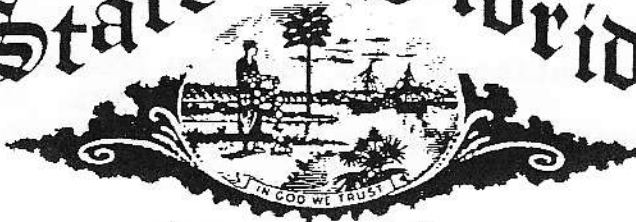


State of Florida



Department of State

I certify that the attached is a true and correct copy of the Articles of Incorporation of THE WESTWOOD HOMEOWNERS ASSOCIATION OF WALDEN LAKE, INC., a corporation organized under the Laws of the State of Florida, filed on August 12, 1987, as shown by the records of this office.

The document number of this corporation is N21998.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
12th day of August, 1987.



Jim Smith

Jim Smith
Secretary of State

ARTICLES OF INCORPORATION

OF

THE WESTWOOD HOMEOWNERS ASSOCIATION OF WALDEN LAKE, INC

A Florida Corporation Not For Profit

ARTICLE I

N A M E

The name of the Corporation is THE WESTWOOD HOMEOWNERS ASSOCIATION
OF WALDEN LAKE, INC.

a Florida corporation not for profit, and is hereinafter called the
"Association".

ARTICLE II

PURPOSE AND POWERS OF THE ASSOCIATION

The Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residence Lots within the certain tract of property described on Exhibit A attached hereto, hereinafter referred to as the "Properties", and to promote the health, safety and welfare of the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association and for this purpose to:

1. exercise all of the powers and privileges and to perform all of
duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration", applicable to the Properties and recorded or to be recorded in the Office of the Clerk of the Circuit Court of Hillsborough County, Florida, and as the same may be amended from time to time as provided, said Declaration being incorporated herein as if set forth at length;
2. fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;
3. acquire by gift, (purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;
4. borrow money, and with the assent of two-thirds (2/3) 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. participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members;

7. have and to exercise any and all powers, rights and privileges which a corporation organized under Chapter 617, Florida Statutes (1985), as it may now or hereafter have or exercise.

ARTICLE III

MEMBERSHIP AND VOTING RIGHTS

A. Every Owner of a Lot which is subject to assessment shall be a member of the Association, subject to and bound by the Association's Articles of Incorporation, By-Laws, Rules and Regulations, and the Declaration of Covenants, Conditions and Restrictions. The foregoing does not include persons or entities who hold a leasehold interest or 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 Lot which is subject to **assessment, and it shall be automatically** transferred by conveyance of that Lot. The Declarant shall also be a member so long as it owns one or more Lots. B. 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 By-Laws. When more than one person or entity holds an interest in any Lot, the vote for such Lot 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 any such Lot, nor shall any split vote be permitted with respect to such Lot. 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. Every Owner of a Lot within WESTWOOD, 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 voting rights appurtenant to the Class B Lots shall be as follows: The Declarant shall be entitled to three (3) votes for each Class B Lot which it owns.

3. 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:

(i) When 75% of the Lots are conveyed to Lot Owners, other than Declarant; or

(ii) On December 31, 1996; or

(iii) When the Declarant waives in writing its right to Class B membership.C. **Notwithstanding the foregoing, if at any time or times subsequent to any such conversion, additional land is added by the**

clarant pursuant to Article VII of the Declaration, such additional land shall automatically be and become Class B Lots, as appropriate. In addition, if following such addition of land, the total votes allocable to all Lots then owned by the Declarant (calculated as if all such Lots are Class B, whether or not they are) shall exceed the remaining total votes outstanding in the remaining Class A membership (i.e., excluding the Declarant), then any Class A Lots owned by the Declarant shall automatically be reconverted to Class B. Any such reconversion shall not occur, however, if either occurrence (ii) or (iii) above shall have taken place.

ARTICLE IV

DURATION

A. The Corporation shall exist perpetually, unless terminated as otherwise provided in these Articles of Incorporation.

ARTICLE V

SUBSCRIBERS

The name and residence of the subscriber of these Articles of Incorporation is:

Julius J. Zschau

2515 Countryside Blvd., Suite A
Clearwater, FL 33575

ARTICLE VI

OFFICERS

The affairs of the Corporation are to be administered under the direction by the Board of Directors by a President, a Vice President, a Secretary, a Treasurer and such other officers as the Board of Directors may, from time to time, deem necessary. Such officers shall be elected annually at the annual meeting of the members of the Corporation as provided in the By-Laws. The names of the persons who are to serve as the initial officers until their succession at the first annual meeting of the members are as follows:

Kim Frosell

as President

Frank Kurchinski

as Vice President

Ja Cox

as Secretary/Treasurer

ARTICLE VII

DIRECTORS

The affairs of the corporation shall be managed by a Board of Directors. The initial Board of Directors of the Corporation shall consist of three (3) members. The names and addresses of the persons who are to serve as the initial Directors of the Corporation until the first election of their successors as provided for in the By-Laws are as follows:

Kim Frosell

1602 West Timberlane Drive
Plant City, Florida 33566

Frank Kurchinski

1602 West Timberlane Drive
Plant City, Florida 33566

Ja Cox

1602 West Timberlane Drive
Plant City, Florida 33566

ARTICLE VIII
BY-LAWS

The initial By-Laws of the Corporation shall be adopted by the original Board of Directors and thereafter the By-Laws of the Corporation shall be made, altered or rescinded by the members of the Corporation in the manner set forth in the By-Laws.

ARTICLE IX
AMENDMENT OF ARTICLES

These Articles of Incorporation may be amended, from time to time, by the assent of seventy-five (75) percent of the aggregate of *Class A* votes and *Class B* votes outstanding and duly qualified to vote at the time such amendment is made. Such amendment shall be proposed by a majority of the Board of Directors or by a written resolution executed by not less than a majority of *Class A* Voting members and *Class B* voting members.

ARTICLE X
DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those

for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE XI
INDEMNIFICATION

The Association shall indemnify every officer and director,

and every former officer and director to the full extent permitted by law.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, we, the undersigned, constituting the entire Board of Directors of this Association, have executed these Articles of Incorporation this 6th day of August, 1987.

August

Julius J. Zschau
Julius J. Zschau

STATE OF FLORIDA)
)SS
COUNTY OF PINELLAS)

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized to take acknowledgements in the State and County aforesaid personally appeared Julius J. Zschau, to me known to be the person described as Incorporator in and who acknowledged before me that he has executed these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this 6th day of August 1987

Suzanne L. Furrer
NOTARY PUBLIC

My Commission Expires:
NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP. MAR. 5, 1990
BONDED THRU GENERAL INS. UND.

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, it is submitted
that THE WESTWOOD HOMEOWNERS ASSOCIATION OF WALDEN LAKE, INC. desiring to organize
or qualify under the laws of the State of Florida, with its principal place
of business in the City of Plant City, State of Florida, has named SOROTA
AND ZSCHAU, P.A, located at 2515 Countryside Blvd., Suite A, City of
Clearwater, State of Florida, 33575, as its Agent to accept service of
process within the State of Florida.

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 I further agree to comply with the provisions
of all statutes relative to the proper and complete performance of my
ties.

SOROTA AND ZSCHAU, P.A.

FILED
1987 AUG 12 AM 11:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

By: John F. Zschau
(RESIDENT AGENT)

DATE: Aug 6, 1987

DATE:
7

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, it is submitted that THE WESTWOOD HOMEOWNERS ASSOCIATION OF WALDEN LAKE, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the City of Plant City, State of Florida, has named SOROTA AND ZSCHAU, P.A., located at 2515 Countryside Blvd., Suite A, City of Clearwater, State of Florida, 33575, as its Agent to accept service of process within the State of Florida.

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 I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

SOROTA AND ZSCHAU, P.A.

By: _____

John J. Zschau
(RESIDENT AGENT)

DATE: _____

Aug 15, 1987

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1987 AUG 12 AM 11:41

FILED