

State of Florida



Department of State

I certify from the records of this office that CAMBRIDGE COVE HOMEOWNERS' ASSOCIATION, INC. is a corporation organized under the laws of the State of Florida, filed on December 16, 1994.

The document number of this corporation is N94000006231.

I further certify that said corporation has paid all fees and penalties due this office through December 31, 1998, that its most recent annual report was filed on April 27, 1998, and its status is active.

I further certify that said corporation has not filed Articles of Dissolution.

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



CR2EO22 (2-95)

Sandra B. Northam

Sandra B. Northam
Secretary of State

FILED
STATE
CORPORATIONS

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ARTICLES OF INCORPORATION

OF

CAMBRIDGE COVE HOMEOWNERS' ASSOCIATION, INC.

The undersigned hereby associate to form a corporation not for profit under Chapter 617 of the Florida Statutes.

ARTICLE I

NAME

The name of this corporation shall be CAMBRIDGE COVE HOMEOWNERS' ASSOCIATION, INC. (hereinafter referred to as the "Association") and the principal office is at 8925 Eagle Watch Drive, Riverview, Florida 33569.

ARTICLE II

PURPOSES

The purposes of the Association are to acquire title to and own, and whether owned or not, to operate, maintain and preserve the Common Area [as such term is defined in the Declaration of Covenants, Conditions, Restrictions and Easements for CAMBRIDGE Cove which will be recorded among the Public Records of Hillsborough County, Florida, (hereinafter called the "Declaration")], in the development located in Hillsborough County, Florida, known as CAMBRIDGE COVE. The Association is also formed to maintain the privately owned parts of CAMBRIDGE COVE area which are not maintained by their owner and to accomplish any and all lawful purposes as provided by the State of Florida.

ARTICLE III

POWERS

The Association shall have all of the powers given to corporations not for profit by the Florida Statutes and all of the powers expressly conferred upon it by the Declaration, together with all powers necessary to fulfill both such stated powers and the duties expressly given to it by such Declaration. These powers include, but are not limited to, the power to:

A. Maintain, repair, improve and insure the Common Area as defined in the Declaration and other real or personal property which the Association owns or which it has assumed the obligation to maintain;

B. Make and collect assessments from its Members;

C. Pay all Association expenses;

D. Acquire title to and exercise all rights of ownership in and to any real or personal property;

E. Make, amend and enforce reasonable rules and regulations for the use of the property it owns or maintains;

F. Enforce the terms of the Declaration, these Articles, and the By-Laws of the Association.

ARTICLE IV

MEMBERS

1. Every record owner of a fee interest in any Lot, as defined in the Declaration, including contract Sellers, shall be

a Member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to, and may not be separated from, ownership of a Lot.

2. Change of membership in the Association shall be established by the recording, in the Public Records of Hillsborough County, Florida, of a deed or other instrument establishing a record title to a Lot, and shall be evidenced by delivery to the Association of a copy of such instrument. The membership of the prior owner shall be terminated as of the date of delivery of such deed or other instrument.

3. The share of a Member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except upon transfer of his Lot.

4. There shall be two (2) classes of membership as follows:

(a) Class A. As long as there is a Class B membership, Class A members shall be all Owners, as defined in the Declaration, other than the Declarant, as defined in the Declaration, and shall not be entitled to vote. Upon termination of Class B membership, Class A Members shall be all Owners, including the Declarant, as long as the Declarant is an Owner and each Owner shall be entitled to one vote for each Lot owned. If more than one (1) person owns an interest in any Lot, all such persons shall be Members, but there shall be only one (1) vote cast with respect to such Lot. Such vote may be exercised as the Owners determine among themselves, but no split vote shall be permitted.

(b) Class B. The Declarant shall be the only Class B Member and as long as there is Class B voting membership the Declarant shall have sole voting power. Upon the earliest of the following to occur, the Class B membership shall terminate and be converted to Class A membership: (1) when all Lots in CAMBRIDGE COVE as shown on the Plat, as defined in the Declaration, have been fully developed, permanent improvements constructed thereon, and sold to permanent residents; or (2) on January 1, 1998; or (3) when the Declarant, in its sole discretion, terminates its Class B voting membership.

ARTICLE V

BOARD OF DIRECTORS

1. The affairs of the Association shall be initially managed by the Board of three (3) Directors, whose names and addresses are:

Kevin McGuinnes
701 Brookeridge Court
Brandon, Florida 33511

Ken Franklin
701 Brookeridge Court
Brandon, Florida 33511

Glen E. Cross
P. O. Box 3341
Riverview, FL 33569

2. New Directors shall be appointed or elected and the number of Directors shall be increased or diminished in accordance with the By-Laws of the Association.

ARTICLE VI

OFFICERS

The officers of the Association shall be a President, Vice-President, Secretary and Treasurer, and such additional officers as the By-Laws specify. The officers shall be elected by Directors at their annual meeting or at any special meeting called for that purpose.

The first officers who shall serve until the first election are:

President:	Kevin McGuinnes 701 Brookeridge Court Brandon, Florida 33511
Vice President:	Ken Franklin 701 Brookeridge Court Brandon, Florida 33511
Sec/Treas:	Glen E. Cross P. O. Box 3341 Riverview, Florida 33569

ARTICLE VII

BY-LAWS

The By-Laws of the Association shall be adopted by the first Board of Directors and may be altered as follows:

1. An amendment may be proposed by any Member or any Director prior to a meeting at which it will be considered.

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

3. The amendment must be approved, either in person or by proxy by at least a majority of the entire membership of the Board of Directors.

4. No amendment may change the qualifications for membership in the Association.

5. No amendment which will affect the Declarant shall be adopted unless the Declarant has consented thereto in writing.

6. A copy of the amendment shall be mailed to each member or as otherwise provided by law.

ARTICLE VIII

AMENDMENT OF ARTICLES

These Articles may be amended in the same manner provided above for amending the By-Laws except that each amendment must also be filed with the Secretary of State of Florida to be valid.

ARTICLE IX

DISSOLUTION OF THE ASSOCIATION

The term of the Association shall be perpetual unless dissolved by the unanimous written consent of the members and all mortgagees.

Upon dissolution, the Association's assets (including any real property and improvements thereon) remaining after payment to creditors and payment of all costs and expenses relating to such dissolution shall be distributed in the following priority:

1. To the Members in such proportions as they agree upon, or failing such agreement, in such proportions as are determined by a court having jurisdiction, or if the Members prefer;

2. To any municipal or governmental authority which is willing to accept such assets.

ARTICLE X

INITIAL SUBSCRIBERS

The name and address of the initial subscriber is as follows:

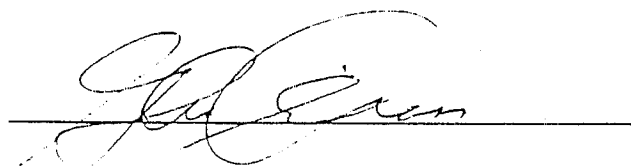
Glen E. Cross
P. O. Box 3341
Riverview, Florida 33569

ARTICLE XI

RESIDENT AGENT

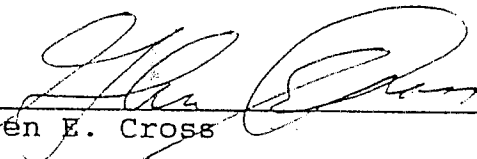
The Resident Agent of the Association, for purposes of accepting service of process shall be Glen E. Cross, whose address within the state of Florida is 3925 Eagle Watch Dr. Riverview, Florida 33569.

IN WITNESS WHEREOF, the undersigned incorporator, has executed these Articles of Incorporation for the purpose of forming the Association this 17th day of December, 1994.



A handwritten signature in cursive script, appearing to read 'Glen E. Cross', is written over a horizontal line.

Having been named to accept service of process for the Association at the place herein designated, I hereby accept to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the complete and proper performance of duties.


Glen E. Cross


Date: December 7, 1994

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that on this 7th day of December, 1994, before me the undersigned authority, personally appeared, Glen E. Cross to me known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal at said county and State the day and year first above written.


Notary Public
State of Florida at Large

My Commission Expires:
7-5-97

