

BRIDGEWATER

840 PINELLAS BAYWAY
TIERRA VERDE, FL 33715
(727) 867-6384
(727) 866-8798
SANFORD KATZ, PRESIDENT

700000003852

May 29, 2000

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Dear Sir or Madam:

Enclosed please find one original and one copy of the Articles of Incorporation for BRIDGEWATER TOWNHOMES HOMEOWNERS ASSOCIATION OF MANATEE, INC. Also enclosed please find payment as follows:

PROFIT, NON-PROFIT, AND TRADEMARKS

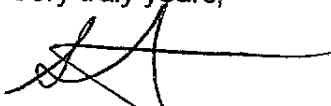
Filing Fees	\$ 35.00
Registered Agent Designation	\$ 35.00
* Certified Copy (optional)	\$ 8.75
TOTAL	\$ 78.75

Made payable to **Florida Department of State**

Please file and provide a certified copy to me at the address listed above.

Thank you for your cooperation in this matter.

Very truly yours,



Sanford Katz

SEK/leh

Enc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Ann Henshaw GAVE
AUTHORIZATION BY PHONE TO
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED ARTICLES OF INCORPORATION
OF
BRIDGEWATER TOWNHOMES HOMEOWNERS ASSOCIATION OF MANATEE,
INC.**

In compliance with the requirement of Chapter 617, Florida Statutes the undersigned, being all residents of the State of Florida and of full age, hereby associate themselves together for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida, and certify as follows:

ARTICLE I

NAME

The name of this corporation is BRIDGEWATER TOWNHOMES HOMEOWNERS ASSOCIATION OF MANATEE, INC., hereafter called the Association.

ARTICLE II

OFFICE

The initial principal Office of this Association shall be located at 840 Pinellas Bayway, Tierra Verde, Florida, 33715 which office may be changed from time to time by action of the Board of Directors.

ARTICLE III

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Association shall be: 4215-39TH Avenue South, St. Petersburg, Florida 33711. The name of the Association's initial registered agent at such address shall be: LYNN E. HANSHAW, ESQUIRE

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

The Association is organized as a corporation not for profit under the terms and provisions of Chapter 617, Florida Statutes. This Association does not contemplate pecuniary gain or profit to its members. The specific purposes for which it is formed are to promote the health, safety, and general welfare of the residents within the property described on Exhibit A attached to the Declaration of Covenants, Conditions, and Restrictions for BRIDGEWATER (the "Declaration") and made a part hereof by reference, herein called the "Properties", and any additions thereto as may hereafter be brought within the jurisdiction of this Association. The purposes of this Association shall include, without limitation of the foregoing, the maintenance, preservation and architectural control of the Lots, Common Area and any other land now or hereafter within the Properties, and carrying out, enforcing and otherwise fulfilling its rights and responsibilities under and pursuant to the Declaration now or hereafter recorded among the Public Records of Pinellas County, Florida, and any amendments or modifications thereof, herein together called the "Declaration". The recording of an Annexation Amendment from time to time pursuant to the terms of the Declaration for the purpose of adding additional land shall automatically, and without need of amendment to these Articles of Incorporation or approval or consent of the Association or its members, bring such additional land within the jurisdiction of the Association, and such additional land shall be included within the term "Properties". Any amendment to the Articles of Incorporation filed to reflect such additional land shall not require consent or approval of the members of the Association, but shall be executed by the President and Secretary of the Association. The foregoing paragraph enumerates the specific purposes of the Association, but it is expressly provided hereby that such enumeration shall not be held to limit or restrict in any manner the purposes

or powers of the Association otherwise permitted by law. All terms defined in the Declaration shall have the same meaning when used herein, such Declaration being incorporated herein by reference. For the foregoing purposes, this Association is empowered to:

(a) exercise all of the powers and privileges, and to perform all of the duties and obligations of the Association as set forth in the Declaration, the terms and provisions of which are incorporated herein by this reference;

(b) assess members and fix, levy, collect and enforce payment by any lawful means all charges or assessments pursuant to the terms of the Declaration, and to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of this Association, including all license fees, taxes, or governmental charges levied or imposed against the real or personal property of this Association;

(c) acquire, either by gift, purchase or otherwise, own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, or otherwise dispose of real or personal property in connection with the affairs of this Association;

(d) operate and maintain 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;

(e) borrow money, and with the assent of two thirds (2/3) of each class, if any, of voting members present and voting, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(f) sue and be sued;

(f) dedicate, sell, or transfer all or any part of this Associations' property to any public bodies or governmental agencies or authorities, or public or private utility companies for such purposes and subject to such conditions as may be agreed to by two-thirds (2/3) vote of each class, if any, of voting members present and voting. Notwithstanding the foregoing, no such approval shall be required in order to convey property for use as a well site or pumping station, lift station, retention pond or such other incidental or related use;

(g) grant easements as to the Common Area to public and private utility companies, and to public bodies or governmental agencies or other entities or persons, without cost or charge, where convenient, desirable or necessary in connection with the development of the Properties, and the providing or utility and other services thereto;

(h) participate in mergers and consolidations with other non-profit corporations organized for similar purposes, provided that any such merger or consolidation shall have the assent of two-thirds (2/3) of each class, if any, of members;

(i) annex additional real property in accordance with the provisions of the Declaration, with such annexations, when completed in accordance with the provisions of the Declaration, extending the jurisdiction, function, duties and membership of the Association to the real property thereby annexed;

(j) from time to time establish, adopt, alter, amend, and rescind reasonable rules and regulations governing the use of the Common Area, which rules and regulations shall be consistent with the rights and duties established by the Declaration and with the provisions of these Article of Incorporation;

(k) contract for the maintenance and management of the Common Areas, any other property, within the Properties, and to authorize a management agent to assist the Association in carrying out its powers and duties under the Declaration, including contracts for services to provide for operation and maintenance of the surface water management system facilities if the association contemplates employing a maintenance company; and

(l) have and exercise any and all powers, rights, and privileges which a corporation organized under Chapter 617, Florida Statutes by law may now or hereafter have or exercise.

ARTICLE V

LIMITATIONS ON ACTIVITIES

No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, any member, director or officer of the Association; provided, however, the Association may pay compensation in a reasonable amount for services rendered, may confer benefits on its members in conformity with its purposes, and may make rebates of excess membership dues, fees or assessments. The amount of earnings, if any, is not to be taken into account in any manner for the purpose of determining whether there should be a rebate or the amount of any rebate.

ARTICLE VI

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by the provisions of the Declaration to assessment by this Association, shall be a member of this Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Ownership, as defined above, shall be the sole qualification for membership. When any Lot is owned of record by two or more persons or other legal entity, all such persons or entities shall be members. An owner of more than one (1) such Lot shall be entitled to one (1) membership for each Lot owned by him. Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to the provisions of the Declaration, but shall be automatically transferred by the conveyance of the Lot. The Builder, PLEASANT GROVE DEVELOPMENT, INC. herein called the "Declarant" shall be a member of the Association so long as it owns one (1) or more Lots located on the Properties or Additional Properties.

ARTICLE VII

VOTING RIGHTS

The Association shall have two classes of voting membership, Class A and Class B. All votes shall be cast in the manner provided in the By-Laws. When more than one person or entity holds an interest in any Lot, the vote for such Lot, shall be exercised as such persons determine, but in no event shall more than the number of votes hereinafter designated be cast with respect to any such Lot, nor shall any split vote be permitted with respect to such Lot. Further, such vote shall be cast by the person designated as the voting representative pursuant to the By-Laws. The two classes of voting memberships, and voting rights related thereto, are as follows:

1. **Class A:** Class A members shall be all Owners of Lots subject to assessment; provided, however, so long as there is Class B membership the Declarant shall not be a Class A member. The voting rights appurtenant to Class A Lots shall be as follows:

Owners of Class A Lots situated on the Properties subject to the Declaration shall be entitled to one (1) vote for each Lot

2. **Class B:** The Class B member shall be the Declarant. Class B Lots shall be all Lots which the Declarant owns and is allowed to develop on the Properties and Additional Properties. The voting rights appurtenant to the Class B Lots shall be as follows:

The Declarant shall be entitled to three (3) votes for each Class B Lot.

3. **Termination of Class B:** From time to time Class B membership may cease and be converted to Class A memberships, and any Class B Lots then subject to the terms of the Declaration shall become Class A Lots, upon the happening of any of the following events, whichever occurs earlier:

- (i) When the total votes outstanding in the Class A memberships equal the total votes outstanding in the Class B memberships; or
- (ii) When the Declarant waives in writing its right to Class B memberships.

3. **Quorum:** Except as otherwise expressly required by either the Declaration, these Articles or the By-Laws, the presence at a meeting of members, either in person or by proxy, of those entitled to vote at least one third (1/3) of the votes of each class of membership shall constitute a quorum for any action.

ARTICLE VIII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of Directors initially composed of three (3) Directors, who need be members of the Association. The number of Directors may be changed by amendment to the By-Laws of this Association but shall never be less than three(3). The Directors shall be divided into three (3) classes: Class A, Class B and Class C. The term of office for all Directors shall be three (3) years, except that the term of office of the initial Class A Director shall expire at the first annual meeting of the members, the term of office of the initial B Director shall expire at the annual meeting one(1) year thereafter and the term of office of the initial Class C Director shall expire at the annual meeting two (2) years thereafter. The names and addresses of the persons who act in the capacity of Directors until their successors are elected and qualify, unless they sooner shall die, resign, or are removed are: Directors are initially elected as stated in the by-laws.

Name:

Address:

CLASS A DIRECTOR:

Sanford Katz

840 Pinellas Bayway
Tierra Verde, FL 33715

CLASS B DIRECTOR

Scott Cramer

800 Pinellas Bayway
Tierra Verde, FL 33715

CLASS C DIRECTOR

Gabrielle Bettig

1117 Pinellas Bayway, Unit 207
Tierra Verde, FL 33715

ARTICLE IX

OFFICERS

The names and addresses of the officers of this Association who, subject to these Articles of Incorporation and the By-Laws of this Association and the laws of the State of Florida, shall hold office for the first year of the existence of this Association, or until an election is held by the Directors of this Association for the election of officers following the first annual members meeting, if earlier, and until their successors have been duly elected and qualify, unless they sooner die, resign, or are removed, are

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Sanford Katz	P/T	840 Pinellas Bayway Tierra Verde, FL 33715
Scott Cramer	VP	800 Pinellas Bayway Tierra Verde, FL 33715
Gabrielle Bettig	S	1117 Pinellas Bayway, Unit 207 Tierra Verde, FL 33715

Thereafter, officers shall be elected at the Board of Directors meeting next following each annual meeting of members. Officers need not be members of the Association. Such other officers, assistant officers, and agents as may be deemed necessary, may be elected or appointed by the Board of Directors from time to time.

ARTICLE X

SUBSCRIBERS

The name and residence addresses of the subscribers to these Articles of Incorporation are a follows:

<u>NAME</u>	<u>ADDRESS</u>
Sanford Katz	840 Pinellas Bayway Tierra Verde, FL 33715
Scott Cramer	800 Pinellas Bayway Tierra Verde, FL 33715
Gabrielle Bettig	1117 Pinellas Bayway, Unit 207 Tierra Verde, FL 33715

ARTICLE XI

DISSOLUTION

This Association may be dissolved with the assent given in writing and signed by members entitled to cast not less than two-thirds (2/3) of the votes of each Class of members. Upon dissolution of this Association, other than incident to a merger or consolidation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Association, dedicate the assets of this Association to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, the Board of Directors shall grant, convey or assign such assets to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes, but in no event shall such assets inure to the benefit of any member or other private individual. Any of such assets not so disposed of

shall be disposed of by the Circuit Court of the county in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XII

DURATION

This Association shall exist perpetually.

ARTICLE XIII

BY-LAWS

The By-Laws of this Association shall be initially adopted by the Board of Directors after the approval of these Articles by the Secretary of State. Thereafter, the By-Laws shall be altered, amended, or rescinded by a majority vote of the Board of Directors or the members as provided in the By-Laws.

ARTICLE XIV

AMENDMENTS

These Articles may be amended either: (i) by the written consent of members holding at least seventy-five percent (75%) of the total votes able to be cast at any regular or special meeting of the membership duly called and convened at which a quorum is present; or (ii) with the approval of at least seventy-five percent (75%) of the total vote cast, in person or by proxy, at a regular or special members' meeting at which a quorum is present.

ARTICLE XV

INDEMNIFICATION

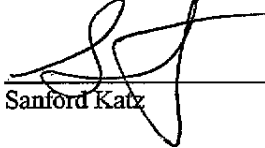
Every Director and every officer of the Association shall be indemnified by the Association to the fullest extent of the law against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed on him in connection with any proceeding or settlement of any proceeding to which 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. The provision for indemnification is more fully set forth in the By-Laws.

XVI ARTICLE

INTERPRETATION

Express reference is hereby made to the terms, provisions, definitions, and rules of interpretation contained in the Declaration where necessary to interpret, construe, and clarify the provisions of these Articles. In subscribing and filing these Articles, it is the intent of the undersigned that the provisions hereof be consistent with the provisions of the Declaration and, to the extent not prohibited by law, that the provisions of these Articles of Incorporation and of the Declaration be interpreted, construed, and applied so as to avoid inconsistencies or conflicting results.


IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the subscribers of this Association, have executed these Articles of Incorporation this _____ day of May, 2000.


Sanford Katz

State of Florida
County of Pinellas

The foregoing instrument was acknowledged before me this 31 day of May, 2000 by Sanford Katz, who is personally known.

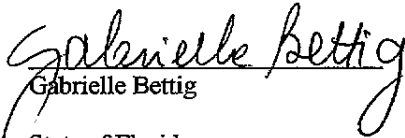
My Commission Expires:


Scott Cramer

State of Florida
County of Pinellas

The foregoing instrument was acknowledged before me this 31 day of May, 2000 by Scott Cramer, who is personally known.

My Commission Expires:


Gabrielle Bettig

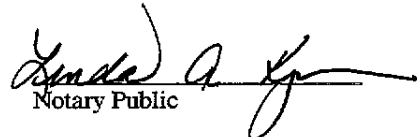
State of Florida
County of Pinellas

The foregoing instrument was acknowledged before me this 31 day of May, 2000 by Gabrielle Bettig, who is personally known.

My Commission Expires:

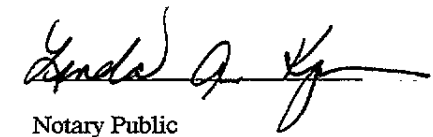


Linda A. Kowzan
MY COMMISSION # CC833782 EXPIRES
June 26, 2003
BONDED THRU TROY FAIN INSURANCE, INC.


Notary Public

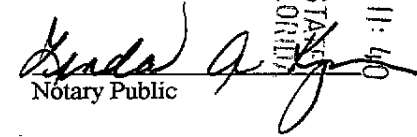


Linda A. Kowzan
MY COMMISSION # CC833782 EXPIRES
June 26, 2003
BONDED THRU TROY FAIN INSURANCE, INC.


Notary Public



Linda A. Kowzan
MY COMMISSION # CC833782 EXPIRES
June 26, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

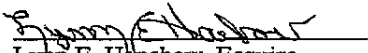

Notary Public

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2000 JUN -5 AM 11:40

FILED

ACCEPTANCE OF REGISTERED AGENT: Having been named to accept service of process at the place designated in these Articles of Incorporation, the undersigned hereby accepts to act in this capacity, and agrees to comply with with the provisions of the laws of the State of Florida relative to keeping such open office.


Lynn E. Hanshaw, Esquire