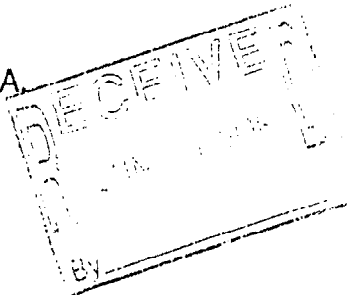




FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 19, 1996

BAXTER & STROHAUER, P.A.
1150 CLEVELAND STREET
CLEARWATER, FL 34615



The Articles of Incorporation for COPPER RIDGE/BRANDON HOMEOWNERS' ASSOCIATION, INC. were filed on June 18, 1996 and assigned document number N96000003277. Please refer to this number whenever corresponding with this office regarding the above corporation. The certification you requested is enclosed.

PLEASE NOTE: COMPLIANCE WITH THE FOLLOWING PROCEDURES IS ESSENTIAL TO MAINTAINING YOUR CORPORATE STATUS. FAILURE TO DO SO MAY RESULT IN DISSOLUTION OF YOUR CORPORATION.

A CORPORATION ANNUAL REPORT MUST BE FILED WITH THIS OFFICE BETWEEN JANUARY 1 AND MAY 1 OF EACH YEAR BEGINNING WITH THE CALENDAR YEAR FOLLOWING THE YEAR OF THE FILING DATE NOTED ABOVE AND EACH YEAR THEREAFTER. FAILURE TO FILE THE ANNUAL REPORT ON TIME MAY RESULT IN ADMINISTRATIVE DISSOLUTION OF YOUR CORPORATION.

A FEDERAL EMPLOYER IDENTIFICATION (FEI) NUMBER MUST BE SHOWN ON THE ANNUAL REPORT FORM PRIOR TO ITS FILING WITH THIS OFFICE. CONTACT THE INTERNAL REVENUE SERVICE TO RECEIVE THE FEI NUMBER IN TIME TO FILE THE ANNUAL REPORT AT 1-800-829-3676 AND REQUEST FORM SS-4.

SHOULD YOUR CORPORATE MAILING ADDRESS CHANGE, YOU MUST NOTIFY THIS OFFICE IN WRITING, TO INSURE IMPORTANT MAILINGS SUCH AS THE ANNUAL REPORT NOTICES REACH YOU.

Should you have any questions regarding corporations, please contact this office at the address given below.

Brenda Baker, Corporate Specialist
New Filings Section

Letter Number: 496A00030506

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of COPPER RIDGE/BRANDON HOMEOWNERS' ASSOCIATION, INC., a Florida corporation, filed on June 18, 1996, as shown by the records of this office.

The document number of this corporation is N96000003277.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capitol, this the
Nineteenth day of June, 1996



CR2EO22 (2-95)

Sandra B. Northam

Sandra B. Northam
Secretary of State

FILED

96 JUN 18 PM 3:18
CLERK OF COURT
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
COPPER RIDGE/BRANDON HOMEOWNERS' ASSOCIATION, INC.
(A corporation not-for-profit)

The undersigned, does hereby create a corporation not-for-profit under Chapter 617, Florida Statutes, providing for the formation, liability, rights, privileges, benefits and obligations conferred and imposed by said law on corporations organized pursuant to the provisions thereof, and hereby makes, subscribes and acknowledges and files these Articles of Incorporation as follows:

ITEM 1. - NAME OF CORPORATION

1.01. NAME - The name of this corporation shall be COPPER RIDGE/BRANDON HOMEOWNERS' ASSOCIATION, INC.

ITEM 2. - GENERAL NATURE OF BUSINESS

2.01. PURPOSE - The objects and purposes for which this corporation is formed are:

(1) To promote cooperation among lot owners and property owners in COPPER RIDGE, and generally to provide for the mutual assistance, welfare and improvement of all such persons.

(2) To provide for maintenance, preservation and architectural control of the residence lots and common areas within a certain tract of land located in Hillsborough County, Florida described in the plat(s) for Copper Ridge Subdivision.

(3) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions of Copper Ridge Subdivision, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the Office of Hillsborough County Clerk of Court and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length.

(4) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association.

(5) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the

Association.

(6) Borrow money, and with the assent of two-thirds (2/3) of each class of members mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(7) Dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer.

(8) Participate in mergers and consolidation with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area in the manner prescribed in the Declaration of Covenants, Conditions and Restrictions for Copper Ridge Subdivision

(9) In furtherance of its corporate purposes, to enter into, make, perform and carry out contracts of every kind, with any person, firm, corporation, private, public or municipal, under the Government of the United States, or any foreign government, so far as, and to the extent that, the same may be done and performed by a corporation organized under Chapter 617, Florida Statutes.

(10) Subject to the restrictions and limitations imposed by law, to purchase or otherwise acquire, hold, own, sell, assign, transfer, mortgage, pledge, create a security interest in, exchange or otherwise dispose of the shares, bonds, obligations or other securities or evidences of indebtedness of other corporations, domestic or foreign, and, if desirable, to issue and exchange therefor bonds or other obligations of this corporation, and while the owner of such shares, to exercise all rights, powers and privileges of ownership, including the power to vote thereon; and in furtherance of the corporation purposes, in the course of transaction of the affairs of the corporation, to acquire real and personal property, rights, and interests of every nature, and to sell such binds, debentures or other instrument or instruments, mortgaging, pledging or creating a security interest in the same, or in any deed, contract or other instrument relating thereto.

(11) To do everything necessary, suitable or proper for the accomplishment, attainment or furtherance of, to do every other act or powers set forth in these Articles of Incorporation, whether alone or in association with others; to possess all the rights, powers and privileges now or hereafter conferred by the laws of the State of Florida, and, in general, to carry on any of the activities and to do any of the activities and to do any of the things herein set forth and to do the same extent fully as a natural person or partnership might or could do; provided that

nothing herein set forth shall be construed as authorizing the corporation to possess any purpose, object or power, or to do any act or things forbidden by law to a not-for-profit corporation organized under the laws of the State of Florida.

(12) The corporation shall not engage nor shall any of its funds, property or income be used to carry on propaganda or otherwise attempt to influence legislation, nor shall the corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office, nor shall the corporation engage in any subversive or un-American activities.

ITEM 3. - SCOPE OF POWERS

3.01. The corporation shall have the power, either directly or indirectly, either alone or in conjunction with others to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, desirable, suitable or proper for the furtherance, accomplishment, fostering or attainment of any and all of the purposes for which the corporation is to further accomplish, foster or attain any such purposes. Notwithstanding anything herein to the contrary, this corporation shall have the corporation powers described in Section 617.021, Florida Statutes, as amended from time to time, together with those powers conferred by the Declaration of Covenants and Restrictions, these Articles of Incorporation and any and all lawful Bylaws of the corporation in furtherance of the exempt purposes of organizations set forth in Section 501(c) of the Internal Revenue Code of 1954, as amended, and its regulations as the same now exist, or as they may hereafter be amended from time to time.

Without limiting the foregoing, this corporation shall have the specific power to operate and maintain the Common Property of Copper Ridge Subdivision, and specifically the surface water management system as permitted by Southwest Florida Water Management District including all lakes, retention areas, water management areas, ditches, culverts, structures and related appurtenances.

ITEM 4. - NON-PROFIT CHARACTER OF CORPORATION

4.01. This corporation is not organized for profit. In the event of the liquidation or dissolution of the corporation, whether voluntary or involuntary, members shall be entitled to any distribution or division of its remaining property or proceeds, and the balance of all money and other property received by the corporation from any source, after the payment of all debts and obligations of the corporation, shall be used or distributed, subject to the order of the Circuit Court of the State of Florida, as provided by Florida Statute 617.05, exclusively for purposes within those set forth in Item 2 of these Articles of

Incorporation, and within the intendment of Section 501(c) of the Internal Revenue Code of 1954, and the regulations thereunder as they now exist or as they may hereafter be amended.

Notwithstanding the foregoing, if this corporation is dissolved, the property consisting of the surface water management system shall be conveyed to an appropriate agency of local government and that, if not accepted, the surface water management system shall be dedicated to a similar non-profit corporation.

ITEM 5. - MEMBERSHIP

1. Every person or entity who is the owner of record of a fee interest in any Lot or Multi-Family Unit or who is purchasing one or more Lots or Multi-Family Units under a contract or purchase agreement within the Properties shall be a member of the Association, subject to and bound by the Association's Articles of Incorporation, the Declaration, the Bylaws, and all the Rules and Regulations. For this purpose, ownership of a Lot or Multi-Family Unit under any unit ownership arrangement or agreement shall be deemed ownership of a Lot or Multi-Family Unit. The foregoing is not intended to include persons or entities who hold an interest in any Lot or Multi-Family Unit merely as security for the performance of an obligation. Ownership of such Lot or Multi-Family Unit shall be the sole qualification for membership. When any Lot or Multi-Family Unit is owned of record in joint tenancy or tenancy in common or by some other legal entity, or when two or more persons or other legal entity are purchasing one or more Lots or Multi-Family Unit under contract or agreement of purchase, the membership as to such unit(s) shall be joint and the rights of such membership (including the voting power arising therefrom) shall be exercised (only as stipulated in Section 2 hereinbelow).

2. During any period in which a member shall be in default in the payment of any annual, special or other periodic assessment levied by the Association, the voting rights and right to the use of the Common Areas or any other facilities which the Association may provide may be suspended by The Board of Directors, such member's voting and use rights may be suspended by the Board after a hearing at which the general requirements of due process shall be observed. Such hearing shall only be held by the Board (or a committee thereof) after giving such member ten (10) days prior written notice by registered or certified mail specifying such alleged violation and setting the time and place and date of hearing. Determination of violation shall be made by a majority vote of the Board or the Committee thereof, and such action shall thereby be conclusive.

3. No membership fee shall be charged, nor shall members be required to pay at any time any amount to carry on the business of the Association except to pay when due the charges, assessments and special assessments levied upon each Member's Lot as specified in

the Declaration, the By-laws, or as the members of the Association may from time to time hereafter adopt.

ITEM 6. - VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. Class A members shall be all Owners, with the exception of the Declarant, and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot.

B. Class B. The Class B members shall be the DECLARANT and its successors and assigns. The Class B members shall be entitled to three (3) votes for each Lot or Multi-Family Unit in which it holds the interest required for membership as provided in Item 5 above. The Class B membership shall cease upon the earlier of the following events occurring: (i) after 75% of the Lots have been conveyed to an Owner other than the DECLARANT, or (ii) four (4) years following conveyance of the first Dwelling Unit to a Unit Owner other than the DECLARANT in a single phase development or eight (8) years following such conveyance in an expandable project.

ITEM 7. - TERM OF EXISTENCE

7.01. This corporation is to exist perpetually.

ITEM 8. - PLACE OF OPERATION

8.01. The operations of the corporation are to be conducted principally within Hillsborough County, Florida.

ITEM 9. - PRINCIPAL OFFICE

9.01. The corporation's principal office shall initially be located at c/o Scarborough Corporation, State Road 54 at Scarborough Drive, Lutz, Florida 33549.

ITEM 10. - OFFICERS

10.01. The initial officers of the corporation shall be a President, Vice President, a Secretary-Treasurer, and such other persons as shall be provided in the Bylaws of this corporation. Any person may hold two or more offices, except that the President may not also be the Secretary or Assistant Secretary of the corporation. The names of the persons who are to serve as officers of the corporation until the first annual meeting of the of the Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
John E. Fess President	P.O. Box 7078 Wesley Chapel, FL 33543
Frederick H. Burcaw Vice President	P.O. Box 7078 Wesley Chapel, FL 33543
A. Frank Lausberg Secretary/Treasurer	P.O. Box 7078 Wesley Chapel, FL 33543

The officers shall be elected at the annual meeting of the Board of Directors as provided in the Bylaws of this corporation.

ITEM 11. - THE BOARD OF DIRECTORS

11.01. The business of the corporation shall be managed by the Board of Directors. This corporation shall not have less than three (3) directors initially. The number of directors may be increased from time to time by the Bylaws, but shall never be less than three (3) nor more than five (5). The Board of Directors shall be members of the corporation or representatives designated by corporate members of corporation. The members of the Board of Directors shall be elected and hold office in accordance with the Bylaws. The names and addresses of the persons who are to serve as directors until the first annual membership meeting of the corporation are:

<u>NAME</u>	<u>ADDRESS</u>
John E. Fess	P.O. Box 7078 Wesley Chapel, FL 33543
Frederick H. Burcaw	P.O. Box 7078 Wesley Chapel, FL 33543
A. Frank Lausberg	P.O. Box 7078 Wesley Chapel, FL 33543

ITEM 12. - BY-LAWS

12.01. The Board of Directors of this corporation shall provide such Bylaws for the conduct of its business and carrying out of its purposes as they may deem necessary from time to time. Upon proper notice, By-Laws may be amended, altered or rescinded by a majority vote of those members of the Board of Directors present at any regular meeting, or any special meeting called for that purpose.

ITEM 13. - AMENDMENTS

13.01. Upon proper notice, these Articles of Incorporation may be amended by an instrument approved by those persons or entities able to exercise two-thirds (2/3) of the voting power of each class of membership in the corporation as the same is defined in the Copper Ridge Declaration of Covenants and Restrictions which shall be recorded in the Public Records of Hillsborough County, Florida.

ITEM 14. - INDEMNIFICATION

14.01. The corporation shall indemnify all present, future or former officers, directors and members of the Architectural Review Committee and all persons exercising powers and duties of an officer, director or member of the Architectural Review Committee to the full extent now or hereafter permitted by law.

ITEM 15. - INCORPORATOR

15.01. The incorporator of this corporation is John E. Fess, whose address is State Road 54 at Scarborough Drive, Lutz, Florida 33549.

ITEM 16 - DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ITEM 17 - FHA/VA APPROVAL

As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution and amendment of these Articles.

IN WITNESS WHEREOF, the undersigned, the subscribing incorporator, has hereunto set his hand and seal the 11th day of June, 1996.

Signed, Sealed and Delivered
In the Presence of:

Frederick W. Durand
C. Frank Fausberg

John E. Fess
JOHN E. FESS

STATE OF FLORIDA
COUNTY OF PASCO

BEFORE ME personally appeared JOHN E. FESS, to me well known to be the person described in and who executed the foregoing instrument, and acknowledged before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal at Wesley Chapel, County of Pasco, State of Florida, this 11th day of June, 1996.

Sign: Carol A. Reventas

Print: Carol A. Reventas
NOTARY PUBLIC

My Commission Expires:

OFFICIAL NOTARY SEAL
CAROL A REVENTAS
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC444467
MY COMMISSION EXP. MAR. 12, 1997

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First -- That Copper Ridge/Brandon Homeowners' Association, Inc., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at c/o Scarborough Corporation, State Road 54 at Scarborough Drive, Lutz, Florida 33549 has named Gary N. Strohauser, located at 1150 Cleveland Street, Suite 300, Clearwater, FL 34615 as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

BY: _____

GARY N. STROHAUSER, Resident Agent

RECEIVED
36 JUN 18 PM 3:19
FBI - TAMPA