

State of Florida



Department of State

I certify from the records of this office that REFLECTIONS OF HILLSBOROUGH ASSOCIATION, INC. is a corporation organized under the laws of the State of Florida, filed on June 7, 2002.

The document number of this corporation is N02000004363.

I further certify that said corporation has paid all fees due this office through December 31, 2002, and its status is active.

I further certify that said corporation has not filed Articles of Dissolution.

I further certify that this is an electronically transmitted certificate authorized by section 15.16, Florida Statutes, and authenticated by the code, 502A00037873-060702-N02000004363-1/1, noted below.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
Seventh day of June, 2002

Authentication Code: 502A00037873-060702-N02000004363-1/1

OR BK 11771 PG 0042



CR2EO22 (1-99)

Katherine Harris

Katherine Harris
Secretary of State

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of REFLECTIONS OF HILLSBOROUGH ASSOCIATION, INC., a Florida corporation, filed on June 7, 2002, as shown by the records of this office

I further certify the document was electronically received under FAX audit number H02000149387. This certificate is issued in accordance with section 15.16, Florida Statutes, and authenticated by the code noted below

The document number of this corporation is N02000004363.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
Seventh day of June, 2002

Authentication Code: 502A00037873-060702-N02000004363-1/1

OR BK 11771 PG 0043



CR2EO22 (1-99)

Katherine Harris

Katherine Harris
Secretary of State

ARTICLES OF INCORPORATION
OF
REFLECTIONS OF HILLSBOROUGH 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 REFLECTIONS OF HILLSBOROUGH ASSOCIATION, INC., a Florida corporation not for profit (hereinafter called the "Association" in these Articles).

ARTICLE II

OFFICE AND REGISTERED AGENT

The Association's initial principal office is 5100 W. Lemon Street, Suite 306, Tampa, Florida 33609. The Association's initial registered agent is Richard A. Schlosser, Esq. who maintains a business office at 500 E. Kennedy Blvd., Suite 200, Tampa, Florida 33602, the Association's initial registered office. This Association's principal office, registered 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 to provide for the maintenance, preservation and architectural control of common areas and residential lots within that certain tract of property (hereinafter called the "Properties") in Hillsborough County, Florida, and more particularly described as:

All of Reflections Subdivision as in existence from time to time, according to the plat or plats thereof, recorded or to be recorded in the Public Records of Hillsborough County, Florida together with and all subsequent additions thereto.

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 Declaration of Covenants, Conditions and Restrictions for Reflections (hereinafter called the "Master Declaration") applicable to the Properties and any specific Declaration of Covenants, Conditions and Restrictions created for a Neighborhood within the Reflections Properties, as defined in the Master Declaration ("Neighborhood Declaration") including that certain Declaration of Covenants, Conditions, Restrictions and Easements for Bellefaire at Reflections ("Bellefaire Neighborhood Declaration") and recorded or to be recorded in the Public Records of Hillsborough County, Florida, and as the same may be amended from time to time as therein provided, said Declarations being incorporated herein as if set forth in full; The Master Declaration, Bellefaire Neighborhood Declaration and any other Neighborhood Declaration governed by this Association are collectively referred to as the "Declarations".

(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 Declarations; 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 the 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 the members, dedicate, sell or transfer all or any part of its property to any public agency, authority, or utility;

(g) Mergers. With the approval of two-thirds (2/3) of the 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 Declarations) consistent with the rights and duties established by the Declarations 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 Declarations 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 Declarations;

(k) Litigation. To sue or be sued;

(l) Surface Water Management. 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 areas, wetlands and any associated buffer areas, and wetland mitigation areas, and to contract for services for operation and maintenance of the surface water management system facilities;

(m) 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 portion of the Properties or any Lot (as defined in the Declarations) that is subject to the provisions of any of the Declarations 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 a Lot that is subject to the provisions of any of the Declarations, 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

This voting rights of Members are set forth in the Declarations. So long as there is Class B membership (as defined in the Declarations, whenever a provision herein calls for approval of the Members, it means approval of each Class of Members.)

ARTICLE VII

BOARD OF DIRECTORS

Section 1. 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. Notwithstanding the number of members of the Board of Directors from time to time, at all times after the termination of the Class "B" Control Period (as defined in the Declarations), the Bellefaire Neighborhood of the Reflections Subdivision (hereafter, "Bellefaire") shall be entitled to elect at least one member on the Board of Directors. The term of office for all Directors is one year.

Section 2. Before the termination of the Class "B" Control Period, all vacancies occurring on the Board of Directors, if any, will be filled by the Declarant (as defined in the Declarations).

Section 3. Any Director may succeed himself or herself in office. Except for Directors appointed by the Declarant or to fill a vacancy during the term of 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 the Members. Upon dissolution of this Association in any manner other than incident to a merger or consolidation, all of this Association's assets; together with the control or right of access to any property containing the surface water management system facilities, shall be conveyed or dedicated to an appropriate governmental unit or public utility to be used for purposes similar to those for which this Association was created. If any such conveyance or dedication is refused, such assets, together with the control or right of access to any property containing the surface water management system facilities shall be granted, conveyed, and assigned to a non-profit corporation or other organization similar to the Association and 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 By-Laws will initially be adopted by the Board of Directors. Thereafter, the By-Laws shall be altered, amended, or rescinded solely by the approval of the Board of Directors. In certain circumstances set forth in the Declarations or as may be set forth in any future supplemental declaration the Members may have authority to approve amendments to the By-laws; in those circumstances such provisions shall control the alteration, amendment or rescission of the By-laws.

ARTICLE XI

AMENDMENTS

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 of two-thirds (2/3) of the votes of each class of the members. The provisions of Article VII, Section 1, relating to Bellefaire may not be amended without the consent of all of the owners of Lots within Bellefaire. In certain circumstances set forth in the Declarations or as may be set forth in any future supplemental declaration the members may have authority to approve amendments to these Articles by a different percentage of the members; in those circumstances such provisions shall control the amendment to these Articles.

ARTICLE XII

FNMA/FHA/VA APPROVAL

As long as there is a Class B membership in the Association, the following actions will require the prior approval of the Federal Housing Administration (FHA) or Veterans Administration (VA):

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

ARTICLE XIII

INTERPRETATION

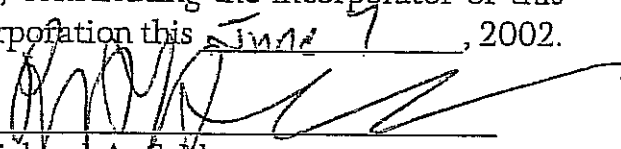
Express reference is made to the Declarations where necessary to interpret, construe, and clarify the provisions of these Articles. Without limitation, all terms defined in the Declaration have the same meaning where used in these Articles. By subscribing and filing these Articles, the incorporator intends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

ARTICLE XIV
INCORPORATOR

The name and address of the incorporator is:

Name: Richard A. Schlosser, Esq.
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 June 7, 2002.


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

REFLECTIONS OF HILLSBOROUGH 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: June 7, 2002

EXHIBIT "B"

ARTICLES OF INCORPORATION OF THE ASSOCIATION