

ARTICLES OF INCORPORATION
OF
SWEETWATER CREEK PROPERTY OWNERS ASSOCIATION, INC.

We, the undersigned, wishing to form a corporation, not for profit, under the laws of the State of Florida, do hereby make and subscribe the following proposed Charter:

ARTICLE I

NAME AND LOCATION

The name of this corporation shall be SWEETWATER CREEK PROPERTY OWNERS ASSOCIATION, INC. The principal office shall be located in Hillsborough County, Florida.

ARTICLE II

OBJECT

The purposes for which this corporation is organized are:

1. To own real estate and to hold the legal or equitable title to same;
2. To maintain said property and to render all services necessary to assure efficient, attractive, and satisfactory maintenance of said property, including collecting, and keeping Sweetwater Subdivision in Tampa, Florida free from trash and refuse, and to maintain common landscaping within and abutting Sweetwater Subdivision and to render all services necessary to assure efficient, attractive, and satisfactory maintenance thereof;
3. To enforce the restrictions for Sweetwater Subdivision recorded in the records of the Clerk of the Circuit Court of Hillsborough County, Florida;
4. To enforce architectural standards for construction in said subdivision, including additions and revisions as, and only as, provided in the aforesaid restrictions;
5. To establish, sponsor, and administer a garden club in said subdivision;
6. To promote civic improvement, protection, and harmony throughout the community at Sweetwater Subdivision;
7. To enter into contracts with individual and organizations for the accomplishment of the purposes of this corporation.

ARTICLE III

TERM OF EXISTENCE

This corporation shall have perpetual existence unless dissolved as provided by law.

ARTICLE IV

MEMBERSHIP

1. Each property owner in Sweetwater Subdivision in Tampa, Florida, shall be a member of this corporation subject only to the by-laws and to rules and regulations established by the Board of Directors. Such eligibility for membership shall be evidenced by recorded membership of said property as shown by the records of the Clerk of the Circuit Court of Hillsborough County, Florida; 2. There shall be a total number of votes (which may be referred to as "membership votes") of the members of this corporation equal to the total number of lots in said subdivision (whether or not said lots are platted or submerged), as shown on proposed plat of said subdivision on file with the Hillsborough County Planning Commission of Hillsborough County, Florida. There being 138 lots for building purposes in said proposed plat, Tibma-Smith, Inc., a Florida corporation, or its assigns, hereinafter referred to as "the developer", shall hold 138 votes initially and as lots are sold in said subdivision by the developer, the developer shall lose one vote for each lot sold (or for such portion of a lot sold when such portion is more than one-half of the area of a lot), the purchaser of said lot, or said portion, being entitled to said vote, provided however, and with the exception that, each purchaser from the developer shall hold no more than one vote per building plot and any purchaser from Tibma-Smith, Inc. who purchases more than one lot as a site for one home shall be entitled only to one vote for said site, provided further, that no person or corporation other than the developer, shall hold or be entitled to more than one vote, it being the intention and effect of these Articles that the developer shall hold the majority of votes in this corporation until such time as the developer has sold such number of lots and building plots vesting in the purchasers thereof, in accordance with the aforesaid provisions, a greater number of votes than the number of votes retained by the developer. Ownership of a lot or building plot shall be represented by one individual who shall be either the sole owner of said lot or plot or one of the co-owners of said lot or plot, or an officer of a corporate owner of said lot or plot; the word "plot", as used herein shall mean the entire piece of land on which a residence is situated, or is to be situated, whether said piece of land consists of more than one lot, parts of more than one lot, or less than one lot which meets the plot size requirements of the restrictions concerning said subdivision.

3. Membership shall be automatically transferred to a new lot or plot owner upon sale, assignment or transfer of the entire ownership of a lot or plot, subject only to the by-laws and rules and regulations established by the Board of Directors.

ARTICLE V

NAMES AND RESIDENCES OF SUBSCRIBERS

The names and residences of the subscribers to these Articles of Incorporation are as follows:

David G. Tibma, 4201 Deepwater Lane, Tampa, Florida

Milo M. Smith, 416 Royal Palm Way, Tampa, Florida

Allen B. Carr, 2010 Oak. View Lane, Palm Harbor, Florida

ARTICLE VI

BOARD OF DIRECTORS AND OFFICERS

The affairs of this corporation shall be managed by a Board of Directors of not less than three or more than seven members of this corporation. Salaries shall not be paid to the officers and directors and no dividends shall be paid. All officers and all directors shall be elected by the membership for one year terms at the annual meeting of the corporation. Officers and directors must be members of this corporation, provided however, that officers and directors and other representatives of the developer of said subdivision, Tibma-Smith, Inc., may be officers and directors of this corporation without being members of this corporation, and provided further that any one officer of any other corporate owner of property in said subdivision may be an officer or director of this corporation.

ARTICLE VII

FIRST OFFICERS

The names of the first officers who are to serve until the first election or appointment under the Articles of Incorporation are:

David G. Tibma, President and Treasurer

Milo M. Smith, Vice-President and Secretary

ARTICLE VIII

FIRST BOARD OF DIRECTORS

The number of persons constituting the first Board of Directors shall be three, and their names and addresses are as follows:

David G. Tibma, 4201 Deepwater Lane, Tampa, Florida

Milo M. Smith, 416 Royal Palm Way, Tampa, Florida

Allen B. Carr, 2010 Oak View Lane, Palm Harbor, Florida

The President shall serve as Chairman of the Board of Directors.

ARTICLE IX

MEETINGS

Regular meetings of the membership of the corporation shall be held annually on a day and at a time and place to be fixed in the by-laws. Special meetings of the membership of the corporation may be called by the President or by three members of the Board of Directors as he or they may deem necessary. The Board of Directors shall meet at least annually on a day and at a time to be fixed by the President. Special meetings of the Board of Directors may be called by the President or by three members of the Board of Directors as he or they may deem necessary. A quorum for all regular and

special membership meetings shall consist of 51 per cent of the voting membership of this corporation. A quorum for all regular and special meetings of the Board of Directors shall be a majority of the Board of Directors. At least five days written notice of each regular and special Board of Directors' meeting shall be given to each Board member by United States mail, except for emergency Board of Directors' meeting in which case less than five days written notice may be given, the existence of such emergency to be certified by the Board of Directors at the inception such emergency meeting. At least ten days written notice of each regular and special membership meeting shall be given to each member of this corporation by United States mail.

ARTICLE X

BY-LAWS

The by-laws of this corporation shall be adopted by the Board of Directors of this Corporation at its first regular meeting following approval by the Secretary of State of Florida of these Articles of Incorporation, and the by-laws shall then be approved a majority of the members present at the first regular membership meeting following the first meet of the Board of Directors. The by-laws may be altered, rescinded, or amended by a two-thirds vote of the members present at any annual meeting, provided that all members are given two weeks written notice of the text of any such proposed alteration, rescission, or amendment. The by-laws may also be amended at any regular meeting of this corporation by a two-thirds vote of the entire membership, provided that announcement of such vote on such amendment shall have been made at the immediately preceding regular membership meeting, and written notice of the text of such proposed amendment shall have been given to all members no later than the time of the regular membership meeting immediately preceding the meeting at which such amendment will be voted upon.

ARTICLE XI

AMENDMENT TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in whole or in part by the Board of Directors, subject, however, to approval by the membership by a vote of two-thirds of the total membership votes of this corporation, which votes are cast at any regular meeting or a special meeting called for that purpose, provided that fifteen days' notice in writing of such proposed amendment has been mailed to each member prior to such regular or special membership meeting, and provided further that any amendment of Article XII hereof shall require the affirmative vote of two-thirds of the total membership votes of this corporation.

ARTICLE XII

FEES

The owners of each lot shown on the plats of Sweetwater Subdivision (Plat Book 48, page 62), Sweetwater Subdivision First Addition (Plat Book 51, page 29), Sweetwater Subdivision Second Addition (Plat Book 52, page 45), Sweetwater Subdivision Third Addition (Plat Book 52, page 52), and Sweetwater Subdivision Fourth Addition (Plat Book 54, page 34), as recorded in the Public Records of Hillsborough County, Florida, shall pay to this corporation at Tampa, Florida, a fee of \$378.00 per year, payable on the

first day of January each year. Said assessment shall be effective as of January 1, 1985. Said fee may be changed only by a two-thirds (2/3) vote of the qualified membership votes of this corporation.

* Note: Signed and notarized copies are on file with the association Secretary.