

OR BK 09447 PG 0404

EXHIBIT "A"

Articles of Incorporation

State of Florida



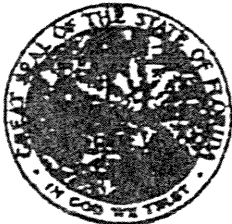
Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of THE ENCLAVE AT WESTCHASE HOMEOWNERS ASSOCIATION, INC., a Florida corporation, filed on March 26, 1998, as shown by the records of this office.

The document number of this corporation is N98000001767.

OR BK 09447 PG 0405

Given under my hand and the Great Seal of the State of Florida at Tallahassee, the Capitol, this the Twenty-sixth day of March, 1998



CR2EO22 (2-95)

Sandra B. Matham
Secretary of State

OR BK 09447 PG 0406

ARTICLES OF INCORPORATION
OF

FILED
OFFICE OF STATE
CORPORATIONS
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THE ENCLAVE AT WESTCHASE HOMEOWNERS ASSOCIATION, INC.

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 THE ENCLAVE AT WESTCHASE HOMEOWNERS ASSOCIATION, INC., a Florida corporation not for profit (hereinafter called the "Association" in these Articles).

ARTICLE II

OFFICE AND REGISTERED AGENT

The Association's registered office is Suite 4100, Barnett Plaza, 101 E. Kennedy Boulevard, Tampa, Florida 33602, Hillsborough County, Florida. The Association's registered agent is Richard A. Schlosser who maintains a business office at Suite 4100, Barnett Plaza, 101 E. Kennedy Boulevard, Tampa, Florida 33602. 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 residential lots within that certain tract of property (hereinafter called the "Property") in Hillsborough County, Florida, and more particularly described as:

WESTCHASE SECTION 211 ACCORDING TO PLAT THEREOF
RECORDED OR TO BE RECORDED IN THE PUBLIC RECORDS OF
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, Restrictions, and Easements for The Enclave at Westchase (hereinafter called the "Declaration") applicable to the Property and recorded or to be recorded 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.

(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;

(c) Assessments. Fix, levy, collect, and enforce by any lawful means all charges or assessments established by, or pursuant to, the Declaration; 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 (2/3) 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 (3/4) of each class of 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 three-fourths (3/4) of each class of members determine;

(g) Mergers. With the approval of two-thirds (2/3) of each class of 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 (as those terms are defined in the Declaration) consistent with the rights and duties established by the Declaration and these Articles;

(l) 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 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 this Association and the provisions of the Declaration;

(k) Litigation. To sue or be sued; provided, however, that this Association's right to sue any third party is limited in the manner described in the Declaration, and

~~(l) Other. Engage in all lawful acts permitted or authorized by Section 617.0302, Florida Statutes~~

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, including contract sellers, 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 record conveyance or other transfer of title of a Lot.

ARTICLE VI

VOTING RIGHTS

This Association shall have two classes of voting membership:

Class "A" Members shall be entitled to one (1) vote for each Lot in which they hold the interest required for membership under Article V hereof; provided, however, there shall be only one (1) vote per Lot. In any situation where a person is entitled personally to exercise the vote for his Lot and more than one (1) person holds the interest in such Lot required for membership, the vote for such Lot shall be exercised as those persons determine among themselves and advise the Secretary of this Association in writing prior to any meeting. In the absence of such advice, the Lot's vote shall be suspended if more than one (1) person seeks to exercise it.

The Class "B" Member shall be the Declarant (as defined in the Declaration) and the Class "B" Member shall have three (3) votes for each Lot which it owns until the end of the Class "B" Control Period, as hereafter defined. Thereafter, the Class "B" Member shall have one (1) vote for each Lot which it owns. Other rights of the Class "B" Member, including the right to approve actions taken under the Declaration and this Association's By-Laws, are specified in the Declaration and the By-Laws.

The Class "B" Member shall be entitled to appoint a majority of the members of the Board of Directors of this Association during the Class "B" Control Period, as hereafter defined; provided, however, in the event the Class "B" Member fails to exercise this power within thirty (30) days after a vacancy occurs on the Board for which the Class "B" Member would be entitled to appoint a successor, the Class "B" Member shall be deemed to have waived its right to appoint such a successor. In such case, the voting members representing the Class "A" Members may act to call a special meeting of this Association (in accordance with Article III of the By-Laws) for the purpose of electing a successor to serve the remainder of the unexpired term of the vacating director. Thereafter, the voting members representing the Class "A" Members shall be entitled to elect a successor to the director who filled the vacancy in accordance with the By-Laws in addition to those directors the voting members may be entitled to elect under Article IV of the By-Laws.

After termination of the Class "B" Control Period, the Class "B" Member shall have the right to disapprove actions of the Board of Directors and any committee established pursuant to Article IX of the By-Laws.

The Class "B" Control Period shall commence with the execution of the Declaration by Declarant and expire upon the first to occur of the following:

- (a) three months after 90% of the Lots permitted by the plat of the Property have been conveyed to persons other than Declarant;
- (b) twenty (20) years after the date the Declaration is recorded in the public records of Hillsborough County, Florida; or
- (c) when, in its discretion, the Class "B" Member so determines.

This Article cannot be amended without the express written consent of members representing one hundred percent (100%) of the total Class "A" Members in this Association.

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 either three (3) or 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 occurring after the Class "B" Control Period expires, 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 secret written ballot. Each member may vote for each vacancy, however 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:

Jon Morris
2020 Dakle Avenue, #C
Tampa, Florida 33606

Greg Yakim
8584 Katy Freeway, #200
Houston, Texas 77024

Kirk Breitenwischer
8584 Katy Freeway, #200
Houston, Texas 77024

ARTICLE VIII

INCORPORATOR

The name and residence of the incorporator is:

Name: Richard A. Schlosser

Address: 101 E. Kennedy Blvd.
Barnett Plaza, Suite 4100
Tampa, Florida 33607

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 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 the Board of Directors, 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 fifty percent (50%) of each class of the membership, except as to those provisions for amendment to the Articles which are provided in the Declaration or any Supplemental Declaration, in which case those provisions shall control such amendments.

ARTICLE XIII

INTERPRETATION

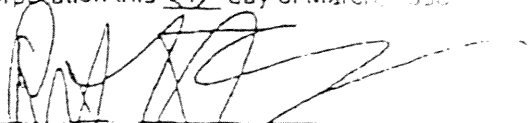
Express reference is made to the Declaration where necessary to interpret, construe, and clarify the provisions of these Articles. Without limitation, all terms defined in the Declaration have the same meaning where used in these Articles. By subscribing and filing these Articles, the incorporator intends 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.

ARTICLE XIV

FHA/VA APPROVAL

As long as there is a Class "B" membership and only if the Federal Housing Administration or Veterans Administration insures or guarantees mortgage loans within the Property, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: any merger or consolidation of this Association or the dissolution of this Association; any mortgaging, sale or dedication of any Common Area; any annexation of additional properties; and any amendment of the Declaration, these Articles or this Association's By-Laws.

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 26 day of March, 1998.



RICHARD A. SCHLOSSER
Incorporator

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

THE ENCLAVE AT WESTCHASE 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 Suite 4100, Barnett Plaza, 101 E. Kennedy Boulevard, Tampa, Florida 33602, County of Hillsborough, State of Florida, has named Richard A. Schlosser, whose business office is Suite 4100, Barnett Plaza, 101 E. Kennedy Boulevard, Tampa, Florida 33602, 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 607.0503, Florida Statutes, relative to the proper and complete performance of my duties


RICHARD A. SCHLOSSER

Dated March 25, 1988

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ENG. JAMES J. JAMES
JAMES JAMES
64-2113

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