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FLORIDA NON-PROFIT CORPORATION

Princess Condominium Association, Inc.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 25, 2001

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SUBJECT: PRINCESS CONDOMINIUM ASSOCIATION, INC.
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ARTICLES OF INCORPORATION
OF
PRINCESS CONDOMINIUM ASSOCIATION, INC.

The undersigned do hereby associate themselves for the purpose of forming a corporation not for profit as allowed by Chapter 718 and Chapter 617 of the Florida Statutes. Pursuant to the provisions and laws of the State of Florida, we certify as follows:

1. NAME.

The name of the corporation shall be PRINCESS CONDOMINIUM ASSOCIATION, INC. Hereinafter the corporation shall be referred to as the "Association", with its principal registered office located at 8640 Seminole Boulevard, Seminole, Florida 33772. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

2. PURPOSE.

The purpose for which the Association is organized is to provide an entity pursuant to Chapter 718, Florida Statutes 2000, or as thereafter amended, hereinafter called "The Condominium Act," for the operation of PRINCESS CONDOMINIUM, hereinafter called "Condominium", to be created pursuant to the provisions of The Condominium Act.

3. POWERS.

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 of Incorporation or The Condominium Act.

3.2 The Association shall have all of the powers and duties set forth in The Condominium Act and all of the powers and duties reasonably necessary to operate the Condominium pursuant to the Declaration of Condominium as originally recorded or as it may be amended from time to time. The Association shall have the power to operate and maintain the surface water management system as permitted by the Southwest Florida Water Management District, including, but not limited to, any and all lakes, retention areas, culverts, and related appurtenances.

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

EXHIBIT "B" TO DECLARATION OF
CONDOMINIUM

PREPARED BY: PETER T. HOFSTRA, ESQ.

LAW OFFICES OF

DeLOACH & HOFSTRA, P. A.

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SEMINOLE, FL 33772

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3.4 The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration of Condominium and the By-Laws of the Association.

3.5 The Association shall have the power and authority to levy, charge, assess and collect fees, charges and assessments from the Unit Owners as allowed by the Declaration of Condominium.

3.6 The Association shall have no power to declare dividends, and no part of its net earnings shall inure to the benefit of any member or director of the Association or to any other private individual. The Association shall have no power or authority to engage in activities which consist of carrying on propaganda or otherwise attempting to influence legislation or to participate in, or intervene in, any Political campaign on behalf of any candidate for public office.

3.7 The Association shall have no capital stock.

4. MEMBERSHIP.

4.1 The members of the Association shall consist of all of the record Owners of Units in the 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 Membership shall be acquired by recording in the Public Records of Pinellas County, a deed or other instrument establishing record title to a Unit in the Condominium, the Owner designated by such instrument thus becoming a member of the Association, and the membership of the prior Owner being thereby terminated, provided, however, any party who owns more than one (1) Unit shall remain a member of the Association so long as he shall retain title to or a fee ownership interest in any Unit.

4.3 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 his Unit.

4.4 On all matters upon which the member shall be entitled to vote, the Owner(s) of each Unit shall be entitled to one (1) vote. If a Unit Owner owns more than one (1) Unit, he shall be entitled to the total number of votes computed according to the above described method. The vote for each Unit shall not be divisible. Said votes may be exercised or cast in such manner as may be provided in the By-Laws of the Association.

4.5 Developer shall be a member of the Association and shall be allowed the votes for each Unit owned by Developer.

5. EXISTENCE.

The Association shall have perpetual existence.

6. SUBSCRIBERS.

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

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8840 SEMINOLE BOULEVARD
SEMINOLE, FL 33772

PHONE: (727) 397-8571
FAX: (727) 393-5418

NAME	ADDRESS
Lenka Malkova	15845 Redington Drive Redington Beach, Florida 33708

7. OFFICERS.

The affairs of the Association shall be administered by a President, a Vice President, a Secretary/Treasurer, and such other officers as the Board of Directors may from time to time designate. Any person may hold two (2) offices, excepting that the same person shall not hold the office of President and Secretary/Treasurer. Officers of the Association shall be those set forth herein or 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:

NAME	ADDRESS	OFFICE
Lenka Malkova	15845 Redington Drive Redington Beach, FL 33708	President
Perry Fry	15845 Redington Drive Redington Beach, FL 33708	Vice-President
Veronika Marcoski	15845 Redington Drive Redington Beach, FL 33708	Secretary/ Treasurer

8. DIRECTORS.

8.1 The affairs of the Association shall be managed by a Board of Directors who shall be members of the Association. All officers of a corporate Unit Owner, all partners of a general partnership Unit Owner, and the general partner(s) of a limited partnership Unit Owner shall be deemed to be members of the Association so as to qualify to be a director. Provided, however, that the first Board of Directors shall consist of three (3) directors who need not be members of the Association, and thereafter the membership of the Board of Directors shall consist of not less than three (3) directors; provided, however, that the Board of Directors shall consist of an odd number of members.

8.2 Directors of the Association shall be elected at the annual meeting of the members in the manner provided by the By-Laws of the Association. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws of the Association.

8.3 The first election of directors shall not be held until O.R. Gallery, Inc., a Florida corporation, heretofore and hereinafter called "Developer", is required by law to allow members of the association other than Developer to elect one (1) or more members of the Board of Directors. The directors named in these Articles shall serve until the first election of directors, and any vacancies in office occurring before the first election

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shall be filled by the remaining directors. The successor directors need not be members of the Association.

8.4 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:

NAME	ADDRESS
Lenka Malkova	15845 Redington Drive Redington Beach, FL 33708
Perry Fry	15845 Redington Drive Redington Beach, FL 33708
Veronika Marcoski	15845 Redington Drive Redington Beach, FL 33708

9. INDEMNIFICATION.

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed upon him in connection with any proceedings 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 misfeasance, malfeasance, or nonfeasance, in the performance of his duties. The foregoing right of indemnification shall be in addition to and exclusive of all other rights and remedies to which such director or officer may be entitled.

10. BY-LAWS.

The By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the following manner:

- (a) approval of two-thirds (2/3) of the entire membership of the Board of Directors and by fifty-one (51%) of the votes of the entire membership of the Association; or
- (b) approval of two-thirds (2/3) of the votes of the entire membership of the Association; or
- (c) approval of all of the directors, as long as the original directors named in these Articles of Incorporation remain in office.

11. AMENDMENT.

These Articles of Incorporation shall be amended 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 to be considered.

11.2 A resolution for the adoption of a proposed amendment may be proposed by the Board of Directors or by the members of the Association. A member may propose such an amendment by instrument in writing directed to any member of the Board of Directors signed by not less than ten (10%) percent of the membership. Amendments may be proposed by the Board of Directors by action of a majority of the Board of Directors at any regularly constituted meeting thereof. Upon an amendment being proposed as herein provided, the President or, in the event of his refusal or failure to act, the Board of Directors, shall call a meeting of the membership to be held not sooner than fifteen (15) days nor later than sixty (60) days thereafter for the purpose of considering said amendment. Directors and members not present in person at the meeting considering the amendment may express their approval in writing provided such approval is delivered to the Secretary/Treasurer at or prior to the meeting. Except as provided herein, such approval must be either by:

(a) Not less than two-thirds (2/3) of the entire membership of the Board of Directors and by not less than fifty-one (51%) percent of the votes of the entire membership of the Association; or

(b) Not less than two-thirds (2/3) of the votes of the entire membership of the Association.

11.3 Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of the members, nor any change in Article 3.3, without approval in writing by all members and the joinder of all record owners of mortgages on the Units. No amendment shall be made that is in conflict with The Condominium Act or the Declaration of Condominium. No amendment shall be made without the consent and approval of Developer so long as it shall own any Units in the Condominium.

11.4 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.

12. DISSOLUTION.

Prior to any dissolution of the Association, the responsibility for the operation and maintenance of the surface water management system as permitted by the Southwest Florida Water Management District must be transferred to and accepted by an entity approved by said district.

13. RESIDENT AGENT

The corporation hereby appoints Peter T. Hofstra, located at 8640 Seminole Blvd., Seminole, Florida 33772, as its Resident Agent to accept service of process within this State.

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IN WITNESS WHEREOF, the Subscribers have affixed their signatures hereto this 24 day of July, 2001.

Signed, Sealed and Delivered in the presence of:

Karen Hanley
Monica A. Carl

Lenka Malkova
LENKA MALKOVA

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 24 day of July, 2001, by LENKA MALKOVA, who is personally known to me or who has produced _____ as identification.



Karen Hanley
MY COMMISSION # DD026143 EXPIRES
June 30, 2005
BONDED THROUGH FAIR INSURANCE, INC.

Karen Hanley
(Signature of Notary)

(Name of notary, printed or stamped)

Notary Public

(Serial Number, if any)

ACCEPTANCE OF RESIDENT AGENT

Having been named to accept service of process for the above named corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of the laws of the State of Florida relative to keeping open said office.

[Signature]
Resident Agent

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