

ARTICLES OF INCORPORATION

OF

WOODFIELD COMMUNITY ASSOCIATION, INC.

a not-for-profit Florida corporation

The undersigned subscribers, desiring to form a corporation not for profit under Chapter 617, Florida Statutes, as amended, hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of this Corporation is:

WOODFIELD COMMUNITY ASSOCIATION, INC.

The Corporation is hereinafter sometimes referred to as the "Association".

ARTICLE II

PURPOSES

The Association does not contemplate pecuniary gain or profit, direct or indirect, to its members. The purpose for which it is formed is:

1. To promote the health, safety and welfare of the property owners in that certain development in Pinellas County, Florida, to be known as Woodfield, all of which is hereinafter referred to as the "Properties";

2. To own, acquire, build, operate and maintain streets, roads, security and lighting, all for the benefit of the owners of the Properties, including but not limited to: open spaces, streets, mitigation and landscape areas, (structures and personal properties incident thereto), hereinafter referred to as the "Common Properties"; and

3. fix assessments (or charges) to be levied against the Properties and/or the owners of any part or parcel within the Properties;

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TALLAHASSEE, FLORIDA

4. enforce the Declaration of Covenants and Restrictions for Woodfield (the "Declaration") and any and all rules and regulations and other agreements applicable thereto;

5. pay taxes, if any, and insurance on the Common Properties and any other portions of the Properties provided for in the recorded covenants and restrictions applicable to the Properties;

6. supplement municipal services;

7. insofar as permitted by law, to do any other thing that, in the opinion of the Board of Directors, will promote the common benefit and enjoyment of the residents of the Properties.

ARTICLE III

POWERS

The powers of the Association shall include the following:

A. The Association shall have all of the common-law and statutory powers of a corporation not-for-profit not in conflict with the terms of these Articles.

B. The Association shall have all the powers and duties set forth in the covenants and restrictions recorded against the Properties in addition to all of the powers and duties reasonably necessary to own, operate, maintain, repair and replace the Common Properties and to provide such services as are required for the benefit of the Owners of Lots contained in the Properties from time to time including, but not limited to, the following:

1. To establish, levy and assess, and collect such assessments as may be necessary to operate the Association and carry on its activities, and to create such reserves for extraordinary expenditures as may be deemed appropriate in the discretion of the Board of Directors.

2. To purchase insurance upon the Common Properties and for the protection of the Association and its Members;

3. To reconstruct improvements after casualty and to make additional improvements to the Common Properties;

4. To promulgate and amend reasonable regulations respecting the use of the Common Properties and all the Properties;

5. To enforce by legal means the provisions of the covenants and restrictions recorded against the Properties, these Articles, the By-Law of the Association and the Rules and Regulations of the Association;

6. To contract for the management of the Properties and to delegate to such contractor all powers and duties of the Association except such as are specifically required by the covenants and restrictions recorded against the Properties to have approval of the Board of Directors or the Membership of the Association;

7. To contract for the management or operation of portions of the Properties susceptible to separate management or operation, and to lease such portions;

8. To employ personnel to perform the services required for proper operation of the Properties;

9. To adopt and establish By-laws for the operation of the Association; and

10. To contract with public or private utility companies for purposes of providing utility services to the Properties and private companies for private television services.

C. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the covenants and restrictions recorded against the Properties and the By-laws of the Association.

ARTICLE IV

MEMBERSHIP

A. Regular Membership:

1. Every person or entity who is or shall become a record owner of a fee or undivided fee interest in any Lot in the Properties (as defined in the Declaration), which is or shall be subject to the Declaration, shall be a member of this Association from the date such member acquires record title to a Lot, provided that any such person or entity which holds such interest merely as a security for the performance of an obligation shall not be a member.

2. A change in membership in the Association shall be established by recording in the Public Records of Pinellas County, Florida, a deed or other instrument establishing record title to a Lot in the Properties. Upon the delivery to the Association of a recorded copy of such instrument, the owner designated by such instrument shall thereby become a Member of the Association, and the membership of the prior owner shall at that time be terminated.

3. The interest of any Member in the Common Properties or in the funds and assets of the Association cannot be conveyed, assigned, mortgaged, hypothecated or transferred in any manner, except as authorized by the Declaration, these Articles, or the By-laws of the Association.

B. Additional Membership Categories: The By-laws may provide for additional membership categories, which categories shall not have any voting privileges. The term "Member" or "Membership" as used in the Declaration, the By-laws or these Articles shall not apply to any such additional membership categories. The By-laws shall provide for the rights and obligations of any additional membership categories.

ARTICLE V

TERM

This Corporation shall have perpetual existence.

ARTICLE VI

THE SUBSCRIBERS

The names and post office addresses of each subscriber of these Articles of Incorporation are as follows:

Charles D. Robbins	2400 AmeriFirst Building One Southeast Third Avenue Miami, Florida 33131
Gary R. Preston	2400 AmeriFirst Building One Southeast Third Avenue Miami, Florida 33131
Carol L. Zeiner	2400 AmeriFirst Building One Southeast Third Avenue Miami, Florida 33131

ARTICLE VII

OFFICERS

The Officers shall be a President, a Vice President, a Secretary and a Treasurer. The President and the Secretary shall be members of the Board of Directors. The officers shall be chosen by a majority vote of the directors. All officers shall hold office during the pleasure of the Board of Directors. The offices of Secretary and Treasurer may be held by the same individual.

The affairs of the Association shall be administered by the officers designated in the By-laws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and 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:

<u>OFFICE</u>	<u>NAME</u>	<u>ADDRESS</u>
President	Gene F. Cermak	4511 North Himes Avenue Horizon Bldg., Suite 1355 Tampa, Florida 33614
Secretary/ Treasurer	Sue Bunevich	4511 North Himes Avenue Horizon Bldg., Suite 1355 Tampa, Florida 33614

ARTICLE VIII

BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors consisting of not less than three (3) nor more than seven (7) persons, who need not be members of the Association. The initial Board of Directors shall consist of three (3) members who shall hold office until the election of their successors at the "Turnover Meeting" provided for in Section B of Article XI, or until their prior resignation.

At the "Turnover Meeting" the Board of Directors shall be increased to five (5) members, two (2) of which shall serve for a period of two (2) years and three (3) of which shall serve for a period of one (1) year. At the Annual Membership Meeting

after the Turnover Meeting and at every other Annual Membership Meeting thereafter, three (3) Board members shall be elected for a period of two (2) years each; and at the Annual Membership Meeting for the alternate years, two (2) Board members shall be elected for a period of two (2) years each. In accordance with the provisions of Article XI, the Developer shall be entitled to appoint one Director to the Board of Directors as long as it owns at least one Lot. The Board of Directors may increase the number of members of the Board of Directors effective as of the next Annual Membership Meeting to as many as seven (7) members, provided that any decision by the Board of Directors to increase the number of Directors shall be made at least sixty (60) days prior to the next Annual Membership Meeting. The term of the sixth Board member shall be for a period of one (1) year; and the term of the seventh Board member shall be for a period of two (2) years.

The names and addresses of those persons who are to act as Directors until the election of their successors are:

Gene F. Cermak	4511 North Himes Avenue Horizon Bldg., Suite 1355 Tampa, Florida 33614
Sue Bunevich	4511 North Himes Avenue Horizon Bldg., Suite 1355 Tampa, Florida 33614
Patricia Athanason	4511 North Himes Avenue Horizon Bldg., Suite 1355 Tampa, Florida 33614

ARTICLE IX

BY-LAWS

The By-laws of the Corporation may be made, altered, amended or rescinded by a two-thirds (2/3) vote of the members of the Board of Directors present at a duly called meeting of the Board or by two-thirds (2/3) of the votes of all Members present in person or by proxy at a duly called meeting of the Membership; provided that those provisions of the By-laws which are governed by these Articles of Incorporation may not be amended except as provided in these Articles of Incorporation.

ARTICLE X

AMENDMENT TO THE ARTICLES OF INCORPORATION

These Articles may be amended by the Members by two-thirds (2/3) of the votes of all the members present in person or by proxy at a duly called meeting of the Membership. However, as long as the Developer owns a Lot in the Properties, no such amendment may be made without the consent of the Developer. No such Amendment shall materially affect or interfere with the rights of Owners or lienors.

ARTICLE XI

VOTING RIGHTS/"TURNOVER" OF ASSOCIATION

A. Voting Rights:

The Association shall have two classes of voting membership:

1. Class "A": Class "A" Members shall be all those Owners as defined in Article IV hereof with the exception of the Developer. A person or entity, including a builder, who owns a Lot, whether it is improved or unimproved, for resale to another party for occupancy, shall be a Class "A" Member. Class "A" Members shall be entitled to one vote for each Lot in which each holds the interest required for membership by Article IV. When more than one person holds such interest in any Lot, all such persons shall be Members, and the vote for such Lot shall be exercised as they among themselves determine; but in no event shall more than one vote be cast with respect to any such Lot.

2. Class "B":

(a) The Class "B" Member shall be the Developer, AmeriFirst Development Corporation, or its successor. The Class "B" Member shall be entitled to one vote for each Lot in which it holds the interest required for membership by Article IV hereof.

(i) The Developer shall have the right to elect or appoint all members of the Board of Directors until title to 95% of all Lots have been conveyed by the Developer, a dwelling has been constructed on all such Lots (95% of the total Lots), and such Lots with dwellings have all been conveyed by the builders to owner-occupants.

ARTICLE X

MEETINGS OF MEMBERS; QUORUM

Section 1. Annual Meeting.

1. The regular Annual Meeting of the Membership shall be held annually on the third Tuesday in January of each year; which may be changed to any day within seven (7) days before and after such date upon fifteen (15) days written notice to the Members. The first regular Annual Meeting of the Membership shall be held in the year following the Turnover Meeting on the day described in the preceding sentence. If the day for the Annual Meeting of the Membership shall fall upon a holiday, the meeting will be held on the first day following which is not a holiday. * The purpose of such meeting shall be the election of Directors, and the transaction of other business authorized to be transacted by Members.

2. The order of business shall be as follows:

- (a) Calling of the roll and certifying of proxies.
- (b) Proof of Notice of Meeting or Waiver of Notice.
- (c) Reading and approval of minutes.
- (d) Reports of officers.
- (e) Reports of committees.
- (f) Election of Directors.
- (g) Unfinished business.
- (h) New business.
- (i) Adjournment.

3. The approval of the annual budget shall not be included in the Annual Meeting but shall be the subject of a Special Meeting held for that purpose in December of each year.

Section 2 Special Meetings. Special Meetings of the Members for any purpose may be called at any time by the President, Vice President, the Secretary or Treasurer, or by a majority of the members of the Board of Directors, or upon written request of the Members who have a right to vote one-fourth of all of the vote of the Class "A" membership.

Section 3. Regular Meetings. The Board of Directors may establish a day, place, and time for regular meetings of the Membership.

Section 4. Notice of Meetings. Notice of any meetings shall be given to the members by the Secretary of the Association. Notice, when by mail, shall be sent to the address of the Member appearing on the books of the Association at the time of the mailing of the Notice. Each Member shall register his address with the Secretary of the Association for purposes of mailing of notices of meetings. Notice of any meeting, regular or special, shall be given at least fourteen (14) days in advance of the meeting and shall set forth in general the nature of the business to be transacted; provided, however, that if the business of any meeting shall involve any action governed by the Articles of Incorporation or by the Declaration, notice of such meeting shall be given or sent as provided therein, or if not provided therein, then at least thirty (30) days notice.

Section 5. Quorum for Membership Actions. The presence at the meeting of Members entitled to cast, or of proxies entitled to cast one-third (1/3) of the combined vote of both classes of membership shall constitute a quorum for any action governed by these By-laws. Any action governed by the Articles of Incorporation or by the Declaration applicable to the Properties shall require a quorum as therein provided.

Section 6. Chairperson. The chairperson of the Turn-over Meeting or any Membership Meeting shall be the President of the Association or any other officer of the Association designated by the Board of Directors.

Section 7. Vote Required for Consent. Unless otherwise provided in these By-laws or the Declaration or Articles of Incorporation of the Association, the affirmative vote of a majority of the combined votes of all Members present at a duly constituted meeting of the Membership shall be required to confirm any action by the Membership.

ARTICLE XI

PROXIES

Section 1. Validity. At all meetings of members, each member may vote in person or by proxy. The presence at a duly constituted meeting of the Membership of a person holding a valid proxy on behalf of a Member shall constitute the presence of such Member at the meeting.

Section 2. Filing/Duration. All proxies shall be in writing and filed with the Secretary of the Association. No proxy shall extend beyond a period of ninety (90) days and every proxy shall automatically cease upon conveyance by the Member of his Lot.

ARTICLE XII

BOOKS AND RECORDS

The books, records and papers of the Association shall at all times, during reasonable business hours upon at least 24 hours notice, be subject to the inspection of any members.

ARTICLE XIII

CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words:

WOODFIELD COMMUNITY ASSOCIATION, INC.

ARTICLE XIV

FISCAL YEAR

The "Fiscal Year" of the Association shall be the calendar year.

ARTICLE XV

LOSS OR DAMAGE OF PROPERTY

The Association shall not be liable nor responsible for the destruction or loss of, or damage to, the property of any member, or visitor, or any person.

ARTICLE XVI

PROCEDURE FOR MEETINGS

Robert's Rules of Order, revised as of the date of the meeting, shall govern the conduct of all corporate meetings,

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with the laws of Florida, the following
is submitted:

That WOODFIELD COMMUNITY ASSOCIATION, INC., desiring
to organize under the laws of the State of Florida with its prin-
cipal place of business in the City of Tampa, State of Florida,
has named Charles D. Robbins, Esq., Blackwell, Walker, Fascell &
Hoehl, located at 2400 AmeriFirst Building, One Southeast Third
Avenue, Miami, Florida, 33131, as its agent to accept service of
process within Florida.

WOODFIELD COMMUNITY
ASSOCIATION, INC.

By: Charles D. Robbins

By: [Signature]

By: [Signature]

Date: 11/10/86

Having been named to accept service of process for the
above 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 Florida law relative to the proper
and complete performance of my duties.

Charles D. Robbins

CHARLES D. ROBBINS
Registered Agent

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