

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of HOMEOWNERS ASSOCIATION OF SILVER LAKE, INC., a Florida corporation, filed on September 15, 1992, as shown by the records of this office.

I further certify the document was electronically received under FAX and it number H92000004980. 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 N50866.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
Sixteenth day of September, 1992.

Authentication 92A000068762-9/16/92-N50866-01/02



Jim Smith

Jim Smith
Secretary of State

ARTICLES OF INCORPORATION
OF
HOMEOWNERS ASSOCIATION OF SILVER LAKE, INC.

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned, being a resident of the State of Florida and of full age, hereby forms a corporation not for profit in accordance with the laws of the State of Florida, and certify as follows:

ARTICLE I - NAME

The name of this corporation is HOMEOWNERS ASSOCIATION OF SILVER LAKE, INC., hereinafter called the "Association".

ARTICLE II - PRINCIPAL OFFICE

The initial principal office of this Association shall be located at 1602 West Timberlane Drive, Plant City, FL 33567, which office may be changed from time to time by action of the Board of Directors.

ARTICLE III - REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent and office of the Association shall be BAYNARD, HARRELL, MASCARA, OSTOW & ULRICH, P.A., 28050 U.S. Highway 19 North, Suite 501, Clearwater, Florida 34621.

ARTICLE IV - PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to its members. The specific purposes for which it is formed are 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 "Properties". The purposes of this Association shall include, without limitation of the foregoing, the maintenance and architectural control of the Lots and Common Area within the Properties, and carrying out, enforcing and otherwise fulfilling its rights and responsibilities under and pursuant to that certain Declaration of Covenants, Conditions and Restrictions relating to the Properties

This instrument prepared by:

Julius I. Zschau

BAYNARD, HARRELL, MASCARA, OSTOW & ULRICH, P.A.

28050 U. S. Highway 19 North, Suite 501

Clearwater, FL 34621

813-796-2525

Florida Bar No. 195685

H92-4980

now or hereafter recorded among the Public Records of Hillsborough County, Florida, and any amendments or modifications thereof, herein together called the "Declaration." For the foregoing purposes, this Association is empowered to:

(1) exercise all of the powers and privileges, and to perform all of the duties and obligations of the Association as set forth in the Declaration as the same may be amended from time to time as therein provided;

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

(3) acquire, either by gift, purchase or otherwise, and to own, hold, improve, build upon, operate, maintain, convey, sell, lease or transfer, or otherwise dispose of real or personal property, or interests therein, in connection with the affairs of this Association;

(4) borrow money, and upon two-thirds (2/3) vote of each class of members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(5) dedicate, sell, or transfer all or any part of this Association's property to any public body or governmental agency or authority, or any public or private utility for such purposes and subject to such conditions as may be agreed to by the members;

(6) grant easements as to the Common Area to public and private utility companies, and to public bodies or governmental agencies or other entities or persons, without cost or charge, where convenient, desirable or necessary in connection with the development of the Properties, and the providing of utility and other services thereto;

(7) participate in mergers and consolidations with other non-profit corporations organized for similar purposes, provided that any such merger or consolidation shall have been approved by a two-thirds (2/3) vote of each class of members;

(8) adopt, alter, amend, and rescind reasonable rules and regulations from time to time, which rules and regulations shall be consistent with the rights and duties established by the Declaration and with the provisions of these Articles of Incorporation;

(9) contract for the maintenance and management of the Common Area and to authorize a management agent to assist the Association in carrying out its powers and duties under the Declaration;

(10) to adopt such annual budgets as are necessary to carry out the provisions of the Declaration; and

(11) have and 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.

ARTICLE V - MEMBERSHIP AND VOTING RIGHTS

A. Membership. Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by the provisions of the Declaration to assessment by this Association, shall be a member of this Association. The foregoing does not include persons or entities who hold a leasehold interest or an interest merely as security for the performance of an obligation. Ownership, as defined above, shall be the sole qualification for membership. When any Lot is owned of record by two or more persons or other legal entity, all such persons or entities shall be members. An Owner of more than one Lot shall be entitled to one membership for each Lot owned by him. Membership shall be appurtenant to and may not be separated from ownership of any Lots which are subject to assessment, and shall be automatically transferred by the conveyance of that Lot. WALDEN LAKE, INC., a Delaware corporation, and SUN CITY CENTER CORPORATION, a Delaware corporation, herein called the "Declarant", shall be a member of the Association so long as it owns one (1) Lot or more.

B. Membership Classifications. The Association shall have two classes of voting membership, Class A, and Class B. All votes shall be cast in the manner provided in the Bylaws. The two classes of voting memberships, and voting rights related thereto, are as follows:

(1) Class A. Class A members shall be all Owners of Lots subject to assessment; provided, however, so long as there is Class B membership the Declarant shall not be a Class A member. When more than one person or entity holds an interest in any Lots, the vote for such Lots shall be exercised as such persons determine, but in no event shall more than the number of votes hereinafter designated be cast with respect to such Lots nor shall any split vote be permitted with respect to such Lots. Every Owner of a Lot within the Properties, who is a Class A member, shall be entitled to one (1) vote for that Lot.

(2) Class B. The Class B member of the Association shall be the Declarant until such Class B membership is converted to Class A at Declarant's option or as hereinafter set forth. Class B Lots shall be all Lots, owned by the Declarant which have not been converted to Class A as provided below. The Declarant shall be entitled to three (3) votes for each Class B Lot which it owns.

C. Termination of Class B. From time to time, Class B membership may cease and be converted to Class A membership, and any Class B Lots, then subject to the terms of this Declaration shall become Class A Lots, upon the happening of any of the following events, whichever occurs earliest:

- (1) When 75% of the Lots are conveyed to Owners, other than Declarant; or
- (2) On August 31, 1999, or
- (3) When the Declarant waives in writing its right to Class B membership.

ARTICLE VI - BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of Directors, which so long as Class B membership exists, shall consist of three (3) directors, and thereafter shall consist of not less than three (3) nor more than nine (9) directors. Directors shall be members of the Association; provided, however, that so long as Class B membership shall exist, directors need not be members of the Association. The names and addresses of the persons who are to act in the capacity of directors until their successors are elected and qualified, unless they sooner shall die, resign or be removed, are:

<u>NAME</u>	<u>ADDRESS</u>
Gary Nelson	1602 West Timberlane Drive Plant City, FL 33567
Frank Kurchinski	1602 West Timberlane Drive Plant City, FL 33567
Jean E. Peebles	1602 West Timberlane Drive Plant City, FL 33567

The initial Board of Directors herein designated shall serve until Class B membership has ceased and been converted to Class A membership and until the first annual membership meeting thereafter, at which time the members shall elect three (3) directors. Directors elected at the first such annual membership meeting and thereafter shall serve for a period of one year, and until their successors have been duly elected and qualified. So long as Class B membership shall exist, any member of the Board of Directors may be removed, with or without cause, but only by the Class B member, and any vacancies occurring on the Board of Directors shall only be filled by appointment by the Class B member.

ARTICLE VII - OFFICERS

The Association shall be administered by a president, vice president, secretary and treasurer, and such other officers as may be designated in the Bylaws, and shall be elected at the time and in the manner prescribed in the Bylaws. Officers need not be members of the Association. The names and addresses of the initial officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Gary Nelson	President	1602 West Timberlane Drive Plant City, FL 33567
Frank Kurchinski	Vice - President	1602 West Timberlane Drive Plant City, FL 33567

(a) by not less than two-thirds (2/3) of the entire membership of the Board of Directors and also by not less than fifty-one (51) percent of the votes of the voting members duly qualified to vote; or

(b) by not less than seventy-five (75) percent of the vote of the voting members duly qualified to vote, regardless of approval of the Board of Directors.

B. No amendment shall make any change in the qualifications for membership nor the voting rights or property rights of members, without approval in writing by all members and the joinder of all record owners of mortgages upon Lots.

C. No amendment shall make any change in the rights of the Declarant without the written approval of the Declarant. No amendment shall be made that is in conflict with the Declaration.

D. No amendment shall be effective until a copy of such amendment shall have been certified by the Secretary of State of the State of Florida and thereafter shall have been recorded in the Public Records of Hillsborough County, Florida.

ARTICLE XII - INDEMNIFICATION

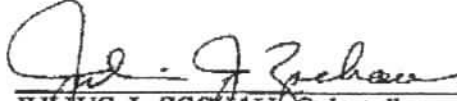
Every director and every officer of the Association shall be indemnified by the Association to the fullest extent of the law against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed on him in connection with any proceeding or settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or 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. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE XIII - INTERPRETATION

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

H92-4960

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the subscriber of this Association, has executed these Articles of Incorporation this 15 day of September, 1992.



JULIUS J. ZSCHAU, Subscriber

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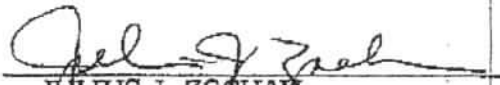
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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for HOMEOWNERS ASSOCIATION OF SILVER LAKE, INC., at the place designated in these Articles of Incorporation, the undersigned hereby accepts to act in this capacity, and agrees to comply with the provisions of the laws of the State of Florida relative to keeping such open office.

Dated this 15 day of September, 1992.

BAYNARD, HARRELL, MASCARA, OSTOW
& ULRICH, P.A.

By: 
JULIUS J. ZSCHAD
Registered Agent

Registered Office:

28050 U. S. Highway 19 North, Suite 501
Clearwater, FL 34621

Principal Corporation Office:

1602 Timberlane Drive
Plant City, FL 33567

WAL10-37.ART

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SILVER LAKEWalden Lake Unit 33-4
(Overall Boundary)

DESCRIPTION

A parcel of land lying within Section 12, Township 29 South, Range 21 East, Hillsborough County, Florida, more particularly described as follows:

Commence at the Southwest corner of the Southeast 1/4 of said Section 12; thence on the West boundary thereof, N 00°23'51" E, a distance of 51.47 feet; thence departing said West boundary, S 89°18'32" E, a distance of 55.36 feet, to the POINT OF BEGINNING, said point being on the North maintained right-of-way boundary of Trapnell Road; thence N 00°59'52" E, a distance of 140.23 feet; to the beginning of a curve, concave Northerly, having a radius of 50.00 feet and a central angle of 180°00'00", thence Southerly along the arc of said curve to the right, a distance of 157.08 feet, said arc subtended by a chord which bears N 89°00'08" W, a distance of 100.00 feet to the curve's end; thence N 00°59'52" E, a distance of 713.25 feet; to the beginning of a curve, concave Easterly, having a radius of 800.00 feet and a central angle of 28°40'46", thence Northerly along the arc of said curve to the right, a distance of 400.44 feet, said arc subtended by a chord which bears N 15°20'15" E, a distance of 396.27 feet to the point of intersection with a non-tangent line, said point being on the Southerly right-of-way boundary of West Timberlane Drive as recorded in O.R. Book 6428, Page 1854, of the public records of Hillsborough County, Florida; thence on said Southerly right-of-way boundary, S 60°19'22" E, a distance of 100.00 feet to the Southeast corner of said West Timberlane Drive and a point of intersection with a non-tangent curve, concave Southeasterly, having a radius of 700.00 feet and a central angle of 21°44'00", thence on the Easterly right-of-way boundary of said West Timberlane Drive, Northeasterly along the arc of said curve to the right, from which the local tangent at the beginning point bears N 29°40'38" E, a distance of 265.52 feet, said arc subtended by a chord which bears N 40°32'38" E, a distance of 263.93 feet to the curve's end; thence N 51°24'38" E, a distance of 500.13 feet; thence departing said Easterly right-of-way boundary, S 17°07'26" E, a distance of 456.03 feet to a point on the South boundary of the North 1/2 of the Southeast 1/4 of said Section 12 which is 486.50 feet West of the East boundary of the Southwest 1/4 of the Southeast 1/4 of said Section 12; thence S 00°26'42" W, parallel with said East boundary of said Southwest 1/4 of the Southeast 1/4 of said Section 12, a distance of 1274.05 feet to the aforesaid North maintained right-of-way boundary of Trapnell Road; thence on said North maintained right-of-way boundary, N 89°18'32" W, a distance of 793.50 feet, to the POINT OF BEGINNING; Containing 28.4964 acres of land, more or less.

which has been platted as WALDEN LAKE UNIT 33-4, according to the plat recorded in Plat Book 71, Page 49, of the Public Records of Hillsborough County, Florida.

EXHIBIT "A"

H92-4980