

THE LAW OFFICES OF
BRUDNY & RABIN, P.A.

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February 5, 1998

Secretary of State
Division of Corporation
Post office Box 6327
Tallahassee, FL 32314

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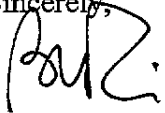
RE: Homeowners Association of Lynn Lake, Inc.

Gentlemen:

Enclosed is the original and a duplicate copy of the Articles of Incorporation of Homeowners Association of Lynn Lake, Inc., a non-profit corporation. I have also enclosed this firm's check in the amount of \$122.50. I would appreciate your filing these Articles and forwarding to me a certified copy of same for my records, together with the Certificate evidencing incorporation and assigning it a charter number.

Thank you for your assistance in this matter, and should you have any questions, please do not hesitate to contact me.

Sincerely,



Bennett L. Rabin

BLR/gj
Enclosures

cc: Lynn Lake Development Corporation of Tampa

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. CHESSEY FEB 10 1998

Please reply to our: Tampa Office Clearwater Office

Tampa Office:
One Urban Centre
4830 West Kennedy Boulevard, Suite 985
Tampa, Florida 33609-2574

813-282-3355
Toll Free: 800-849-4619
FAX: 813-282-3811

Clearwater Office:
The Harbourside Building
18167 US 19 North, Suite 195
Clearwater, Florida 33764-6566

813-532-0888
Toll Free: 800-759-9043
FAX: 813-532-0880

Prepared by and Return to:
Bennett L. Rabin, Esq.
Brudny & Rabin, P.A.
The Harbourside Building, Suite 195
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Clearwater, Florida 33764-6566

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF
HOMEOWNERS ASSOCIATION OF LYNN LAKE, INC.
A NOT-FOR-PROFIT FLORIDA CORPORATION

In compliance with the requirements of the Florida Statutes, the undersigned has executed these Articles of Incorporation for the purpose of forming a corporation not for profit and does hereby certify:

ARTICLE I
Name of Corporation

The name of this corporation is: HOMEOWNERS ASSOCIATION OF LYNN LAKE, INC. (the "Corporation") (sometimes referred to as the "Association").

ARTICLE II
Principal Office

The principal office of the Corporation is located at 4350 West Waters Avenue, Tampa, Florida 33614.

ARTICLE III
Purpose

This Corporation 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 and preservation of the Common Areas and Lots of THE HOMES AT LYNN LAKE (as defined in THE DECLARATION OF EASEMENTS, COVENANTS, CONDITIONS AND RESTRICTIONS for THE HOMES AT LYNN LAKE referred to hereinafter as the "Declaration") and to enhance the function of certain areas within said lands as areas of natural environment according to the provisions of the Declaration, and within that certain property as shown and described in that subdivision plat to be recorded among the public records of Hillsborough County, Florida, to wit:

THE HOMES AT LYNN LAKE, according to the plat thereof to be recorded among the Public Records of Hillsborough County, Florida

and such other property lying and being situate in Hillsborough County, Florida, being more specifically described in Exhibit "A" attached hereto which may, from time to time, be subject to the provisions of the Declaration, for the promotion of the health, safety, and welfare of the residents within the above-described subdivision, and any additions thereto as may hereafter be subject to the terms and conditions of the Declaration.

ARTICLE IV Powers

In furtherance of the foregoing purposes, the Corporation shall have the powers to:

A. Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in Chapter 617, Florida Statutes, and in the Declaration, as same may be amended from time to time as therein provided, said Declaration being incorporated herein by reference as though set forth in its entirety herein;

B. To operate and maintain the Common Areas, specifically including the surface water management system, including any mitigation areas as permitted by the Southwest Florida Water Management District, and including all lakes, retention areas, culverts and related appurtenances;

C. To make, establish and enforce rules and regulations consistent with maintenance of certain parts of said property as areas of natural environment, and to specifically maintain the cultural, ecological and aesthetic values and benefits of maintaining said areas for the benefit of the members of the Association as adjacent owners to the subject lands;

D. To make, establish and enforce rules and regulations governing the use of the Common Areas and Lots within the subdivision;

E. Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of said Declaration; to pay all expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against any property of the Association, and, to use and expend the proceeds of regular and special assessments in the exercise of its powers and duties hereunder;

F. 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;

G. Borrow money, and with the assent of seventy-five percent (75%) of those voting in 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;

H. Dedicate, sell or transfer all or any part of the Common Areas to any public agency, authority or utility for such purposes and subject to such conditions as may be provided in the Declaration;

I. Participate in mergers and consolidations with other non-profit corporations organized for the same purposes, provided, however, that any such merger or consolidation shall have the assent of seventy-five percent (75%) of those voting in each Class of Members;

J. Enforce by legal means the obligations of the Members of the Association and the provisions of the Declaration;

K. Sue or be sued in a court of competent jurisdiction;

L. Contract for services to provide for operation and maintenance of the Common Areas and Lots;

M. Have and exercise any and all lawful business for which corporations may be incorporated under the Laws of the United States and the State of Florida; and

N. The Corporation is organized and shall be operated exclusively for the purposes set forth above. The activities of the Corporation will be financed by regular and special assessments against Members as provided in the Declaration and no part of any net earnings of the Corporation will inure to the benefit of any Member.

ARTICLE V Members

Every person or entity who is a record Owner of a fee or undivided fee interest in any Residential Lot which is subject to the terms and conditions of the Declaration, as amended from time to time, shall be a Member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot.

Transfers of membership in the Association shall be made on the books of the corporation and shall be established, by recording among the Public Records of Hillsborough County, Florida, a deed or other instrument establishing or transferring fee simple title to a Lot subject to the terms and conditions of the Declaration, as amended from time to time. Thereupon, the transferor's membership in the Association shall automatically terminate.

ARTICLE VI Duration

The period of duration of this Corporation shall be perpetual.

ARTICLE VII
Incorporator

The name and address of the incorporator is:

Ronald Y. Ho
4350 W. Waters Avenue, Suite 202
Tampa, Florida 33614

ARTICLE VIII
Directors

The affairs and property of this Corporation shall be managed and governed by a Board of Directors composed of not less than three (3) nor more than five (5) persons who shall be Members of the Association except as provided below. The first Board of Directors shall have three (3) members, and in the future that number will be determined from time to time in accordance with the provisions of the By-Laws.

The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

Ronald Y. Ho
4350 W. Waters Ave. #202
Tampa, Florida 33614

Samuel C. Ho
4350 W. Waters Ave. #202
Tampa, Florida 33614

and a third person to be appointed by these two (2) Board members at the organizational meeting of the Board.

The first members of the Board, who shall be appointed by the Developer and need not be Members of the Association, shall be the Board of Directors of the Association until the possible addition of a member by the appointment of a Lot owner, and the Turnover Date more particularly described in the Declaration. Thereafter, the Association Members shall elect Board members in accordance with the provisions of the By-Laws.

ARTICLE IX
Officers

The officers of this Corporation shall be a President and a Vice President, who shall at all times be members of the Board of Directors, a Secretary, a Treasurer and such other officers as the Board may from time to time by resolution determine. The election of officers shall take place at the first meeting of the Board of Directors which shall follow each annual meeting of the Members. The names of the officers who are to serve until the first election or appointments are:

Ronald Y. Ho - President, Treasurer
Samuel C. Ho - Vice-President, Secretary

ARTICLE X
Liability

No officer, Director or Member of the Association shall be or become personally liable for any debt or other obligation of this corporation except as provided in the Declaration, these Articles of Incorporation, and the By-Laws of the Corporation.

ARTICLE XI
Indemnification

Every Director and officer of the Corporation, and every Member of the Association serving the Association at its request, shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any 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 Corporation, or by reason of his serving or having served the Corporation at its request, whether or not he is a Director or officer or is serving at the time the expenses or liabilities are incurred; provided that in the event of a settlement before entry of judgment, and also when the person concerned is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, the indemnification shall apply only when the Board of Directors approves the settlement and reimbursement as being for the best interests of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which that person may be entitled.

ARTICLE XII
By-Laws

The By-Laws of the Corporation may be made, altered or rescinded at any annual meeting of the Association, or at any special meeting duly called for such purpose, on the affirmative vote of seventy-five percent (75%) of the representative voting interests of the Association present, in person or by proxy, at a meeting at which a quorum has been attained, except that the initial By-Laws of the Association shall be made and adopted by the Board of Directors.

ARTICLE XIII
Voting Rights

SECTION 1. Voting Classes. The Association shall have two (2) classes of voting membership. When more than one person holds an interest in any Lot, all such persons shall be Members, and shall enjoy full membership rights, privileges and obligations. The vote for such Lot shall be exercised as they, among themselves, determine, but in no event shall more than one (1) vote be cast with respect to any one Lot, and the vote may not be divided among the Owners of any Lot.

CLASS A: Class A Members shall be all Owners of Lots located within the subdivision (except the Developer) who shall be entitled to one (1) vote for each Residential Lot owned.

CLASS B: Class B Members shall be the Developer (as defined in the Declaration), and shall be entitled to four (4) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of any of the following events, whichever occurs first (the "Turnover Date"):

1. Three months after ninety percent (90%) of the total number of Lots or dwellings located on the property described in Exhibit "A", and which are intended by the Developer to be subject to the jurisdiction of this Association, are deeded to Owners; or

2. On January 1, 2005; or

3. At any time the Developer shall elect, in its sole discretion, to convert the Class B memberships held by it to Class A memberships.

SECTION 2. Developer Voting Rights. Notwithstanding the provisions contained herein with regard to the conversion of Class B membership to Class A membership:

A. Until the Turnover Date described above, the Class B membership shall have the right of veto on all questions coming before the membership which affect the interests of the Developer; and

B. Upon the Turnover Date, the Developer shall become a Class A Member with regard to each Lot owned by the Developer, and shall be entitled to one (1) vote for each such Lot on all questions coming before the membership for a vote thereon.

ARTICLE XIV Termination

The Corporation may be dissolved with the assent given in writing and signed by the holders of not less than seventy-five percent (75%) of the total number of votes outstanding in each Class of membership, and the necessary consent of the lenders. Upon dissolution of the Corporation, other than incident to a merger or consolidation, the assets of the Corporation, including property consisting of the surface water management system, shall be dedicated and/or conveyed to an appropriate public or private agency to be used for the purposes similar to those for which this Corporation was created. In the event such dedication is refused acceptance, such assets shall be dedicated, granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes, subject to any and all applicable liens and encumbrances and restrictions of record.

ARTICLE XV Amendment

Proposals for the alteration or amendment of these Articles of Incorporation may be made by any of the following methods:

A. The following process:

1. The Board shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of Members, which may be either the annual or a special meeting.

2. Written notice setting forth the proposed amendment or a summary of the changes to be effected hereby shall be given to each Member within the time and in the manner provided in the By-Laws for the giving of notice of meetings of Members.

3. At such meeting, a vote of the Members shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of seventy-five percent (75%) of the representative voting interests of the Association present, in person or by proxy, provided a quorum has been attained. Any number of amendments may be submitted to the Members and voted upon by them at one meeting; or

B. The Members may amend these Articles by an affirmative vote of seventy-five percent (75%) of the persons voting in each Class of membership, at a meeting for which the required notice of the meeting and the proposed amendment has been given, pursuant to a petition of ten percent (10%) of the Members, without action by the Board; or

C. An amendment may be adopted by a written statement signed by all Directors and all Members setting forth their intention that an amendment to the Articles be adopted.

No amendment may be made to the Articles which is inconsistent with the terms, conditions, provisions, rights and obligations set forth in the Declaration.

A copy of each amendment shall be filed with the Secretary of State of the State of Florida.

Notwithstanding the foregoing provisions of this Article XIV, there shall be no amendment to these Articles which shall abridge, amend or alter the rights of Developer, including but not limited to the right to designate and select the Directors as provided in Article VIII hereof, without the prior written consent thereof by Developer nor shall there be any amendment to these Articles which shall abridge, alter or modify the rights of any institutional mortgagees.

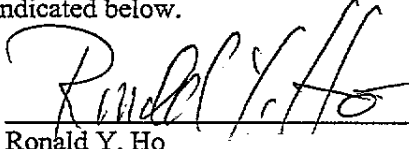
ARTICLE XVI

This Corporation is organized under a non-stock basis.

ARTICLE XVII
Registered Agent

The street address of the initial registered office of the Corporation shall be: 4350 W. Waters Avenue, Suite 202, Tampa, Florida 33614, and the name of the initial registered agent at such address is Ronald Y. Ho.

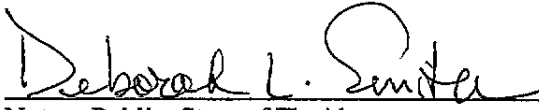
IN WITNESS WHEREOF, we, the undersigned incorporator for these Articles of Incorporation, has executed these Articles on the date indicated below.



Ronald Y. Ho (SEAL)

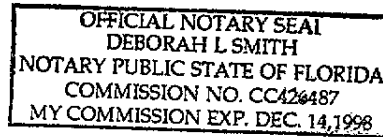
STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 2nd day of February, 1998 by Ronald Y. Ho, who is personally known to me, and who did not take an oath.



Notary Public, State of Florida

Printed Name



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA