

Department of State

I certify that the attached is a true and correct copy of the Articles of Incorporation of

WALDEN LAKE FAIRWAY VILLAS PROPERTY OWNERS' ASSOCIATION,
INC.

filed on May 21, 1979.

The Charter Number for this corporation is 747260.



Given under my hand and the Great
Seal of the State of Florida, at
Tallahassee, the Capital, this the
21st day of May, 1979.

[Signature]
Secretary of State

CORP 104 Rev 1-79

ARTICLES OF INCORPORATION OF
WALDEN LAKE FAIRWAY VILLAS

The undersigned do hereby associate themselves for the purpose of forming a corporation not for profit. Pursuant to the provisions of laws of the State of Florida, we certify as follows:

ARTICLE I.

The name of the corporation shall be WALDEN LAKE FAIRWAY VILLAS PROPERTY OWNERS' ASSOCIATION, INC. Hereinafter the corporation shall be referred to as the "Association". The Association's initial registered office is 610 N. Florida Ave., Ste 1776, Tampa, Florida 33602 with its initial registered agent being John W. McWhirter, Jr. at that same address.

ARTICLE II.

The purposes and objects of the Association shall be to administer the operation, maintenance and management of certain facilities necessary to the recreation and welfare of the Walden Lake Fairway Villas located in Hillsborough County, Florida, and to undertake the performance of the acts and duties incident to the operation, maintenance and management of said properties and recreational facilities, and to make the necessary rules and regulations to preserve their use for the members of the Association and otherwise deal with such properties, whether real or personal, as may be necessary or convenient in the administration of said properties, including but not limited to the following:

- (a) Pay the taxes which may be levied upon the Association.
- (b) Maintain informational and directional signs within the Subdivision.
- (c) Enforce a policy of preventing the use of any recreational facilities by persons other than owners of Fairway Villas property and/or persons permitted to use said facilities by the By Laws of the Association.
- (d) Maintain the property in the Subdivision.
- (e) Fix and collect assessments to be charged to members.
- (f) Acquire, convey and hypothecate property on behalf of the members of the Association.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Association shall be conducted as a non-profit organization for the benefit of its members.

ARTICLE III.

The powers of the Association shall include and be governed by the following provisions:

3.1 The Association shall have all of the common law and statutory powers of a corporation, not for profit, not in conflict with the By Laws and rules and regulations of the Association.

3.2 All funds and titles to all properties acquired by the Association and their proceeds shall be held in trust for the members in accordance with the provisions of the rules, regulations and By-Laws of the Association.

ARTICLE IV.

4.1 The members of the Association shall consist of all of the owners of properties designated and described as Walden Lake Fairway Villas, all being a subdivision in Hillsborough County, Florida.

4.2 Any person who is the owner of a lot in the subdivision shall be a member in the Association; such membership shall be determined by a list of property owners which can be obtained from the Public Records of Hillsborough County, Florida or by information furnished to the Association by the Developers of said property.

4.3 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 to his lot or land upon which he claims his membership.

4.4 On all matters on which the membership shall be entitled to vote, there shall be one vote for each lot owned, except that Nationwide Property Development Company of Florida, Inc., its successors and assigns as Developer of Walden Lake Fairway Villas Subdivision, shall be entitled to two (2) votes for each lot owned until January 1, 1982, which vote or votes may be exercised or cast in such manner.

as provided in the By-Laws of the Association.

ARTICLE V.

The Association shall have perpetual existence.

ARTICLE VI.

The affairs of the Association shall be administered by a President, Vice President, Secretary and a Treasurer who the Board of Directors shall from time to time designate. Any person may hold two offices, except the same person shall not hold the office of President and Vice President, the office of President and Secretary, or the office of President and Assistant Secretary. Officers of the Association shall be elected by a Board of Directors at its first meeting following the annual meeting 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:

Joseph L. Michal
909 E. Sandlewood, N.
Plant City, FL 33566

Donald W. Dobersch
909 E. Sandlewood, N.
Plant City, FL 33566

Shelby R. Bender
909 E. Sandlewood, N.
Plant City, FL 33566

7.1 The affairs of the Association shall be managed by a Board of Directors who shall be members of the Association, excepting that the first Board of Directors shall consist of three (3) directors who will not be members of the Association, and thereafter the membership of the Board shall consist of not less than three (3) directors elected at the first annual meeting. The President shall act as chairman of said Board, which chairman shall serve for one year or until his successor is elected.

7.2 The Directors of the Association shall be elected at the annual meeting in the manner prescribed by the By-Laws. The Directors may be removed and vacancies on the

Board shall be filled in the manner provided by the By-Laws.

7.3 The first election of the Directors shall be held within thirty (30) days from the date of the issuance of a Certificate of Incorporation to the Association. The Directors named in these Articles shall serve until the first election of Directors, and any vacancies in office occurring before the first election shall be filled by the remaining Directors.

7.4 The name and addresses of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

Joseph L. Michal
909 E. Sandlewood, N.
Plant City, FL 33566

Donald W. Dobersch
909 E. Sandlewood, N.
Plant City, FL 33566

Shelby R. Bender
909 E. Sandlewood, N.
Plant City, FL 33566

ARTICLE VIII.

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 therein.

ARTICLE IX.

Amendments to these Articles of Incorporation shall be proposed and adopted in the following manner:

9.1 Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered.

9.2 A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the members of the Association.

9.3 Such approvals must be by not less than a majority of the Board of Directors present at the meeting considering the amendment.

9.4 Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of the members, nor any change in Section 3.2 of Article III, without approval in writing by not less than two-thirds of the members.

9.5 A copy of each amendment shall be filed with the Secretary of State, pursuant to the provisions of the applicable Florida Statutes, and a copy certified by the Secretary of State shall be recorded in the Public Records of Hillsborough County, Florida.

IN WITNESS WHEREOF, the Subscribers have affixed their signatures hereto this 8th day of May, 1979.

Joseph L. Michal
Joseph L. Michal

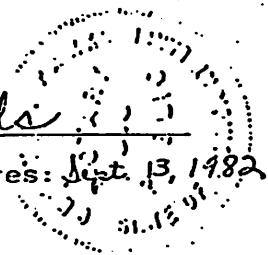
Donald W. Dobersch
Donald W. Dobersch

Shelby R. Bender
Shelby R. Bender

STATE OF FLORIDA)
)
COUNTY OF HILLSBOROUGH)

BEFORE ME, the undersigned authority, personally appeared Joseph L. Michal, Donald W. Dobersch and Shelby R. Bender, who, after being duly sworn, acknowledged that they executed the foregoing Articles of Incorporation for the purposes expressed in such Articles this 8th day of May, 1979.

Gene O. Parks
Notary Public
My Commission Expires: Sept. 13, 1982

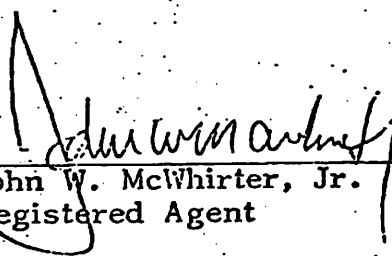


CERTIFICATE ACCEPTING APPOINTMENT
AS REGISTERED AGENT

In compliance with Section 617.013, Florida Statutes, the following is submitted:

FIRST, that WALDEN LAKE FAIRWAY VILLAS desiring to organize under the laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation at 610 North Florida Avenue, Exchange National Bank Building, Suite 1776, Tampa, Florida 33602, has named JOHN W. McWHIRTER, JR., as its registered agent at that address on whom process may be served.

Having been named registered agent for the above stated corporation, at its registered office, 610 North Florida Avenue, Exchange National Bank Building, Suite 1776, Tampa, Florida 33602, I hereby accept to act in this capacity.



John W. McWhirter, Jr.
Registered Agent

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TALLAHASSEE, FLORIDA