

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 VINEYARDS AT WESTCHASE OWNERS ASSOCIATION, INC., a Florida corporation, filed on March 22, 1999, as shown by the records of this office.

The document number of this corporation is N99000001761.

OR BK 09870 PG 0119

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Twenty-second day of March, 1999



CR2EO27 (1 99)

Katherine Harris

Katherine Harris
Secretary of State

ARTICLES OF INCORPORATION

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OF

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

ARTICLE II

OFFICE AND REGISTERED AGENT

The Association's initial principal is 107 Dunbar Avenue, Suite I, Oldsmar, Florida 34677. The Association's registered agent is Richard A. Schlosser who maintains a business office at 500 E. Kennedy Blvd., Suite 200, 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 430A and 430B, per map or plat thereof, recorded or to be recorded in the Public Records of Hillsborough County, Florida, together with any additions thereto as may be added by the developer thereof

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 Vineyards (hereafter 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;
- (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 two-thirds (2/3) 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 two-thirds (2/3) 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 Property (as those terms are defined in the Declaration) consistent with the rights and duties established by the Declaration and these Articles;

(i) 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 voting rights of members shall be as set forth in the Declaration.

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) members or five (5) members. 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:

Andrew J. Berger
107 Dunbar Avenue, Suite I
Oldsmar, Florida 34677

David Pelletz
107 Dunbar Avenue, Suite I
Oldsmar, Florida 34677

Frank S. Baker
4350 West Cypress Avenue, Suite 640
Tampa, Florida 33607

ARTICLE VIII

INCORPORATOR

The name and residence of the incorporator is:

Richard A. Schlosser
500 East Kennedy Blvd., Suite 200
Tampa, Florida 33602

OR BK 09870 PG 0123

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 shall be altered, amended, or rescinded only 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 future supplemental declaration in which case those provisions shall control such amendments.

ARTICLE XII

AMENDMENTS

Subject to the provisions of Article XIII, 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 two-thirds (2/3) of each class of Members, except as to those provisions for amendment to these Articles which are provided in the Declaration or any Supplemental Declaration, in which case those provisions shall control such Amendments.

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ARTICLE XIII

FNMA/FHAVA APPROVAL

As long as there is a Class B membership, and provided the foregoing agencies guaranty or insure loans within the Property, the following actions will require the prior approval of the Federal National Mortgage Association (FNMA), Federal Housing Administration (FHA) or Veterans Administration (VA), as determined necessary by the Class B membership:

- (a) Amendment of these Articles of incorporation; or
- (b) Merger, consolidation and/or dissolution of this Association.

ARTICLE XIV

DISSOLUTION


In the event of the dissolution of this Association, the assets of the Association shall be distributed either to a public body or a nonprofit organization with similar purposes as this Association.

ARTICLE XV

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 for 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.

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 16 day of March, 1999.



Richard A. Schlosser
Incorporator


OR BK 09870 PG 0125

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 VINEYARDS AT WESTCHASE OWNERS 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 107 Dunbar Avenue, Suite I, Oldsmar, Florida 34667, Hillsborough County, Florida, has named Richard A. Schlosser, whose business office is 500 E. Kennedy Boulevard, Suite 200, Tampa, Florida 33602, Hillsborough County, Florida 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 617.0503, Florida Statutes, relative to the proper and complete performance of my duties.


Richard A. Schlosser

Date: March 16, 1999

FILED
SECRETARY OF STATE
CORPORATION DIVISION
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