

EXHIBIT "C"

Articles of Incorporation of Westchase Community Association, Inc.

State of Florida

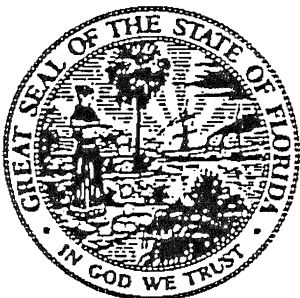


Department of State

I certify that the attached is a true and correct copy of the Articles of Incorporation of WESTCHASE COMMUNITY ASSOCIATION, INC., a corporation organized under the Laws of the State of Florida, filed on March 18, 1991, as shown by the records of this office.

The document number of this corporation is N42523.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
18th day of March, 1991.



Jim Smith

Jim Smith
Secretary of State

ARTICLES OF INCORPORATION

FOR

WESTCHASE COMMUNITY ASSOCIATION, INC.
(A Florida Corporation Not-For-Profit)

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, by these Articles associate themselves for the purpose of forming a corporation not-for-profit under Chapter 617, Florida statutes, and certify as follows:

Article 1. Name. The name of the Corporation is Westchase Community Association, Inc. For convenience, the Corporation shall be referred to in this instrument as the "Association".

Article 2. Duration. The Association shall have perpetual duration.

Article 3. Purposes and Powers.

A. The Association does not contemplate pecuniary gain or benefit, direct or indirect, to its members. In way of explanation and not of limitation, the purposes for which it is formed are:

(i) to be and constitute the Association to which reference is made in the Declaration of Covenants, Conditions and Restrictions for Westchase, recorded in the official records of Hillsborough County, Florida, as amended from time to time, (hereinafter the "Declaration"), to perform all obligations and duties of the Association, and to exercise all rights and powers of the Association, as specified therein, in the By-Laws, and as provided by law; and

(ii) to provide an entity for the furtherance of the interests of the owners of property subject to the Declaration.

B. The Association is created pursuant to the Declaration and these Articles of Incorporation and is not intended to be, nor shall it be deemed to be, a condominium association within the meaning of Florida Statutes, Chapter 718.

C. In furtherance of its purposes, the Association shall have the following powers, which, unless indicated otherwise by the Declaration or By-Laws, may be exercised by the Board of Directors:

(i) all of the powers conferred upon a corporation not-for-profit by common law and the statutes of the State of Florida in effect from time to time;

(ii) all of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles, the By-Laws, or the Declaration, including, without limitation, the following:

(a) to fix and to collect assessments or other charges to be levied against the property subject to the Declaration;

(b) to manage, control, operate, maintain, repair, and improve the common areas and facilities, and any property subsequently acquired by the Association, or any property owned by another, for which the Association, by rule, regulation, declaration, or contract, has a right or duty to provide such services;

(c) to enforce covenants, conditions, or restrictions affecting any property to the extent the Association may be authorized to do so under the Declaration or By-Laws;

(d) to engage in activities which will actively foster, promote, and advance the common interests of all owners of property subject to the Declaration;

(e) to buy or otherwise acquire, sell, or otherwise dispose of, mortgage, or otherwise encumber, exchange, lease, hold, use, operate, and otherwise deal in and with real, personal, and mixed property of all kinds and any right or interest therein for any purpose of the Association;

(f) to borrow money for any purpose subject to such limitations as may be contained in the By-Laws;

(g) to enter into, make, perform, and enforce contracts of every kind and description, including any contract between the Association and the owner of any recreational facility for the use of any part or all of such facility by all the members of the Association;

(h) to do all other acts necessary, appropriate, or advisable in carrying out any purpose of the Association, with or in association with any other association, corporation, or other entity or agency, public or private;

(i) to act as agent, trustee, or other representative of other corporations, firms, or individuals,

and as such to advance the business or ownership interests in such corporations, firms, or individuals;

(j) to adopt, alter, and amend or repeal such By-Laws as may be necessary or desirable for the proper management of the affairs of the Association; provided, however, such By-Laws may not be inconsistent with or contrary to any provisions of the Declaration; and

(k) to provide any and all supplemental municipal services as may be necessary or proper.

D. The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law; and the powers specified in each of the paragraphs of this Article 3 are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provision of this Article 3.

Article 4. Membership.

A. The Association shall be a membership corporation without certificates or shares of stock. There shall be two classes of membership as more fully set forth in the Declaration.

B. Membership is appurtenant to and inseparable from ownership of a unit subject to the Declaration. All unit owners, by virtue of their ownership of such units, are members of the Association and shall be entitled to vote in accordance with the provisions set forth in the Declaration, except there shall be no vote for any unit owned by the Association. The manner of exercising voting rights shall be determined by the By-Laws of the Association.

C. Change of membership in the Association shall be established by recording in the official records of Hillsborough County, Florida, a deed or other instrument establishing record title to property subject to the Declaration. The owner designated by such instrument shall automatically become a member of the Association and the membership of the prior owner shall thereby be terminated.

D. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated, or transferred in any manner, except as an appurtenance of his/her unit.

Amended:

Article 5. Board of Directors.

A. The business and affairs of the Association shall be conducted, managed, and controlled by a Board of Directors. The Board shall consist of not less than three (3) nor more than five (5) members.

B. The names and addresses of the members of the initial Board of Directors, who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

William L. Bishop 1509 Swann Avenue, Suite 230 Tampa, Florida 33606	Thomas J. Sandridge, III 1509 Swann Avenue, Suite 230 Tampa, Florida 33606
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Nancy E. Warnke
1509 Swann Avenue, Suite 230
Tampa, Florida 33606

C. The method of election and removal of directors and filling of vacancies, and the term of office of directors shall be as set forth in the By-Laws. The Board may delegate such operating authority to such companies, individuals, or committees as it, in its discretion, may determine.

Article 6. Officers. The affairs of the Association shall be administered by the officers designated by the By-Laws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the Association, and they shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

William L. Bishop, President 1509 Swann Avenue, Suite 230 Tampa, Florida 33606	Thomas J. Sandridge, III, Treasurer 1509 Swann Avenue, Suite 230 Tampa, Florida 33606
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Nancy E. Warnke, Secretary
1509 Swann Avenue, Suite 230
Tampa, Florida 33606

Article 7. By-Laws. The By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended, or rescinded in the manner provided by the By-Laws.

Article 8. Indemnification. To the fullest extent permitted by Florida law, the Association shall indemnify every officer, director, and committee member against any and all expenses, including counsel fees, reasonably incurred by or

imposed upon such officer, director, or committee member in connection with any action, suit, or other proceeding (including settlement of any suit or proceeding, if approved by the then Board of Directors) to which he or she may be a party by reason of being or having been an officer, director, or committee member. The officers, directors, and committee members shall not be liable for any mistake of judgment, negligent or otherwise, except for their own individual willful misfeasance, malfeasance, misconduct, or bad faith. The officers and directors shall have no personal liability with respect to any contract or other commitment made by them, in good faith, on behalf of the Association (except to the extent that such officers or directors may also be members of the Association), and the Association shall indemnify and forever hold each such officer and director free and harmless against any and all liability to others on account of any such contract or commitment. Any right to indemnification provided for herein shall not be exclusive of any other rights to which any officer, director, or committee member, or former officer, director, or committee member may be entitled.

Article 9. Dissolution of Association. The Association may be dissolved in the manner provided by Chapter 617, Florida Statutes; provided, however, the Association shall dispose of any real property contained within the common area of the Association only to an entity organized for the purpose of owning and maintaining such common areas. In the event of dissolution of the Association, control and responsibility for maintenance, together with all easements related thereto, shall be transferred to a governmental agency or another corporation not-for-profit or a similar organization.

Article 10. Amendments. These Articles may be amended as provided in Chapter 617, Florida Statutes, provided that no amendment shall be in conflict with the Declaration, and provided further that no amendment shall be effective to impair or dilute any rights of members that are governed by such Declaration.

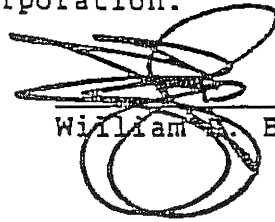
Article 11. HUD/VA Approval. So long as there is a Class "B" membership (as described in Article III, Section 2, of the Declaration) and so long as HUD and/or VA is holding, insuring or guaranteeing any loan secured by property subject to the Declaration, the following actions shall require the prior approval of HUD and/or VA, respectively: annexation of additional property other than that described on Exhibit "B", dedication or mortgage of "common area" (as defined in the Declaration), merger or consolidation in which the Association is a participant, dissolution of the Association, or material amendment of these Articles.

Article 12. Registered Agent and Office. The initial registered office of the Association is 1509 Swann Avenue, Suite 230, Tampa, Florida 33606, and the initial registered agent at such address is William L. Bishop.

Article 13. Incorporators. The name and address of incorporator (of the Association) are:

William L. Bishop
1509 Swann Avenue, Suite 230
Tampa, Florida 33606

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation.



William L. Bishop

2107g

FILED
1991 MAR 18 AM 10:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing Articles of Incorporation were acknowledged before me this 21st day of December, 1990, by WILLIAM L. BISHOP, who, being duly sworn, acknowledged before me that he executed the same for the purposes expressed in such Articles.

[NOTARIAL SEAL]

Janet H. Langan
NOTARY PUBLIC

My Commission Expires: _____

NOTARY PUBLIC, STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES JUNE 01, 1994
BONDED THRU AGENTS NOTARY BROKERAGE

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and agree to comply with the provision of Chapter 48.091, Florida Statutes, relative to keeping said office open for service of process.



William D. Bishop
Registered Agent

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FILED
1981 MAR 18 11 10 AM '81
SECRETARY OF STATE
TALLAHASSEE, FLORIDA