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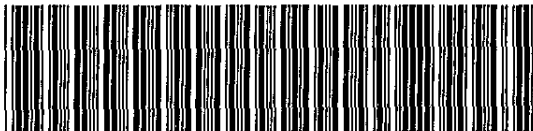
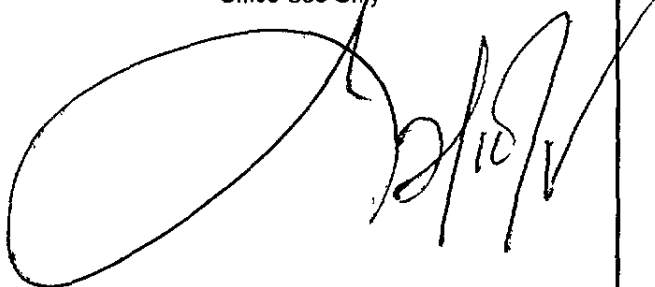
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TALLAHASSEE, FLORIDA

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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
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Stonerwater Professional Park Owners
Association, Inc.

Signature _____

Requested by:

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- Art of Inc. File _____
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ARTICLES OF INCORPORATION
OF
STONEWATER PROFESSIONAL PARK OWNERS ASSOCIATION, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. - NAME

The name of this Corporation shall be Stonewater Professional Park Owners Association, Inc., hereinafter referred to as the "Association," a Florida not-for-profit corporation.

ARTICLE II. - PURPOSES

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

A. To promote the health, safety and social welfare of the owners of Lots within the commercially-zoned property located in Hillsborough County, Florida ("Property"), developed by Waterford Construction & Development Company, Inc., a Florida corporation, hereafter referred to as the "Developer" or "Declarant", which is subject to that certain Declaration of Covenants, Conditions and Restrictions of Stonewater Professional Park, hereinafter referred to as the "Declaration," as amended from time to time, recorded in the Public Records of Hillsborough County, Florida. All capitalized terms as used herein shall be as defined in these Articles of Incorporation, or if not so defined, then such terms shall be as defined in the Declaration;

B. To own, if conveyed to the Association by the Developer, property owner, or any other person or entity, and maintain, repair and replace the Common Areas and Easement Areas, including, but not limited to, designated parks, sidewalks and/or access paths, streets, roadways, lighting, drainage areas, preservation areas, utility areas, landscaping and other structures and improvements in and/or benefiting Stonewater Professional Park, for which the obligation to maintain and repair has been delegated to and is hereby accepted by the Association;

C. At such time that no Class B Units exist, to establish, monitor, maintain and approve all development specifications for any improvement to a Lot, including, but not limited to, design, appearance, elevation, materials and location of the improvements, as well as landscaping around all such improvements, including walls, fences, sewers, drains, disposal systems, or other structures constructed, placed or permitted to remain on a Lot in Stonewater Professional Park, as well as the alteration, improvement, addition and/or change thereto;

D. To provide, or provide for such other services deemed appropriate by the Association, and the capital improvements and equipment related thereto in Stonewater Professional Park;

E. To provide, purchase, acquire, replace, improve, maintain and/or repair such Common Area real property, buildings, structures, street lights, drainage and other structures, landscaping, paving and equipment, both real and personal, related to the health, safety and social welfare of the

Members of the Association, as the Board of Directors of the Association in its discretion determines necessary, appropriate or convenient and as may be required by the Declaration;

F. To operate without profit for the sole and exclusive benefit of its Members; and

G. To perform all of the functions set forth in the Declaration contemplated to be performed by the Association and undertaken by the Board of Directors of the Association.

ARTICLE III. - GENERAL POWERS

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

A. To hold funds solely and exclusively for the benefit of the Members for purposes set forth in these Articles of Incorporation;

B. To promulgate and enforce rules, regulations, bylaws, covenants, restrictions and agreements to effectuate the purposes for which the Association is organized;

C. To delegate power or powers where such is deemed in the interest of the Association;

D. To purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of interests in real or personal property, except to the extent restricted hereby; to enter into, make, perform or carry out contracts of every kind with any person, firm, corporation, association or entities; to do any and all acts necessary or expedient for carrying on any and all of the activities and pursuing any and all of the objects and purposes set forth in these Articles of Incorporation and not forbidden by the laws of the State of Florida;

E. To fix assessments to be levied against the Lots to defray expenses and the cost of effectuating the objects and purposes of the Association, and to create reasonable reserves for such expenditures, and to authorize its Board of Directors, companies and other organizations for the collection of such assessments;

F. To charge recipients for services rendered by the Association for use of Association property when such is deemed appropriate by the Board of Directors of the Association;

G. To pay taxes and other charges, if any, on or against property owned or accepted or maintained by the Association, other than such portion of any Common Area maintained by the Association that is partially or totally on a Lot; and

H. In general, to have all powers conferred upon a corporation not-for-profit by the laws of the State of Florida.

ARTICLE IV. - ASSOCIATION MEMBERSHIP AND VOTING

A. Membership. Every Owner of a Lot is a Member of the Association. If title to a Lot is held by more than one person, each such person is a Member. An Owner of more than one Lot is entitled to one membership for each Lot owned. Each membership is appurtenant to the Lot upon which it is based and it is transferred automatically by conveyance of title to that Lot and may not be separated from ownership of a Lot. No person except an Owner may be a Member of the Association, and a membership in the Association may not be transferred except by transfer of title to a Lot. An Owner who is a contract seller may assign such Owner's membership and voting rights to such Owner's vendee in possession. Notwithstanding any provision to the contrary, the Declarant shall be a Member with such voting rights as provided herein.

B. Voting. The Association shall have two classes of voting membership.

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

2. Class B. The Class B member shall be Declarant, who shall be entitled to fifty (50) votes for each proposed Unit not yet sold. The Class B membership shall cease and be converted to Class A membership thirty (30) days after the last Unit to be built to complete the Professional Park (including all current or future phases) has received a Certificate of Occupancy from the applicable governmental agency.

3. Outstanding Votes. The total Outstanding Votes in the Association may vary from time to time depending upon the number of Lots sold to a third party by Declarant. A quorum consisting of one-half (1/2) of the Outstanding Votes represented by Members in attendance or by proxy will be necessary to vote on all decisions to be made by the Association pursuant to the terms of its Articles and Bylaws, with a simple majority of the Outstanding Votes then present, or represented by proxy, being necessary for approval or disapproval of an action of the Association, unless a greater percentage is required by the Articles or Bylaws for any specific action.

ARTICLE V. - ASSESSMENTS

The Association will obtain funds with which to operate by assessment of its Members owning Lots in accordance with the provisions of the Declaration, as supplemented by the provisions of these Articles of Incorporation and the Bylaws of the Association relating thereto.

ARTICLE VI. - BOARD OF DIRECTORS

A. The affairs of the Association shall be managed by a Board of Directors consisting

of three (3) Directors. So long as there is a Class B member, Directors need not be Members of the Association and need not be residents of the State of Florida; thereafter, all Directors shall be Members of the Association but need not be residents of the State of Florida. Election shall be by plurality vote. The Directors shall be elected at the first annual meeting of the Association. The term of the Directors so elected shall be for two (2) years expiring at the second annual meeting of the Association following their election, and thereafter until their successors are duly elected and qualified, or until removed from office with or without cause by the affirmative vote of a majority of the Members which elected them.

B. The names and addresses of the Members of the first Board of Directors who shall hold office until the annual meeting of the Members to be held in the manner stated in the Bylaws of the corporation, are as follows:

<u>Directors:</u>	<u>Address:</u>
John W. Westfall	16630 N. Dale Mabry Highway, Tampa, FL 33618-1400
Carol Westfall	16630 N. Dale Mabry Highway, Tampa, FL 33618-1400
Steven L. Myers	115 Bearss Avenue, Tampa, FL 33613

ARTICLE VII. - OFFICERS

The Officers of the Association shall be a President, a Secretary, a Treasurer, and, if elected by the Board of Directors, a Vice President, and such other officers as the Board may from time to time by resolution create. Any two or more offices may be held by the same person. Officers shall be elected by the Board of Directors of the Association for one-year terms in accordance with the terms and procedures set forth in the Bylaws. The name of the officers who are to manage the affairs of the Association until the annual meeting of the Board of Directors, to be held in the manner stated in the Bylaws of the corporation, are as follows:

<u>Officers:</u>	<u>Name</u>	<u>Address</u>
President	John W. Westfall	16630 N. Dale Mabry Hwy., Tampa, FL 33618-1400
Secretary	John W. Westfall	16630 N. Dale Mabry Hwy., Tampa, FL 33618-1400
Treasurer	John W. Westfall	16630 N. Dale Mabry Hwy., Tampa, FL 33618-1400

ARTICLE VIII. - CORPORATE EXISTENCE

The Association shall have perpetual existence.

ARTICLE IX. - BYLAWS

The Board of Directors shall adopt Bylaws consistent with these Articles.

ARTICLE X. - REGISTERED AGENT AND REGISTERED OFFICE

The initial registered agent shall be John Westfall. The street address of the principal office of the corporation shall be 16630 N. Dale Mabry Highway, Tampa, Florida 33618-1400.

ARTICLE XI. - AMENDMENT TO ARTICLES OF INCORPORATION

These Articles may be altered or amended by resolution of the Board of Directors. No amendment affecting the Developer, or its successors or assigns as Developer, of Stonewater Professional Park shall be effective without the prior written consent of the Developer or its successors or assigns, as Developer.

ARTICLE XII. - INDEMNIFICATION OF OFFICERS AND DIRECTORS

A. Indemnity. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceedings, 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 attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceedings, unless (a) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith, nor in a manner 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 reasonable cause to believe his conduct was unlawful and (b) such court further specifically determines that indemnification should be denied. The termination of any action, suit or proceedings by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, 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, had reasonable cause to believe that his conduct was unlawful.

B. Expenses. To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in paragraph A above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.

C. Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the affected director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Association as authorized in this Article.

D. Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of members or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and personal representatives of such person.

E. Insurance. 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.

F. Amendment. Anything to the contrary herein, notwithstanding the provisions of Article XI, this Article may not be amended without the prior written consent of all persons whose interest would be adversely affected by such amendment.

ARTICLE XIII. - TRANSACTION 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 other organization in which one or more of its directors or officers, have a financial interest shall be invalid, void or voidable solely for this reason, or solely because the director or officers is present at, or participated in, the meeting of the Board or committee thereof which authorized the contract or transaction, or solely because his or their votes accounted for such purpose. No director or officer of the Association shall incur liability by reason of the fact that he is, or may be, interested in such contract or transaction.

ARTICLE XIV. - CAPITALIZED DISSOLUTION OF THE ASSOCIATION

A. Upon dissolution of the Association, all of its assets remaining after provision for creditors and payment of all costs and expenses of such dissolution shall be distributed among the Members, subject to the limitations as set forth below, as tenants in common, each Member's share of the assets to be determined in accordance with its voting rights.

B. The Association may be dissolved as provided by Statute.

ARTICLE XV. - DEFINED TERMS

Terms defined in the Declaration of Covenants, Conditions and Restrictions of Stonewater Professional Park are incorporated by reference herein.

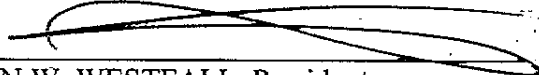
ARTICLE XVI. - WATER MANAGEMENT DISTRICT PROVISIONS

A. The Association shall have the power to operate and maintain the surface water management system facilities, including all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, flood plain compensation area, wetlands and any associated buffer areas and wetland mitigation areas.

B If the Association is dissolved, the control or right of access to the property containing the surface water management system facilities shall be conveyed or dedicated to an appropriate governmental unit or public utility and that if not accepted, then the surface water management system facilities shall be conveyed to a non-profit corporation similar to the Association.

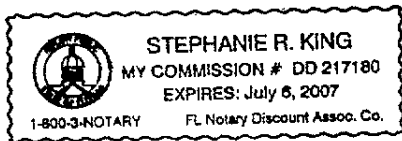
IN WITNESS WHEREOF, the subscriber has set his hand and seal this 3rd day of February, 2004.

WATERFORD CONSTRUCTION &
DEVELOPMENT COMPANY, INC.,
a Florida corporation

By: 
JOHN W. WESTFALL, President
16630 N. Dale Mabry Highway
Tampa, Florida 33618-1400

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

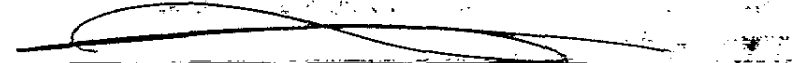
The foregoing instrument was acknowledged before me this 3rd day of February, 2004, by John W. Westfall, as President of Waterford Construction & Development Company, Inc., as Subscriber of Stonewater Professional Park Owners Association, Inc., a Florida not-for-profit corporation, on behalf of the corporation, and as incorporator of Stonewater Professional Park Owners Association, Inc., a Florida not-for-profit corporation, on behalf of the corporation, who is personally known to me.



Stephanie R. King
NOTARY PUBLIC
Print: STEPHANIE R. KING
My Commission Expires: July 6, 2007

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named corporation, at the place designated in this certificate, I hereby accept the designation to act in this capacity, and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



JOHN W. WESTFALL
16630 N. Dale Mabry Highway
Tampa, Florida 33618-1400

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