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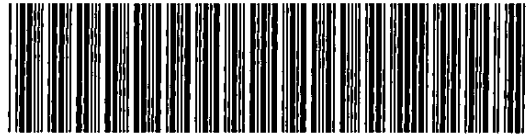
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W07-12824



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J 3/22/07

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Florida Bar Board Certified Wills,
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Fellow, American College of Trust
and Estate Counsel (ACTEC)

March 9, 2007

Florida Department of State
Registration Section
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Re: Articles of Incorporation for Opal Place Townhomes Homeowners Association, Inc.

Dear Sir/Madam:

Enclosed for filing with your office please find the Articles of Incorporation and Designation of Registered Agent for the above corporation.

We are also enclosing our client's check in the amount of **\$78.75** which represents the following fees:-

Filing Fee	35.00
Registered Agent Fee	35.00
Certified copy of Articles	8.75
Total	<u>78.75</u>

Please forward the certified copy of the Articles of Incorporation to this office. Thank you for your cooperation.

Very truly yours,



Dennis P. Thompson

DPT:caw
Enclosures
cc: Elias L. Leouis

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

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07 MAR 21 10:01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 15, 2007

THOMAS & FOOTE, P.A.
1150 CLEVELAND STREET
SUITE 301
CLEARWATER, FL 33755

SUBJECT: OPAL PLACE TOWNHOMES HOMEOWNERS ASSOCIATION, INC.
Ref. Number: W07000012824

We have received your document for OPAL PLACE TOWNHOMES HOMEOWNERS ASSOCIATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

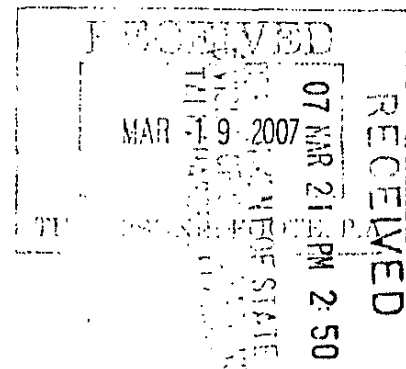
The name of the entity must be identical throughout the document.

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) 245-6973.

Claretha Golden
Document Specialist
New Filing Section

Letter Number: 207A00018161



ARTICLES OF INCORPORATION
OF
OPAL PLACE TOWNHOMES HOMEOWNERS ASSOCIATION, INC.
A NON-PROFIT CORPORATION

FILED
07 MAR 21 AM 10:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WE, the undersigned natural persons of legal age, acting as corporations of a corporation under Chapter 617 of the Florida Statutes, do hereby adopt the following articles of incorporation for such corporation.

ARTICLE I - NAME

The name of the Corporation shall be: OPAL PLACE TOWNHOMES HOMEOWNERS ASSOCIATION , INC. (referred to herein as "Association").

ARTICLE II - NON-PROFIT CORPORATION

The Association is a non-profit corporation.

ARTICLE III - TERM

The period of duration of the Association is perpetual.

ARTICLE IV - PURPOSES

The specific primary purposes for which the Association is formed are to provide for maintenance, preservation and architectural control of the residence buildings, lots and common area within a certain subdivided tract of real property located in Pinellas County, Florida, and to promote the health, safety, and welfare of the residents within the above-described subdivision and such additions thereto as may hereafter be brought within the jurisdiction of the Association for such purpose.

In furtherance of such purposes, the Association shall have power to:

- (a) Perform all of the duties and obligations of the Association as set forth in a certain Declaration of Covenants, conditions, and Restrictions (the declaration) applicable to the subdivision and to be recorded in the public records of Pinellas County, Florida;
- (b) Affix, levy, collect, and enforce all charges and assessments pursuant to the terms of the declaration, and enforce payment thereof by any lawful means; and pay all

expenses in connection therewith, and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes, or governmental charges levied or imposed on the property of the Association;

- (c) Acquire (by gift, purchase or otherwise), own, hold, improve, build on, 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) Borrow money and subject to the consent by vote of written instrument of two-thirds (2/3) of total number of eligible votes, mortgage, pledge, convey by deed of trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;
- (e) Dedicate, sell, or transfer all or any part of the common areas to municipality, public agency, authority, or utility for such purposes and subject to such conditions as may be agreed on by the members. After control of the Association has been transferred to the unit owners no such dedication or transfer shall be effective unless an instrument has been signed by two-thirds of each class of members, agreeing to such dedication, sale, or transfer;
- (f) Participate in mergers and consolidations with other non-profit corporation organized for the same purposes, or annex additional residential property and common areas, provided that any merger, consolidation, or annexation shall have the consent by vote or written instrument or two-thirds of each class of members;
- (g) To sue and be sued;
- (h) Have and exercise any and all powers, rights, and privileges that a corporation organized under Chapter 617 of the Florida Statutes by law may now have or exercise.

The Association is organized and shall be operated exclusively for the aforementioned purposes. The activities of the Association shall be financed by assessments on members as provided in the declaration, and no part of any net earnings shall inure to the benefit of any member.

ARTICLE V - ADDRESS

The street address of the initial business office of the Association is 11641 US 19 N., Clearwater, Florida 33764. The name of its initial registered agent is Elias L. Leousis, whose address is 11641 US 19 N., Clearwater, Florida 33764.

ARTICLE VI- MEMBERS

Every person or entity who is a record owner of a fee or undivided fee interest in any unit which is subject by covenants of record to assessments by the association, but excluding persons

holding title merely as security for performance of an obligation, shall be is and required to be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of a unit which is subject to assessment by the Association.

ARTICLE VII - DIRECTORS

This corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than three. The method of election of directors is as stated in the Bylaws. The names and addresses of the initial directors of this corporation are:

Elias L. Leousis	11641 US 19 N., Clearwater, FL 33764
Ralph Rugo	11641 US 19 N., Clearwater, FL 33764
Daniel J. Kortenhaus	11641 US 19 N., Clearwater, FL 33764

ARTICLE VIII - MEMBERSHIP CLASSES

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

Class A. Class A members shall be all owners with the exception of the declarant as such term is defined in the declaration, and shall be entitled to one vote for each lot owned. When more than one person holds an interest in any lot, all such persons shall be members. The vote for such lot shall be exercised as such members may determine among themselves, but in no event shall more than one vote be cast with respect to any owned by Class A members.

Class B. Class B member shall be the declarant; as such term is defined in the declaration, who shall be entitled to six (6) votes for each lot owned. The Class B membership shall cease and be converted to Class A membership as provided in the Declaration.

ARTICLE IX - STORM WATER FACILITIES AND STORM WATER MANAGEMENT SYSTEM

Section 1. It is the responsibility of the Association to operate and maintain the surface water management system facilities which are defined as follows: All facilities which include but are not limited to all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, floodplain compensation areas, wetlands and any associated buffer areas, and wetland mitigation areas.

Section 2. The surface water management system is owned by the Association or described therein as common property.

Section 3. The Association shall assess and collect funds for the operation and maintenance of the surface water management system.

Section 4. All amendments of the Association's documents which affect the surface water management system, including the water management portions of the common areas, must have the prior approval of the Southwest Florida Water Management District.

Section 5. The Association's Declaration of Covenants shall be in effect for twenty five (25) years with automatic renewal.

ARTICLE X - RESTRICTIONS

No parking of recreational vehicle or boat trailers will be permitted on the site.

ARTICLE XI - INFRASTRUCTURE

The Association will operate and maintain the infrastructure.

ARTICLE XII - DISSOLUTION

On dissolution, the assets of the Association shall be distributed to an appropriate public agency to be used for purposes similar to those for which the Association was created. In the event such distribution 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. Further, the control or right of access to the property containing the surface water management system facilities shall be conveyed or dedicated to an appropriate governmental unit or public utility and that if not accepted, then the surface management system facilities shall be conveyed to a non-profit corporation similar to the Association.

ARTICLE XIII - INCORPORATOR

The names and street address of the sole incorporator is: Elias L. Leousis, 11641 US 19 N., Clearwater, Florida 33764.

ARTICLE XIV - AMENDMENTS

These articles may be amended by a two-thirds vote of the total eligible number of votes.

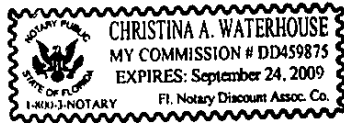
IN WITNESS WHEREOF, we have hereunto set our hands and seals, acknowledged, and filed the foregoing Articles of Incorporation under the Laws of the State of Florida, this 8th day of MARCH, 2007.



INCORPORATOR

**STATE OF FLORIDA
COUNTY OF PINELLAS**

The foregoing instrument was acknowledged before me this 8th day of MARCH, 2005 by Elias L. Leousis, who is personally known to me or who has produced a driver's license as identification.



Christina A. Waterhouse
Notary Public
My commission expires:

In compliance with Section 48.091, Florida Statutes, the following is submitted:

HOMEOWNERS

That **OPAL PLACE TOWNHOMES 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 Clearwater, County of Pinellas, State of Florida, has named Elias L. Leousis, located at 11641 US 19 N., Clearwater, County of Pinellas, State of Florida, 33764, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

Registered Agent

[Signature]

ELIAS L. LEOUSIS

FILED
07 MAR 21 AM 10:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA