

EXHIBIT "C"

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**ARTICLES OF INCORPORATION**

**ARTICLES FOLLOW THIS PAGE**

# State of Florida



## Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of THE HOMEOWNERS ASSOCIATION AT WESTWOOD LAKES, INC., a Florida corporation, filed on March 26, 1998, as shown by the records of this office.

I further certify the document was electronically received under FAX audit number H98000005889. 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 N98000001771.

Given under my hand and the  
Great Seal of the State of Florida,  
at Tallahassee, the Capital, this the  
Twenty-seventh day of March, 1998

Authentication Code: 298A00016422-032798-N98000001771-1/1

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CR2EO22 (1-95)

*Sandra B. Northam*

Sandra B. Northam  
Secretary of State

**ARTICLES OF INCORPORATION****OF****THE HOMEOWNERS ASSOCIATION AT WESTWOOD LAKES, INC.**

The undersigned, acting as the sole incorporator, adopts these Articles of Incorporation (these "**Articles**") and forms a homeowners association (the "**Association**") under the Florida Not For Profit Corporation Act.

**ARTICLE 1**  
**NAME OF ASSOCIATION**

The name of the Association is **THE HOMEOWNERS ASSOCIATION AT WESTWOOD LAKES, INC.**

**ARTICLE 2**  
**PRINCIPAL OFFICE AND MAILING ADDRESS**

The initial principal office address of the Association is c/o Rudnick & Wolfe, 101 East Kennedy Boulevard, Suite 2000, Tampa, Florida 33602 and the mailing address of the Association is c/o Frank J. Stringer, Forest City Land Group, 5307 Foxhunt Drive, Wesley Chapel, Florida 33543.

**ARTICLE 3**  
**PURPOSES**

The purpose of the Association is to serve as the property owners association under the Declaration of Covenants, Conditions, Restrictions and Easements for Westwood Lakes to be executed by Founder (defined below) and recorded in the public records of Hillsborough County, Florida (as amended from time to time, the "**Declaration**") relating to the community being developed by Founder in Hillsborough County, Florida known as Westwood Lakes.

**ARTICLE 4**  
**POWERS**

Except as may be limited by these Articles, the Declaration or the Bylaws of the Association, the Association will have and exercise all rights and powers in furtherance of its purposes as are now or may hereafter be conferred on not for profit corporations under the laws

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of the State of Florida. Without limiting the foregoing, the Association will have the power to 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.

#### ARTICLE 5 LIMITATIONS ON ACTIVITIES

No part of the net earnings of the Association will inure to the benefit of, or be distributable to, any member, Director or officer of the Association or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Association affecting one or more of its purposes), and no member, Director or officer of the Association, or any private individual, will be entitled to share in the distribution of any of the Association's assets on dissolution of the Association; provided, however, that the Association may confer benefits in the form of distributions, in dissolution or otherwise, as specified in Article 13 below. No substantial part of the activities of the Association will be the carrying on of propaganda or otherwise attempting to influence legislation, and the Association will not participate in or intervene in any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office.

#### ARTICLE 6 TERM OF EXISTENCE

The date when corporate existence will commence is on the date of the filing of these Articles by the Florida Department of State. The Association will have perpetual existence thereafter.

#### ARTICLE 7 MEMBERSHIP

The Association will have members. The manner of admission of members, the classes of membership, qualification for membership, the rights of members, and other membership matters will be as provided in the Declaration and in the Bylaws of the Association.

#### ARTICLE 8 BOARD OF DIRECTORS

8.1 The business and affairs of this Association will be managed by a Board of Directors. Directors will be elected, removed and hold office as provided in the Declaration and in the Bylaws of the Association.

8.2 The names and addresses of the persons who will serve as the Directors of the Association as of the date of the adoption of these Articles are:

<u>Name</u>	<u>Address</u>
Frank Stringer	5307 Foxhunt Drive Wesley Chapel, Florida 33543
Neil Brennan	1250 Terminal Tower 50 Public Square Cleveland, Ohio 44113
Don Neuerman	1250 Terminal Tower 50 Public Square Cleveland, Ohio 44113

8.3 The number of Directors of the Association will be not less than three (3) nor more than nine (9). The number may be changed from time to time as provided in the Bylaws.

### ARTICLE 9 FOUNDER

9.1 Founder. The Founder of Westwood Lakes is FL Tampa West, Inc., a Florida corporation. FL Tampa West, Inc. or any successor as Founder under the Declaration is referred to herein as "Founder."

9.2 Certain Rights of Founder. So long as Founder owns any real property included in Westwood Lakes, the Association, without the prior written consent of the Founder, will have no authority to, and will not, undertake any action which will

9.2.1 prohibit or restrict in any manner the Westwood Lakes sales and marketing program or the development or other activities of Founder within or relating to Westwood Lakes, except as may be required for the enforcement of the Declaration;

9.2.2 decrease the level or quality of the maintenance services of the Association;

9.2.3 increase the General Assessment under the Declaration by more than five percent (5%) or make any special or individual assessment against, or impose any fine upon, Founder or any property owned by Founder;

9.2.4 change the membership of the Architectural Control Committee of the Association, diminish its powers, or alter, amend or supplement the Village Regulations (as defined in the Declaration);

9.2.5 increase or decrease the number of directors on the Board of Directors.

**ARTICLE 10**  
**INDEMNIFICATION**

The Association will indemnify any director or officer or any former director or officer to the fullest extent permitted by law.

**ARTICLE 11**  
**BYLAWS**

The power to adopt, alter, amend or repeal the Bylaws shall be as set forth in the Bylaws.

**ARTICLE 12**  
**AMENDMENTS**

Except as limited by Section 9.2 above, these Articles may be amended in the manner provided in the Bylaws.

**ARTICLE 13**  
**DISSOLUTION**

The Association may be dissolved with the consent given in writing of not less than 95% of each class of Members. Upon dissolution of this Association, or the liquidation of its assets, whether voluntary or involuntary or by operation of law, except as and to the extent otherwise provided or required by law, the net assets remaining shall be dedicated to an appropriate public agency or non-profit organization to be used for purposes similar to those for which the Association was created; provided, however, that nothing contained in this Article may be construed to prevent a distribution from the net assets of the Association to another distributee, otherwise properly made in accordance with the provisions of these Articles, solely by reason of the fact that one or more of the members, officers or directors of the Association may be connected or associated with the distributee as a shareholder, member, trustee, director, officer or in any other capacity.

**ARTICLE 14**  
**INITIAL REGISTERED OFFICE AND AGENT**

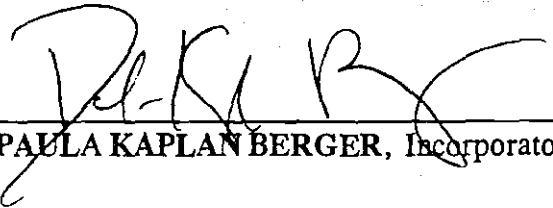
The street address of the initial registered office of the Association is 101 East Kennedy Boulevard, Suite 2000, Tampa, Florida 33602, and the name of its initial registered agent at such address is Wilhelmina F. Kightlinger.

**ARTICLE 15**  
**INCORPORATOR**

The name and address of the incorporator signing these Articles is:

<u>Name</u>	<u>Address</u>
Paula Kaplan Berger	c/o Rudnick & Wolfe 101 East Kennedy Boulevard Suite 2000 Tampa, Florida 33602

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on behalf of the Association, this 26<sup>th</sup> day of March, 1998.

  
\_\_\_\_\_  
PAULA KAPLAN BERGER, Incorporator

**ACCEPTANCE BY REGISTERED AGENT**

Having been named Initial Registered Agent and designated to accept service of process for the above-stated Corporation, at the place designated in these Articles of Incorporation, Wilhelmina F. Kightlinger hereby accepts the appointment as Initial Registered Agent and agrees to act in this capacity. Wilhelmina F. Kightlinger is familiar with and accepts its obligations as Initial Registered Agent and agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties.

  
WILHELMINA F. KIGHTLINGER