

STATE OF FLORIDA

DEPARTMENT OF STATE



I, RICHARD (DICK) STONE, Secretary of State of the State of Florida, do hereby certify that the following is a true and correct copy of

CERTIFICATE OF INCORPORATION

OF

BROOKRIDGE COMMUNITY PROPERTY OWNERS, INC.

a corporation not for profit organized and existing under the Laws of the State of Florida, filed on the 5th day of January A.D., 1973 as shown by the records of this office.

GIVEN under my hand and the Great Seal of the State of Florida, at Tallahassee, the Capital, this the 5th day of January, A.D., 1973.

Richard (Dick) Stone

SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
BROOKRIDGE COMMUNITY PROPERTY OWNERS, INC.
(a corporation not for profit)

We, the undersigned, with other persons desirous of forming a corporation for charitable, philanthropic and other lawful purposes, and not for pecuniary profit, under the provisions of Chapter 617, Florida Statutes, do agree to the following:

ARTICLE I.

The name of the corporation is BROOKRIDGE COMMUNITY PROPERTY OWNERS, INC.

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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II.

The general nature, objectives and purposes of this Corporation shall be to own the fee simple title to all rights-of-way, including streets, roads, and areas provided for utility and drainage easements upon the property in Hernando County, Florida, described in Exhibit A attached hereto and by reference made a part hereof, upon which is being constructed a residential development known as Brookridge Community, such ownership to be subject to the easements of the owners of all lots within said Community and all utilities serving said Community; and further to control and maintain said rights-of-way, streets, roads and areas provided for utility and drainage easements, together with any other lands acquired by the Corporation and available for use by the members, in perpetuity or so long as the same exist; and pursuant to appropriate restrictions running with said land to assess and collect from the owners of all the lots within said Community the funds necessary for such control and maintenance. In connection therewith, this Corporation shall have all of the powers enumerated in Chapter 617, Florida Statutes.

ARTICLE III.

All persons, associations and corporations owning the fee simple title of any of the property described in Article II. hereof shall be members of this Corporation and shall be admitted to such membership by the recording of a conveyance to such party of the fee simple title to a portion of said property in the Public Records of Hernando County, Florida. The conveyance by any such party of the fee simple title of a portion of said property so that such party no longer owns any of the property described in Article II. shall automatically divest such party of membership in this Corporation.

ARTICLE IV.

The term for which this Corporation is to exist is perpetual.

ARTICLE V.

The names and addresses of the Subscribers to these Articles are as follows:

C. R. Talley	616 First National Bank Building, Tampa, Florida 33602.
Dorothy Grams	616 First National Bank Building, Tampa, Florida 33602.
Virginia Miller	616 First National Bank Building, Tampa, Florida 33602.

ARTICLE VI.

Section 1. The officers by whom the affairs of the Corporation are to be managed shall be a President, Vice President, a Secretary and a Treasurer and in addition, such other officers as may be provided from time to time by the By-Laws of the Corporation. The officers shall be elected by the Board of Directors at their annual meeting or in such other manner as may be from time to time provided by the By-Laws.

Section 2. The names of the officers who are to serve until the first election are as follows:

<u>Name</u>	<u>Office</u>
Charles M. Sasser, Jr.	President
Theresa Hope	Vice President
Dorothy Grams	Secretary
C. R. Talley	Treasurer

ARTICLE VII.

Section 1. The Corporation shall have not less than three nor more than ten Directors and initially shall have three Directors. The number of Directors may be increased or decreased from time to time as provided by the By-Laws, but shall never be less than three.

Section 2. Each member of the Board of Directors shall be a member of the Corporation, other than the first Board of Directors.

Section 3. The members of the Board of Directors shall be elected by the members of the Corporation at their annual meeting, which meeting shall be held in accordance with the By-Laws.

Section 4. The names and addresses of the persons who are to serve as Directors until the first election and until their successors are duly elected and qualify are as follows:

<u>Name</u>	<u>Address</u>
Charles M. Sasser, Jr.	Route 4, Box 495, Brooksville, Florida 33512
C. R. Talley	616 First National Bank Bldg, Tampa, Fla. 336
Dorothy Grams	616 First National Bank Bldg, Tampa, Fla. 336

ARTICLE VIII.

Section 1. The Board of Directors shall provide such By-Laws for the conduct of its business and the carrying out of its corporate purposes and objectives as the Board may deem necessary from time to time.

Section 2. The By-Laws may be made, altered or rescinded by the Board of Directors by a majority vote of the total number of the Board of Directors as said Board is constituted from time to time; for any meeting of the Board of

Directors, called or held for the purpose of considering a change in the By-Laws of the Corporation, notice shall be given of such meeting in the manner required by the By-Laws and a copy of all proposed amendments to the By-Laws shall be included in such notice.

ARTICLE IX.

Section 1. These Articles of Incorporation may be amended by the affirmative vote of two-thirds of the members present at any regular or special meeting of the membership upon due notice having been given and a quorum having been present; the notice of any meeting called or held for the purpose of considering an amendment to these Articles of Incorporation shall include a copy of all proposed amendments to these Articles.

Section 2. Any such amendment of these Articles of Incorporation shall become effective only when said amendment has been certified by the Secretary of the Corporation and filed with the Secretary of State of the State of Florida and approved and all filing fees paid.

ARTICLE X.

The principal place of business of this Corporation shall be located at 50 High Point Boulevard, Brooksville, Florida 33512, or at such other place as may hereafter be designated by the Board of Directors.

ARTICLE XI.

For the regulation of the business and for the conduct of the affairs of the Corporation, and to create, divide, limit and regulate the powers of the Corporation, Directors and members, provision is hereby made as follows:

(a) Meetings of the Board of Directors and of the members for all purposes may be held at any place, either inside or outside the State of Florida.

(b) All corporate powers, including the sale, mortgage, hypothecation and pledge of the whole or any part of the corporate property shall be exercised by the Board of Directors except as otherwise expressly provided by law.

(c) Any one or more or all of the Directors may be removed, either with or without cause, at any time by the vote of a majority of the numbers present at any special meeting called for such purpose, and thereupon the term of each Director or Directors who shall have been so removed shall forthwith terminate and there shall be a vacancy or vacancies in the Board of Directors to be filled as provided in the By-Laws.

(d) Any officer of the Corporation may be removed, either with or without cause, at any time by vote of the majority of the Board of Directors.

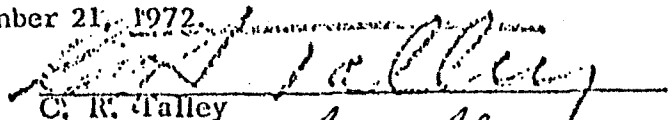
(e) No contract or other transaction between the Corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the Directors of this Corporation is or are interested in, or is a director or officer or are directors or officers of such other corporation, nor shall any such contract or any transaction be affected by the fact that the Directors or officers of the Corporation are personally interested therein. Any director or directors, officer or officers, individually or jointly, may be a party or parties to or may be interested in any contract or transaction of or with this Corporation or in which this Corporation is interested; no contract, act or transaction of this Corporation with any person, firm, association or corporation shall be affected or invalidated by the fact that any Director or Directors, or officer or officers of this Corporation is a party or are parties to, or interested in, such contract, act or transaction or in any way connected with such person, firm, association or corporation; each and every person who may become a Director or officer of this Corporation is hereby relieved as far as is legally permissible from any disability which might otherwise prevent him from contracting with the Corporation for the benefit

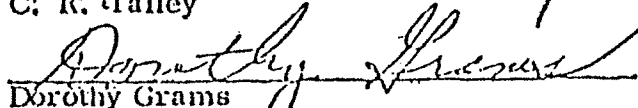
of himself or of any person, firm, association or corporation in which he may
anywise be interested.

ARTICLE XII.

The Corporation shall indemnify any and all persons who may serve
or who may have served at any time as Directors or officers, or who at the
request of the Board of Directors of the Corporation may serve or at any time
have served as Directors or officers of another corporation in which the
Corporation at such time owned or may own shares of stock or in which it was
or may be a creditor, and their respective heirs, personal representatives,
successors and assigns, from and against any and all expenses, including amounts
paid upon judgments, attorneys' fees, and amounts paid in settlement, before
or after suit is commenced, actually and necessarily incurred by such persons
in connection with the defense or settlement of any claim, action, suit or proceed-
ing in which they, or any of them, are made parties, or which may be asserted
against them by reason of their being or having been Directors or officers of the
Corporation or of such other corporation, except in relation to actions as to which
any such director or officer or former director or officer or person shall be
adjudged in any action, suit or proceeding to be liable on account of his own
negligence or misconduct in the performance of his duties; such indemnification
shall be in addition to any other rights to which such person may be entitled under
any law, by-law, agreement, vote of the members or otherwise.

IN WITNESS WHEREOF the above named Subscribers have hereunto
subscribed their names this December 21, 1972.


C. R. Talley


Dorothy Grams


Virginia Miller

All of Sections 22 and 27, Township 22 South, Range 18 East, Hernando County, Florida, LESS the right-of-way deeded to the State of Florida in Deed Book 117, Page 284, of the Public Records of Hernando County, Florida, and LESS from an iron pin marking the SW corner of Section 27, Township 22 South, Range 18 East, run N 0°42'58" W along the W boundary of said Section 27 170.67 feet to a point on the N right-of-way line of State Road No. 50 and the Point of Beginning; thence continue N 0°42'58" W along said W boundary 200 feet to a point, thence N 89°21'0" E 408.95 feet to a point; thence S 0°38'38" E 200 feet to a point on the N right-of-way line of State Road No. 50; thence S 69°21'04" W along said N right-of-way line 408.70 feet to the point of beginning.

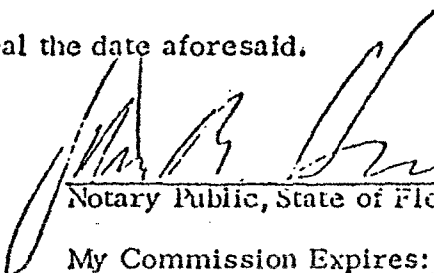
EXHIBIT A

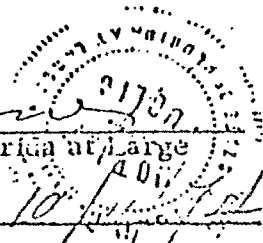
STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that on this December 21, 1972, before me, the undersigned authority, personally appeared C. R. TALLEY, DOROTHY GRAMS and VIRGINIA MILLER, known to me to be the persons described in and who executed the foregoing instrument, and they acknowledged before me the execution thereof to be their free act and deed for the uses and purposes therein set forth.

WITNESS my hand and seal the date aforesaid.


Notary Public, State of Florida at Large
My Commission Expires: 10/11/74



Notary Public, State of Florida at Large
My Commission Expires Oct. 11, 1974