

State of Florida



Department of State

I certify that the attached is a true and correct copy of the Articles of Incorporation of PROVIDENCE LAKES MASTER ASSOCIATION, INC., a corporation organized under the Laws of the State of Florida, filed on September 3, 1985, as shown by the records of this office.

The document number of this corporation is N10943.

Given under my hand and the Great Seal of the State of Florida, at Tallahassee, the Capital, this the 5th day of September, 1985.



CER-101

George Firestone
Secretary of State

ARTICLES OF INCORPORATION
OF
PROVIDENCE LAKES MASTER ASSOCIATION, INC.

The undersigned incorporator of a corporation under the Florida Not for Profit Corporation Act hereby adopts the following Articles of Incorporation for such corporation.

ARTICLE I
Name

The name of the corporation is PROVIDENCE LAKES MASTER ASSOCIATION, INC., hereinafter called the “Association”.

ARTICLE II
Duration of Association

This Association shall have perpetual existence.

ARTICLE III
Principle Office

The principal office of the Association is located at 2502 Rocky Point Drive, Suite 900, Tampa, Florida 33607.

ARTICLE IV
Purpose and Powers of the Association

This Association is organized for the following purposes:

- (a) to provide for the maintenance, preservation, and architectural control of the Properties within Providence Lakes, a multi—use real, estate development in Hillsborough County, Florida, (“Providence Lakes”) as such Properties are defined in the Master Declaration of Covenants, Conditions, and Restrictions of Providence Lakes, dated October 30, 1984 and recorded in O.R. Book 4466 page 1298 of the Public Records of Hillsborough County, Florida, as amended by the First Amendment to Master Declaration of Covenants, Conditions, and Restrictions of Providence Lakes dated the 18th day of January, 1985 and recorded in O.R. Book 4498 page 493 of the Public Records of Hillsborough County, Florida, and as the same may be amended from time to time, said Master Declaration and amendments being incorporated herein as if set forth in full and the terms used herein shall have the same meaning as in he Master Declaration, as amended. The Master Declaration and amendments thereto shall be referred to herein as the “Declaration.”
- (b) to promote the health, safety, and welfare of the owners and residents of Providence Lakes.

The Association shall have the powers granted to it under the Declaration and all powers, rights and privileges that a corporation organized under the Florida Not For Profit Corporation Act may now or hereafter have or exercise, including but not limited to the following:

(a) to fix, levy, collect and enforce payment by any lawful means, of 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;

(b) to 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;

(a) to borrow money, and with the assent of two—thirds (2/3) of each class of Members, mortgage, pledge, or hypothecate any or all of the real or personal property of the Association as security for money borrowed or debts incurred;

(d) to 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 agreed to by the Members. No such dedication or transfer shall be effective unless an instrument has been signed by two—thirds (2/3) of each class of Members of the Association, agreeing to such dedication, sale or transfer.

ARTICLE V Membership Voting Rights

Every Owner shall be a Member. The term “Owner” shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any portion of the properties subject to or made subject to the Declaration, including contract Sellers, but excluding contract buyers, those having an interest merely as security for the performance of an obligation and those owning only an easement, a mineral interest or a royalty interest. Membership shall be appurtenant to and may not be separated from ownership of any property which is subject, under the Declaration, to assessment by the Association. Every Owner shall have Class A Membership in the Association with respect to Class A property of such Owner and shall have Class B Membership in the Association with respect to Class B property of such Owner.

Membership shall be appurtenant to and may not be separated from ownership of any property subject to assessment by the Association. When two or more persons hold an interest (other than a leasehold or security interest) in any property within Providence Lakes, all of such persons shall be Members. The vote for such property shall be exercised by one of such persons as proxy for all, persons balding an interest in such property and in no event shall more than the number of votes hereinafter designated be cast with respect to such property. There shall be two classes with respect to voting rights:

A. Class A Lots, Condominium Units, Multi-Family Rental Projects, and Acreage. Class A Lots, Class A Condominium Units, Class A Multi-Family Rental Projects, and Class A Acreage shall be all Lots, Condominium Units, Multi-Family Rental Projects, and Acreage except Class B Lots, Class B Condominium Units, Class B Multi-Family Rental Projects, and Class B Acreage as the same are hereinafter defined. The voting rights appurtenant to the Class A Lots, Class A Condominium Units, Class A Multi-Family Rental Projects, and Class A Acreage shall be as follows:

(1) Single Family Detached. The Owner of a Class A Lot designated on the Master Plan or a Detailed Site Plan, as defined in the Declaration, for single family detached homes shall be entitled to one (1) vote for such Lot. The Owner of any Class A Acreage designated on the Master Plan or a Detailed Site Plan shall be entitled to one and one-half (1-1/2) votes for each such Acre owned.

(2) Single Family Attached Homes. The Owner of a Class A Lot designated on the Master Plan or a Detailed Site Plan for single family attached homes shall be entitled to three-fourths (3/4) vote for such Lot. The Owner of any Class A Acreage designated on the Master Plan or a Detailed Site Plan for single family attached homes shall be entitled to two and one-half (2-1/2) votes for each such Acre owned.

(3) Multi-Family. The owner of a Class A Condominium Unit shall, after certificates of occupancy have been issued for the entire Multi-Family Condominium Project in which such Condominium Unit is located, be entitled to one-half (1/2) vote for such Condominium Unit. The Owner of a Class A Multi-Family Rental Project shall, after certificates of occupancy have been issued for the entire Multi-Family Rental Project, be entitled to one-half (1/2) vote for each apartment therein. The Owner of any parcel of Class A Acreage designated on the Master Plan or a Detailed Site Plan for the development of multi-family dwellings shall be entitled to four (4) votes for each such Acre owned.

(4) Non-Residential. The Owner of Class A Acreage (whether improved or not) designated on the Master Plan or a Detailed Site Plan for non—residential use (except for non-residential property property exempt from assessments as elsewhere provided in the Declaration) shall be entitled to four (4) votes for each such Acre owned.

B. Class B Lots, Condominium Units, Multi-Family Rental Projects, and Acreage, Class B Lots, Class B Condominium Units, Class B Multi-Family Rental Projects, and Class 9 Acreage shall be all Lots, Condominium Units, Multi-Family Rental Projects, and Acreage owned by Declarants or Builders which have not been converted to Class A Lots, Class A Condominium Units, Class A Multi-Family Rental Projects, or Class A Acreage as provided below. The voting rights appurtenant to the Class B Lots, Class B Condominium Units, Class B Multi-Family Rental Projects, and Class B Acreage shall be as follows:

(1) Single Family Detached. Each Declarant or Builder shall be entitled to three (3) votes for each Class B Lot owned by it and designated on the Master Plan or a Detailed Site Plan for single family detached homes.

(2) Single Family Attached. Each Declarant or Builder shall be entitled to two and one-fourth (2-1/4) votes for each Class B Lot owned by it and designated on the Master Plan or a Detailed Site Plan for single family attached homes.

(3) Multi-Family. Each Declarant or Builder shall be entitled to one and one-half (1-1/2) votes for each Condominium Unit and each apartment in a Multi-Family Rental Project owned by it and Located on any Class B Acreage designated on the Master Plan or a Detailed Site Plan for Multi-Family dwellings provided that certificates of occupancy have been issued for the entire Multi-Family Condominium Project or Multi-Family Rental Project.

(4) Non-Residential. Each Declarant or Builder shall be entitled to twelve (12) votes for each Class B Acre owned by it and designated on the Master Plan or a Detailed Site Plan for non—residential use.

(5) Class B Acreage. The sum of the votes determined as follows shall constitute the total number of votes to which each Declarant or Builder shall be entitled in connection with Class B Acreage owned by it, other than as provided in clause (4) immediately above: four and one-half (4-1/2) votes for each Acre of Class B Acreage designated on the Master Plan or a Detailed Site Plan for single family detached homes; seven and one-half (7-1/2) votes for each Acre of Class B Acreage designated on the Master Plan or a Detailed Site Plan for single family attached homes, and twelve (12) votes for each Acre of Class B Acreage designated on the Master Plan or a Detailed Site Plan for multi-family dwellings.

C. Conversion From Class B to Class A. All Class B properties shall automatically become Class A properties on the happening of any of the following events, whichever first occurs:

(1) When the total number of votes, appurtenant to all Class A properties equals the total number of votes appurtenant to all Class B properties; or

(2) Ten (10) years from the date of the Declaration. A Class B Lot, Class B Condominium Unit, Class B Multi-Family Rental Project, or Class B Acreage shall automatically become a Class A Lot, Class A Condominium Unit, Class A Multi-Family Rental Project, or Class A Acreage, as the case may be, when the title to such Class B Lot, Class B Condominium Unit, Class B Multi-Family Rental Project, or Class B Acreage passes from a Declarant or a Builder or to any person other than a Declarant or a Builder.

ARTICLE VI

Registered Office and Registered Agent

The street address of the initial registered office of the Association is 2502 Rocky Point Drive, Suite 900, Tampa, Florida 33607, and the name of its initial registered agent at such address is David J. Evans.

ARTICLE VII

Board of Directors

The affairs of this Association shall be managed by a Board of no less than three (3) and no more than nine (9) directors. The number of directors may be changed by amendment of the Bylaws of the Association, provided that the Association shall never have fewer directors than required by law. Directors need not be Members at the time they are elected as such so long as a Class B Membership exists in this Association, but any person elected as a director after time Class B Membership ceases to exist must be a Member. The directors shall have staggered terms so that each year, as nearly as is possible, one—third of the seats on the Board of Directors shall be up for election. The names and street addresses of each person who is to serve as an initial director until his successor is duly elected and qualified, or until his earlier death, resignation or removal from office are as follows:

<u>Name</u>	<u>Street Address</u>
Peter P. Demers	215 Madison Street Tampa, Florida 33602
Richard D. Amos	215 Madison Street Tampa, Florida 33602
William Mitchell	215 Madison Street Tampa, Florida 33602
Timothy H. Powell	2502 Rocky Point Drive Suite 9000 Tampa, Florida 33607
Lorraine C. McAnallen	2502 Rocky Point Drive Suite 9000 Tampa, Florida 33607

ARTICLE IX
Incorporator

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
David J. Evans	2502 Rock Point Drive Suite 900 Tampa, Florida 33607

ARTICLE IX
Dissolution

The Association may be dissolved with the assent given in writing and signed by Members holding not less than two-thirds (2/3) of the votes of each class of Members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of this 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 acceptance of such dedication is refused, such assets shall be granted, conveyed, and assigned to any not for profit corporation, association, trust, or other organization to be devoted to such similar purposes.

ARTICLE X
Merger and Consolidation

Upon a merger or consolidation of the Association with another not for profit corporation organized for the same or similar purposes, the Association's properties, rights, and obligations may be transferred to the surviving or consolidated association, or alternatively, the properties, rights, and obligations of another association may be added to the properties, rights, and obligations of the Association as a surviving corporation pursuant to such merger or consolidation. The surviving or consolidated association shall administer the covenants, conditions, and restrictions established by the Declaration, together with the covenants, conditions, and restrictions applicable to the properties of the other association as one scheme. However, such merger or consolidation shall not effect any revocation, change, or addition to the covenants established by the Declaration and merger or consolidation shall require the approval of Members holding not less than two-thirds (2/3) of the votes of each class of Members of the Association.

ARTICLE XI
Amendments

Amendment of these Articles shall require the approval of Members holding not less than two-thirds (2/3) of the votes of each class of Members entitled to vote thereon.

ARTICLE XII
FHA or VA Approval

As long as there is a Class B membership, the following actions will require the approval of the Federal Housing Administration or the Veterans Administration: annexation of additional properties, mergers or consolidations, a dissolution of the Association, and amendment of these Articles.

ARTICLE XIII
Conflicts

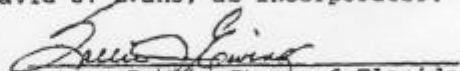
In case of any conflict between the Bylaws and these Articles of Incorporation, these Articles of Incorporation shall control, and in the case of any conflict between the Declaration and these Articles of Incorporation, the Declaration shall control.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles this 29 day of August, 1985.


David J. Evans

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 29 day of August, 1985, by David J. Evans, as incorporator.


Notary Public State of Florida
at Large
My Commission Expires:
(SEAL)

Notary Public, State of Florida at Large
My Commission Expires July 15, 1988

ACCEPTANCE OF REGISTERED AGENT

Having been named Registered Agent and having been designated to accept service of process for the above corporation, at the place designated herein, 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, specifically including compliance with the obligations and duties of Section 607.255, Florida Statutes.

Dated this 29 day
of August, 1985



David J. Evans

CERTIFICATE OF RECORDATION
OF GOVERNING DOCUMENTS FOR PROVIDENCE LAKES

WITNESSETH

WHEREAS, the Master Declaration of Covenants, Conditions and Restrictions for Providence Lakes was recorded at Book 4466 at Page 1298 of the Official Records of Hillsborough County, Florida (“Master Declaration”); and

WHEREAS, Providence Lakes Master Association, Inc. (“Association”) was formed for the purpose of operating the property subject to the Master Declaration and certain other Declarations of Covenants for properties subject to the Master Declaration; and

WHEREAS, the Governing Documents (as defined by Section 617.303 FS.) of the Association) were not all recorded, more specifically, the Articles of Incorporation and By-Laws; and

WHEREAS, after October 1, 1995, all Governing Documents are required to be recorded among the Official Records of the county In which the community is located; and

WHEREAS, several amendments to the Governing Documents have been made over the years which are not of record; and

WHEREAS, the Board desires to record the Articles of Incorporation and By-Laws of the Association In order to put the World on notice of the existence of these Governing Documents and to state that all future amendments to the Master Declaration, Articles of Incorporation, By-Laws and any Policy Resolutions will be recorded among the Official Records of Hillsborough County, Florida, so as to put the World on notice of the existence of the contents of the Governing Documents as the same may be amended from time to time:

NOWTHEREFORE, the Board of Directors of Association hereby resolves as follows:

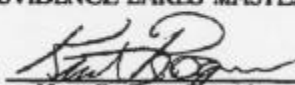
1. The above recitations are true and correct and are incorporated herein by reference.


2. Attached hereto is a true and complete set of the Articles of Incorporation and By-Laws of the Providence Lakes Master Association, Inc. as the same exist on the data hereof. All amendments to the attached documents have been incorporated into the documents as of the date of recording of this instrument.

3. Future amendments to the Governing Documents will be recorded among the Official Records, including any Policy Resolutions.

IN WITNESS WHEREOF, the Board has approved of this resolution this 15th day of July, 1996 at a duly called meeting of the Board at which a quorum was present by a vote of 7 to 0.

PROVIDENCE LAKES MASTER ASSOCIATION, INC.

By: 
Kurt Rogers, President



REC 8530 P 1067

ATTEST

Jonathan Ellis
Jonathan Ellis, Secretary

STATE OF FLORIDA
COUNTY OF Hillsborough

The foregoing instrument was acknowledged before me this 14th day of October 1996, by Kurt Rogers, as President, and Jonathan Ellis, as Secretary, of Providence Lakes Master Association, Inc., a Florida corporation, on behalf of the corporation. They are personally known to me or have produced _____ (type of identification) as identification.

Mary Ann Luallen
Signature of Person Taking Acknowledgment

(NOTARY SEAL)

Name of Acknowledger Typed, Printed or Stamped

Notary Public, State of _____

Notarial Serial Number



Mary Ann Luallen
MY COMMISSION # 00233074 EXPIRES
February 18, 2000
BONDED BY THE TRUST FIDELITY INSURANCE, INC.