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February 9, 2001

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01 FEB 27 PM 1:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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*****78.75 *****78.75

Re: Harbour Landings Association, Inc.

Dear Sir/Madam:

Enclosed are an original and one copy of the Articles of Incorporation along with a Certificate of Designation for Registered Agent for the above not-for profit corporation.

We have also enclosed a check in the amount of \$78.75 which covers: (a) the incorporation filing fee; (b) designation of the registered agent fee; and (c) fee relating to the return of a certified copy of the Articles of Incorporation.

Thank you for your assistance in this matter.

Sincerely,

MACKEY, MACKEY, HALL & GOETHE, P.A.



Jeffrey S. Goethe

Enclosures

cc: Krizmanich Manatee Holdings, Inc.

CB 3-1

**ARTICLES OF INCORPORATION
OF
HARBOUR LANDINGS ASSOCIATION, INC.
A Corporation Not for Profit**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 617, Florida Statutes (1995), the undersigned forms a not for profit corporation and certifies as follows:

ARTICLE I. NAME

Name: The name of the corporation shall be "Harbour Landings Association, Inc." For convenience, the corporation will be referred to as the "Association."

ARTICLE II. PURPOSE

Purpose: The purpose for which the association is organized is to provide an entity for the maintenance, preservation, management and architectural control of the lots and association property located within Harbour Landings, a residential development located in Manatee County, Florida. The development will be in accordance with the "Declaration of Restrictions, Covenants and Conditions for Harbour Landings " ("the Declaration") which is to be recorded in the Public Records of Manatee County, Florida. The association shall promote the health, safety and welfare of the owners and occupants of Harbour Landings, consistent with the declaration, these articles and the bylaws of the association.

ARTICLE III. POWERS

Common Law and Statutory Powers: The association shall have all of the common law and statutory powers of a not for profit corporation and shall not be in conflict with these articles or the declaration.

Specific Powers: The association shall have all of the powers and duties set forth in the declaration, as amended from time to time, except as validly limited by these articles and by the declaration, and all of the powers and duties reasonably necessary to own and operate the association property pursuant to the declaration and to perform the maintenance, administrative, managerial and other functions for Harbour Landings as provided in the declaration, as they may be amended from time to time, including, but not limited to, the following:

- (a) To enforce the provisions of the declaration, these articles and the bylaws of this association by appropriate means and carry out the obligations of the association under the declaration.

- (b) To make and collect assessments against members as lot owners to defray the cost of the common expenses of Harbour Landings.
- (c) To use the proceeds of assessments in the exercise of its powers and duties.
- (d) To accept, hold title to, own, purchase, acquire, replace, improve, manage, maintain and administer the use of the association property.
- (e) To purchase insurance upon the association property and for the protection of the association and its members.
- (f) To reconstruct the improvements of the association property after casualties and further to improve the association property.
- (g) To adopt and amend reasonable rules and regulations respecting the use of the association property.
- (h) To enforce by legal means the provisions of the declaration, the bylaws of the association, and regulations duly adopted by the association.
- (i) To furnish and provide for private security, fire protection or such other services as the board in its discretion determines necessary or appropriate.
- (j) To pay any real and personal taxes and other charges assessed against the association property unless same are separately assessed to the owners.
- (k) To obtain all required utility and other services for the association property.
- (l) To maintain architectural control over Harbour Landings.
- (m) To negotiate and contract for such materials and services for the benefit of all or any part of the lot owners who may subscribe to or elect to accept such materials or services as agent on behalf thereof.
- (n) To borrow money and to pledge assets of the association as security therefor pursuant to the declaration.
- (o) To establish a special tax district, if necessary, for the performance of all or a part of the maintenance or other functions provided by the declaration as the responsibility of the association.

- (p) To employ personnel for reasonable compensation to perform the services required for the proper carrying out of the association responsibilities.
- (q) To prepare and maintain such parts of Harbour Landings as may be provided in the declaration.
- (r) To exercise such further authority as may be necessary to carry out each and every one of the obligations of the association set forth in the declaration, these articles or the bylaws.
- (s) To the extent required by the declaration, to operate and maintain a stormwater management system and a stormwater discharge facility as exempted or permitted by the Southwest Florida Water Management District. Should this association be dissolved, any stormwater management system and discharge facility shall be maintained by an entity approved by the Southwest Florida Water Management District.
- (t) To enter into one or more contracts for the management of the association, the association property and any part thereof.

Assets Held in Trust: All funds and the title of all properties acquired by the association and the proceeds thereof shall be held in trust for the members, in accordance with the provisions of the declaration, these articles and the bylaws of the association.

Limitation on Exercise of Power: The powers of the association shall be subject to and shall be exercised in accordance with the provisions of the laws of the State of Florida, the declaration, these articles and the bylaws of the association.

ARTICLE IV. MEMBERS

Members: The members of the association shall consist of all of the record owners of lots in Harbour Landings.

Change of Membership: Change of membership in the association shall be established by the recording in the Public Records of Manatee County, Florida, of a deed or other instrument establishing a change of record title to a lot in Harbour Landings. The owner designated in such instrument shall there upon become a member of the association and the membership of the prior owner shall thereupon be terminated, as provided in the bylaws.

Limitation on a Transfer of Shares or Assets: The share of a member in the funds and assets of the association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to the member's lot.

Voting: The owner of each lot 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. Owners owning more than one lot shall be entitled to one vote for each lot owned. Voting rights shall be subject to such provisions for delegation of voting rights and the granting of irrevocable proxies as may be provided in the declaration and the bylaws.

ARTICLE V. DIRECTORS

Board of Directors: The affairs of the association shall be managed by a board consisting of such number of members as may be determined from time to time in accordance with the declaration and the bylaws. In no event shall the board consist of fewer than three (3) Directors. Directors need not be members of the association except as otherwise provided.

Election of Directors: Directors of the association shall be elected at the annual meeting of the members, in the manner provided by the bylaws. Directors may be removed and vacancies on the board shall be filled in the manner provided by the bylaws.

First Board of Directors: The names and addresses of the initial Board of Directors, who have been selected by the developer and who shall serve until their successors are elected and have qualified, or until they resign or are removed, are as follows:

Michael G. Krizmanich
5801 Ulmerton Road, Suite 203
Clearwater, Florida 34620

Vincetta Krizmanich
5801 Ulmerton Road, Suite 203
Clearwater, Florida 34620

George Everhart
4706 Dundee Drive
Bradenton, Florida 34210

The initial Directors designated by Krizmanich Manatee Holdings, Inc., a Florida corporation, the developer named in the declaration, and any Directors subsequently designated or

appointed or elected by the developer in accordance with the terms of the declaration, need not be members of the association.

ARTICLE VI. OFFICERS

Officers: The affairs of the association shall be administered by a President, Vice President, Secretary, Treasurer and such other officers as may from time to time be created by the board as permitted by the bylaws. Officers shall be elected by the board at its first meeting following the annual meeting of the association and shall serve at the pleasure of the board. Offices may be combined as provided in the bylaws. The names and addresses of the officers who shall serve until their successors are designated by the board are as follows:

President:	Michael G. Krizmanich
Vice President:	Vincetta Krizmanich
Secretary:	George Everhart
Treasurer:	Michael G. Krizmanich

ARTICLE VII. INDEMNIFICATION

Indemnification: Every director and every officer of the association shall be indemnified by the association against all expenses and liabilities, including legal fees, reasonably incurred by, or imposed upon him in connection with any proceeding or the 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 and wanton misfeasance and malfeasance in the performance of his duties; provided that in the event of a settlement, the indemnification shall apply only when the board approves such settlement and reimbursement as being for the best interests 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.

Insurance: The board of the association may purchase liability insurance to insure all Directors, officers or agents, past and present, against all expenses and liabilities as set forth above. The premiums for such insurance shall be paid by the members of the association as part of the common expenses.

ARTICLE VIII. BY-LAWS

By-Laws: The first bylaws of the association shall be adopted by the board and may be altered, amended or rescinded by a majority of the board except as otherwise may be provided by the bylaws and the declaration.

ARTICLE IX. AMENDMENTS

Amendments: Amendments to the articles shall be proposed and adopted as set forth in the Declaration.

Alternative: In the alternative, an amendment may be made by an agreement signed and acknowledged by all of the record owners of the lots in the manner required for execution of a deed.

Limitations on Amendments: No amendments shall make any changes in the qualifications for membership nor the voting rights of members without the approval in writing by all members and the joinder of all record owners of mortgages upon lots and association property within Harbour Landings. No amendment shall be made which is in conflict with the declaration. A copy of each amendment shall be certified by the Secretary of State and recorded in the Public Records of Manatee County, Florida.

ARTICLE X. EXISTENCE

Term: The term of the association shall be perpetual.

ARTICLE XI. INCORPORATOR

Incorporator: The name and address of the incorporator executing these articles is as follows:

George Everhart
4706 Dundee Drive
Bradenton, Florida 34210

ARTICLE XII. REGISTERED AGENT

Registered Agent: The association hereby appoints Peter J. Mackey, whose mailing address is 1402 Third Avenue West, Bradenton, Florida 34205, as its Registered Agent and Resident Agent under the laws of Florida. By affixing his signature hereto, Peter J. Mackey does hereby accept said

designation and appointment, and the registered office of the association shall be at 1402 Third Avenue West, Bradenton, Florida 34205.

ARTICLE XIII. DEFINITIONS

Definitions: The terms used herein and in the bylaws shall have the definitions and meanings thereof set forth in the declaration, unless the context shall otherwise require.

IN WITNESS WHEREOF, the Subscriber has caused this document to be executed in his name this February 23, 2001.



GEORGE EVERHART

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me on February 23, 2001 by GEORGE EVERHART who is personally known to me or who has produced _____ as identification.

Notary Public

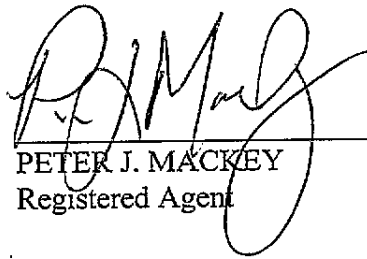
My Commission Expires:

Printed Name of Notary Public

ACCEPTANCE BY REGISTERED AGENT

PETER J. MACKEY hereby accepts designation as Registered Agent and Resident Agent of the foregoing corporation.

Dated: February 23, 2001



PETER J. MACKEY
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA