate, convey, sell, lease, transfer, assign, and otherwise dispose of property of any nature whatsoever, real, personal, or mixed, tangible or intangible, in connection with this Association's affairs. The Association shall operate and maintain the surface water management system as permitted by the Southwest Florida Water Management District, including all lakes, retention areas, water management areas, ditches, culverts, structures and related appurtenances.

(c) Assessments. Fix, levy, collect, and enforce by any lawful means all charges or assessments established by, or pursuant to, the Declaration, for the purposes expressed therein including the operation and maintenance of the surface water management system; and to use and expend the proceeds of assessments in the exercise of its powers and duties hereunder.

(d) Costs. Pay all costs, expenses, and obligations lawfully incurred in connection with this Association's affairs including, without limitation, all licenses, taxes, or other governmental charges levied or imposed against this Association's property.

(e) Borrowing. Borrow money and, with the approval of two-thirds of each class of members, mortgage, pledge, deed in trust, hypothecate, assign, grant security interests in, or otherwise transfer any or all of its property as security for money borrowed, debts incurred, or any of its other obligations.

(f) Dedications. With the approval of three-fourths of the members, dedicate, sell or transfer all or any part of its property to any public agency, authority, or utility for such purposes, and subject to such conditions, as seventy-five percent (75%) of the members determine.

(g) Mergers. With the approval of two-thirds (2/3) of the members, participate in mergers and consolidations with other non-profit corporations organized for similar purposes.

(h) Rules. From time to time adopt, alter, amend, rescind, and enforce reasonable rules and regulations governing the use of the Lots, and Common Area, and members' responsibilities, consistent with the rights and duties established by the Declaration and these Articles.

(i) General. Have and exercise all common law rights, powers, and privileges and those that a corporation not for profit may now or hereafter have or exercise under the laws of the State of Florida, together with all other rights, powers, and privileges reasonably to be implied from the existence of any right, power, or privilege so granted, or granted by the Declaration or

H99000024207 5

these Articles, or reasonably necessary to effectuate the exercise of any right, power, or privilege so granted.

(j) Enforcement. To enforce by legal means the obligations of the members of the Association and the provisions of the Declaration.

ARTICLE V MEMBERSHIP

Every person who from time to time holds the record fee simple title to, or any undivided fee simple interest in, any Lot that is subject to the provisions of the Declaration is a member of this Association, but excluding all other persons who hold any interest in any Lot merely as security for the performance of an obligation. An Owner of more than one Lot is entitled to one membership for each Lot owned. Membership is appurtenant to, and may not be separated from, ownership of at least one Lot that is subject to the provisions of the Declaration, and membership may not be transferred other than by transfer of title to such Lot. Each membership is transferred automatically by conveyance of title of a Lot.

ARTICLE VI VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. Class A members shall be all Owners, with the exception of the Developer (as defined in the Declaration), and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. The Class B member shall be the Developer, and shall be entitled to nine (9) votes for each lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of the following events, whichever occurs earlier:

- (a) three months after ninety percent (90%) of the lots have been conveyed to Class A members; or
- (b) on the anniversary date ten years from the date when the first Lot is conveyed to an individual purchaser; or
- (c) at the election of Developer.

ARTICLE VII BOARD OF DIRECTORS

Section 1. This Association's affairs are managed by a Board of Directors initially composed of three Directors. The number of Directors from time to time may be changed by amendment to this Association's By-Laws, but at all times it must be an odd number of three or more but not to exceed five (5). The initial Directors named below shall serve until this Association's first annual meeting. The term of office for all Directors is one year. Before any such annual meeting, all vacancies occurring on the Board of Directors, if any, will be filled by majority vote of the remaining Directors, even if less than a quorum. Any Director may succeed himself or herself in office. All Directors will be elected by written ballot. Each member may cast as many votes for each vacancy as such member has; and the person receiving the largest number of votes cast for each vacancy is elected. Cumulative voting is not permitted. Directors need not be Association members.

Section 2. The names and addresses of the persons who will serve as Directors until their successors have been duly elected and qualify, unless they sooner die, resign, or are removed, are:

Name: Nelson C. Steiner, Director
Alfred F. Steiner II, Director
Matthew Steiner, Director

Address: 5012 Lemon Street
Tampa, Florida 33609

ARTICLE VIII INCORPORATOR

The name and street address of the incorporator is:

Name: Judith L. James

Address: 325 South Boulevard
Tampa, Florida 33606

ARTICLE IX DISSOLUTION

This Association may be dissolved in the manner from time to time provided by the laws of the State of Florida and with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of this Association in any manner other than incident to a merger or consolidation, all of this Association's assets must be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. If dedication

is refused, such assets must be granted, conveyed, and assigned to any similar nonprofit corporation, association, trust, or other organization to be devoted to such similar purposes. In no event, however may any assets inure to the benefit of any member or other private individual.

ARTICLE X DURATION

This Association exists perpetually.

ARTICLE XI BY-LAWS

This Association's By-Laws initially will be adopted by the Board of Directors. Thereafter, the By-Laws may be altered, amended, or rescinded with the approval of seventy-five percent (75%) of the votes of the members, except as to those provisions for Amendment to the By Laws which are provided in the Declaration or any Supplemental Declaration in which case those provisions shall control such Amendments.

ARTICLE XII AMENDMENTS

Amendments to these Articles may be proposed and adopted in the manner from time to time provided by the laws of the State of Florida, provided that each such amendment must have the approval in writing of seventy-five percent (75%) of the votes of the members, except as to those provisions for Amendment to the By Laws which are provided in the Declaration or any Supplemental Declaration in which case those provisions shall control such Amendments.

ARTICLE XIII INTERPRETATION

Express reference is made to the Declaration where necessary to interpret, construe, and clarify the provisions of the Articles. Without limitation, all terms defined in the Declaration have the same meaning where used in these Articles. By subscribing and filing these Articles, the incorporators intend its provisions to be consistent with the provisions of the Declaration and to be interpreted, construed, and applied with those of the Declaration to avoid inconsistencies or conflicting results.

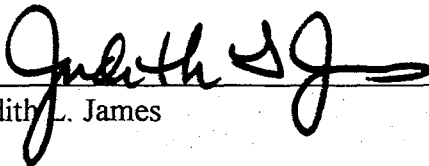
H99000024207 5

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

Colonial Hills Homeowners' Association, Inc., desiring to organize under the laws of the State of Florida, as a corporation not for profit with its principal office, as indicated in its Articles of Incorporation, at 325 South Boulevard, Tampa, Florida 33606, County of Hillsborough, State of Florida, has named Judith L. James, whose business offices is 325 South Boulevard, Tampa, Florida 33606, as its registered agent to accept service of process within Florida.

· ACCEPTANCE

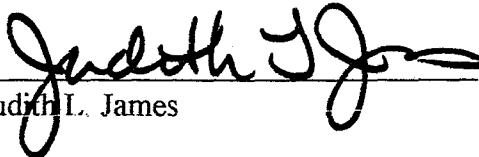
Having been named to accept service of process for the foregoing corporation at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes, including the duties and obligations imposed by Section 617.0503, relative to the proper and complete performance of my duties.


Judith L. James

Date: 9/27/99

H99000024207 5

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, I, the undersigned, constituting the incorporator of this Association, have executed these Articles of Incorporation this 27 day of September, 1999.



Judith L. James

OR BK 09847 PG 0923

IN WITNESS WHEREOF, Developer has executed this Declaration the date stated above.

WITNESSES:

[Handwritten Signature]
TERESA CRIMALDI

Please Print Name

[Handwritten Signature]
REBECCA MILLER

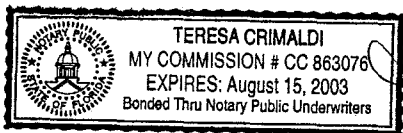
Please Print Name

NELSON C. STEINER

[Handwritten Signature]
NELSON C. STEINER

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 14th day of September 1999,
by Nelson C. Steiner. He is personally known to me or has produced _____ as
identification.



[Handwritten Signature]
NOTARY PUBLIC
Name: Teresa Crimaldi
Serial #: CC 863076
My Commission Expires: Aug 15, 2003

COLONIAL HILLS HOMEOWNERS ASSOCIATION, INC.

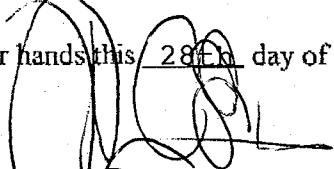
CERTIFICATION

I, the undersigned, do hereby certify:


THAT I am the duly elected and acting secretary of Colonial Hills Homeowners Association, Inc., a Florida corporation not-for-profit, and,

THAT the foregoing By-Laws constitute the original By-Laws of said Association, as duly adopted by written consent of the Board of Directors thereof, effective as of the 28th day of September, 1999.

IN WITNESS WHEREOF, we, being all of the directors of Colonial Hills Homeowners Association, Inc. have hereunto set our hands this 28th day of September, 1999.



Secretary



Director

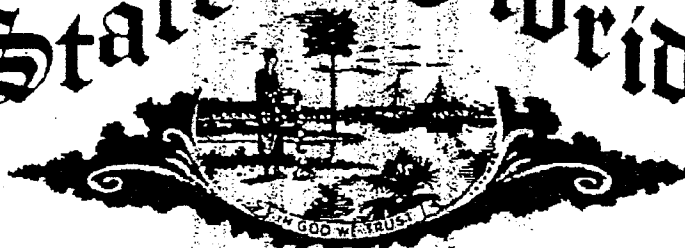


Director



Director

State of Florida



Department of State

EXHIBIT "A"

I certify the attached is a true and correct copy of the Articles of Incorporation of COLONIAL HILLS HOMEOWNERS ASSOCIATION, INC., a Florida corporation, filed on September 28, 1999, as shown by the records of this office.

I further certify the document was electronically received under FAX audit number H99000024207. This certificate is issued in accordance with section 15.16, Florida Statutes, and authenticated by the code noted below

The document number of this corporation is N99000005763.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
Twenty-eighth day of September, 1999

Authentication Code: 899A00047295-092899-N99000005763-1/1



CR2EO22 (1-99)

Katherine Harris

Katherine Harris
Secretary of State