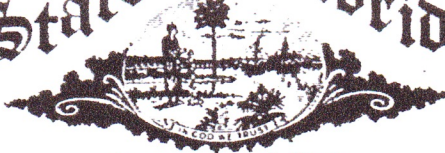


State of Florida

C. 1. 5862 PAGE 823



Department of State

I certify that the attached is a true and correct copy of the Articles
of Incorporation of COUNTRYSIDE IMPERIAL RIDGE HOMEOWNERS
ASSOCIATION, INC.

a corporation organized under the Laws of the State of Florida,
filed on September 14, 1984.

The charter number for this corporation is 805163.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
17th day of September, 1984



George Firestone
Secretary of State

WP-104 CER-101

ARTICLES OF INCORPORATION
OF
COUNTRYSIDE IMPERIAL RIDGE HOMEOWNERS
ASSOCIATION, INC.

C. I. 5862 PAGE 824

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned has this day voluntarily executed these Articles of Incorporation for the purpose of forming a corporation not for profit and does hereby certify:

ARTICLE I

NAME

The name of the corporation is COUNTRYSIDE IMPERIAL RIDGE HOMEOWNERS ASSOCIATION, INC., hereafter called the "Association".

ARTICLE II

ADDRESS

The principal office of the Association is located at 2915 State Road 590, Suite 16, Clearwater, Florida 33519.

ARTICLE III

REGISTERED AGENT

L. John Loud, whose address is 2915 State Road 590, Suite 16, Clearwater, Florida 33519, is hereby appointed the initial registered agent of this Association.

Agency Accepted:

By: L. John Loud

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

The Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residence Lots and Common Area within that certain tract of property described as:

A portion of the Southeast 1/4 of Section 8, Township 28 South, Range 16 East, Pinellas County, Florida, and being more particularly described as follows:

ARTICLES OF INCORPORATION

Commence at the Southeast corner of the Southeast 1/4 of said Section 8; thence North 01°01'27" West, along the East line of said Southeast 1/4 for 100.02 feet; thence North 89°44'39" West, for 498.64 feet; thence North 00°15'21" East, for 233.67 feet to a point on the South boundary line of a Florida Power Corporation 230 foot wide easement as recorded in the Official Record Book 2042, Pages 680 through 685 of the Public Records of Pinellas County, Florida, thence South 82°00'28" West along said South boundary line for 60.63 feet; to the Point of Beginning (P.O.B.) thence South 00°15'21" East, for 229.08 feet to a point on the North right-of-way line of Countryside Boulevard (100' R/W) as recorded in O. R. 4731, Page 279 of the Public Records of Pinellas County, Florida, said point being on a curve concave to the Southeast, thence Southwesterly 349.43 feet along the arc of said curve having a radius of 440.00 feet; a central angle of 45°30'11", a chord length of 340.32 feet and a chord bearing of South 59°40'00" West to the point of tangency; thence South 36°54'55" West along said right-of-way for 444.84 feet to the point of curvature of a curve concave to the Northwest; thence Southwesterly 135.64 feet along the arc of said curve having a radius of 466.85 feet, a central angle of 16°38'50", a chord length of 135.17 feet and a chord bearing of South 45°14'20" West; thence North 71°13'18" West for 44.96 feet; thence North 66°05'05" West, for 203.67 feet; thence North 01°18'50" East, for 107.47 feet; thence North 05°19'40" West for 79.54 feet; thence North 58°57'56" West, for 17.63 feet; thence North 04°42'11" East, for 438.22 feet to the South boundary line of the aforementioned Florida Power easement; thence North 82°00'28" East along said South easement line for 879.30 feet to the Point of Beginning.

Containing 10.26 acres more or less.

and to promote the health, safety and welfare of the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions for IMPERIAL RIDGE, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the Public Records of Pinellas County, Florida, and as the same may be amended from time to time as therein provided, said

Declaration being incorporated herein as if set forth at length;

0.1.5862 PAGE 826

(b) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(c) acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(d) borrow money, and with the assent of two-thirds (2/3) of each class of members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;

(f) participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members;

(g) have and exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Florida by law may now or hereafter have or exercise.

ARTICLE V
MEMBERSHIP

G. 1.5862 PAGE 827

Every person or entity who is a record Owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to, and may not be separated from, ownership of any Lot which is subject to assessment by the Association.

ARTICLE VI
VOTING RIGHTS

The Association shall have two classes of voting membership:

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

Class B. The Class B member shall be the Declarant (as defined in the Declaration), and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

- (a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or
- (b) on December 31, 1995.

ARTICLE VII
BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of three (3) Directors, who need not be members of the

Association. The number of directors may be changed by amendment of the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

<u>Names</u>	<u>Addresses</u>
L. John Loud	2915 State Road 590, Suite 16 Clearwater, Florida 33519
Bruce Garretson	2915 State Road 590, Suite 16 Clearwater, Florida 33519
Dick Menendez	2280 U. S. Highway 19 North Suite 211 Clearwater, Florida 33575

At the first annual meeting, the members shall elect one (1) director for a term of one (1) year, one (1) director for a term of two (2) years, and one (1) director for a term of three (3) years; and at each annual meeting thereafter the members shall elect one (1) director for a term of three (3) years.

ARTICLE VIII

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 members of the Association and 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:

<u>Names</u>	<u>Addresses</u>
L. John Loud President	2915 State Road 590, Suite 16 Clearwater, Florida 33519
Bruce Garretson Vice President	2915 State Road 590, Suite 16 Clearwater, Florida 33519
Dick Menendez Secretary/Treasurer	2280 U. S. Highway 19 North Suite 211 Clearwater, Florida 33575

ARTICLE IX
DISSOLUTION

0. 5862 PAGE 829

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE X
DURATION

The corporation shall exist perpetually.

ARTICLE XI
AMENDMENTS

Amendment of these Articles shall require the assent of seventy-five percent (75%) of the entire membership.

ARTICLE XII
SUBSCRIBER

The name and address of the subscriber of these Articles of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
U. S. Home Corporation	2915 State Road 590, Suite 16 Clearwater, Florida 33519

ARTICLE XIII
FHA/VA APPROVAL

As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution and amendment of these Articles.

P. I. 5862 IME 830

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 31st day of August, 1984.

U. S. HOME CORPORATION

By: Gene Lanton
Division President

Attest: Bruce S. Garretson
Division Secretary

STATE OF FLORIDA

COUNTY OF PINELLAS

BEFORE ME, a Notary Public in and for the State and County aforesaid, duly authorized to take acknowledgments, personally appeared Gene Lanton and Bruce S. Garretson as Division President and Division Secretary, respectively, of U. S. HOME CORPORATION, to me well known, and they acknowledged before me that they executed, sealed and delivered the foregoing Articles of Incorporation for the uses and purposes therein expressed, as such officers, by authority and on behalf of said corporation, as the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Clearwater, said County and State, this 31st day of August, 1984.

Doreen C. Kelly
Notary Public

My Commission Expires:

Notary Public, State Of Florida At Large
My Commission Expires June 14, 1987
Elected By SMEEB Insurance Company of America