

STATE OF FLORIDA

DEPARTMENT OF STATE



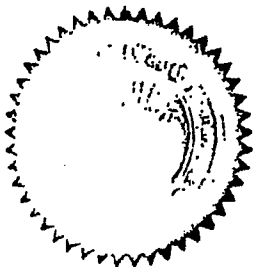
I, RICHARD (DICK) STONE, Secretary of State of the State of Florida, do hereby certify that the following is a true and correct copy of

CERTIFICATE OF INCORPORATION
OF

HARBOR OAKS PLACE, INC.

a corporation not for profit organized and existing under the Laws of the State of Florida, filed on the 20th day of October, A.D., 1972, as shown by the records of this office.

GIVEN under my hand and the Great Seal of the State of Florida, at Tallahassee, the Capital, this the 25th day of October, A.D., 1972.



Richard (Dick) Stone

SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
HARBOR OAKS PLACE, INC.

FILED
OCT 28 11 01 AM '72
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

The undersigned by these Articles associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, and certify as follows:

I.

Name

The name of the corporation shall be HARBOR OAKS PLACE, INC. For convenience the corporation shall be referred to in this instrument as the Association.

II.

Purpose

2.1 The purpose for which the Association is organized is to provide an entity pursuant to Section 12 of the Condominium Act, which is Chapter 711, Florida Statutes, for the operation of HARBOR OAKS PLACE, a condominium, according to Declaration of Condominium now or hereafter recorded in the Public Records of Pinellas County, Florida, located upon lands in Pinellas County, Florida.

2.2 The Association shall make no distributions of income to its members, directors or officers.

III.

Power

The powers of the Association shall include and be governed by the following provisions:

3.1 The Association shall have all of the commonlaw and statutory powers of a corporation not for profit not in conflict with the terms of these Articles.

3.2 The Association shall have all of the powers

LAW OFFICES OF
THOMAS EDDY JR.
3 LEXY, FIVE
5 THOMPSON P A
AT HARBOR OAKS PLACE

and duties set forth in the Condominium Act except as limited by these Articles and the Declaration of Condominium, and all of the powers and duties reasonably necessary to operate the condominium pursuant to the Declaration as may be amended from time to time, including but not limited to the following:

- a. To make and collect assessments against members as apartment owners to defray the costs, expenses and losses of the condominium.
- b. To use the proceeds of assessments in the exercise of its powers and duties.
- c. The maintenance, repair, replacement and operation of the property of the condominium, including easements.
- d. The purchase of insurance upon the property of the condominium and insurance for the protection of the Association and its members as apartment owners.
- e. The reconstruction of improvements after casualty and the further improvement of the property.
- f. To make and amend reasonable regulations respecting the use of the property in the condominium; provided, however, that all such regulations and their amendments shall be approved by not less than seventy-five per cent of the votes of the entire membership of the Association before such shall become effective.
- g. To enforce by legal means the provisions of the Condominium Act, the Declaration of Condominium, these Articles, the Bylaws of the Association and the Regulations for the use of the property in the condominium.
- h. To contract for the management of the Condominium and to delegate to such Manager all such powers and duties of the Association that are necessary in the opinion of

LAW OFFICES OF
EDWARD H. HARRIS
GILKEY, FINE,
JESSE H. THOMAS, L.L.P.
ALBANY, NEW YORK

the directors of the Association for Manager to manage same effectively.

1. To employ personnel to perform the services required for proper operation of the condominium.

3.3 All funds and the titles of all properties acquired by the Association and their proceeds shall be held in trust for the members of the condominium in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation, and the Bylaws.

IV.

Members

4.1 Viway, Inc., a Florida corporation, hereinafter referred to as the Developer, shall make and declare certain Declaration of Condominium as contemplated by Section 2.1 of these Articles. Initially, such three persons as the Developer may name from time to time shall be the members of the corporation who shall be the sole voting members of the corporation until such time as the Developer has conveyed, by warranty deed or otherwise, all of the condominium units in Harbor Oaks Place, or until Developer elects to terminate its control of this corporation, or until after January 15, 1974, whichever occurs first. Thereafter, such three persons named by the Developer shall cease to be members of the corporation and the members shall be as provided hereinafter. The Bylaws of the corporation may not change or alter this paragraph.

4.2 After the time provided in paragraph 4.1 above, the members of the Association shall consist of all of the record owners, by deed or otherwise, of condominium apartments in Harbor Oaks Place, but shall in no event exceed seventy members; and after termination of the condominium

ALL OFFICES OF
 - 4 - DE MOBILE
 F. LEE, JR.
 10 & TOWERS, P. A.
 MOBILE, ALABAMA

shall consist of those who are members at the time of such termination and their successors and assigns.

4.3 After the time provided in paragraph 4.1 above, change of membership in the Association shall be established, after receiving approval of the Association required by the Declaration of Condominium, by recording in the Public Records of Pinellas County, Florida, a deed, or other instrument establishing a record title to the apartment in the condominium and the delivery to the Association of a certified copy of such instrument. The owner designated by such instrument thus becomes a member of the Association and the membership of the prior owner is terminated.

4.4 The share of a member in the funds and assets of the Association cannot be assigned, hypothecated and transferred in any manner except as an appurtenance to his apartment.

4.5 The owner of each apartment shall be entitled to one vote as a member of the Association. The manner of exercising voting rights shall be determined by the Bylaws of the Association.

4.6 The terms "apartment" and "apartment owner" or "owners" shall have the same meaning as "unit" or "owner" as same are defined in the Condominium Act.

V.

Directors

5.1 The affairs of the Association will be managed by a Board consisting of the number of directors determined by the Bylaws, but not less than three directors, and in the absence of such determination shall consist of three directors. Directors need not be members of the Association. *

5.2 Directors of the Association shall be elected

at the annual meeting of the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

5.3. The first election of directors shall not be held until after the representatives of the Developer have ceased to be members of the Association pursuant to the provisions of paragraph 4.1 hereof. Until such time, the directors named in these Articles shall serve and any vacancies in their number occurring before the first election shall be filled by the remaining directors.

5.4 The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

<u>Names</u>	<u>Addresses</u>
Jo Ann C. East	2021 Valencia Way, Clearwater, Florida 33516
Roberta S. Hooper	1300 Palm View, Belleair, Florida 33516
Dorothy C. Hayward	1903 Rainbow Drive, Clearwater, Florida 33515

VI.

Officers

The affairs of the Association shall be administered by the officers designed in the Bylaws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors.

The names and addresses of the Officers who shall serve until their successors are designated by the Board of Directors are as follows:

Jo Ann C. East	President	2021 Valencia Way Clearwater, Florida 33516
----------------	-----------	--

NO. OF...
STANDS...
CLASS...
CLASS...
CLASS...
CLASS...

Roberta S. Hooper Vice President 1300 Palm View
Belleair, Florida 33516

Dorothy C. Hayward Secretary- 1903 Rainbow Drive
Treasurer Clearwater, Florida 33515

VII.

Indemnification

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a director or officer of the Association, whether or not he is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

VIII.

Bylaws

The first Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the Bylaws.

IX.

Amendments

Amendments to the Articles of Incorporation shall

be proposed and adopted in the following manner:

9.1 Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

9.2 A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing such approval is delivered to the secretary at or prior to the meeting. Except as elsewhere provided:

a. Such approvals must be by not less than seventy-five per cent of the entire membership of the Board of Directors and by not less than seventy-five per cent of the votes of the entire membership of the Association; or

b. By not less than eighty per cent of the votes of the entire membership of the Association.

9.3 Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of members, nor any change in Section 3.3 of paragraph III, without approval in writing by all members and the joinder of all owners of mortgages upon the condominium. No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium.

9.4 A copy of each amendment shall be certified by the Secretary of State and be recorded in the Public Records of Pinellas County, Florida.

X.

Term

The term of the Association shall be perpetual.

-7-

XI.

Subscribers

The names and addresses of the subscribers of these Articles of Incorporation are as follows:

<u>Names</u>	<u>Addresses</u>
Jo Ann C. East	2021 Valencia Way, Clearwater, Florida 33516.
Roberta S. Hooper	1300 Palm View, Belleair, Florida 33516
Dorothy C. Hayward	1903 Rainbow Drive, Clearwater, Florida 33515

IN WITNESS WHEREOF, the subscribers have affixed their signatures this 14 day of September, A.D. 1972.

Jo Ann C. East
JO ANN C. EAST

Roberta S. Hooper
ROBERTA S. HOOPER

Dorothy C. Hayward
DOROTHY C. HAYWARD

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared JO ANN C. EAST, ROBERTA S. HOOPER and DOROTHY C. HAYWARD, who, after being duly sworn, acknowledged that they executed the foregoing Articles of Incorporation for the purposes expressed in such Articles this 14 day of September, A.D. 1972.

Margaret M. O'Connor
Notary Public

My Commission Expires:

Notary Public, State of Florida at Large
My Commission Expires May 24, 1976
Printed by American Ink & Credit Co.

LAW OFFICE OF
RICHARDS HODGSON
OLNEY FIFE
124 S. THOMPSON ST. A
TAMPA, FLORIDA 33604

JDF/jc