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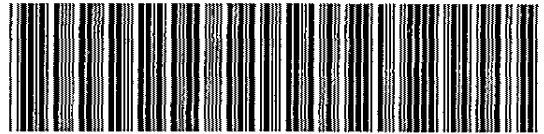
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05/03/05--01003--006 **157.50

EFFECTIVE DATE
4-27-05

05/03/05--01003--006 **157.50

5 Burch MAY 5 2005

FILED
05 MAY -2 AM 8:19
TALLAHASSEE, FLORIDA

STEPHEN C. SULLIVAN, P.L.

ATTORNEY & COUNSELOR AT LAW

11603 LIPSEY ROAD
TAMPA, FLORIDA 33618

BUSINESS LAW
ESTATE PLANNING & ADMINISTRATION

(813) 936-8881
(813) 990-8882 (fax)

April 29, 2005

Division of Corporations
Corporate Filings
409 E. Gaines Street
Tallahassee, FL 32399

Re: **1607 Fifth Avenue Owners Association, Inc.**
1611 Sixth Avenue Owners Association, Inc.

Dear Sir or Madam:

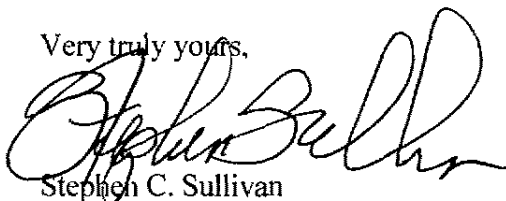
Enclosed please find an original and one copy of Articles of Incorporation for the above-captioned not-for-profit corporations and a check in the amount of \$157.50 to cover the cost of the filing fee, registered agent fee, and a certified copy of each.

Please file the Articles of Incorporation and provide Certified Copies to our office.

Also, please note that the effective date of each the above-referenced corporations is April 27, 2005.

Thank you for your assistance.

Very truly yours,



Stephen C. Sullivan

Enclosures
Check: \$157.50
cc: Dennis Carney (w/o encls.)

ARTICLES OF INCORPORATION
OF
1607 FIFTH AVENUE OWNERS' ASSOCIATION, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a non-profit corporation under Chapter 617, of the Florida Statutes, does hereby adopt the following Articles of Incorporation. All capitalized terms set forth herein to the extent not defined herein, shall have the meanings set forth in the Declaration of Restrictive Covenants for 1607 Fifth Avenue Townhomes to be recorded in the public records of Hillsborough County, Florida as it may be amended from time to time ("the Declaration").

ARTICLE I - NAME

The name of the corporation is 1607 FIFTH AVENUE OWNERS' ASSOCIATION, INC., hereinafter called "the Association".

ARTICLE II - REGISTERED AGENT

The name and address of the registered agent of the Association in the State of Florida is:

Dennis Carney
6913 Harney Rd
Tampa, Florida 33617

REGISTERED DATE
4-27-05

ARTICLE III - REGISTERED OFFICE

The address of the initial registered office of the Association in the State of Florida is 6913 Harney Rd, Tampa, Florida 33617; but the Association may maintain offices and transact business in such places, within or without the State of Florida, as may from time to time be designated by the Board of Directors.

ARTICLE IV - TERM OF EXISTENCE

This corporation shall have perpetual existence unless sooner dissolved in accordance with the provisions herein contained or in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is April 27, 2005.

ARTICLE V - PURPOSE AND POWERS

The Association does not contemplate pecuniary gain or profit to its Members. The specific purposes for which it is formed are to operate a corporation not for profit pursuant to Chapter 617, Florida Statutes and to provide for the maintenance, upkeep, and protection of the Units, all for the mutual advantage and benefit of the Members of the Association, who shall be the Unit Owners.

In furtherance of the specific and general purposes, the Association shall have power to:

(a) Perform all of the duties and obligations of the Association as set forth in the Declaration;

(b) Affix, levy and collect and enforce payment by any lawful means of, all charges and assessments pursuant to the terms of the Declaration; and pay all expenses in connection therewith, and all office and other expenses incidental to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied against the Association;

(c) Acquire (by gift, purchase, or otherwise), own, hold and improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate to public use, or otherwise dispose of, real and personal property in connection with the affairs of the Association;

(d) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes; or annex additional residential property or common areas, provided that any merger, consolidation or annexation, shall have the assent by vote or written instrument of two-thirds (2/3) of the votes of the Association;

(e) Have and exercise any and all powers, rights, and privileges that a non-profit corporation organized under Chapter 617 of the Florida Statutes by law may now or hereafter have or exercise.

All of the Association's assets and earnings shall be used exclusively for the purposes set forth herein and in accordance with Section 528 of the Internal Revenue Code of 1986, as amended, and no part of the assets of this Association shall inure to the benefit of any individual member or any other person. The Association may, however, reimburse its members for actual expenses incurred for or on behalf of the Association, and may pay compensation in a reasonable amount to its members for actual services rendered to the Association. In addition, the Board of Directors shall also have the right to exercise the powers and duties set forth in the Bylaws.

ARTICLE VI - MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Unit, including 1607 Fifth Avenue, LLC, a Florida limited liability company ("Developer"), but excluding persons or entities holding title merely as security for performance of an obligation, shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Unit.

The transfer of the membership of any Unit Owner shall be established by the recording in the public records of Hillsborough County, Florida of a deed or other instrument establishing a transfer of record title to any Units for which membership has already been established. Upon such recordation, the membership interest of the transferor shall immediately terminate. Notwithstanding the foregoing, the Association shall not be obligated to recognize such a transfer of membership until such time as the Association receives a copy of the recorded deed or other instrument establishing the transfer of the ownership of the Unit. It shall be the responsibility of the former and new Unit Owner to provide such copy to the Association.

The interest 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 Unit owned by such member.

ARTICLE VII - VOTING

The Association shall have two (2) classes of voting members as follows:

Class A - Class A members shall be all Unit Owners, with the exception of Developer while Class B Membership exists. Class A members shall be entitled to one (1) vote for each unit owned. When more than one (1) person holds an interest in any unit, all such persons shall be members, however one (1) of the owners shall be designated, in writing, to cast the vote on matters to come before the Association on behalf of all of the owners of the Unit.

Class B - The Class B member shall be the Developer, who shall be entitled to two (2) votes for each unit owned by Developer or to be constructed by Developer on the property.

ARTICLE VIII - BOARD OF DIRECTORS

The affairs of the Association shall be managed by a board of directors, who shall be members of the Association, provided, however, that as long as Developer owns one or more Units, the directors need not be members of the Association. The number of directors of the Association shall not be less than three (3) nor more than seven (7). The names and addresses of the persons who shall serve as initial directors until the selection and qualification of their successors are:

Dennis Carney
6913 Harney Rd.
Tampa, FL 33617

Sean Carney
6913 Harney Rd.
Tampa, FL 33617

Daniel Martucci
6913 Harney Rd.
Tampa, FL 33617

ARTICLE IX - DISSOLUTION

The Association may be dissolved with the written assent of at least seventy five percent (75%) of each class of Members in accordance with the provisions of the Declaration. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which the Association was created, or for the general welfare of the residents of the

county in which the Units are located. In the event such dedication is refused acceptance, such assets shall be granted, conveyed, and assigned to any non-profit corporation, association, trust, or other organization organized and operated for such similar purposes.

ARTICLE X - OFFICERS

Subject to the direction of the Board of Directors, the affairs of this Association shall be administered by its officers, as designated in the Bylaws of this Association. Said officers shall be elected annually by the Board of Directors. The names and addresses of the officers who shall serve until the first annual meeting of the Board of Directors are:

<u>Name and Title</u>	<u>Address</u>
Dennis Carney, President	6913 Harney Road Tampa, Florida 33617
Sean Carney, Vice President	6913 Harney Road Tampa, Florida 33617
Daniel Martucci, Secretary	6913 Harney Road Tampa, Florida 33617
Daniel Carney, Vice President	6913 Harney Road Tampa, Florida 33617

ARTICLE XI - BYLAWS

The power to adopt the by-laws of the Association, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of the Association; provided, however, that any by-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the members of the Association entitled to vote thereon, or a new by-law in lieu thereof may be adopted by the members of the Association, and the members of the Association may prescribe in any by-law made by them that such by-law shall not be altered, amended or repealed by the Board of Directors; provided further, that at no time shall the by-laws conflict with these Articles of Incorporation or the Declaration.

The by-laws of the Association shall be for the government of the Association and may contain any provisions or requirements for the management or conduct of the affairs and business of the Association, provided that the same are not inconsistent with these Articles of Incorporation or the Declaration, or contrary to the laws of the State of Florida or of the United States.

ARTICLE XII - AMENDMENTS OF ARTICLES OF INCORPORATION

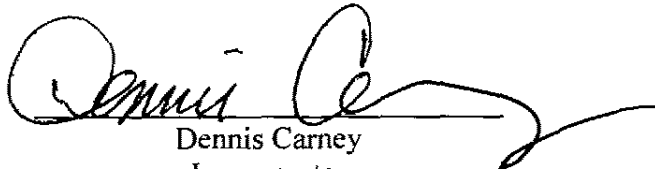
The Association reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute;

provided, however, that no such amendment shall conflict with the terms of the Declaration; provided further that any such amendment, alteration, change or repeal must be adopted by the vote of two-thirds (2/3) of the total votes entitled to be voted by both Class A and Class B members.

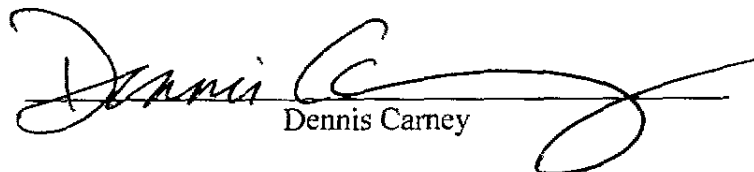
ARTICLE XIII - DECLARATION

The provisions of the Declaration are amplified by these Articles of Incorporation and the by-laws of the Association; but no such amplification shall alter or amend substantially any of the rights or obligations of the Unit Owners as set forth in the Declaration. The provisions of the Declaration, on the one hand, and of these Articles of Incorporation and the by-laws of the Association on the other hand, are intended to be interpreted, construed, and applied to avoid inconsistencies or conflicting results. If such conflicts necessarily result, however, the provisions of the Declaration shall take precedence over and supersede the provisions of these Articles of Incorporation and the by-laws of the Association.

EXECUTED this 29th day of April, 2005.


Dennis Carney
Incorporator

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR 1607 FIFTH AVENUE OWNERS' ASSOCIATION, INC. AT 6913 HARNEY ROAD, TAMPA, FLORIDA 33617, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Dennis Carney