

ARTICLES OF INCORPORATION
OF
VILLAGES OF DEVONSHIRE HOMEOWNERS ASSOCIATION, INC.
(A Corporation Not For Profit)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME OF CORPORATION

In compliance with the requirements of the laws of the State of Florida, the undersigned hereby associate themselves together for the purpose of forming a corporation not-for-profit under Chapter 617, Florida Statutes, and do hereby certify:

The name of this corporation shall be VILLAGES OF DEVONSHIRE HOMEOWNERS ASSOCIATION, INC. hereinafter in these Articles referred to as the "Association", and its principal place of business shall be 5911 Breckenridge Pkwy., Suite H, Tampa, Florida 33610.

ARTICLE II

PURPOSES

The general nature, objects, and purposes of the Association are:

(A) To promote the health, safety, and social welfare of the owners of all lots located within Villages of Devonshire, a subdivision in Hillsborough County, Florida (the "Subdivision"), being developed by Beazer Homes Corp., a Tennessee corporation, (the "Declarant");

(B) To maintain all portions of the Subdivision and improvements thereon for which the obligation to maintain and repair has been delegated to the Association by the "Declaration of Covenants, Conditions and Restrictions of Villages of Devonshire (the "Declaration")", which is to be recorded in the Public Records of Hillsborough County, Florida, and

the "Declaration of Covenants, Conditions and Restrictions of Arbor Greene recorded at Official Records Book 8381, Page 1616, in the Public Records of Hillsborough County, Florida, as amended and restated pursuant to that Amended and Restate Declaration of Covenants, Conditions and Restriction of Arbor Greene recorded at Official Records Book 8473, Page 1973, in the Public Records of Hillsborough County, Florida, as amended from time to time (the "Master Declaration"); and

(C) To operate without profit and for the sole and exclusive benefit of its members.

ARTICLE III

GENERAL POWERS

The general powers that the Association shall have are as follows:

(A) To purchase, accept, lease, or otherwise acquire title to, and to hold, mortgage, rent, sell or otherwise dispose of, any and all real or personal property related to the purposes or activities of the Association; to make, enter into, perform, and carry out contracts of every kind and nature with any person, firm, corporation, or association; and to do any other acts necessary or expedient for carrying on any of the activities of the Association and pursuing any of the objects and purposes set forth in these Articles of Incorporation and not forbidden by the laws of the State of Florida.

(B) To establish a budget and to fix assessments to be levied against all lots which are subject to assessment pursuant to the Declaration for the purpose of defraying the expenses and costs of effectuating the objects and purposes of the Association and to create reasonable reserves for such expenditures, including a reasonable contingency fund for the ensuing

year and a reasonable annual reserve for anticipated major capital repairs, maintenance, improvements, and replacements.

(C) To place liens against any lot subject to assessment for delinquent and unpaid assessments or charges and to bring suit for the foreclosure of such liens or to otherwise enforce the collection of such assessments and charges for the purpose of obtaining revenue in order to carry out the purposes and objectives of the Association.

(D) To hold funds solely and exclusively for the benefit of the Members of the Association for the purposes set forth in these Articles of Incorporation.

(E) To adopt, promulgate, and enforce rules, regulations, bylaws, covenants, restrictions, and agreements in order to effectuate the purposes of which the Association is organized.

(F) To delegate such of the powers of the Association as may be deemed to be in the Association's best interest by the Board of Directors.

(G) To charge recipients of services rendered by the Association and users of property of the Association where such is deemed appropriate by the Board of Directors.

(H) To pay all taxes and other charges or assessments, if any, levied against property owned, leased, or used by the Association.

(I) To enforce, by any and all lawful means, the provisions of these Articles of Incorporation, the Bylaws of the Association which may be hereafter adopted, and the terms and provisions of the Declaration (all such documents being sometimes hereinafter collectively referred to as the "Governing Documents") and the Master Declaration.

(J) In general, to have all powers which may be conferred upon a corporation not

for profit by the laws of the State of Florida, except as may otherwise be prohibited herein.

ARTICLE IV

MEMBERSHIP

(A) The "members" of this Association shall consist of all owners of lots in the Subdivision, including Declarant when an Owner. An "Owner" shall mean and refer to the record owner, whether one or more persons or entities of a fee simple title to any lot which is part of the Subdivision, including contact sellers, but excluding those having such interest merely as security for the performance of an obligation. Owners of such lots shall automatically become Members upon acquisition of the fee simple title to their respective lots.

(B) The membership of any Member in the Association shall automatically terminate upon conveyance or other divestment of title to such Member's lot, except that nothing herein contained shall be construed as terminating the membership of any Member who may own two (2) or more lots so long as Member owns at least one (1) lot.

The interest of a Member in the funds and assets of the Association may not be assigned, hypothecated, or transferred in any manner, except as an appurtenance to the lot which is the basis of his membership in the Association.

(C) Each and every Member shall be entitled to the benefits of membership in the Association and shall be bound to abide by the provisions of the Governing Documents and Master Declaration.

(D) The Secretary of the Association shall maintain a list of the Members of the Association. Whenever any person or entity becomes entitled to membership in the Association, it shall become such party's duty and obligation to so inform the Secretary in writing, giving his name,

address and lot number; provided, however, that any notice given to or vote accepted from the prior Owner of such lot before receipt of written notification of change of ownership shall be deemed to be properly given or received. The Secretary may, but shall not be required to, search the Public Records of Hillsborough County or make other inquiry to determine the status and correctness of the list of Members of the Association maintained by him and shall be entitled to rely upon the Association's records until notified in writing of any change in ownership.

ARTICLE V

VOTING RIGHTS

The Association shall have two (2) classes of voting Members:

(A) Class A: Each lot Owner shall be a Class A Member. The Owner or Owners of a lot shall be entitled to one (1) vote for each lot owned. If a lot is owned by more than one (1) individual or by a corporation or other entity, said Owners, corporation or other entity shall file a certificate with the Secretary naming the person or persons authorized to cast said lot vote, any one of whom may vote at any meeting on behalf of the lot. If the same is not on file prior to any meeting of the Members, then any one individual or any authorized officer may cast said lot vote. Notwithstanding the above, if: (1) no certificate of designation is on file, and all Owners of a lot are present, either in person or by proxy, and cast their votes unanimously; or (2) all those designated in the certificate to vote on behalf of the lot are present, either in person or by proxy, and cast their votes, unanimously, then said votes shall be counted and considered as one vote for each lot so owned.

(B) Class B: The Declarant, or its successors or assigns, shall be the Class B Member (also a "member"). The Class B membership shall terminate on the earlier of the occurrence of one of the following events (the "Termination Date"):

- (1) the Declarant so elects by written notice to the Association, or
- (2) three (3) months after the Declarant has conveyed ninety percent (90%) of all lots in the Subdivision to Members other than builders, contractors, or others who purchase lots for the purpose of constructing improvements thereon for sale.

Prior to the Termination Date, the Class B Member shall be entitled to three (3) votes for each lot it owns in the Subdivision. Except as otherwise provided in the Governing Documents or under applicable Florida law, a majority (more than fifty percent (50%)) of the Class A and Class B Member votes cast in person or represented by written proxy, shall decide any question properly brought before a special or annual meeting of the Members.

ARTICLE VI

BOARD OF DIRECTORS

(A) The affairs of the Association shall be managed by a Board of Directors consisting initially of three (3) Directors. The number of Directors comprising succeeding Boards of Directors shall be as provided from time to time in the Bylaws of the Association, but in no event shall there be less than three (3) nor more than nine (9) Directors. The Directors need not be Members of the Association or residents of the State of Florida.

(B) All Directors shall be appointed by and shall serve at the pleasure of Declarant until the Termination Date at which time the Declarant shall continue to be entitled to appoint at least one

(1) member of the Board of Directors until such time as the Declarant holds less than five percent (5%) of the Lots for sale in the ordinary course of business in the Subdivision.

(C) All Directors who are not subject to appointment by Declarant shall be elected by the Members. Elections shall be by plurality vote.

(D) Except as hereinafter provided, the term of each elected Director shall expire upon the election of his successor at the next succeeding annual meeting of Members. Commencing with the first annual meeting that either follows or constitutes the "turnover" meeting, all Directors elected by the Members shall be elected on a staggered two-year-term basis. Accordingly, at such meeting, the one-half of the elected Directors receiving the highest number of votes, and, in addition, if there are an odd number of Directors elected, the Director receiving the next highest number of votes, shall serve two year terms, and the other elected Directors shall serve one-year terms. At each annual meeting of Members thereafter, Directors shall be elected for two-year terms to fill the vacancies of those Directors whose terms are then expiring. In the event additional Directors are elected at an annual meeting to fill new directorships created by expansion of the Board, such Directors shall be elected, in the manner set forth above, for one or two year terms as may be appropriate to make even, or as nearly even as possible, the number of Directors serving one and two year terms. Each elected Director shall serve until his respective successor has been duly elected and qualified, or until his earlier resignation, removal or death.

(E) Any elected Director may be removed from office with or without cause by majority vote of the Members, but not otherwise. Any appointed Director may be removed and replaced with or without cause by Declarant, in Declarant's sole and absolute discretion.

(F) The names and addresses of the persons constituting the initial Board of Directors, who shall serve until their successors are elected or appointed and have qualified, or until removed, are as follows:

Devon Rushnell
5911 Breckenridge Pkwy., Suite H
Tampa, Florida 33610

Christin Cupp
5911 Breckenridge Pkwy., Suite H
Tampa, Florida 33610

Matt McGirr
5911 Breckenridge Pkwy., Suite H
Tampa, Florida 33610

ARTICLE VII

OFFICERS

The officers of the Association, to be elected by the Board of Directors, shall be a President, a Vice-President, a Secretary, and a Treasurer, and such other officers as the Board shall deem appropriate from time to time. The same person may hold two or more offices; provided, however, the office of President and Secretary shall not be held by the same person. The affairs of the Association shall be administered by such officers under the direction of the Board of Directors. The president, secretary and treasurer of the Association must, at all times after Class A Members are entitled to elect a majority of the Board of Directors, be Resident Owners, as defined in the Association Bylaws. Officers shall be elected for a term of one year in accordance with the Bylaws.

ARTICLE VIII

CORPORATE EXISTENCE

The Association shall commence upon the filing of these Articles and shall have perpetual existence.

ARTICLE IX

BYLAWS

The first Board of Directors of the Association shall adopt Bylaws consistent with these Articles. Such Bylaws attached to the Declaration and filed with the Public Records of Hillsborough County, Florida. Thereafter, the Bylaws may be altered, amended or rescinded by a majority vote of the Directors in the manner provided by such Bylaws.

ARTICLE X

AMENDMENTS TO ARTICLES OF INCORPORATION

(A) Proposals for amendments to these Articles of Incorporation which do not conflict with the Declaration or Master Declaration may be made by a majority vote of the Board of Directors or by fifteen percent (15%) of the Members. Such proposals shall be in writing, shall describe the proposed amendment, and shall be delivered to the President of the Association who shall thereupon call a special meeting of the Members not less than ten (10) days nor more than sixty (60) days following his receipt of the proposed amendment. Should the President fail to call such special meeting, the Members may, in lieu thereof, call a special meeting. Notice of such special meeting shall be given and posted in the manner provided in the Bylaws. An affirmative vote of two-thirds (2/3) of the total votes of the Association membership (not just those voting) shall be required for approval of the proposed amendment or amendments. Moreover, no amendment affecting the rights of Declarant shall be effective as long as there is a Class B Member without the prior written consent of such Class B Member.

(B) Any Member may waive the requirements of this Article as to the notice of special meetings to vote on proposed amendments to these Articles of Incorporation, either before, at or after a membership meeting at which a vote is taken to amend these Articles. Any amendment not

requiring the written consent of Declarant which has passed by two-thirds (2/3) of the total votes of the Association membership shall not be invalid merely because some Members did not receive notice of the special meeting.

ARTICLE XI

REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the Association shall be at 1819 Main Street, Suite 610, Sarasota, Florida, and the registered agent at such address shall be Peter Z. Skokos. The Association may, however, maintain offices and transact business in such other places within or without the State of Florida as may from time to time be designated by the Board of Directors.

ARTICLE XII

BUDGET AND EXPENDITURES

The Association shall obtain funds with which to operate by assessment of its Members in accordance with the provisions of the Declaration, as the same may be supplemented by the provisions of the Association's Articles and Bylaws. Accordingly, the Board of Directors shall annually adopt a budget for the operation of the Association for the ensuing fiscal year and for the purpose of levying assessments against all lots subject to assessment, which budget shall be conclusive and binding upon all persons; provided, however, that the Board of Directors may thereafter, at any time, approve or ratify variations from such budget. Such budget shall be in a form required under ' 720 of the Florida Statutes, as amended.

ARTICLE XIII

SUBSCRIBER

The name and street address of the subscriber of these Articles is as follows: Peter Z. Skokos, Norton, Gurley, Hammersley & Lopez, P.A., 1819 Main Street, Suite 610, Sarasota, Florida 34236.

ARTICLE XIV

INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Association shall indemnify any "person", as defined in the Declaration, who was or is a party or threatened to be made a party, to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, employee, officer or agent of the Association, against expenses (including attorney's fees and appellate attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interest of the Association. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, in and of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interest of the Association; and with respect to any criminal action or proceeding, that he had no reasonable cause to believe that his conduct was unlawful.

(A) To the extent that a Director, officer, employee or agent of the Association is entitled to indemnification by the Association in accordance with this Article, he shall be indemnified against expenses (including attorney's fees and appellate attorney's fees) actually and reasonably incurred by him in connection therewith.

(B) The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the laws of the State of Florida, any Bylaw, agreement, vote of Members, or otherwise. As to action taken in an official capacity while holding office, the indemnification provided by this Article shall continue as to a person who has ceased to be a Member of the Board, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators or such person.

(C) The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

ARTICLE XV

DISSOLUTION OF THE ASSOCIATION

(A) Upon expiration of the term of the Declaration, the Association may be dissolved upon a resolution to that effect being approved by the holders of two-thirds (2/3) of the total votes of the Association membership, and upon compliance with any applicable laws then in effect.

(B) Upon dissolution of the Association, all of its assets remaining after provision for payment of creditors and all costs and expenses of such dissolution shall be distributed in the following manner:

(1) Any property determined by the Board of Directors of the Association to be appropriate for dedication to any applicable municipal or other governmental authority may be dedicated to such authority provided the authority is willing to accept the dedication.

(2) Except as may be otherwise provided by the terms of the Governing Documents, all remaining assets, or the proceeds from the sale of such assets, shall be apportioned among the lots in the Subdivision prorata to the number of votes attributable to such lots pursuant to Article V hereof, and the share of each shall be distributed to the then Owners thereof.

ARTICLE XVI

BINDING EFFECT

The provisions hereof shall bind and inure to the benefit of the Members and Declarant and their respective successors and assigns.

ARTICLE XVII

TRANSACTIONS IN WHICH
DIRECTORS OR OFFICERS ARE INTERESTED

No contract or transaction between the Association and one or more of its Directors or officers, or between the Association and any other corporation, partnership, association, or any other organization in which one or more of its Directors or officers are directors or officers or have a financial interest, shall be invalid, void or voidable, solely for this reason, or solely because the Officer or Director is present at, or participated in, meetings of the Board or committee thereof, which authorized the contract or transaction, or solely because said Officers or Directors votes are counted for such purpose. No Director or officer of the Association shall incur liability by reason of the fact that the Director or officer may be interested in any such contract or transaction. Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board or of a committee which authorizes the contract or transaction.

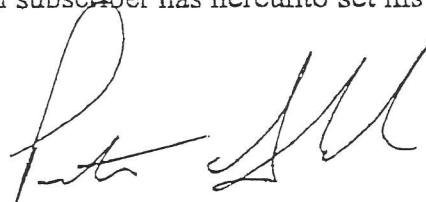
ARTICLE XVIII

MISCELLANEOUS PROVISIONS

(A) Whenever used herein, the singular number shall include the plural and the plural the singular, and the use of any gender shall include all genders.

(B) In the event of any conflict between the provisions of these Articles and the provisions of the Declaration or Master Declaration, the provisions of the Declaration and Master Declaration shall prevail. The Master Declaration shall take precedent over conflicting provisions contained in the Declaration.

IN WITNESS WHEREOF, the above-named subscriber has hereunto set his hand and seal
this 23 ^{April} day of ~~March~~, 2001.



Peter Z. Skokos

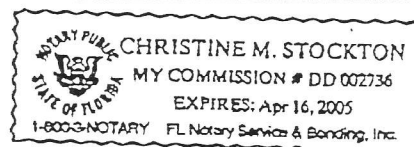
STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 23 day of April 2001, by PETER Z. SKOKOS as Subscriber of **VILLAGES OF DEVONSHIRE HOMEOWNERS ASSOCIATION, INC.**, on behalf of the Association, who is personally known to me.

Christine M. Stockton

Name: _____
Notary Public

My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

Having been named Registered Agent to accept service of process for the above stated corporation at registered office designated in the Articles, I hereby accept such designation and agree to serve as Registered Agent

Peter Z. Skokos
PETER Z. SKOKOS

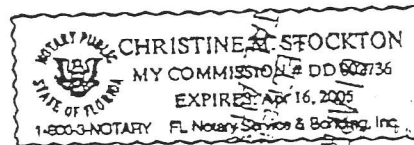
STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 23 day of April 2001, by PETER Z. SKOKOS, as registered agent, who is personally known to me.

Christine M. Stockton

Name: _____
Notary Public

My Commission Expires:



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FL Notary Service & Bonding, Inc.