

**N95000001577**

AKERMAN, SENTERFITT & EIDSON, P. A.

ATTORNEYS AT LAW

100 SOUTH ASHLEY DRIVE - SUITE 1800  
POST OFFICE BOX 3873  
TAMPA, FLORIDA 33601-3873  
(813) 223-7333  
TELECOPY (813) 223-8837

March 30, 1995

FILED  
MAR 31 1995  
TAMPA

VIA FEDERAL EXPRESS

Corporate Records Bureau  
Division of Corporations  
Department of State  
409 E. Gaines Street  
Tallahassee, Florida 32301

500001445885  
-03/31/95--01099--003  
\*\*\*122.50 \*\*\*122.50

Re: Old Harbor Place  
Our File No. 10558-67529

Gentlemen:

On behalf of our captioned client, I am forwarding an original and one copy of its Articles of Incorporation, together with our firm check in the amount of \$122.50 in payment of the following charges:

- |    |   |              |
|----|---|--------------|
| 1. | Fee for filing Articles of Incorporation                      | \$35.00      |
| 2. | Fee for obtaining certified copy of Articles of Incorporation | 52.50        |
| 3. | Filing a certificate designating Registered Agent             | <u>35.00</u> |
|    |   | \$122.50     |

I would appreciate having you file the original Articles of Incorporation and the certificate designating Registered Agent and return to me a certified copy of the Articles as filed. Thank you for your help in this matter.

Sincerely,

Jennifer D. Riddle  
Legal Assistant to Mark K. Straley

enclosure

cc: Mr. Scott I. Peek, Jr.

EFFECTIVE DATE

3/30/95

PAK  
2-5

ARTICLES OF INCORPORATION  
OF  
OLD HARBOR PLACE  
HOMEOWNERS' ASSOCIATION, INC.

FILED  
MAR 31 1995  
TAMPA, FL

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned subscriber, who is above the age of eighteen (18) years and competent to contract, has this day voluntarily executed these Articles of Incorporation for the purpose of forming a corporation not-for-profit, the Articles of Incorporation of which read as follows:

**ARTICLE I**

**NAME**

The name of this corporation is Old Harbor Place Homeowners' Association, Inc., a Florida not-for-profit corporation, hereinafter referred to as the "Association".

**ARTICLE II**

**PRINCIPAL OFFICE**

The principal office of the Association is located at 1511 North Westshore Blvd., Suite 1130, Tampa, FL 33607.

**ARTICLE III**

**INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of this Association shall be located at 1511 North Westshore Blvd., Suite 1130, Tampa, FL 33607 and the initial registered agent of the Association at that address shall be Scott I. Peek, Jr. The Association may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation.

**ARTICLE IV**

**PURPOSE AND POWERS OF THE ASSOCIATION**

This Association does not contemplate pecuniary gain or profit to the Members thereof, and the specific purposes for which it is formed are to provide for the ownership, operation, maintenance, and preservation of the Common Area and for the maintenance and improvement of any easements granted to the Association within the subdivision known as Old Harbor Place, a plat of which will be recorded in the Public Records of Pinellas County, Florida. Additionally, the Association was formed to preserve the architectural control of the Old Harbor Place subdivision and promote the health, safety and welfare of its members and residents and any additional properties as may hereafter be brought within the jurisdiction of the Association, and to:

EFFECTIVE DATE

3/30/95

**Section 4.1.** Exercise all of the powers, enforcement rights and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Conditions, Covenants, and Restrictions for Old Harbor Place (hereinafter called the "Declaration", recorded or to be recorded in the Office of the Clerk of the Circuit Court in and for Pinellas County, Florida and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

**Section 4.2.** Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to 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 against the property of the Association;

**Section 4.3.** Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

**Section 4.4.** Borrow money, and with the assent of the representatives of two-thirds (2/3) of each class of Members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

**Section 4.5.** Dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the Members. No such dedication, sale or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of the votes of the Members, agreeing to such dedication, sale or transfer. However, there shall be no requirement of participation by or agreement of the Members in the event the dedication, sale or transfer is incidental to a replatting of any portion of the Common Area;

**Section 4.6.** Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area; provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of the votes of the Members; and

**Section 4.7.** Purchase, lease, hold, sell, mortgage, or otherwise acquire or dispose of interests in, real or personal property, except to the extent restricted hereby; to contract for the management and maintenance of the Common Area and to authorize a management agent to assist the Association in carrying out its powers and duties by performing such functions as the submission of proposals, collection of assessments, preparation of records, enforcement of rules; and maintenance, repair and replacement of the Common Area with funds as shall be made available by the Association for such purposes. The Association and its officers shall, however, retain at all times the powers and duties granted by the Declaration, including but not limited to the making of assessments, promulgation of rules and execution of contracts on behalf of the Association; and

**Section 4.8.** Have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Florida by law may now or hereafter have or exercise.

**ARTICLE V**  
**MEMBERSHIP**

**Section 5.1.** Every Lot owner, including the Declarant, shall be a Member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Lot. Memberships in the Association shall not be assignable, except to the successor-in-interest of the Member.

**Section 5.2.** There shall be two (2) classes of Members as follows:

- (a) **Class A Members.** Class A Members shall be all Owners of Lots with the exception of the Declarant.
- (b) **Class B Members.** The Class B Member shall be the Declarant or its specifically designated (in writing) successor who shall remain a member so long as it owns a Lot subject to the Declaration; provided that the Class B membership shall cease and be converted to Class A membership as set forth in Article VII hereof.
- (c) "Declarant", "Owner", "Lot" and any other defined terms used herein or elsewhere in these Articles are used with the definitions given those terms in the Declaration.

**ARTICLE VI**  
**VOTING RIGHTS**

**Section 6.1. Class A Members.** Each Class A Member shall be entitled to one vote for each Lot owned by the Class A Member. In no event shall more than one (1) vote be cast with respect to any Unit.

**Section 6.2. Class B Members.** The Class B Member(s) shall be the Declarant which shall be entitled to five (5) votes for each Lot owned by it in the Old Harbor Place subdivision.

**ARTICLE VII**  
**TURNOVER**

**Section 7.1 Time of Turnover.** The turnover of the Association by the Declarant shall occur at the Turnover meeting described in Section 7.2 below, which meeting shall take place within sixty (60) days of the occurrence of the following events, whichever occurs earliest:

- (a) Upon voluntary conversion to Class A membership by the Declarant.
- (b) When the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership.

The Declarant, or its successors or assigns, shall remain a Class B Member so long as it owns a Lot subject to the Declaration.

Section 7.2 Procedure of Calling Turnover Meeting. The purpose of the turnover meeting shall be to elect directors to the Association. No more than sixty (60) days and no less than thirty (30) days prior to the turnover meeting, the Association shall notify in writing all Members of the date, location and purpose of the turnover meeting.

Section 7.3 Procedure for Meeting. The turnover meeting shall be conducted in accordance with the most recent version of Robert's Rules of Order.

## ARTICLE VIII

### BOARD OF DIRECTORS

Section 8.1. The names and addresses of the members of the first Board of Directors who shall hold office until the annual meeting of the members and until their successors are elected or appointed and have qualified, are as follows:

NAME	ADDRESS
Scott I. Peck, Jr.	c/o Towermarc Corporation 1511 North Westshore Blvd., Suite 1130 Tampa, FL 33607
Michael E. Harris	6410 Poplar Avenue, Suite 300 Memphis, TN 38119
Salvatore Campfranco	c/o Towermarc Corporation 260 Franklin Street, Suite 1840 Boston, MA 02110

Section 8.2. The affairs of the Association shall be managed by a Board of Directors as provided in and subject to the requirements of Article IV of the By-Laws, but such Board of Directors shall consist of at least three (3) Directors. Any Directors appointed by the Declarant need not be a Member of the Association and need not be residents of the State of Florida. All Directors not appointed by the Declarant shall be Members in good standing of the Association and residents of the State of Florida. No Member of the Association (whether appointed by Declarant or elected) shall be eligible to be a Director unless such Member is (a) a Member in good standing, and (b) has not violated any of the terms and conditions of the Declaration. Each Director elected by Members shall serve for a term from the date of the meeting at which he is elected until the next annual meeting; provided, any Director appointed by the Class B member shall serve at the pleasure of the Class B member, and may be removed from office, and a successor Director may be appointed at any time by the Class B member.

## ARTICLE IX

### AMENDMENTS

Section 9.1. Proposal. An amendment or amendments to these Articles of Incorporation may be proposed by the Board of Directors of the Association acting upon a vote of the majority of the Directors, or by a majority of the Members of the Association, whether meeting as Members or by instrument in writing signed by them. Upon any amendment or amendments to these Articles of Incorporation being proposed by the Board of Directors or Members, such

proposed amendment or amendments shall be transmitted to the President of the Association, or the acting chief executive officer in his absence, and a Meeting of the Members of the Association shall be called not later than sixty (60) days from the receipt by him of the proposed amendment or amendments.

**Section 9.2. Notice.** It shall be the duty of the Secretary to give each Member written notice of such meeting, stating the proposed amendment or amendments in reasonable detailed form, which notice shall be mailed or presented personally to each Member not less than fourteen (14) days nor more than sixty (60) days before the date set for the meeting. If mailed, such notice shall be deemed to be properly given when deposited in the United States mail, addressed to the Member at his post office address as it appears on the records of the Association, with postage thereupon prepaid. Any Member may, by written waiver of notice signed by such Member, waive such notice, and such waiver when filed in the records of the Association, whether before, during or after the holding of the meeting, shall be deemed equivalent to the giving of such notice to such Member.

**Section 9.3. Resolution.** At the meeting at which the amendment is to be proposed and considered, a resolution for the adoption of the proposed amendment may be made by any member of the Board of Directors of the Association, or by any Member of the Association, present in person or by proxy.

**Section 9.4. Approval.** Except as elsewhere provided, the approval of a resolution for the adoption of a proposed amendment to these Articles of Incorporation shall require the affirmative vote of a majority of the members of the Board of Directors of the Association, and the affirmative vote of not less than seventy-five (75%) percent of the total votes that may be cast by the voting Members of the Association. Members of the Board of Directors and Members of the Association not present in person or by proxy at the meeting at which the amendment is to be considered may express their approval (or disapproval) of the amendment in writing, provided that such approval is delivered to the Secretary of the Association prior to the commencement of the meeting.

**Section 9.5. Limitation.** No amendment shall make any changes in the qualification for membership nor in the voting rights or property rights of Members, nor any changes in Sections 4.4, 4.5 and 4.6 of Article IV entitled "Purpose and Powers of the Association", without approval of two-thirds (2/3) of the votes of the Members. No amendment shall be made that is in conflict with the Declaration, nor shall any amendment make any changes which would in any way affect any of the rights, privileges, powers or options herein provided in favor of or reserved to the Declarant, or the designated successor of the Declarant, unless the Declarant or such successor shall join in the execution of the amendment.

**Section 9.6. Recording.** Any amendment or amendments of these Articles of Incorporation shall be transcribed and certified in such form as may be necessary to file the same in the office of the Secretary of State of the State of Florida. A certified copy of each amendment of these Articles of Incorporation may be recorded in the Public Records of Pinellas County, Florida, within thirty (30) days from the date on which the same is filed and returned from the office of the Secretary of State.

## ARTICLE X

### OFFICERS

The affairs of the Association will be administered by the officers designated in the By-Laws of the Association. Said officers will be elected by the Board of Directors at its first meeting following the annual meeting of Members of the Association and will serve at the pleasure of the Board of Directors. The names and addresses of the officers who are to manage the affairs of the Association until the annual meeting of the Board of Directors and until their successors are duly elected and qualified are:

**PRESIDENT - Scott I. Peck, Jr.**

**VICE PRESIDENT - Michael E. Harris**

**SECRETARY/TREASURER - Michael E. Harris**

## ARTICLE XI

### INDEMNIFICATION

**Section 11.1. Indemnity.** The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he is or was a Director, employee, officer or agent of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceedings, if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceedings, has no reasonable cause to believe his conduct was unlawful, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or misfeasance or malfeasance in the performance of his duty to the Association, unless and only to the extent that the Court in which such action or suit was brought shall determine upon application that despite the adjudication of liability, but in view of all of the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such Court shall deem proper. 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 and in a manner which he reasonably believed to be in or not opposed to the best interest of the Association, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

**Section 11.2. Expenses.** 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 in Section 11.1 above, or in defense of any action, suit or proceeding referred to in Section 11.1 above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.

**Section 11.3. Approval.** Any indemnification under Section 11.1 above (unless ordered by a Court) shall be made by the Association only as authorized in the specific case upon a

determination that indemnification of the Directors, officers, employees or agent is proper under the circumstances because he has met the applicable standard of conduct set forth in Section 11.1 above. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (b) if such quorum is not obtainable, or, even if obtainable, if a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion, or by a majority of the Members.

Section 11.4. Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition or such action, suit or proceeding as authorized by the Board of Directors in any specific case 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 is entitled to be indemnified by the Association as authorized in this Article XI.

Section 11.5. Miscellaneous. 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 ByLaw, 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.

Section 11.6. Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent 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 and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

## ARTICLE XII

### BY-LAWS

The first By-Laws of the Association will be adopted by the Directors named herein, and may be altered, amended, or rescinded in the manner provided by said By-Laws. Any By-Laws adopted by the Board of Directors shall be consistent with these Articles.

## ARTICLE XIII

### TRANSACTION IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

Section 13.1 No contract or transaction between the Association and one or more of its Directors or officers, or between the Association and any other corporation, partnership, or Association, or other organization in which one or more of its Directors or officers are Directors or officers have a financial interest, shall be invalid, void or voidable solely for this reason, or solely because the Director or officer is present at or participates in the meeting of the Board or committee thereof which authorized the contract or transaction, or solely because his or their votes are counted for such purpose. No Director or officer of the Association shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction.



Section 13.2 Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

#### ARTICLE XIV

#### CORPORATE EXISTENCE

The Association shall commence existence as a corporation not-for-profit on the date these Articles of Incorporation are executed pursuant to Section 617.0203, Florida Statutes.

#### ARTICLE XV

#### DEFINITIONS

Capitalized terms contained herein shall have the definitions and meaning set forth in the Declaration of Protective Covenants, Conditions and Restrictions of the Old Harbor Place Association, Inc.

#### ARTICLE XVI

#### SUBSCRIBER

The name and address of the subscriber to these Articles of Incorporation is:

Towermarc Construction Corp.  
Attn: Scott I. Peck, Jr., Vice President  
1511 N. Westshore Blvd., Suite 1130  
Tampa, FL 33607

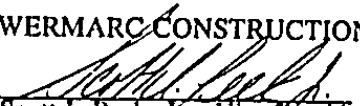
#### ARTICLE XVII

#### DISSOLUTION

The Association may be dissolved with the assent given by not less than two-thirds (2/3) of the votes of each Class of Members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be disposed of or transferred in accordance with the provisions of the Declaration.

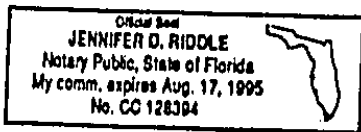
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 30th day of March, 1995.

TOWERMARC CONSTRUCTION CORP.

By:   
Scott I. Peck, Jr., Vice President

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

Sworn to and subscribed before me this 30 day of March, 1995, by Scott I. Peck, Jr. who is personally known to me or who has produced \_\_\_\_\_ as identification.



Jennifer D. Riddle  
(Signature)

\_\_\_\_\_  
(Type or Print Name)  
Notary Public, State of Florida  
My Commission Expires:  
Commission Number:

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED  
AGENT UPON WHOM PROCESS MAY BE SERVED**

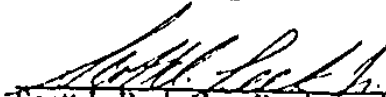
In compliance with Section 48.091, Florida Statutes, the following is submitted:

Old Harbor Place Homeowners' Association, Inc., desiring to organize as a corporation under the laws of the State of Florida with its registered office at 1511 N. Westshore Blvd., Suite 1130, Tampa, FL 33607 has named and designated Scott I. Peck, Jr. as its Registered Agent to accept service of process within the State of Florida.

**ACKNOWLEDGEMENT**

HAVING BEEN NAMED to accept service of process for the above named corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as Registered Agent.

Dated this 30<sup>th</sup> day of MARCH, 1995.

  
\_\_\_\_\_  
Scott I. Peck, Jr., Registered Agent

FILED  
95 MAR 31 11 00  
TAMPA, FL

N95000001577

AKERMAN, SENTERFITT & EIDSON, P. A.

ATTORNEYS AT LAW

100 SOUTH ASHLEY DRIVE-SUITE 1800  
POST OFFICE BOX 3873  
TAMPA, FLORIDA 33601-3873  
(813) 883-7333  
TELECOPY (813) 883-8837

April 16, 1996

100001780591  
-04/23/96--01087--006  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Corporate Records Bureau  
Division of Corporations  
Department of State  
409 E. Gaines Street  
Tallahassee, Florida 32301

Re: Old Harbor Place Homeowners' Association, Inc.

Gentlemen:

Enclosed for filing in connection with the above-referenced corporation is the First Amendment to the Articles of Incorporation of Old Harbor Place Homeowners' Association, Inc. Also enclosed is our firm check for \$35.00 to cover the cost of the amendment.

Thank you for your assistance.

Very truly yours,

*Tracy J. Robin (law)*

Tracy J. Robin

TJR/blw  
Enclosure

cc: Belinda Rahal, Towermarc

*Amend*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 APR 22 PM 12:33

FILED APR 16 1996

**FIRST AMENDMENT TO THE  
ARTICLES OF INCORPORATION OF  
OLD HARBOR PLACE HOMEOWNERS' ASSOCIATION, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 APR 22 PM 12:33

This is an amendment to the Articles of Incorporation of Old Harbor Place Homeowners' Association, Inc., a corporation organized and existing under the laws of the State of Florida (the "Corporation").

1. Pursuant to the requirements of the Articles of Incorporation and By-Laws of the Corporation, the Board of Directors approved the following resolution amending the Articles of Incorporation of the Corporation by Written Action dated APRIL 9, 1996, and, thereafter, the Members of the Association approved the resolution at a membership meeting held on APRIL 9, 1996.

WHEREAS, the Southwest Florida Water Management District ("SWFWMD") has requested that the Corporation make certain amendments to its Articles of Incorporation to provide for (i) the operation and maintenance of a surface water management system on the common property owned by the Corporation; and (ii) the conveyance of the property consisting of the surface water management system to an appropriate agency of local government or for dedication to a similar non-profit corporation upon dissolution of the Corporation; and

WHEREAS, it is in the best interests of the Corporation to amend the Articles of Incorporation to conform to the standard requirements of SWFWMD for operation of its surface water management system;

BE IT RESOLVED, that the following amendments to the Articles of Incorporation of the Corporation are hereby made, ratified and confirmed.

BE IT FURTHER RESOLVED, that the President of the Corporation is hereby directed to execute and deliver any and all documents necessary to effectuate the following changes:

A. Article IV, Purpose and Powers of the Association, is hereby amended to add a new Section 4.9, as follows:

Section 4.9. Operate and maintain on common property, as permitted by the Southwest Florida Water Management District, a surface water management system that includes all lakes, retention areas, water management areas, ditches, culverts, structures and related appurtenances.

B. Article XVII, DISSOLUTION, is hereby amended to read as follows:

The Association may be dissolved with the assent given by not less than two-thirds (2/3) of the votes of each Class of Members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be disposed of or transferred in accordance with the provisions of the Declaration; provided however, that the property consisting of the surface water management system shall be conveyed to an appropriate agency of local government, and that if not accepted, then the surface water management system shall be dedicated to a similar non-profit corporation.

2. The foregoing amendment shall become effective as of the close of business on the date it is approved by the Florida Department of State and all filing fees then due have been paid, all in accordance with the corporation laws of the State of Florida.

3. The amendments recited above have been duly adopted in accordance with the Articles of Incorporation and By-Laws of the Corporation, and the provisions of §607.1001(1), Florida Statutes.

Dated this 9<sup>th</sup> day of April, 1996.

OLD HARBOR PLACE HOMEOWNERS'  
ASSOCIATION, INC.

By: D. Scott Ross  
D. Scott Ross, President

Attest:

By: [Signature]  
Secretary

STATE OF FLORIDA Massachusetts, ss.  
COUNTY OF HILLSBOROUGH Suffolk

I HEREBY CERTIFY that on this April 9, 1996 before me, the undersigned authority, personally appeared D. Scott Ross, President of OLD HARBOR PLACE HOMEOWNERS' ASSOCIATION, INC.,  who is personally known to me or        who has provided        as identification (check one), and who acknowledged before me that he/she executed the same on behalf of and as the act and deed of that corporation, freely and voluntarily, for the uses and purposes therein expressed, and that the facts stated therein are correct and complete to the best of his/her knowledge and belief.

SWORN TO AND SUBSCRIBED before me the day and year aforesaid.

Gail E. Blanchard  
Signature of Notary Public

Gail E. Blanchard  
Handwritten, stamped or typed name of Acknowledger

Notary Public State of ~~Florida~~ Massachusetts

Commission No.:                     

Expiration Date: July 27, 2001

W:\ATTY\MKSI\CL\IN\TYTOW\TRM\KIC\ERTOPAM.AA

GAIL E. BLANCHARD  
My Commission Expires July 27, 2001