

J. Operate and maintain common property, specifically the surface water management system as permitted by the Southwest Florida Water Management District, including all lakes, retention areas, water management areas, ditches, culverts, structures, and related appurtenances;

K. Require all owners to be members of the Association;

L. Exist in perpetuity, but in the event that the Association is dissolved, the property consisting of the surface water management system ("SWMS") shall be conveyed to an appropriate agency or local government, and if not accepted, then the SWMS shall be dedicated to a similar, non-profit corporation;

M. Take any other action necessary for the purposes for which the Association is formed.

ARTICLE IV

MEMBERS

1. Every record owner of a fee interest in any Lot, as defined in the Declaration, including contract Sellers, shall be a Member of the Association. The foregoing is not intended to include persona 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 a Parcel.

2. Change of membership in the Association shall be established by the recording, in the Public Records of Hillsborough County, Florida, of a deed or other instrument establishing a

record of title to a Lot, and shall be evidenced by delivery to the Association of a copy of such instrument. The membership of the prior owner shall be terminated as of the date of delivery of such deed or other instrument.

3. The share of a Member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except upon transfer of his Lot.

4. There shall be two (2) classes of membership as follows:

(a) Class A. As long as there is a Class B membership, Class A Members shall be all Owners, as defined in the Declaration, other than the Declarant, as defined in the Declaration, and shall be entitled to one vote for each Lot owned. Upon termination of Class B membership, Class A Members shall be all Owners, including the Declarant, as long as the Declarant is an Owner and each Owner shall be entitled to one vote for each Lot owned. If more than one (1) person owns an interest in any Lot, all such persons shall be Members, but there shall be only one (1) vote cast with respect to such Lot. Such vote may be exercised as the Owners determine among themselves, but no split vote shall be permitted.

(b) Class B. The Class B Member shall be the Declarant and as long as there is a Class B voting membership the Declarant shall be entitled to three (3) votes for each Lot owned. Class B membership shall cease and be converted to Class A membership and any Class B Lots then subject to the terms of the Declaration shall become Class A Lots upon the happening of any of the following events, whichever occurs earlier:

(i) When the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership,

(ii) January 1, 2000, or

(iii) When the Declarant waives in writing its right to Class B membership.

ARTICLE V

BOARD OF DIRECTORS

1. The affairs of the Association shall be initially managed by a Board of three (3) Directors, whose names and address are:

Glen E. Cross
8925 Eagle Watch Drive
P. O. Box 3341
Riverview, FL 33569

Scott M. Shimberg
8925 Eagle Watch Drive
P. O. Box 3341
Riverview, FL 33569

Noreen S. Folsom
8925 Eagle Watch Drive
P. O. Box 3341
Riverview, FL 33569

2. New Directors shall be appointed or elected and the number of Directors shall be increased or diminished in accordance with the By-Laws of the Association, but there shall not be less than three.

ARTICLE VI

OFFICERS

The officers of the Association shall be President, Vice President, Secretary and Treasurer, and such additional officers as

the By-Laws specify. The officers shall be elected by Directors at their annual meeting or at any special meeting called for that purpose.

The first officers who shall serve until the first election are:

President:	Glen E. Cross 8925 Eagle Watch Drive P. O. Box 3341 Riverview, FL 33569
Vice President:	Scott M. Shimberg 8925 Eagle Watch Drive P. O. Box 3341 Riverview, FL 33569
Secretary/Treasurer:	Noreen S. Folsom 8925 Eagle Watch Drive P. O. Box 3341 Riverview, FL 33569

ARTICLE VII

BY-LAWS

The BY-Laws of the Association shall be adopted by the first Board of Directors and may be altered as follows:

1. An amendment may be proposed by any Member or any Director prior to a meeting at which it will be considered.
2. Notice of the subject matter of the proposed amendment shall be included in the notice of the meeting at which the amendment is to be considered.
3. The amendment must be approved, either in person or by proxy by at least a majority of the entire membership of the Board of Directors.

4. No amendment may change the qualifications for membership in the Association.

5. No amendment which will affect the Declarant shall be adopted unless the Declarant has consented thereto in writing.

6. As long as there is a Class B membership, the Federal Housing Administration or the Veterans Administration shall have the right to veto amendments.

7. A copy of the amendment shall be recorded in the Public Records of Hillsborough County, Florida.

ARTICLE VII

AMENDMENT OF ARTICLES

These Articles may be amended in the manner set forth in Chapter 617, Florida Statutes, provided, however, that any amendment to these Articles shall require the assent of written consent of the Members entitled to cast two-thirds (2/3) of the total votes able to be cast at any regular or special meeting of the membership duly caused and convened. No such amendment may diminish any rights of the Class B Member, however, unless jointed in by such Class B Member.

ARTICLE IX

DISSOLUTION OF THE ASSOCIATION

The term of the Association shall be perpetual unless dissolved by the unanimous written consent of the Members and all mortgagees.