

ARTICLES OF INCORPORATION

OF

STERLING MANORS OWNERS ASSOCIATION, INC.

(A Florida Corporation Not-For-Profit)

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The undersigned, by these Articles, associate themselves for the purpose of forming a corporation not-for-profit under Chapter 617, Florida Statutes and certify as follows:

Article 1. Name. The name of the Corporation shall be the Sterling Manors Owners Association, Inc. For convenience, the Corporation shall be referred to in this instrument as the "Association".

Article 2. Purposes.

A. The purposes for which the Association is organized are:

(i) to be and constitute the Association to which reference is made in the Declaration of Covenants, Conditions and Restrictions for the Sterling Manors Owners Association, Inc. (hereinafter the "Declaration"), establishing a Master Land Use Plan which is part of the public records of the City of Tampa, Florida and Hillsborough County, Florida, as amended from time to time, to perform all obligations and duties of the Association and to exercise all rights and powers of the Association, as specified therein, in the By-Laws and as provided by law; and

(ii) to provide an entity for the furtherance of the interests of the owners in the development.

B. The Association shall make no distributions of income to its members, directors or officers.

C. All terms used herein which are not defined shall have the same meaning provided in the Declaration.

Article 3. Powers. The powers of the Association shall include and be governed by the following provisions:

A. The Association shall have all of the common law and statutory powers of a corporation not-for-profit which are not in conflict with the terms of these Articles, the Declaration and the By-Laws of this Association.

B. The Association shall have all of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles, the By-Laws or the Declaration, including, without limitation, the following:

(i) to fix, levy, collect, and enforce payment of all assessments or other charges to be levied against the Units;

(ii) to manage, control, operate, maintain, repair and improve property subjected to the Declaration or any other property for which the Association by rule, regulation, Declaration or contract has a right or duty to provide such services;

(iii) to enforce covenants, conditions or restrictions affecting any property to the extent the Association may be authorized to do so under any Declaration or By-Law;

EXHIBIT "B"

(iv) to engage in activities which will actively foster, promote and advance the common interests of all owners;

(v) to buy or otherwise acquire, sell or otherwise encumber, exchange, lease, hold, use, operate and otherwise deal in and with real, personal and mixed property of all kinds and any right or interest therein for any purpose of the Association;

(vi) to borrow money for any purpose as may be limited in the By-Laws;

(vii) to enter into, make, perform or enforce contracts of every kind and description and to do all other acts necessary, appropriate, or advisable in carrying out any purpose of the Association, with or in association with any other association, corporation or other entity or agency, public or private;

(viii) to act as agent, trustee or other representative of other corporations, firms or individuals and as such to advance the business or ownership interests in such corporations, firms or individuals;

(ix) to adopt, alter and amend or repeal such By-Laws as may be necessary or desirable for the proper management of the affairs of the Association; provided, however, such By-Laws may not be inconsistent with or contrary to any provisions of the Declaration; and

(x) to provide any and all supplemental municipal services as may be necessary or proper.

(xi) The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law; and the powers specified in each of the paragraphs of this Article 3 are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provision of Article 3.

Article 4. Members.

A. The Association shall be a membership corporation without certificates or shares of stock.

B. The owner of each Unit subject to the Declaration shall be a member of the Association and shall be entitled to vote in accordance with the formula set forth in the Declaration, except there shall be no vote for any Unit owned by the Association. The manner of exercising voting rights shall be determined by the By-Laws of the Association.

C. Change of membership in the Association shall be established by recording in the public records of Hillsborough County, Florida, a deed or other instrument establishing record title to a lot subject to the Declaration and written notice to the Association of such change in title. The owner designated by such instrument thus becomes a member of the Association and the membership of the prior owner is terminated.

D. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenances of his Unit.

Article 5. Term. The Association shall be of perpetual duration.

Article 6. Directors.

A. The affairs of the Association shall be conducted, managed and controlled by a Board of Directors. The initial Board of Directors shall consist of three (3) directors.

B. The names and addresses of the members of the initial Board of Directors, who shall hold office until their successors are elected and have qualified or until removed are as follows:

Timothy R. Klein 3444 Memorial Highway, Ste. 100 Tampa, Florida 33607	Susan L. Rumford 3444 Memorial Highway, Suite 100 Tampa, Florida 33607
Pamela B. Payne 3444 Memorial Highway, Suite 100 Tampa, Florida 33607	

C. The method of election and term of office, removal and filling of vacancies shall be as set forth in the By-Laws. The Board may delegate such operating authority to such companies, individuals and committees as it in its discretion may determine.

Article 7. Officers. The affairs of the Association shall be administered by the officers designated by the By-Laws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the Association and they shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

Timothy R. Klein, President 3444 Memorial Highway, Ste. 100 Tampa, Florida 33607	Susan L. Rumford, Vice President 3444 Memorial Highway, Suite 100 Tampa, Florida 33607
Pamela B. Payne, Secretary/Treasurer 3444 Memorial Highway, Suite 100 Tampa, Florida 33607	

Article 8. By-Laws. The By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the By-Laws.

Article 9. Amendments. Amendments to the Articles of Incorporation may be proposed and adopted as provided in Chapter 617, Florida Statutes, provided that no amendment may be in conflict with the Declaration and provided further, no amendment shall be effective to impair or dilute any rights of members that are governed by such Declaration.

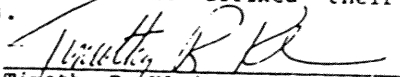
Article 10. Subscribers. The names and addresses of the subscribers to these Articles of Incorporation are as follows:

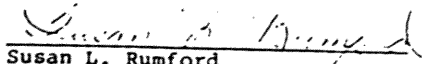
Timothy R. Klein 3444 Memorial Highway, Ste. 100 Tampa, Florida 33607	Susan L. Rumford 3444 Memorial Highway, Suite 100 Tampa, Florida 33607
Pamela B. Payne 3444 Memorial Highway, Suite 100 Tampa, Florida 33607	

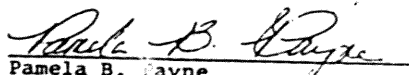
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Article 11. Registered Agent and Office. The initial registered office of the Corporation is 3444 Memorial Highway, Suite 100, Tampa, Florida 33607 and the initial registered agent at such address is Timothy R. Klein.

IN WITNESS WHEREOF, the subscribers have hereunto affixed their signatures this 16<sup>th</sup> day of MARCH, 1988.

  
Timothy R. Klein

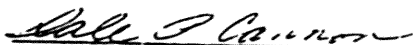
  
Susan L. Rumford

  
Pamela B. Payne

STATE OF FLORIDA

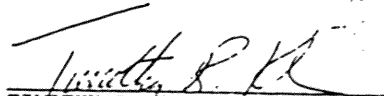
COUNTY OF HILLSBOROUGH

The foregoing Articles of Incorporation were acknowledged before me this 16<sup>th</sup> day of MARCH, 1988, by Timothy R. Klein, Susan L. Rumford, and Pamela B. Payne, who, being duly sworn, severally acknowledged before me that they executed the same for the purposes expressed in such Articles.

  
NOTARY PUBLIC  
My Commission Expires December 11, 1990  
Bonded thru Huckleberry & Associates

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, having been designated as Registered agent of STERLING MANORS OWNERS ASSOCIATION, INC., in its Articles of Incorporation, hereby accepts such designation and agrees to comply with the provisions of F.S. Section 48.091, relative to keeping the corporation's registered office open.

  
TIMOTHY R. KLEIN,  
Registered Agent