

ARTICLE XIII

FNMA/FHA/VA APPROVAL

As long as there is a Class B membership, the following actions will require the prior approval of the Federal National Mortgage Association (FNMA), Federal Housing Administration (FHA) or Veterans Administration (VA), as determined necessary by the Class B membership, in the event that such entities guarantee or insure any mortgages within the Properties:

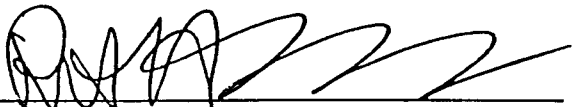
- (a) Amendment of these Articles of incorporation; or
- (b) Merger, consolidation or dissolution of the Association.

ARTICLE XV

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.

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 August 10, 1999.



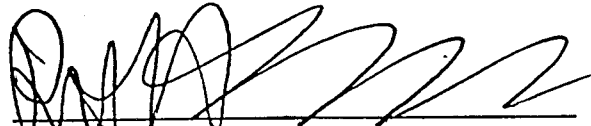
Richard A. Schlosser
Incorporator

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

Bloomington Trails 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, at 107 Durbar Avenue, Suite I, Oldsmar, Florida 33607, County of Hillsborough, State of Florida, has named Richard A. Schlosser, whose business office is 500 E. Kennedy Blvd., 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.


Richard A. Schlosser

Date: August 10, 1999

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA