

Division of Corporations

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FLORIDA NON-PROFIT CORPORATION

VIRGINIA CROSSING HOMEOWNERS ASSOCIATION, INC.

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ARTICLES OF INCORPORATION
OF
VIRGINIA CROSSING HOMEOWNERS ASSOCIATION, INC.

The undersigned subscribers by these Articles do hereby associate themselves for the purpose of forming a corporation not for profit pursuant to Chapter 617, Florida Statutes, and hereby adopt the following Articles of Incorporation:

ARTICLE I
NAME

The name of the corporation is VIRGINIA CROSSING HOMEOWNERS ASSOCIATION, INC. For the convenience, the corporation shall be referred to in this instrument as the "Association", these Articles of Incorporation as the "Articles", and the Bylaws of the Bylaws of the Association as the "Bylaws".

ARTICLE 11
PURPOSE

The purpose for which the Association is organized is to provide an entity for the operation of VIRGINIA CROSSING, a subdivision of real property being created on the land described in Exhibit A attached hereto (the "Subdivision"), as well as any other real property brought under the jurisdiction of the Association by virtue of the Declaration of Covenants and Restrictions ("Declaration") for the Subdivision. The Developer of said Subdivision is HIGHMARK DEVELOPMENT GROUP, INC., a Florida corporation, and HIGHMARK HOMES OF PINELLAS COUNTY, INC., a Florida corporation (collectively the "Developer").

ARTICLE III
DEFINITIONS

The terms used in these Articles shall have the same definitions and meaning as those set forth in the Declaration, and the Bylaws of the Association, unless the context otherwise requires. Chapter 617, Florida Statutes, more commonly known as the Florida Not For Profit Corporation Act, as the same now exists, or is hereafter amended from time to time, shall be referred to herein as the "Act".

ARTICLE IV
POWER5

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

4.01 General. The Association shall have all of the common law and statutory powers of a corporation not for profit under the laws of the State of Florida that are not in conflict with the provisions of these Articles.

4.02 Enumeration. The Association shall have all the powers and duties set forth in the

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Act and all of the powers and duties not inconsistent with the Act reasonably necessary to operate the Subdivision pursuant to the Declaration, and as it may be amended from time to time, including, but not limited to, the following:

- (a) To make and collect assessments and other charges against members as Lot Owners, and to use the proceeds thereof in the exercise of its powers and duties.
- (b) To buy, own, operate, lease, sell and trade both real and personal property as may be necessary or convenient in the administration of the Subdivision.
- (c) To maintain, repair, replace, reconstruct, add to, and operate the Subdivision and other property acquired or leased by the Association for use by Lot Owners.
- (d) To purchase insurance upon the Subdivision and insurance for the protection of its officers, directors, and members as Lot Owners, and as such other parties as the Association may determine in the best interest of the Association.
- (e) To make and mend reasonable rules and regulations for the maintenance, conservation and use of the Subdivision Property and for the health, comfort, safety and welfare of the Owners.
- (f) To approve or disapprove the leasing, transfer of ownership and possession of Lots as may be provided by the Association.
- (g) To enforce by legal means the provisions of the Act, the Declaration, these Articles, the Bylaws, and the rules and regulations for the use of the Subdivision Property.
- (h) To contract for the management of the Subdivision, and to delegate to the party with whom such contract has been entered into of all the powers and duties of the Association, except (i) those which require specific approval of the Board of Directors or the membership of the Association; (ii) those which are incapable of being delegated as same may be contrary to the Declaration or the Bylaws; (iii) those which are contrary to the Statutes of the State of Florida; and (iv) wherein a delegation is power and duty which by its very nature is a decision or fiduciary responsibility to be made by the Board of Directors and is therefore not susceptible of delegation.
- (i) To employ personnel to perform the services required for proper operation of the Subdivision.
- (j) To enter into agreements with other parties for easements or sharing arrangements or recreational facilities as the Board of Directors may deem in the best interests of the Subdivision.
- (k) If, by the provisions of Chapter 617, Florida Statutes, a power or authority may only be exercised by the Association if such power or authority is expressly set forth in the Articles of Incorporation, and such power or authority is not specifically set forth elsewhere herein, then this provision shall be construed to be that enabling provision, and the Association shall have such power or authority as if the same shall have been fully set forth herein.

4.03 Assets of the Association. All funds and the titles of all properties acquired by the

Association and their proceeds shall be for the benefit and use of the members in accordance with the provisions of the Declaration, these Articles, and the Bylaws.

4.04 Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration and the Bylaws.

ARTICLE V MEMBERS

5.01 Membership. The members of the Association shall consist of all of the record Owners of Lots in the Subdivision; and after termination of the Subdivision, if same shall occur, the members of the Association shall consist of those who are members at the time of termination, and their successors and assigns. Membership shall be established by the acquisition of legal record fee title to a Lot in the Subdivision, whether by conveyance, devise, judicial decree, or otherwise, subject to the provisions of the Declaration, and by the recordation amongst the Public Records of Pinellas County, Florida, of the deed or other instrument establishing the acquisition and designating the Lot affected thereby. The new Owner designated in such deed or other instrument shall thereupon become a member of the Association and the membership of a prior owner as to the parcel designated shall be terminated.

5.02 Assignment. The share of a member in the funds and assets of the Association, in the Common Areas and the common surplus, and membership in this Association, cannot be assigned, hypothecated, or transferred in any manner whatsoever except as an appurtenance to the Lot for which that share is held.

5.03 Voting. On all matters upon which the membership be entitled to vote, there shall be only one (1) vote for each Lot, which vote shall be exercised or cast in the manner provided by the Declarations and Bylaws. Any person or entity owning more than one (1) unit shall be entitled to one (1) vote for each Lot owned.

5.04 Meetings. The Bylaws shall provide for an annual meeting of members, and make provision for regular and special meetings of members other than the annual meeting.

5.05 Class of Members. There shall initially be two classes of members in the Association as follows:

(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 or entity holds an ownership interest in a Lot, all such persons shall be entitled cumulatively to one (1) vote, to be exercised as they among themselves determine, but in no event shall more than one (1) vote be cast with respect to any one (1) Lot.

(b) Class B. The Class B member shall be the Developer and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership upon the occurrence of any of the following events, whichever shall first occur:

- (1) Four (4) months after seventy-five percent (75%) of the Lots have been

conveyed to Owners other than the Developer.

(2) Ten (10) years following the first conveyance of a Lot to an Owner other than the Developer; or

(3) Recording of a written relinquishment, executed by the Developer, of the Developer's right to Class B membership.

ARTICLE VI
TERM OF EXISTENCE

The Association shall have perpetual existence.

ARTICLE VII
SUBSCRIBERS

The name and address of the subscriber to these Articles is as follows:

ANDREW D. STRONG
1430 VIRGINIA STREET
DUNEDIN, FLORIDA 34698

ARTICLE VIII
OFFICERS

The affairs of the Association shall be administered by the officers as designated in the Bylaws . The officers shall be elected by the Board of Directors of the Association 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 Bylaws may provide for the removal from office of officers, for filling vacancies, and for the duties of the officers. The names and addresses of the initial officers who shall serve until their successors are designated by the Board of Directors are as follows:

OFFICE	NAME	ADDRESS
President / Treasurer	ANDREW D. STRONG	1430 VIRGINIA STREET DUNEDIN, FLORIDA 34698
Vice President / Secretary	JOSEPH L. KRUCINA	1430 VIRGINIA STREET DUNEDIN, FLORIDA 34698

ARTICLE IX
DIRECTORS

9.01 Number and Qualification. The property, business and affairs of the Association

shall be managed by a Board consisting of the number of Directors determined by the Bylaws, but which shall consist of not less than three (3) Directors. Except for Directors appointed by the Developer, all Directors must be members of the Association.

9.02 Duties and Powers. All of the duties and powers of the Association existing under the Act, the Declaration, these Articles and the Bylaws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by Lot Owners when that approval is specifically required.

9.03 Election; Removal. 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.

9.04 Term of Developer's Directors. The Developer of the Subdivision shall appoint the numbers of the first Board of Directors who shall hold office for the periods described in the Bylaws.

9.05 First Directors. 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, are as follows:

NAME	ADDRESS
ANDREW D. STRONG	1430 VIRGINIA STREET, DUNEDIN, FLORIDA 34698
BERNARD H. STRONG	1430 VIRGINIA STREET, DUNEDIN, FLORIDA 34698
JOSEPH L. KRUCINA	1430 VIRGINIA STREET, DUNEDIN, FLORIDA 34698

**ARTICLE X
INDEMNIFICATION**

10.01 Indemnity. The Association shall indemnify any person who was or is a party or is threatened to be made a party, to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Association) by reason of the fact that he is or was a Director, employee, officer or agent of the Association, against expenses (including attorneys' fees and appellate attorneys' fees) judgements, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interest of the Association; and, with respect to any criminal action or proceeding, he had not reasonable cause to believe his conduct was unlawful; except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or willful misfeasance or malfeasance in the performance of his duty to the Association unless and only to the extent that the court in which such action or suit was brought shall determine, upon application, that despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper. The termination of any action, suit or proceeding by judgement, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, or itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interest of the

Association; and with respect to any criminal action or proceeding, he had no reasonable cause to believe that his conduct was unlawful.

10.02 Expenses. To the extent that a Director, Officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 10.01 above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.

10.03 Approval. Any indemnification under Section 10.01 above (unless ordered by the court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the Director, Officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in Section 10.01 above. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties of such action, suit or proceeding, or (b) if such quorum is not obtainable, or, even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (c) by a majority of the members

10.04 Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the Specific case upon receipt to an undertaking by or on behalf of the Directors, Officers, employees or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Association as authorized in this article.

10.05 Miscellaneous. The indemnification provided by this article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of members or otherwise, both as to action in his official capacity while holding such office, and shall continue as to a person who has ceased to be a Director, Officer, employee or agent and shall inure to the benefits of the heirs, executors and administration of such a person.

10.06 Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of the Association, or is or was serving at the request of the Association as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this article.

ARTICLE XI BYLAWS

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

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ARTICLE XII
AMENDMENTS

Amendments to these Articles shall be proposed and adopted in the following manner:

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

12.02 Adoption. A resolution for the adoption of a proposed amendment may be proposed either by a majority of the Board of Directors or by not less than one-third (1/3) of the members of the Association. The approval of a proposed amendment must be by the affirmative vote of not less than a majority of the members of the Association.

12.03 Limitation. No amendment shall make any changes in the qualifications for membership nor in the voting rights or property rights of members, nor any changes in Sections 4.03 and 4.04 of Article IV hereof, without approval in writing by all the members of the Association and the joinder of all record owners of mortgages upon Lots in the Subdivision. No amendment shall be made that is in conflict with these Articles or the Declaration, nor shall any amendment make any changes which would in any way affect any of the rights, privileges, powers or options herein provided in favor of or reserved to the Developer, or an affiliate or beneficiary of the Developer, unless the Developer shall join in the execution of the amendment.

12.04 Recording. A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of the applicable Florida Statutes, and a copy certified by the Secretary of State shall be recorded in the Public Records of Pinellas County, Florida.

ARTICLE XIII
DISSOLUTION

In the event of dissolution or final liquidation of the Association, the assets, both real and personal of the Association, including the surface water management system and drainage easements, shall, upon request by the appropriate public agency or utility, be dedicated to such public agency or utility to be devoted to purposes, as nearly as practicable, the same as those to which they were required to be devoted by the Association. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, Association, trust or other organization, to be devoted to purposes as nearly as practicable to the same as those to which they were required to be devoted by the Association. No such disposition of Association properties shall be effective to divest or diminish any right or title of any unit owner vested in him under the recorded Declaration of Subdivision and deed applicable hereto, unless made in accordance with the provisions of such Declaration of Subdivision and deeds.

ARTICLE XIV
PRINCIPAL PLACE OF BUSINESS

The principal place of business of the corporation shall be located at 1430 Virginia Street, Dunedin, Florida 34698, but the corporation may maintain offices and transact business in such other places within or without the State of Florida as may from time to time be designated

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by the Board of Directors.

ARTICLE XV
INITIAL REGISTERED OFFICE ADDRESS
AND NAME OF REGISTERED AGENT

The initial registered office of this corporation and the initial registered agent of the corporation at that address is:

ANDREW D. STRONG
1430 VIRGINIA STREET
DUNEDIN, FLORIDA 34698

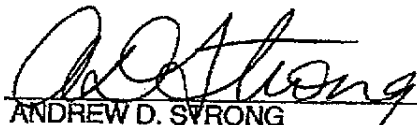
IN WITNESS WHEREOF, the subscriber has affixed his signature 15th day of September, 19 98.



ANDREW D. STRONG, Incorporator

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR VIRGINIA CROSSING ASSOCIATION, INC., AT THE PLACE DESIGNATED IN THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THAT CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF THE DUTIES OF SUCH OFFICE.



ANDREW D. STRONG
Registered Agent

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