



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of StateRecorded Articles

May 3, 2005

VILLA D'ESTE AT CYPRESS CREEK HOMEOWNERS ASSOCIATION, I
325 SOUTH BOULEVARD
TAMPA, FL 33606

The Articles of Incorporation for VILLA D'ESTE AT CYPRESS CREEK HOMEOWNERS ASSOCIATION, INC. were filed on May 2, 2005, and assigned document number N05000004535. Please refer to this number whenever corresponding with this office.

Enclosed is the certification requested. To be official, the certification for a certified copy must be attached to the original document that was electronically submitted and filed under FAX audit number H05000111452.

A corporation annual report/uniform business report will be due this office between January 1 and May 1 of the year following the calendar year of the file/effective date year. A Federal Employer Identification (FEI) number will be required before this report can be filed. Please apply NOW with the Internal Revenue Service by calling 1-800-829-3676 and requesting form SS-4.

Please be aware if the corporate address changes, it is the responsibility of the corporation to notify this office.

Should you have questions regarding corporations, please contact this office at the address given below.

Claretha Golden
Document Specialist
New Filings Section
Division of Corporations

Letter Number: 605A00031450

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

ARTICLES OF INCORPORATION
OF

VILLA D'ESTE AT CYPRESS CREEK HOMEOWNERS ASSOCIATION, INC.

A Florida Corporation Not For Profit

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 Villa d'Este at Cypress Creek Homeowners Association, Inc., a Florida corporation not for profit, (hereinafter called the "Association" in these Articles.)

ARTICLE II

OFFICE AND REGISTERED AGENT

This Association's registered office is 325 South Boulevard, Tampa, Florida 33606 Hillsborough County, Florida, and its registered agent is Judith L. James, who maintains a business office at 325 South Boulevard, Tampa, Florida 33606. Both this Association's 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 all common areas and other residence lots within that certain tract of property (hereinafter called the Property) in Hillsborough County, Florida and more particularly described as Villa d'Este at Cypress Creek, platted as Ventana North Phase 1 at Plat Book 103, page 215 of the public records of Hillsborough County.

Judith L. James
Molloy & James
325 S. Blvd., Tampa, FL 33606
(813)254-7157

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 (hereinafter called the Declaration) applicable to the property 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 Declaration being incorporated herein as if set forth in full;
- (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, specifically including the surface water management system facilities, including all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, floodplain compensation areas, wetlands and any associated buffer areas, and wetland mitigation areas.
- (c) Assessments. Fix, levy, collect, and enforce by any lawful means all charges or assessments established by, or pursuant to, the Declaration; 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; and contract for services, such as to provide for operation and maintenance of facilities including surface water management system facilities.
- (e) Borrowing. Borrow money and, with the approval of two-thirds of each class of 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 three-fourths of the members, dedicate, sell or transfer all or any part of its property to any public agency, authority, or utility for such

purposes, and subject to such conditions, as seventy-five percent (75%) of the members determine.

(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 Areas consistent with the rights and duties established by the Declaration and these Articles and governing Members' responsibilities.

(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 Declaration 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 the corporation; the provisions of the Declaration, and the provisions of a dedication or conveyance of the Corporate Property to the corporation with respect to the use and maintenance thereof; to sue and be sued.

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 Lot that is subject to the provisions of the Declaration 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 at least one Lot that is subject to the provisions of the Declaration, and membership may not be transferred other than by transfer of title to such Lot. Each membership is transferred automatically by conveyance of title of a Lot.

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 (as defined in the Declaration), and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, 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 vote be cast with respect to any Lot.

Class B. The Class B member shall be the Declarant, and shall be entitled to nine (9) votes for each lot owned. The Class B membership shall cease and be converted to Class A membership on the happening 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 the anniversary date ten years from the date when the first Lot is conveyed to an individual purchaser; or
- (c) on the date when Declarant shall record a notice terminating its Class B membership status.

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 an odd number of three or more but not to exceed five (5). The initial Directors named below shall serve until this Association's first annual meeting. The term of office for all Directors is one year. Before any such annual meeting, all vacancies occurring on the Board of Directors, if any, will be filled by majority vote of the remaining Directors, even if less than a quorum. Any Director may succeed himself or herself in office. All Directors will be elected by ballot. Each member may cast as many votes for each vacancy as such member has; and the person receiving the largest number of votes cast for each vacancy is elected. Cumulative voting is not permitted. Directors need not be Association members.

Section 2. The names and addresses of the persons who will serve as Directors until their successors have been duly elected and qualify, unless they sooner die, resign, or are removed, are:

Names: Michael L. Miller
Judy Garrett
Address: 3634 Gaviota Drive
Ruskin, Florida 33573

Name: Michael L. Miller
Address: 614 Superior Avenue N.W.
Suite 200
Rockefeller Building
Cleveland, Ohio 44113

ARTICLE VIII
INCORPORATOR

The name and residence of the incorporator is:

NAME: Judith L. James
ADDRESS: 325 South Boulevard
Tampa, Florida 33606

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 assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of this Association in any manner other than incident to a merger or consolidation, all of this Association's assets including the control or right of access to the property containing the surface water management system facilities, must be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. If dedication is refused, such assets must be granted, conveyed, and assigned to any nonprofit corporation, association, trust, or other organization to be 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
DURATION

This Association exists perpetually.

ARTICLE XI
BY-LAWS

This Association's By-Laws initially will be adopted by the Board of Directors. Thereafter, the By-Laws may be altered, amended, or rescinded with the approval of a majority of each class of members, except as to those provisions for Amendment to the By Laws which are provided in the Declaration or any Supplemental Declaration in which case those provisions shall control such Amendments.

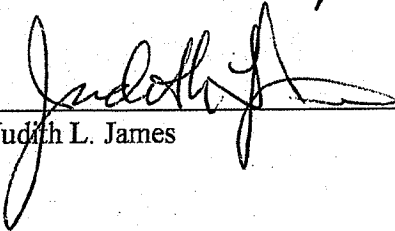
ARTICLE XII
AMENDMENTS

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 in writing of two thirds (2/3) of the entire membership, except as to those provisions for Amendment which are provided in the Declaration or any Supplemental Declaration in which case those provisions shall control such Amendments.

ARTICLE XIII
INTERPRETATION

Express reference is made to the Declaration where necessary to interpret, construe, and clarify the provisions of the 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 incorporators intend its provisions to be consistent with the provisions of the Declaration and to be interpreted, construed, and applied with those of the Declaration to avoid inconsistencies or conflicting results.

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 2 day of May, 2005.



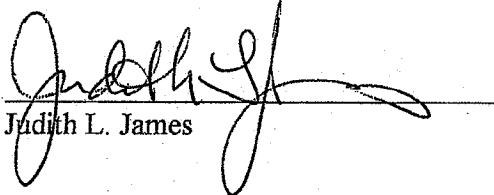
Judith L. James

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.

Villa d'Este at Cypress Creek Homeowners 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, at 325 South Boulevard, Tampa, Florida 33606, County of Hillsborough, State of Florida, has named Judith L. James, whose business offices is 325 South Boulevard, Tampa, Florida 33606, 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, relative to the proper and complete performance of my duties.



Judith L. James

Date: 5/2/05

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of VILLA D'ESTE AT CYPRESS CREEK HOMEOWNERS ASSOCIATION, INC., a Florida corporation, filed on May 2, 2005, as shown by the records of this office.

I further certify the document was electronically received under FAX audit number H05000111452. 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 N05000004535.

Authentication Code: 605A00031450-050305-N05000004535-1/1

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
Third day of May, 2005



Glenda E. Hood
Glenda E. Hood
Secretary of State



December 31, 2007

FLORIDA DEPARTMENT OF STATE

Division of Corporations

VILLA D'ESTE AT CYPRESS CREEK HOMEOWNERS ASSOCIATION, I
3634 GAVIOTA DR
RUSKIN, FL 33573

Re: Document Number N05000004535

The Articles of Amendment to the Articles of Incorporation of VILLA D'ESTE AT CYPRESS CREEK HOMEOWNERS ASSOCIATION, INC., a Florida corporation, were filed on December 28, 2007.

This document was electronically received and filed under FAX audit number H07000305832.

Should you have any questions regarding this matter, please telephone (850) 245-6050, the Amendment Filing Section.

Annette Ramsey
Regulatory Specialist II
Division of Corporations

Letter Number: 607A00072032

NO5000004535

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

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To: **Annette Ramsey**
Division of Corporations
Fax Number : (850) 617-6380

From: Account Name : DRINKLEY, MORGAN, SOLOMON, TATUM, STANLEY
Account Number : 076077003213
Phone : (954) 522-2200
Fax Number : (954) 522-9123

Attn: Judi (ext #65)

Resubmission

COR AMND/RESTATE/CORRECT OR O/D RESIGN

VILLA D'ESTE AT CYPRESS CREEK HOMEOWNERS ASSOCIATION

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	\$35.00

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DEC 28 AM 9:29

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12/29/2007 SAT 15:06 FAX 9545229123 Brinkley, Morgan, Solomon,

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Fax Audit #H070003058323

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

VILLA D'ESTE AT CYPRESS CREEK HOMEOWNERS ASSOCIATION, INC.,
a Florida corporation not for profit

The undersigned secretary of Villa D'Este at Cypress Creek Homeowners Association, Inc. (Association) hereby certifies that the following amendments to the Articles of Incorporation of the Association are duly adopted by the directors of the Association, effective January 1, 2007.

FIRST: ARTICLE III, PURPOSE is deleted in its entirety and replaced with the following:

The Association is a Florida corporation not for profit and is formed for the purpose of providing for the maintenance, preservation and architectural control of all common areas and other residence lots within the property described in the Declaration of Covenants, Conditions and Restrictions of Villa D'Este at Cypress Creek recorded in Official Records Book 16600 at Page 830 (Declaration) of the Public Records of Hillsborough County, Florida, and any Additional Property described in the Declaration (Property), and lawful and authorized purpose under the laws of Florida.

SECOND: ARTICLE IV, POWERS, sub-paragraph (a) is deleted in its entirety and replaced with the following:

(a) Declaration. Exercise all rights, powers, privileges and perform all duties, of the Association as set forth herein and in the Declaration, as the same may be amended from time to time with said Declaration being incorporated herein as if set forth in its entirety;

THIRD: The following is added to ARTICLE IV, POWERS:

(k) Conflict. In the event of any conflict between the terms of these Articles of Incorporation and the Declaration, the terms of the Declaration shall prevail.

FOURTH: ARTICLE V, MEMBERSHIP is deleted in its entirety and replaced with the following:

Every record 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. In no event shall more than one vote be cast with respect to any Lot. 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.

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FIFTH: ARTICLE VI, VOTING RIGHTS is eliminated in its entirety and replaced with the following:

The Association shall have two classes of voting membership:

Class A. Class A members shall be all Owners of Lots, with the exception of the Declarant, and shall be entitled to one vote for each Lot owned.

Class B. The Class B member shall be the Declarant, and shall be entitled to nine (9) votes for each lot owned. The Class B membership shall cease and be converted to Class A, membership on the happening 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; provided, however, that Class B voting rights shall be restored upon an annexation or annexations of Additional Property by Declarant, when, as a result of such annexation there would have been no such conversion due to the number of Lots and Designated Attached Residential Parcels owned by Declarant; or
- (b) on the anniversary date twenty (20) years from the date when the first Lot is conveyed to an individual purchaser; or
- (c) on a date when Declarant shall record a notice terminating its Class B membership status.

Notwithstanding the foregoing, Declarant reserves the right to appoint two-thirds (2/3) of the members of the Board for a period ending on the date ninety percent (90%) of the net developable acreage within the Properties has been conveyed to third parties (other than a successor Declarant).

SIXTH: ARTICLE VII, BOARD OF DIRECTORS is deleted in its entirety and replaced with the following:

Section 1. Number. The affairs of this Association shall be managed by an initial board of three (3) directors, consisting of Michael L. Miller, Judy Garrett, and Michael L. Miller. Thereafter the Board shall consist of at least three (3) members. Notwithstanding the foregoing, the Declarant under the Declaration shall have the right to appoint two-thirds (2/3) of the members of the Board for a period of twenty (20) years following the date the Declaration is recorded or for a period ending on the date ninety percent (90%) of the net developable acreage with the Properties has been conveyed to third parties (other than a successor Declarant), whichever occurs first.

Section 2. Term of Office. The term of office for all directors is one year. The initial directors of the Association set forth in the Articles of Incorporation shall hold office until the first annual meeting.

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Section 3. Removal. Any director may be removed from the Board, with or without cause, by a majority vote of each voting class of the members of the Association in accordance with the requirements of Chapter 720 of the Florida Statutes. In the event of death, resignation or removal of a director, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired terms of his predecessor.

Section 4. Compensation. No director shall receive compensation for any service he may render to the Association. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

SEVENTH: The date of the amendment's adoption is December 24, 2007.

EIGHTH: Adoption of Amendments:

The amendments were adopted by the members and the number of votes cast for the amendment was sufficient for approval.

Signed this 27th day of December, 2007.


MICHAEL L. MILLER, President

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