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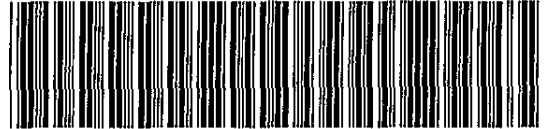
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2005 MAR 15 A 11:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

2005 MAR 10 PM 12:51
CLERK OF SUPERIOR COURTS
TALLAHASSEE, FLORIDA

RECEIVED



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 250155 9046A

AUTHORIZATION :

Patricia Payne

COST LIMIT : \$ 70.00

ORDER DATE : March 10, 2005

ORDER TIME : 10:50 AM

ORDER NO. : 250155-005

CUSTOMER NO: 9046A

CUSTOMER: Gregory A. Fox, esq
Fox And Fox, P.a.

Suite 100
28050 U.s. Highway 19 North
Clearwater, FL 33761

DOMESTIC FILING

NAME: VILLA DEL MAR OF CLEARWATER
CONDOMINIUM ASSOCIATION, INC.

EFFECTIVE DATE:

- XX ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- XX PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea - EXT. 2914

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

March 11, 2005

CSC

SUBJECT: VILLA DEL MAR OF CLEARWATER CONDOMINIUM
ASSOCIATION, INC.
Ref. Number: W05000012897

We have received your document for VILLA DEL MAR OF CLEARWATER CONDOMINIUM ASSOCIATION, INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

ARTICLE IV contains 2 REGISTERED OFFICE addresses. Please indicate if the first one is the PRINCIPAL BUSINESS address.

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6933.

Dale White
Document Specialist
New Filings Section

Letter Number: 605A00016990

Resubmit

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05 MAR 15 PM 1:03
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
FOR
VILLA DEL MAR OF CLEARWATER
CONDOMINIUM ASSOCIATION, INC.**

FILED

2005 MAR 15 A 11:41

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned natural persons competent to contract, acting as incorporators of a corporation not for profit under Chapter 617 of the Florida Statutes, adopt the following articles of incorporation:

Article I. Name

The name of this corporation is **VILLA DEL MAR OF CLEARWATER CONDOMINIUM ASSOCIATION, INC.**

Article II. Purpose

The purposes and objects of the corporation are such as are authorized under Chapter 617 of the Florida Statutes and include providing for the maintenance, preservation, administration and management of VILLA DEL MAR OF CLEARWATER, a condominium, under the Florida Condominium Act pursuant to a Declaration of Condominium to be recorded in the office of the Clerk of the Circuit Court of the County of Pinellas, State of Florida,

The corporation is organized and operated solely for administrative and managerial purposes. It is not intended that the corporation show any net earnings, but no part of any net earnings that do occur shall inure to the benefit of any private member. If, in any taxable year, the net income of the corporation from all sources other than casualty insurance proceeds and other non-recurring items exceeds the sum of (1) total common expenses for which payment has been made or liability incurred within the taxable year, and (2) reasonable reserves for common expenses and other liabilities in the next succeeding taxable year, such excess shall be held by the corporation and used to reduce the amount of assessments that would otherwise be required in the following year. For such purposes, each unit owner will be credited with the portion of any excess that is proportionate to his or her interest in the common elements of the condominium.

Article III. Members

Each condominium unit shall have appurtenant to it a membership in the corporation, which membership shall be held by the person or entity, or in common by the persons or entities.

owning such unit, except that no person or entity holding title to a unit as security for performance of an obligation shall acquire the membership appurtenant to the unit by virtue of the title ownership. In no event may any membership be severed from the unit to which it is appurtenant. Each membership in the corporation shall entitle the holder or holders of it to exercise that proportion of the total voting power of the corporation corresponding to the proportionate undivided interest in the common elements appurtenant to the unit to which the membership corresponds, as established in the declaration.

Article IV. Initial Registered Office and Agent

The street address of the principal office of the corporation is 1860 North Fort Harrison Avenue, Clearwater, FL 33755.

The name and initial registered agent of the corporation is GREGORY A. FOX, Esquire, 28050 U.S. 19 North, Suite 100, Clearwater, FL 33761.

Article V. Incorporators

The names and residences of the incorporators are as follows:

Steve Szasz	Robert Szasz
1860 North Fort Harrison Ave.	1860 North Fort Harrison Ave.
Clearwater, FL 33755	Clearwater, FL 33755

Article VI. Board of Directors

The number of persons constituting the first board of directors is three (3). The names and addresses of the directors who are to serve until the first annual meeting of the members or until their successors are elected and qualified are:

Robert Szasz	Steve Szasz
1860 North Fort Harrison Ave.	1860 North Fort Harrison Ave.
Clearwater, FL 33755	Clearwater, FL 33755

Laszlo Adler
1860 North Fort Harrison Ave.
Clearwater, FL 33755

At the first annual meeting, the members shall elect from among the members of the corporation one (1) Director for a term of one year; one (1) director for a term of two years, and one (1)

director for a term of three years; at each annual meeting after that the members shall elect from among the membership one director for a term of three years each.

Article VII. Officers

The affairs of the corporation are to be managed by a President, Vice-President, Secretary and Treasurer, who will be accountable to the board of administration. Officers will be elected annually in the manner set forth in the By-Laws.

The names of the officers who are to serve until the first election of officers are as follows:

President	Steve Szasz
Vice-President,	
Secretary, Treasurer	Robert Szasz

Article VIII. By-Laws

By-Laws regulating operation of the corporation are annexed to the Declaration. The By-Laws may be amended by the first board of directors until the first annual meeting of members. Thereafter, the By-Laws shall be amended by the members in the manner set forth in the By-Laws.

Article IX. Powers of the Corporation

To promote the health, safety, and welfare of the residents of Villa Del Mar, a condominium, the corporation may:

(1) Exercise all of the powers and perform all of the duties of the association as set forth in the declaration of condominium and in the bylaws, attached hereto, as those documents may from time to time be amended.

(2) Determine, levy, collect, and enforce payment by any lawful means of all assessments for common charges, and pay such common charges as the same become due.

(3) Engage the services of a professional corporate management agent and delegate to the agent any of the powers or duties granted to the association of unit owners under the declaration or bylaws other than the power to engage or discharge the agent; the power to adopt, amend and repeal

the provisions of it, or of the declaration, bylaws, or rules and regulations of the condominium.

(4) Take and hold by lease, gift, purchase, devise or bequest any property, real or personal, including any unit in the condominium, borrow money and mortgage any property to finance the acquisition of it on the vote of 66-2/3 percent of members, and transfer, lease, and convey any such property.

(5) Dedicate or otherwise transfer all or any portion of the common areas to any municipality, public agency, authority or utility on the approval of 66-2/3 percent of the members.

(6) Have and exercise any and all rights, privileges and powers which may be held or exercised by corporations not for profit generally under Chapter 617 of the Florida Statutes, or by associations of unit owners under the Condominium Act.

Article X. Dissolution

This corporation may be dissolved at any time with the written consent of all the members to it. On dissolution, the assets of the corporation shall be dedicated to an appropriate municipality, public agency or authority to be used for purposes similar to those for which the corporation is organized. In the event such dedication is not accepted, such assets shall be conveyed or assigned to any nonprofit corporation, association, or other organization devoted to purposes similar to those for which this corporation is organized.

Article XI. Indemnification

1. The Association shall indemnify any person who was or is a party of or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceedings, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, employee, officer or agent of the Association, against expenses, including attorney's fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, unless (a) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he or she did not act in good faith or in a manner he or she reasonably believed to be not in or opposed to, the best interest of the Association, and, with respect to any criminal action or proceeding, that he or she had reasonable cause to believe his or her conduct was unlawful, and (b) such court further specifically

determines that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or did act in a manner which he or she reasonably believed to be not in or opposed to the best interest of the Association.

2. 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 hereinabove, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

3. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such actions, suit or proceeding upon receipt of an undertaking by or on behalf of the affected director, officer employee or agent to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Association as authorized in this Article XI.

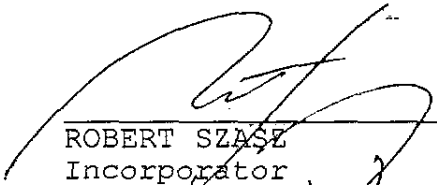
4. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any agreement, vote of members or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and personal representatives of such person.

5. The Association shall have the power to purchase and maintain insurance of 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 or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether not the Association would have the power to indemnify him or her against such liability under the provisions of this Article.

6. Anything to the contrary herein notwithstanding, the provisions of this Article XI may not be amended without the prior written consent of all persons whose interest would be adversely

affected by such amendment.

In witness, we, the undersigned, being the incorporators of this corporation, have, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, executed these articles of incorporation on 5th day of June, 2003.

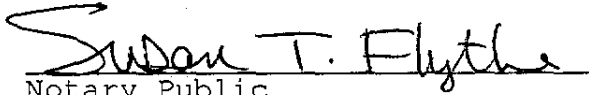

ROBERT SZASZ
Incorporator


STEVE SZASZ
Incorporator

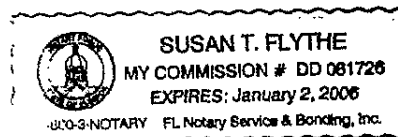
STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, personally appeared STEVE SZASZ and ROBERT SZASZ who have produced a Florida Driver's Licenses as identification or are personally known to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the County and State named above this 5th day of June, 2003.


Notary Public

My Commission Expires:



REGISTERED AND RESIDENT AGENT CERTIFICATE

OF

VILLA DEL MAR OF CLEARWATER CONDOMINIUM ASSOCIATION, INC.

FILED

2005 MAR 15 A 11:41

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 607.0501 and 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That the above-named Corporation desiring to organize under the Laws of the State of Florida with its principal office as indicated in the Articles of Incorporation and shown below has named the undersigned as its agent to accept service of process within this state at the address set forth below.

ACKNOWLEDGMENT:

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 the capacity, and agree to comply with the provision of said act relative to keeping open said office.



GREGORY A. FOX
Registered and Resident Agent

Date: 3/14/05

Registered and Resident Agent's Information:

Street Address	28050 U.S. 19 North, Suite 100
County	Pinellas
City/State	Clearwater, Florida 33761
Mailing Address:	28050 U.S. 19 North, Suite 100 Clearwater, Florida 33761