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ARTICLES OF INCORPORATION

OF

AUDUBON LANDING ASSOCIATION, INC.

The undersigned incorporator, a resident of the State of Florida and of full age, hereby makes, subscribes, acknowledges and files with the Department of the State of Florida these Articles of Incorporation for the purpose of forming a corporation not for profit under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation is AUDUBON LANDING ASSOCIATION, INC., a Florida corporation not for profit (hereinafter called the "Association" in these Articles).

ARTICLE II

OFFICE AND REGISTERED AGENT

The Association's principal office and mailing address is 5100 W. Lemon Street, Suite 306, Tampa, Florida 33609. The Association's registered agent is Richard A. Schlosser who maintains a business office at 500 E. Kennedy Blvd., Suite 200, Tampa, Florida 33602. Both this Association's principal office and registered agent may be changed from time to time by the Board of Directors as provided by law.

ARTICLE III

PURPOSE

This Association does not contemplate pecuniary gain or profit to its members and the specific purposes for which it is formed are: (a) to act as the homeowners association for the Audubon Landing subdivision located in Hillsborough County, Florida (the "Property") and (b) to provide for the maintenance, preservation and architectural control of all common areas and residential lots within the Property.

ARTICLE IV

POWERS

Without limitation this Association is empowered to:

- (a) Declaration. Exercise all rights, powers, privileges, and perform all duties of this Association set forth in that certain Supplemental Declaration of Covenants, Conditions, Restrictions and Easements for West Meadows for Audubon Landing (hereafter called the "Declaration") applicable to the Property and recorded or to be recorded in the Public Records of Hillsborough County, Florida as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth in full;
- (b) Property. In any lawful manner, acquire, own, hold, improve, manage, operate, maintain, repair, replace, operate, convey, sell, lease, transfer, assign, and otherwise dispose of property of any nature whatsoever, real, personal, or mixed, tangible or intangible, in connection with this Association's affairs;
- (c) Assessments. Fix, levy, collect, and enforce by any lawful means all charges or assessments established by, or pursuant to, the Declaration; and to use and expend the proceeds of assessments in the exercise of its powers and duties hereunder;
- (d) Costs. Pay all costs, expenses, and obligations lawfully incurred in connection with this Association's affairs including, without limitation, all licenses, taxes, or other governmental charges levied or imposed against this Association's property;
- (e) Borrowing. Borrow money and, with the approval of two-thirds (2/3) of each class of members, mortgage, pledge, deed in trust, hypothecate, assign, grant security interests in, or otherwise transfer any or all of its property as security for money borrowed, debts incurred, or any of its other obligations;

(f) Dedications. With the approval of two-thirds (2/3) of each class of members, dedicate, sell or transfer all or any part of its property to any public agency, authority, or utility for such purposes and subject to such conditions as such two-thirds (2/3) of each class of members shall determine;

(g) Mergers. With the approval of two-thirds (2/3) of each class of members, participate in mergers and consolidations with other non-profit corporations organized for similar purposes;

(h) Rules. From time to time adopt, alter, amend, rescind, and enforce reasonable rules and regulations governing the use of the Lots and Common Area (as those terms are defined in the Declaration) consistent with the rights and duties established by the Declaration and these Articles;

(i) General. Have and exercise all common law rights, powers, and privileges and those that a corporation not for profit may now or hereafter have or exercise under the laws of the State of Florida, together with all other rights, powers, and privileges reasonably to be implied from the existence of any right, power, or privilege so granted, or granted by the Declaration or these Articles, or reasonably necessary to effectuate the exercise of any right, power, or privilege so granted;

(j) Enforcement. To enforce by legal means the obligations of the members of this Association and the provisions of the Declaration;

(k) Litigation. To sue or be sued; and

(l) Other. Engage in all lawful acts permitted or authorized by law.

ARTICLE V

MEMBERSHIP

Every person who from time to time holds the record fee simple title to, or any undivided fee simple interest in, any Lot that is subject to the provisions of the Declaration is a member of this Association, including contract sellers, but excluding all other persons who hold any interest in any Lot merely as security for the performance of an obligation. An Owner of more than one Lot is entitled to one membership for each Lot owned. Membership is appurtenant to, and may not be separated from, ownership of at least one Lot that is subject to the provisions of the Declaration, and membership may not be transferred other than by transfer of title to

such Lot. Each membership is transferred automatically by record conveyance or other transfer of title of a Lot.

ARTICLE VI

VOTING RIGHTS

The voting rights of members shall be as set forth in the Declaration. While the Declarant is in control of the Association, there shall be two classes of members: (a) the Declarant, who shall be the Class B member, and (b) all other owners of Lots, who shall be the Class A members. Class B membership shall terminate as provided in the Declaration.

ARTICLE VII

BOARD OF DIRECTORS

This Association's affairs are managed by a Board of Directors initially composed of three Directors. The number of Directors from time to time may be changed by amendment to this Association's By-Laws, but at all times it must be either three (3) members or five (5) members. The initial Directors named below shall serve until this Association's first annual meeting. The term of office for all Directors is one year. Before any such annual meeting occurring after the Class "B" Control Period (as defined in the Declaration) expires, all vacancies occurring on the Board of Directors, if any, will be filled by majority vote of the remaining Directors, even if less than a quorum. Any Director may succeed himself or herself in office. All Directors will be elected by secret written ballot. Each member may vote for each vacancy; however, cumulative voting is not permitted. Directors need not be Association members.

ARTICLE VIII

DURATION

This Association exists perpetually.

ARTICLE IX

DISSOLUTION

This Association may be dissolved in the manner from time to time provided by the laws of the State of Florida and with the consent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of this Association in any manner other than incident to a merger or consolidation with another homeowners' association, all of this Association's assets must be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. If dedication is refused, such assets must be granted, conveyed, and assigned to any nonprofit corporation, association, trust, or other organization devoted to such similar purposes. In no event, however, may any assets inure to the benefit of any member or other private individual.

ARTICLE X

BY-LAWS

This Association's initial By-Laws will be adopted by the Board of Directors of the Association. Thereafter, the By-Laws may be altered, amended, or rescinded by the Board of Directors, except as to any requirement for member approval as may be provided in the Declaration or any future supplemental declaration in which case those requirements shall control such amendments.

ARTICLE XI

AMENDMENTS TO ARTICLES OF INCORPORATION

Subject to the provisions of Article XII, amendments to these Articles may be proposed and adopted in the manner from time to time provided by the laws of the State of Florida, provided that each such amendment must have the approval in writing of two-thirds (2/3) of each class of membership, except as to any requirement for different approval provided in the Declaration or any supplemental declaration in which case those requirements shall control such Amendments.

ARTICLE XII

FNMA/FHA/VA APPROVAL

Declarant may elect to obtain FNMA, FHA or VA approval of Audubon Landing. If such approval is obtained, so long as there is a Class B membership, the following actions will require the prior approval of the United States Department of Housing and Urban Development (HUD) Federal National Mortgage Association (FNMA), Federal Housing Administration (FHA) or Veterans Administration (VA), as determined necessary by the Class B membership:

- (a) Amendment of these Articles of incorporation; or
- (b) Merger, consolidation and/or dissolution of the Association.

ARTICLE XIII

INTERPRETATION

Express reference is made to the Declaration where necessary to interpret, construe, and clarify the provisions of these Articles. Without limitation, all capitalized terms used herein have the same meanings as defined in the Declaration. By subscribing and filing these Articles, the incorporator intends for its provisions to be consistent with the provisions of the Declaration and to be interpreted, construed, and applied with those of the Declaration to avoid inconsistencies or conflicting results.

ARTICLE XIV

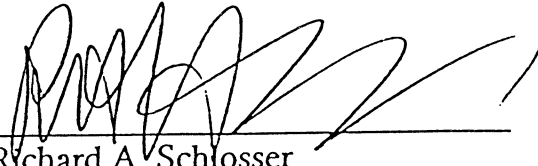
INCORPORATOR

The name and address of the incorporator is:

Name: Richard A. Schlosser

Address: 500 East Kennedy Blvd., Suite 200
Tampa, Florida 33602

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, I, the undersigned, constituting the incorporator of this Association, have executed these Articles of Incorporation this December 19, 2000.

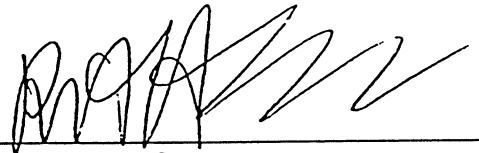

Richard A. Schlosser
Incorporator

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

AUDUBON LANDING ASSOCIATION, INC., desiring to organize under the laws of the State of Florida, as a corporation not for profit with its principal office as indicated in its Articles of Incorporation has named Richard A. Schlosser, whose business office is 500 E. Kennedy Boulevard, Suite 200, Tampa, Florida 33602, as its registered agent to accept service of process within Florida.

ACCEPTANCE

Having been named to accept service of process for the foregoing corporation at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes, including the duties and obligations imposed by Section 617.0503, Florida Statutes, relative to the proper and complete performance of my duties.



Richard A. Schlosser

Date: December 19, 2000.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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