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FLORIDA NON-PROFIT CORPORATION

Tarpon Highlands at Lake Tarpon Sail & Tennis Club I

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ARTICLES OF INCORPORATION
OF
TARPON HIGHLANDS AT LAKE TARPON
SAIL & TENNIS CLUB I CONDOMINIUM ASSOCIATION, INC.

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 TARPON HIGHLANDS AT LAKE TARPON SAIL & TENNIS CLUB I CONDOMINIUM ASSOCIATION, 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 the Florida Condominium Act, which is Chapter 718, Florida Statutes, for the operation of TARPON HIGHLANDS AT LAKE TARPON SAIL & TENNIS CLUB I, A CONDOMINIUM, according to the 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 common law and statutory powers of a corporation not for profit not in conflict with the terms of these Articles.

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3.2 The Association shall have all of the powers and duties set forth in the Condominium Act, 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, and to account to each member for assessments against that member's apartment.

b. To use the proceeds of assessments in the exercise of its powers and duties.

c. To maintain, repair, replace and operate the property of the condominium, including easements, specifically, the surface water management system facilities as permitted by the Southwest Florida Water Management District, including, but not limited to, all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, flood plain compensation areas, wetlands and any associated buffer areas, and wetland mitigation areas.

d. To purchase insurance upon the property of the condominium and insurance for the protection of the Association and its members as apartment owners.

e. To reconstruct the improvements after casualty and to further improve the property.

f. To make and amend reasonable rules and regulations respecting the use of the property in the condominium, other than the restrictions contained in the Declaration of Condominium; provided, however, that all such rules and regulations and their amendments shall be approved by not less than sixty-seven percent of the votes of the entire membership of the Association before such shall become effective.

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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 and maintenance of the condominium property and to authorize a management agent to assist the Association in carrying out its powers and duties by performing such functions as the submission of proposals, collection of assessments, preparation of records, enforcement of rules and maintenance, repair and replacement of the common elements with funds as shall be made available by the Association for such purposes. The association and its officers shall, however, retain at all times the powers and duties granted by the condominium documents and the Condominium Act, including but not limited to the making of assessments, promulgation of rules and execution of contracts on behalf of the Association.

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

j. To be a member of the Lake Tarpon Sail & Tennis Club Common Element Association, Inc. ("Master Association"), and appoint a member of this Association as a member of the Board of Directors of the Master Association.

k. In no event shall the members of a particular condominium be charged with any portion of the expenses for any other condominium, but shall be charged only for the expenses of their particular condominium and their equitable share of the expenses of any common elements, easements, or other areas used in common by more than one condominium.

3.3 All funds and 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 The members of the Association shall consist of all the record owners, by deed or otherwise, of condominium apartments in TARPON HIGHLANDS AT LAKE TARPON SAIL & TENNIS CLUB I, A CONDOMINIUM; and after termination of the condominium shall consist of those who are members at the time of such termination and their successors and assigns.

4.2 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 unit in the condominium and the delivery to the Association of a 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.

4.3 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.

4.4 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.

4.5 The terms "apartment" and "apartment owners" 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.

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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 in the Bylaws.

5.3 When unit owners, other than the Developer, own fifteen percent (15%) or more of the units that will be operated by the Association, the unit owners, other than the Developer, shall be entitled to elect not less than one-third (1/3) of the members of the Board of Directors. The unit owners, other than the Developer, shall be entitled to elect not less than a majority of the members of the Board of Directors after the first of the following occurs:

(a) three (3) years after sales by the Developer have been closed on at least fifty percent (50%) of the units to be operated by the Association; (b) three (3) months after sales have been closed by the Developer of ninety percent (90%) of the units that will be operated by the Association, (c) when all of the units that will be operated by the Association have been completed and some of them conveyed to purchasers, and none of the others are being offered for sale by the developer in the ordinary course of business; (d) when some of the units have been conveyed to purchasers and none of the others are being constructed or offered for sale by the developer in the ordinary course of business; or (e) seven (7) years after recording the Declaration of Condominium in the public records of the county in which the condominium is located. The Developer shall be entitled to elect at least one (1) member of the Board of Directors as long as the Developer holds for sale in the ordinary course of business five percent (5%) of the units in a condominium operated by the Association.

5.4 Within seventy-five (75) days after unit owners other than the Developer are entitled to elect a member or members to the Board of Directors, the Association shall call and give not less than sixty (60) days notice of an election for the members of the

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Board. The election shall proceed as provided in Section 718.112 (2) (d), Florida Statutes.

5.5 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>
Steve Pohlit	P.O. Box 897, Largo, FL 33779
Anita Scott	P.O. Box 897, Largo, FL 33779
Mike Fantasia	P.O. Box 897, Largo, FL 33779

VI.

Officers

The affairs of the Association shall be administered by the officers designated 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:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President	Steve Pohlit	P.O. Box 897 Largo, FL 33779
Secretary	Steve Pohlit	P.O. Box 897 Largo, FL 33779
Treasurer	Steve Pohlit	P.O. Box 897 Largo, FL 33779

VII.

Registered Agent and Office

The street address of the initial registered office of the Association shall be 1253 Park Street, Clearwater, FL, 33756. The initial registered agent for the Association at the above address shall be R. Carlton Ward.

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VIII.

Principal Office and Corporation Address

The street address of the Principal office and the corporation shall be 12233 - 94th Street North, Largo, Florida, 33773.

IX

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.

X.

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.

XI.

Amendments

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

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11.1 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.

11.2 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. 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 percent (75%) of the entire membership of the Board of Directors and by not less than sixty-seven percent (67%) of the votes of the entire membership of the Association; or

b. By not less than eighty percent (80%) of the votes of the entire membership of the Association; or

11.3 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 affected by said change 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.

XII.

Term

The term of the Association shall be perpetual.

XIII.

Subscribers

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

<u>Name</u>	<u>Address</u>
Steve Pohlit	12233 - 94th Street North Largo, Florida 33733

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IN WITNESS WHEREOF, the undersigned has affixed his signature
this 12th day of December, 2000.

Steve Pohlit
Steve Pohlit

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared
Steve Pohlit, who is personally known to me or who has produced
N/A as identification and who, after being
duly sworn, acknowledged that he executed the foregoing Articles of
Incorporation for the purposes expressed in such Articles this 12th
day of December A.D., 2000.

Patricia Britts
Name: PATRICIA BRITTS
Notary Public
Commission No.: _____
My Commission Expires: _____



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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.901, Florida Statutes, the following is submitted, in compliance with said Act.

First - That TARPON HIGHLANDS AT LAKE TARPON SAIL & TENNIS CLUB I CONDOMINIUM ASSOCIATION, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at Pinellas County, State of Florida, has named R. Carlton Ward, Esq., 1253 Park Street, Clearwater, County of Pinellas, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: 
R. Carlton Ward,
Registered Agent

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