

EXHIBIT "B"

**ARTICLES OF INCORPORATION
OF**

ADDISON MANOR HOMEOWNERS ASSOCIATION, INC.
a Florida not-for-profit corporation

FILED

2006 JUN -7 PM 12: 24

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 not-for-profit corporation under the laws of the State of Florida pursuant to Chapters 617 and 720, Florida Statutes.

**ARTICLE I
NAME**

The name of this corporation is Addison Manor Homeowners Association, Inc., a Florida not-for-profit corporation ("Association").

**ARTICLE II
OFFICE AND REGISTERED AGENT**

This Association's registered office is 100 Carillon Parkway, Suite 100, St. Petersburg, Florida 33716, and its registered agent is Donna J. Feldman, P.A., who maintains a business office at 19321-C U.S. Highway 19 North, Suite 103, Clearwater, Florida 33764. 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 areas other than Lots within the Property located in Hillsborough County, Florida, which is described in and made subject to the provisions of that certain Declaration of Covenants and Restrictions for Tillet Groves, as amended from time to time (the "Declaration") and any additions to such lands as hereafter may be brought within the Association's jurisdiction in the manner provided in the Declaration.

**ARTICLE IV
POWERS**

The Association shall have all powers of a homeowners association. Without limitation, this Association is empowered to:

- (a) Declaration. Exercise all rights, powers, privileges and perform all duties, of this Association set forth in the Declaration applicable to the Property and recorded or to be recorded in the Public Records of Hillsborough County, Florida, as the same may be amended and supplemented from time to time;

(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, adopt budgets, levy, collect, and enforce by any lawful means all charges or assessments established by, or pursuant to, the Declaration; adopt budgets; 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 (2/3) 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 (3/4) 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 the Members determine.

(g) Mergers. With the approval of two-thirds (2/3) of each class of the Members, or the approval of the Developer while Class B membership exists, 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, Common Area, and Association property 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 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, and the provisions of the Declaration, and 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 each 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 to a Lot.

ARTICLE VI
VOTING RIGHTS

The Association shall have two (2) classes of voting membership:

(a) Class A. Class A Members shall be all Owners, with the exception of the Developer, and shall be entitled to one (1) 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.

(b) Class B. The Class B member shall be the Developer, who is and shall be entitled to three (3) votes for each Lot or proposed Lot owned or planned for development within the Property. The Class B membership shall cease and be converted to Class A membership automatically on the happening 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; or
- ii. on the anniversary date ten (10) years from the date when the first Lot is conveyed to an individual purchaser; or
- iii. on the date when Developer records 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 (3) Directors, who need not be Association Members. The number of Directors from time to time may be changed by the Board, but at all times it must be an odd number of at least three (3) Directors. The initial Directors named below shall serve for so long as Class B membership exists. The term of office for all Directors is one (1) 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.

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

Robert W. Byrd
100 Carillon Parkway, Suite 100
St. Petersburg, Florida 33716

Brant T. Byrd
100 Carillon Parkway, Suite 100
St. Petersburg, Florida 33716

Michael J. Storey
12802 Tampa Oaks Blvd., Ste 100
Temple Terrace, FL 33637

ARTICLE VIII INCORPORATOR

The name and residence of the incorporator is:

Robert W. Byrd
100 Carillon Parkway
St. Petersburg, Florida 33716

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 BYLAWS

This Association's Bylaws initially will be adopted by the Board of Directors. Thereafter, the Bylaws 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. 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; provided that the Developer shall have the right to amend these Articles in its sole discretion, without a vote or the joinder or consent of any party for so long as Class B membership exists.

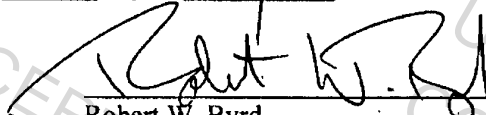
ARTICLE XIII
INTERPRETATION

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 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 the event of any conflict among the Declaration, these Articles and the Bylaws, the Declaration, then these Articles and then the Bylaws shall control in such order of priority.

ARTICLE XIV
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.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the sole incorporator of this Association, has executed these Articles of Incorporation this 25th day of MAY, 2006.



Robert W. Byrd
Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing Articles of Incorporation were acknowledged before me this 25th day of MAY, 2006, by Robert W. Byrd, who is personally known to me, or who has produced _____ as identification.



(NOTARY SEAL)

Rose M. Marsala
Signature of Person Taking Acknowledgment

Rose M. Marsala
Name of Acknowledger Typed, Printed or Stamped

Notary Public, State of Florida

00151032
Notarial Serial Number


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.

Addison Manor Homeowners Association, Inc., desiring to organize under the laws of the State of Florida, as a not-for-profit corporation, has named Donna J. Feldman, P.A., who maintains a business office at 19321-C U.S. Highway 19 North, Suite 103, Clearwater, Florida 33764, 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, the undersigned hereby agrees to act in this capacity, and further agrees 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 its duties.

DONNA J. FELDMAN, P.A.,
a Florida corporation

By: 
Donna J. Feldman, President

Date: 5/26/06