



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 26, 2015

CIANFRONE, NIKOLOFF, GRANT, GREENBERG & SINCLAIR, P.A.
ATTN: TIFFANY A. GRANT
1964 BAYSHORE BLVD., STE. A
DUNEDIN, FL 34698

Pursuant to your recent inquiry, we are enclosing the certification you requested.

Should you have any questions regarding this matter you may contact our office at
(850) 245-6053.

KYLE D BRUMBLEY
Certification Section

Letter No. 815A00018022

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation, as amended to date, of THE FAIRWAYS OF COUNTRYWAY HOMEOWNERS ASSOCIATION, INC., a corporation organized under the laws of the State of Florida, as shown by the records of this office.

The document number of this corporation is N27963.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capital, this the
Twenty-sixth day of August, 2015



CR2EO22 (1-11)

Ken Detzner

Ken Detzner
Secretary of State

ARTICLES OF INCORPORATION
OF

THE FAIRWAYS OF COUNTRYWAY HOMEOWNERS ASSOCIATION, INC.

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned, being all residents of the State of Florida and of full age, hereby associate themselves together for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida, and certify as follows:

ARTICLE I

NAME

The name of this corporation is THE FAIRWAYS OF COUNTRYWAY HOMEOWNERS ASSOCIATION, INC., hereinafter called the "Association".

ARTICLE II

OFFICE

The initial principal office of this Association shall be located at 311 Park Place Blvd., Sixth Floor, Clearwater, FL 34619, which office may be changed from time to time by action of the Board of Directors.

ARTICLE III

REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent and office of the Association shall be Soroka and Zschau, P. A., 2515 Countryside Boulevard, Suite A, Clearwater, Florida 34623.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to its members. The specific purposes for which it is formed are to promote the health, safety, and general welfare of the residents within the property described on Exhibit A attached hereto and made a part hereof by reference, herein called the "Properties", and any additions thereto as may hereafter be brought within the jurisdiction of this Association. The purposes of this Association shall include, without limitation of the foregoing, the maintenance and architectural control of the residence lots, and Common Area within the Properties, and carrying out, enforcing and otherwise fulfilling its rights and responsibilities under and pursuant to that certain Declaration of Covenants, Conditions and Restrictions relating to the Properties now or hereafter recorded among the Public Records of Hillsborough County, Florida, and any amendments or modifications thereof, herein together called the "Declaration." The recording of an Amendment to the Declaration from time to time pursuant to Article VII thereof for the purpose of adding additional land shall automatically, and without need of amendment to these Articles of Incorporation or approval or consent of the Association or its members, bring such additional land within the jurisdiction of the Association, and such additional land shall be included within the term "Properties." If any amendment to the Articles of Incorporation is filed to reflect such additional

land, it shall not require consent or approval of the members of the Association, but may be executed by the President of the Association. All terms defined in the Declaration shall have the same meaning when used herein, such Declaration being incorporated herein by reference. For the foregoing purposes, this Association is empowered 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 the Declaration as the name may be amended from time to time as therein provided;

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

(c) acquire, either by gift, purchase or otherwise, and to own, hold, improve, build upon, operate, maintain, convey, sell, lease or transfer, or otherwise dispose of real or personal property, or interests therein, in connection with the affairs of this Association;

(d) borrow money, and upon two-thirds (2/3) vote 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 this Association's property to any public body or governmental agency or authority, or any public or private utility for such purposes and subject to such conditions as may be agreed to by the members;

(f) grant easements as to the Common Area to public and private utility companies, and to public bodies or governmental agencies or other entities or persons, without cost or charge, where convenient, desirable or necessary in connection with the development of the properties, and the providing of utility and other services thereto;

(g) participate in mergers and consolidations with other non-profit corporations organized for similar purposes, provided that any such merger or consolidation shall have been approved by a two-thirds (2/3) vote of each class of members;

(h) annex additional real property in accordance with the provisions of the Declaration, with such annexations, when completed in accordance with the provisions of the Declaration, extending the jurisdiction, function, duties, and membership of the Association to the real property thereby annexed;

(i) adopt, alter, amend, and rescind reasonable rules and regulations from time to time, which rules and regulations shall be consistent with the rights and duties established by the Declaration and with the provisions of these Articles of Incorporation;

(j) contract for the maintenance and management of the Common Area and to authorize a management agent to assist the Association in carrying out its powers and duties under the Declaration;

(k) to adopt such annual budgets as are necessary to carry out the provisions of the Declaration; and

(k) have and exercise any and all powers, rights, and privileges which a corporation organized under Chapter 617, Florida Statutes by law may now or hereafter have or exercise.

ARTICLE V

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is subject by the provisions of the Declaration to assessment by this Association, shall be a member of this Association. The foregoing does not include persons or entities who hold a leasehold interest or an interest merely as security for the performance of an obligation. Ownership, as defined above, shall be the sole qualification for membership. When any lot is owned of record by two or more persons or other legal entity, all such persons or entities shall be members. An owner of more than one lot shall be entitled to one membership for each lot owned by him. Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to assessment, and shall be automatically transferred by the conveyance of that lot. U.S. Home Corporation, a Delaware corporation, herein called the "Declarant", shall be a member of the Association so long as it owns one (1) or more lots.

ARTICLE VI

VOTING RIGHTS

This Association shall have two classes of voting membership, Class A and Class B. All votes shall be cast in the manner provided in the By-laws. The two classes of voting memberships, and voting rights related thereto, are as follows:

1. Class A. Class A members shall be all Owners, and shall be entitled to one (1) vote for each lot owned; provided, however, that so long as there is Class B membership, the Declarant shall not be a Class A member. When more than one person or entity holds an interest in any lot, the vote for such lot shall be exercised as such persons determine, but in no event shall more than the number of votes hereinafter designated be cast with respect to such lot nor shall any split vote be permitted with respect to such lot. Every Owner of a lot within the Properties who is a Class A member, shall be entitled to one (1) vote for that lot.

2. Class B. The Class B member shall be the Declarant until such Class B membership is converted to Class A at Declarant's option or as hereinafter set forth. Class B lots shall be all lots owned by Declarant which have not been converted to Class A as provided below. The Declarant shall be entitled to three (3) votes for each Class B lot which it owns.

3. Termination of Class B. From time to time, Class B membership may cease and be converted to Class A membership and any Class B lots then subject to the terms of this Declaration shall become Class A lots upon the happening of any of the following events, whichever occurs earliest:

(a) when 75% of the lots are conveyed to Owners, other than Declarant; or

(b) on December 31, 1996; or

(c) when the Declarant waives in writing its rights to Class B membership.

ARTICLE V.

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of Directors, which so long as Class B membership shall exist, shall consist of three (3) directors, and thereafter shall consist of not less than three (3) nor more than nine (9) directors. Directors shall be members of the Association; provided, however, that so long as Class B membership shall exist, directors need not be members of the Association. The names and addresses of the persons who are to act in the capacity of directors until their successors are elected and qualified, unless they sooner shall die, resign or be removed, are:

<u>NAME</u>	<u>ADDRESS</u>
Brian Loftus	311 Park Place Blvd. Sixth Floor Clearwater, FL 34619
Francine Miller	311 Park Place Blvd. Sixth Floor Clearwater, FL 34619
Carole Deklerow	311 Park Place Blvd. Sixth Floor Clearwater, FL 34619

The initial Board of Directors herein designated shall serve until Class B membership has ceased and been converted to Class A membership and until the first annual membership meeting thereafter, at which time the members shall elect three (3) directors for a term of one year. Directors elected at the first such annual membership meeting, and thereafter, shall serve for a period of one year, and until their successors have been duly elected and qualified. So long as Class B membership shall exist, any member of the Board of Directors may be removed, with or without cause, but only by the Class B member, and any vacancies occurring on the Board of Directors may only be filled by appointment by the Class B member.

ARTICLE VIII

OFFICERS

The Association shall be administered by a president, vice president, secretary and treasurer, and such other officers as may be designated in the By-laws, and shall be elected at the time and in the manner prescribed in the By-laws. The names and addresses of the initial officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Brian Loftus	President	311 Park Place Blvd. Sixth Floor Clearwater, FL 34619
Francine Miller	Vice President	311 Park Place Blvd. Sixth Floor Clearwater, FL 34619
Carole Deklerow	Secretary/ Treasurer	311 Park Place Blvd. Sixth Floor Clearwater, FL 34619

Officers need not be members of the Association.

ARTICLE IX

SUBSCRIBER

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

<u>NAME</u>	<u>ADDRESS</u>
Julius J. Zschau	2515 Countryside Boulevard Suite A Clearwater, Florida 34623

ARTICLE X

DISSOLUTION

This Association may be dissolved with the assent given in writing and signed by members entitled to cast not less than two-thirds (2/3) of the votes of each class of members. Upon dissolution of this Association, other than incident to a merger or consolidation, the assets of this 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, but in no event shall such assets inure to the benefit of any member or other private individual.

ARTICLE XI

DURATION

This Association shall exist perpetually.

ARTICLE XII

BY-LAWS

The By-Laws of this Association shall be initially adopted by the Board of Directors. Thereafter, the By-Laws may be amended, altered or rescinded in the manner provided by the By-Laws.

ARTICLE XIII

AMENDMENTS

Any amendment of these Articles shall require the assent or written consent of the members entitled to cast fifty-one (51%) of the total votes able to be cast at any regular or special meeting of the membership duly called and convened. No such amendment may diminish any rights of the Class B member, however, unless joined in by such Class B member.

ARTICLE XIV

INDEMNIFICATION

Every director and every officer of the Association shall be indemnified by the Association to the fullest extent of the law

against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed on him in connection with any proceeding or settlement of 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 Association, whether or not he is a director or officer at the time such expenses are incurred. 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 XV

FHA/VA APPROVAL

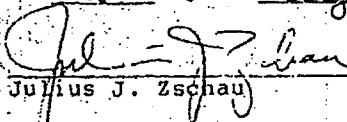
AS long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration; annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution and amendment of these Articles. Such approval may be presumed by any third party upon the filing or recording of any document taking such action or actions.

ARTICLE XVI

INTERPRETATION

Express reference is hereby made to the terms, provisions, definitions, and rules of interpretation contained in the Declaration where necessary to interpret, construe, and clarify the provisions of these Articles. In subscribing and filing these Articles, it is the intent of the undersigned that the provisions hereof be consistent with the provisions of the Declaration and, to the extent not prohibited by law, that the provisions of these Articles and of the Declaration be interpreted, construed, and applied so as to avoid inconsistencies or conflicting results.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the subscriber of this Association, has executed these Articles of Incorporation this 18th day of August, 1988.


Julius J. Zschau

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, on this 18th day of August, 1988, personally appeared Julius J. Zschau, to me well known to be the person described in and who signed the foregoing Articles of Incorporation and acknowledged to me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.


NOTARY PUBLIC, STATE OF FLORIDA AT
LARGE

My Commission Expires:

Notary Public, State of Florida
My Commission Expires Feb. 17, 1989

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above named corporation at the place designated in these Articles of Incorporation, the undersigned hereby accepts to act in this capacity, and agrees to comply with the provisions of the laws of the State of Florida relative to keeping such open office.

SOROTA AND ZSCHAU, P.A.

By Julius J. Zschau
Julius J. Zschau

Date: August 18, 19 88

FILED
AUG 19 10 11 AM '88
CLERK OF DISTRICT COURT
SOUTH DIXIE COUNTY, FLORIDA

FIRST ARTICLES OF AMENOMENT TO
ARTICLES OF INCORPORATION OF
THE FAIRWAYS OF COUNTRYWAY HOMEOWNERS ASSOCIATION, INC.

Pursuant to Section 617.02, Florida Statutes, and in accordance with Article XIII of its Articles of Incorporation, the undersigned corporation, by and through its duly authorized officers, hereby adopts the following Articles of Amendment to its Articles of Incorporation:

1. Article V of the Articles of Incorporation is hereby deleted in its entirety and substituted in lieu thereof shall be the following:

ARTICLE V

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by the provisions of the Declaration to assessment by this Association, shall be a member of this Association. The foregoing does not include persons or entities who hold a leasehold interest or an interest merely as security for the performance of an obligation. Ownership, as defined above, shall be the sole qualification for membership. When any Lot is owned of record by two or more persons or other legal entity, all such persons or entities shall be members. An Owner of more than one Lot shall be entitled to one membership for each Lot owned by him, except that when more than one Lot is used for one dwelling, membership shall apply to such Lots as if they were a single Lot. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment, and shall be automatically transferred by the conveyance of that Lot. Waters Avenue Corp., a Florida corporation, herein called the "Declarant", shall be a member of the Association so long as it owns one (1) or more Lots.

2. Except as specifically set forth in Paragraphs 1 and 2 above, all other provisions of the Articles of Incorporation shall remain unchanged, and shall continue in full force and effect.

3. The foregoing Amendment to the Articles was duly adopted by 100% of the members of the association on November 22, 1988.

IN WITNESS WHEREOF, the undersigned duly authorized officers have executed these First Articles of Amendment on the 22 day of November, 1988.

Signed, sealed and delivered
in the presence of:

Stanica Hardy

Meredith Ann Kachel

THE FAIRWAYS OF COUNTRYWAY
HOMEOWNERS ASSOCIATION, INC.

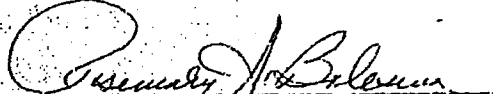
By Don [Signature]
President

Attest: Carole DeKlewer
Secretary

(CORPORATE SEAL)

STATE OF FLORIDA)
COUNTY OF Pinellas)

The foregoing instrument was acknowledged before me this 15th
day of December, 1966, by Gene Latta and
Carl Seltman, as President and Secretary, respectively, of
The Pathways of Countryway Homeowners Association, Inc., on behalf of
the corporation.


Notary Public

My commission expires:

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP. MAY 31, 1969
GAINED UNDER GENERAL L.S. 890.