

# ARTICLES OF INCORPORATION

OF

## PANTHER TRACE II HOMEOWNERS' ASSOCIATION, INC.

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 **PANTHER TRACE II HOMEOWNERS' ASSOCIATION, INC.**, a Florida corporation not for profit (hereinafter called the "Association" in these Articles).

### ARTICLE II

#### PURPOSE

This Association does not contemplate pecuniary gain or profit to its members and its specific purposes for which it is formed are:

A. To administer and enforce, within Panther Trace II, a subdivision located in Hillsborough County, Florida (the "Properties"):

(i) the Declaration of covenants conditions and restrictions of Panther Trace II, and all subsequent amendments, to be hereafter recorded in the Public Records of Hillsborough County, Florida (collectively the "Declaration"); and

(ii) the Architectural Review Criteria (as established by the Declarant) under the Declaration.

B. To exercise the powers granted to the Association under the Declaration;

provided however, the Association shall not have the authority to exercise any power that has been granted to the Panther Trace II Community Development District (the "CDD"), or that is inconsistent with any power granted to the CDD.

### ARTICLE III

#### MEMBERSHIP

The record owner, whether one or more persons or entities, of the fee simple title to any Lot subject to the provisions of the Declaration but, notwithstanding any applicable theory or mortgage, shall not mean or refer to the mortgagee, its successors and assigns unless such mortgagee, its successors and assigns has acquired title pursuant to foreclosure or any proceeding in lieu of foreclosure, shall be deemed to have a membership in the Association for each Lot owned. In the event the Owner of a Lot is more than one (1) person, votes and rights of use and enjoyment shall be as provided herein. The rights and privileges of membership may be exercised by a Member or the Member's spouse, subject to the provisions of the Declaration and the By-Laws. The membership rights of a Unit owned by a corporation or partnership shall be exercised by the individual designated by the Owner in a written instrument provided to the Secretary, subject to the provisions of the Declaration and the By-Laws.

### ARTICLE V

#### VOTING RIGHTS

This voting rights of members shall be as set forth in the Declaration and the By-Laws.

### ARTICLE VI

#### OFFICE AND REGISTERED AGENT

The Association's registered office is 101 North Fig Tree Lane, Plantation, Florida 33317. The Association's registered agent is Douglas C. Roland who maintains a business office at 500 E. Kennedy Blvd., Suite 200, Tampa, Florida 33602. 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 VII

### BOARD OF DIRECTORS

A. This Association's affairs are managed by a Board of Directors initially composed of three (3) Directors. Directors shall be selected and removed as provided in the Association's By-Laws. 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 occurring after the Class "B" Control Period (as defined in the Declaration and By-Laws) expires, 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 secret written ballot. Each member may vote for each vacancy; however, cumulative voting is not permitted. Directors need not be Association members.

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

Name: Maurice Pelaez  
101 N. Fig Tree Lane  
Plantation, FL 33317

Sven D. Uellendahl  
19730 Grandview Terrace  
Jupiter, Florida 33458

Ed Andrews  
7402 N. 56th Street, Suite 480  
Tampa, Florida 33617

## ARTICLE VIII

### DURATION

This Association exists perpetually.

## 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 consent 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 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

### 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 the Board of Directors, except as to those provisions for amendment to the By-Laws which are provided in the Declaration or any future supplemental declaration in which case those provisions shall control such amendments.

## ARTICLE XI

### AMENDMENTS

Subject to the provisions of Article XII, 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 to these Articles which are provided in the Declaration or any supplemental declaration in which case those provisions shall control such Amendments.

## ARTICLE XII

### FNMA/FHA/VA APPROVAL

As long as there is a Class B membership, the following actions will require the prior approval of the United States Department of Housing and Urban Development (HUD) Federal National Mortgage Association (FNMA), Federal Housing Administration (FHA) or Veterans Administration (VA), if determined necessary by the Class B membership:

- (a) Amendment of these Articles of incorporation; or
- (b) Merger, consolidation and/or dissolution of the Association.

## ARTICLE XIII

### INTERPRETATION

Express reference is made to the Declaration where necessary to interpret, construe, and clarify the provisions of these 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 incorporator intends for 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.

## ARTICLE XIV

### INCORPORATOR

The name and residence of the incorporator is:

Name: Douglas C. Roland  
Address: 500 East Kennedy Blvd., Suite 200  
Tampa, Florida 33602

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 \_\_\_\_ day of \_\_\_\_\_ 2005.

\_\_\_\_\_  
Douglas C. Roland  
Incorporator

**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**

PANTHER TRACE II 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 has named Douglas C. Roland, whose business office is 500 E. Kennedy Boulevard, Suite 200, Tampa, Florida 33602, 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, Florida Statutes, relative to the proper and complete performance of my duties.

\_\_\_\_\_  
Douglas C. Roland  
Date: \_\_\_\_\_