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STATE OF FLORIDA

DEPARTMENT OF STATE

OFF. REC. 2611 PG 588

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

CARROLLWOOD VILLAGE CYPRESS CLUSTER HOUSES CONDOMINIUMS ASSOCIATION, INC.

a corporation not for profit organized and existing under the Laws of the State of Florida, filed on the 21st day of December A.D., 1972 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 21st day of December, A.D., 1972.

Richard (Dick) Stone

SECRETARY OF STATE

EXHIBIT D

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ARTICLES OF INCORPORATION
OF
CARROLLWOOD VILLAGE CYPRESS CLUSTER HOUSES CONDOMINIUMS ASSOCIATION, INC.
(A Corporation Not For Profit)

In order to form a corporation under and in accordance with the provisions of the Laws of the State of Florida for the Formation of Corporations Not For Profit, we, the undersigned, hereby associate ourselves into a corporation for the purpose and with the powers hereinafter mentioned; and to that end we do, by these Articles of Incorporation, set forth:

ARTICLE I

The name of the Corporation shall be:

CARROLLWOOD VILLAGE CYPRESS CLUSTER HOUSES CONDOMINIUMS ASSOCIATION, INC.
(hereinafter referred to as the "Corporation")

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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II

The purposes and objects of the Corporation shall be to administer the operation and management of all condominiums to be established in accordance with the Condominium Act of the State of Florida and pursuant to the Development Plan set forth in the Declarations of Condominium, upon and within the following described property situate, lying and being in Hillsborough County, Florida to-wit:

SEE EXHIBIT "A" ATTACHED HERETO AND MADE A PART HEREOF (SAID PROPERTY TO BE HEREINAFTER REFERRED TO AS "CARROLLWOOD VILLAGE CYPRESS CLUSTER HOUSES")

and to undertake the performance of the acts and duties incident to and administration of the operation and management of each and every said Condominium in accordance with the terms, provisions, conditions, and authorizations contained in these Articles of Incorporation, and which may be contained in the formal Declarations of Condominiums which may be recorded in the public records of Hillsborough County, Florida, at the times portions of said property, and the improvements now or hereafter situate thereon, are submitted to plans of condominium ownership; and to own, operate, lease, sell, trade and otherwise deal with such property, whether real or personal, as may be necessary or convenient in the administration of said condominiums; and further to foster a fine residential community throughout the development known as CARROLLWOOD VILLAGE CYPRESS CLUSTER HOUSES located in Hillsborough County, Florida, and in this respect to cooperate and deal with other Condominium Associations, if any, and entities to accomplish this objective. The Corporation shall be conducted as a non-profit organization for the benefit of its members.

ARTICLE III

The Corporation shall have the following powers:

1. The Corporation shall have all of the powers and privileges granted to Corporations Not for Profit under the law pursuant to which this Corporation is chartered and pursuant to the Condominium Act of the State of Florida.

This Instrument Was Prepared By
JOSEPH B. COFER
GIBBONS, TUCKER, McEWEN, SMITH, COFER & TAUB
Attorneys At Law
606 Madison St. Tampa, Florida 33602

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2. The Corporation shall have all of the powers reasonably necessary to implement and effectuate the purposes of the Corporation, including but not limited to the following:

(a). To make and establish reasonable rules and regulations governing the use of APARTMENT UNITS, Common Elements and Limited Common Elements in said Condominiums as said terms may be defined in said Declarations of Condominium to be recorded.

(b). To buy, sell, lease, mortgage, or otherwise deal with any and all property, whether real or personal.

(c). To levy and collect assessments against members of the Corporation to defray the common expenses of the Condominiums as may be provided in said Declarations of Condominium and in the By-Laws of this Corporation which may be hereafter adopted, including the right to levy and collect assessments for the purposes of acquiring, operating, leasing, managing, and otherwise trading and dealing with such property, whether real or personal, including APARTMENT UNITS in said Condominiums.

(d). To maintain, repair, replace, operate and manage the Condominiums and the property comprising same, including the right to reconstruct improvements after casualty and to make further improvement of Condominium property.

(e). To contract for the management of the Condominiums and to delegate to such contractor all of the powers and duties of the Corporation except those which may be required by the Declarations of Condominium to have approval of the Board of Directors or Membership of the Corporation.

(f). To enforce the provisions of said Declarations of Condominium, these Articles of Incorporation, the By-Laws of the Corporations which may be hereafter adopted, and the rules and regulations governing the use of said Condominiums as may be hereafter established.

(g). To approve or disapprove the transfer, lease, mortgage and ownership of APARTMENT UNITS as may be provided by Declarations of Condominium and by the By-Laws.

(h). To deal with other condominium associations or representatives thereof on matters of mutual interest and to levy, collect and disburse funds from time to time as may be provided in the Declarations of Condominium and By-Laws for the maintenance, repair and replacement of property located within the lands herein described or elsewhere notwithstanding the fact that such property lies outside of the subject property.

(i). To execute, undertake and accomplish all of the rights, duties and obligations which may be granted to or imposed upon the Corporation pursuant to the Declarations of Condominium aforementioned.

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ARTICLE IV

The qualification of the members, the manner of their admission to membership and termination of such membership and voting by members shall be as follows:

1. The owners of all APARTMENT UNITS in all said CONDOMINIUMS shall be members of the Corporation and no other persons or entities shall be entitled to membership except as provided in item (5) of "ARTICLE IV" hereof.

2. Membership shall be established by the acquisition of fee title to an APARTMENT UNIT, whether by conveyance, judicial decree or otherwise provided that such acquisition shall be approved in accordance with, and conformed to the provisions of, these Articles, the applicable Declarations of Condominium and the By-Laws and the membership of any party shall be automatically terminated upon his being divested of all title to or his entire fee ownership interest in any APARTMENT UNIT, except that nothing herein contained shall be construed as terminating the membership of any party who may own two or more APARTMENT UNITS, or who may own a fee ownership interest in APARTMENT UNITS, so long as such party shall retain title to or a fee ownership interest in any APARTMENT UNIT.

3. The interest of a member in the funds and assets of the Corporation cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to his APARTMENT UNIT. The funds and assets of the Corporation shall belong solely to the Corporation subject to the limitation that the same be expended, held, or used for the benefit of the Membership and for the purposes authorized herein, in the Declarations of Condominium, and in the By-Laws which may be hereafter adopted.

4. On all matters on which the Membership shall be entitled to vote, there shall be only one vote for each APARTMENT UNIT, which vote may be exercised or cast by the owner or owners of each APARTMENT UNIT in such manner as may be provided in the By-Laws hereafter adopted by the Corporation. Should any member own more than one APARTMENT UNIT, such member shall be entitled to exercise or cast as many votes as he owns APARTMENT UNITS, in the manner provided by said By-Laws.

5. Until such time as a portion of the property described in "ARTICLE II" hereof and improvements constructed thereon shall be submitted to a plan of condominium ownership by the recordation of a Declaration of Condominium, the membership of the Corporation shall be comprised of the Subscribers to these Articles, each of which Subscribers shall be entitled to cast one vote on all matters on which the Membership shall be entitled to vote.

ARTICLE V

The Corporation shall have perpetual existence.

ARTICLE VI

The principal office of the Corporation shall be located at 13902 North Dale Mabry, Tampa, Florida 33618, but the Corporation may maintain offices and transact business in such places within or without the State of Florida as may from time to time be designated by the Board of Directors; furthermore, the Board of Directors may from time to time relocate the aforesaid principal office.

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ARTICLE VII

1. The Board of Directors, until relinquishment of control as hereinafter provided by Sunstate Builders, Inc., a Florida corporation, or its nominee (the said Sunstate Builders, Inc., or its nominee being referred to as "Developer"), shall consist of five (5) Directors, which Directors need not be members of the Corporation.

After relinquishment of control by Sunstate Builders, Inc. or its nominee as hereinafter provided, the Board of Directors shall consist of the number of Directors determined in accordance with the By-Laws but not less than five (5) Directors; and in the absence of such determination said Board shall consist of five (5) Directors. After relinquishment of control by Sunstate Builders, Inc., or its nominee as hereinafter provided, a majority of the Directors shall be members of the Corporation.

2. Directors of the Corporation shall be elected at the annual meeting of the Members in the manner determined by the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

3. The first election of Directors shall not be held until after the Developer has relinquished control of the Corporation which shall take place when it has closed the sales of all of the APARTMENT UNITS of all Condominiums to be formed in CARROLLWOOD VILLAGE CYPRESS CLUSTER HOUSES, or until the Developer voluntarily elects in writing to terminate its control of the Condominium, or until after the 31st day of December, 1974, whichever shall first occur (any one of which events being herein referred to as "Relinquishment of Control"), provided, however, and notwithstanding anything herein contained, that so long as Developer is the owner of one (1) or more APARTMENT UNITS within the subject property it shall have the continuing right to designate one (1) member of each Board of Directors from each CONDOMINIUM in CARROLLWOOD VILLAGE CYPRESS CLUSTER HOUSES in which it shall continue to own one (1) or more APARTMENT UNITS, notwithstanding the fact that it may theretofore have relinquished control as hereinabove provided. The Directors herein named shall serve until the first election of Directors, and any vacancies in their number occurring before the first election shall be filled by the remaining Directors and if there are no remaining Directors, the vacancies shall be filled by the Developer.

4. The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified in accordance herewith, or until removed, are as follows:

NAME	ADDRESS
MATT M. JETTON	P. O. BOX 15657 Tampa, Florida 33614
H. DEWITT THOMPSON	P. O. BOX 15657 Tampa, Florida 33614
CHARLES E. JUENGLING	P. O. BOX 15657 Tampa, Florida 33614
ARTHUR S. GIBBONS	606 Madison Street Tampa, Florida 33602
JOSEPH B. COFER	606 Madison Street Tampa, Florida 33602

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ARTICLE VIII

The affairs of the Corporation shall be managed by the officers in accordance with the By-Laws. The officers shall be appointed from time to time by the Board of Directors; after Developer shall have relinquished control of the Corporation, appointment of officers shall take place at the first Board meeting following the annual meeting of the Members of the Corporation, which officers shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are appointed by the Board of Directors are as follows:

PRESIDENT	MATT M. JETTON
VICE PRESIDENT	H. DEWITT THOMPSON
SECRETARY	CHARLES E. JUENGLING
TREASURER	JAMES F. NASH

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ARTICLE IX

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

ARTICLE X

Every Director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or officer of the Corporation whether or not he is a Director or officer at the time such expenses are incurred, except in such cases wherein the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that, in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the Director or officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.

ARTICLE XI

An Amendment or Amendments to these Articles of Incorporation may be proposed by the Board of Directors of the corporation acting upon a vote of the majority of the Directors, or by the members of the Corporation owning a majority of the APARTMENT UNITS in all Condominiums administered hereby whether meeting as members or by instrument in writing signed by them. Upon any Amendment or Amendments to these Articles of Incorporation being proposed by said Board of Directors or members, such proposed Amendment or Amendments shall be transmitted to the President of the Corporation or other officer of the Corporation in the absence of the President, who shall thereupon call a special meeting of the members of the Corporation for a date not sooner than twenty (20) days nor later than sixty (60) days from the receipt by him of the proposed Amendment or Amendments, and it shall be the duty of the Secretary to give to each member written or printed notice of such Meeting stating the time and place of the Meeting and reciting the proposed Amendment or Amendments in reasonably detailed form, which notice shall be mailed or presented personally to each member not less than ten (10) nor more than thirty (30) days before the date set for such meeting. If mailed, such notice shall be deemed to be properly given when deposited in the United States mail, addressed to the member at his post office address as it appears in the records of the Corporation and the postage thereon prepaid. Any member may, by written waiver of notice signed by such member, waive such notice, and such waiver when filed in the records of the Corporation

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whether before or after the holding of the Meeting shall be deemed equivalent to the giving of such notice to such member. At such Meeting the Amendment or Amendments proposed must be approved by an affirmative vote of the members owning not less than seventy-five per cent (75%) of the APARTMENT UNITS in all said Condominiums in order for such Amendment or Amendments to become effective. Thereupon, such Amendment or Amendments of these Articles of Incorporation shall be transcribed and certified in such form as may be necessary to register the same in the office of the Secretary of State of the State of Florida, and upon the registration of such Amendment or Amendments with the said Secretary of State a certified copy thereof shall be recorded in the public records of Hillsborough County, Florida, within ten (10) days from the date on which the same are so registered. At any Meeting held to consider such Amendment or Amendments of these Articles of Incorporation, the written vote of any member of the Corporation shall be recognized, if such member is not in attendance at such Meeting or represented thereat by proxy, provided such written vote is delivered to the Secretary of the Corporation at or prior to such Meeting.

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Notwithstanding the foregoing provisions of this "ARTICLE XI" until Developer shall have relinquished control of the Corporation as hereinabove provided, no amendment to these Articles shall be adopted or become effective without the prior written consent of the Developer, its successors or assigns.

ARTICLE XII

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

NAMES	ADDRESSES
MATT M. JETTON	P. O. Box 15657 Tampa, Florida 33614
H. DEWITT THOMPSON	P. O. Box 15657 Tampa, Florida 33614
CHARLES E. JUENGLING	P. O. Box 15657 Tampa, Florida 33614
ARTHUR S. GIBBONS	606 Madison Street Tampa, Florida 33602
JOSEPH B. COFER	606 Madison Street Tampa, Florida 33602

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IN WITNESS WHEREOF the Subscribers have hereunto set their hands and seals this 20th day of DECEMBER, 1972.

MATT M. JETTON

H. DEWITT THOMPSON

CHARLES E. JUENGLING

ARTHUR S. GIBBONS

JOSEPH B. COFER

OFF. REC. 2611 PG 595

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, personally appeared MATT M. JETTON, H. DEWITT THOMPSON and CHARLES E. JUENGLING, who being first duly sworn acknowledge that they have executed the foregoing Articles of Incorporation for the purposes therein expressed this 20th day of December, 1972.

Marcia B. Lanier
Notary Public, State of Florida
at Large

My Commission Expires: July 4, 1976

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, personally appeared ARTHUR S. GIBBONS and JOSEPH B. COFER, who being first duly sworn acknowledge that they have executed the foregoing Articles of Incorporation for the purposes therein expressed, this 20th day of December, 1972.

Marcia B. Lanier
Notary Public, State of Florida
at Large

My Commission Expires: July 4, 1976

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EXHIBIT A

DESCRIPTION OF
CARROLLWOOD VILLAGE CYPRESS CLUSTER HOUSES

OFF. REC. 2611 PG 596

FROM THE NORTHWEST CORNER OF SECTION 4, TOWNSHIP 28 SOUTH, RANGE 18 EAST, HILLSBOROUGH COUNTY, FLORIDA, RUN SOUTH 00°15'15" E. ALONG THE WEST BOUNDARY OF SAID SECTION 4 FOR A DISTANCE OF 1020.00 FEET TO THE CENTERLINE OF NORTH VILLAGE DRIVE, THENCE RUN SOUTH 77°56'01" E. ALONG THE CENTERLINE OF SAID NORTH VILLAGE DRIVE 1038.44 FEET TO THE BEGINNING OF A CURVE CONCAVE TO THE SOUTHWEST, SAID CURVE HAVING A RADIUS OF 650.00 FEET; THENCE RUN SOUTHEASTERLY ALONG THE ARC OF SAID CURVE 844.13 FEET THROUGH A CENTRAL ANGLE OF 77°56'01" TO THE END OF SAID CURVE; THENCE EAST 40.00 FEET TO THE EAST RIGHT-OF-WAY LINE OF NORTH VILLAGE DRIVE AND THE POINT OF BEGINNING; THENCE RUN SOUTH ALONG SAID RIGHT-OF-WAY LINE 655.65 FEET TO THE BEGINNING OF A CURVE CONCAVE TO THE NORTH-EAST, SAID CURVE HAVING A RADIUS OF 636.66 FEET; THENCE RUN SOUTHEASTERLY ALONG THE ARC OF SAID CURVE 481.70 FEET THROUGH A CENTRAL ANGLE OF 43°21'00" TO A POINT OF COMPOUND CURVE, SAID CURVE HAVING A RADIUS OF 600.00 FEET; THENCE RUN SOUTHEASTERLY ALONG THE ARC OF SAID CURVE 396.23 FEET THROUGH A CENTRAL ANGLE OF 38°33'38" TO THE END OF SAID CURVE, THENCE RUN SOUTH 81°54'38" EAST 108.19 FEET; THENCE NORTH 17°14'00" WEST 598.34 FEET; THENCE NORTH 08°08'35" WEST 218.75 FEET; THENCE NORTH 02°28'55" E. 621.48 FEET; THENCE NORTH 04°02'02" EAST 133.77 FEET; THENCE SOUTH 65°47'36" WEST 506.76 FEET TO THE EASTERLY RIGHT-OF-WAY LINE OF NORTH VILLAGE DRIVE, THENCE SOUTHEASTERLY ALONG SAID RIGHT-OF-WAY LINE AND THE ARC OF A CURVE, SAID CURVE HAVING A RADIUS OF 690.00 FEET AND BEING CONCAVE TO THE SOUTHWEST, 44.54 FEET THROUGH A CENTRAL ANGLE OF 3° 41' 54" TO THE END OF SAID CURVE AND TO THE POINT OF BEGINNING.