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March 28 1996

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

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MAR 29 1996
CORPORATE RECORDS BUREAU
TALLAHASSEE, FLORIDA

RE: Articles of Incorporation
WYNDTREE COMMERCIAL ASSOCIATION, INC.
(A Florida corporation not for profit)

Gentlemen:

We enclose herewith for filing in your office the original Articles of Incorporation and designation of Registered Agent for the above noted corporation.

We also enclose herewith a check, payable to your order, in the amount of \$122.50 to cover the following:

| | |
|----------------------------|--------------|
| File Fee | \$ 35.00 |
| Registered Agent Fee | 35.00 |
| Certified Copy of Articles | <u>52.50</u> |
| | \$122.50 |

We shall appreciate your forwarding the certified copy of the Articles to the undersigned at the firm and address shown above.

Very truly yours,

Emil G. Pratesi
Emil G. Pratesi

EGP/las
Enclosures

[Handwritten signature]

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CORPORATE RECORDS BUREAU
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

WYNDTREE COMMERCIAL ASSOCIATION, INC.

(A Florida corporation not for profit)

The undersigned, by these Articles, hereby associate for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, and certify as follows:

ARTICLE I - NAME

The name of the corporation shall be: WYNDTREE COMMERCIAL ASSOCIATION, INC., hereinafter sometimes referred to as the "Association".

ARTICLE II - PURPOSE

2.1 The purpose for which the Association is organized is to provide for the maintenance, control and preservation of drainage roadway and detention facilities and signage and other easement areas and any Common Area within that certain tract of property described as the WYNDTREE COMMERCIAL TRACT in Pasco County, Florida, and more particularly described in Exhibit "A" attached hereto and any addition thereto (hereinafter referred to as the "Lands"), and to promote the health, safety and welfare of the owners of property within the above described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for the purpose to:

(a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration" and applicable to the property, or any portion thereof, and recorded or to be recorded in the Public Records of Pasco County, Florida as the same may be amended from time to time as therein provided;

(b) 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; to borrow money, and with the consent of one hundred percent (100%) of the membership, mortgage, pledge or hypothecate any or all of its real or person property as security for money borrowed or debts incurred;

(c) Hold funds solely and exclusively for the benefit of the members of the Association for the purposes set forth in these Articles of Incorporation and the Declaration;

(d) Promulgate and enforce rules, regulations, bylaws, covenants, restrictions and agreement to effectuate the purposes for which the Association is organized;

(e) Delegate power or powers where such is deemed in the interest of the Association;

(f) Purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of, real or personal property; to enter into, make, perform or carry out contracts of every kind with any person, firm, corporation or association to do any and all acts necessary or expedient for carrying on any and all of the activities and pursuing any and all of the objects and purposes set forth in the Articles of Incorporation and not forbidden by the laws of the State of Florida;

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(g) Dedicate, sell or transfer all or any part of any Common Area, if any, 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 agreeing to such dedication, sale or transfer has been signed by members entitled to cast not less than one hundred percent (100%) of the votes of the Members of the Association;

(h) Charge recipients for services rendered by the Association and the user for use of Association property where such is deemed appropriate by the Board of Directors of the Association;

(i) Pay taxes and other charges, if any, on or against property owned or accepted by the Association;

(j) Have and exercise any and all powers, rights and privileges which a corporation organized under the Nonprofit Corporation Laws of the State of Florida by law may now or hereafter have or exercise.

Notwithstanding anything contained above to the contrary, no part of the net earnings of the Association shall inure to the benefit of any member and no distributions of income shall be made to its members, directors or officers.

ARTICLE III - MEMBERSHIP

Every person or entity who is a record owner of a Tract which is subject by covenants of record to assessment by the Association shall be a member of the Association. Any owner of more than one Tract shall be entitled to one (1) membership for each Tract owned by him. Membership shall be appurtenant to and may not be separated from ownership of any Tract which is subject to assessment by the Association. Change of membership in the Association for an Owner shall be established by recording in the Public Records of Pasco County, Florida, a deed or other instrument establishing record title to a Tract in the Development and by delivery of a recorded copy of the same to the Association. The Owner designated by such deed thus becomes a member of the Association and the membership of the prior Owner is terminated.

ARTICLE IV - VOTING

The Association shall have one (1) class of members, with each member entitled to one hundred (100) votes for each Tract owned and as more particularly described in the Declaration.

ARTICLE V - BOARD OF DIRECTORS OR DIRECTORS

5.1 The affairs of the Association shall be managed by a Board of Directors consisting of the number of Directors determined by the Bylaws, which shall initially be three (3) and never less than three (3) Directors. Directors need not be members of the Association.

5.2 Directors shall be elected at the annual meeting of the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided for in the Bylaws.

5.3 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:

| <u>Names</u> | <u>Addresses</u> |
|---------------|---|
| Gunther Flaig | 2692 Coral Landings Blvd. Palm Harbor, Florida 34684 |

Marcia Moss

2692 Coral Landings Blvd.
Palm Harbor, Florida 34684

Mary Shaddock

2692 Coral Landings Blvd.
Palm Harbor, Florida 34684

ARTICLE VI - OFFICERS

The affairs of the Association shall be administered by the officers designated in the Bylaws. The officers shall be 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:

| | | |
|-----------|---------------|---|
| President | Gunther Flaig | 2692 Coral Landings Blvd. Palm Harbor, Florida 34684 |
| Secretary | Marcia Moss | 2692 Coral Landings Blvd. Palm Harbor, Florida 34684 |
| Treasurer | Mary Shaddock | 2692 Coral Landings Blvd. Palm Harbor, Florida 34684 |

ARTICLE VII - REGISTERED AGENT AND OFFICE

The street address of the initial registered office of the Association shall be 2692 Coral Landings Blvd., Palm Harbor, Florida 34684. The initial registered agent for the Association at 1253 Park Street, Clearwater, Florida 34616 shall be Emil G. Pratesi.

ARTICLE VIII - INDEMNIFICATION

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or 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 or malfeasance in the performance of his duties; provided that in the event of a settlement, the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE IX - BYLAWS

The first Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the Bylaws.

ARTICLE X - AMENDMENTS

Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

10.1 Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

10.2 A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the members of the Association. Directors and members not present

in person or by proxy at the meeting considering the amendment may express their approval in writing, providing such approval is delivered to the secretary at or prior to the meeting. Except as elsewhere provided:

(a) Such approvals must be by not less one hundred percent (100%) of the votes of the entire membership of the Association.

10.3 Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of members without the Developer's approval as long as the Developer owns a Tract in the development.

10.4 A copy of each amendment shall be certified by the Secretary of State and be recorded in the Public Records of Pasco County, Florida.

ARTICLE XI - TERM

The term of the Association shall be perpetual.

ARTICLE XII - SUBSCRIBERS

The name and address of the subscriber of these Articles of Incorporation is as follows.

Name

Address

Emil G. Pratesi

1253 Park Street
Clearwater, Florida 34616

ARTICLE XIII - DISSOLUTION

The Association may be dissolved with the consent given in writing and signed by not less than one hundred percent (100%) of the members of the Association. 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. In the event that dedication is refused acceptance, such assets shall be granted, conveyed or assigned to any nonprofit corporation, association, trust and other organization to be devoted to such similar purposes, but in no event shall such assets inure to the benefit of any member or other private individual.

These Articles of Incorporation have been duly approved by the undersigned as and constituting all of the subscribers and directors of said corporation in a meeting duly held and assembled.

Dated this 28 day of March, 1996.


EMIL G. PRATESI

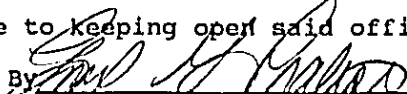
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

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

First--That WYNDTREE COMMERCIAL 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 2692 Coral
Landings Blvd., Palm Harbor, County of Pinellas, State of Florida,
has named Emil G. Pratesi located at 1253 Park Street, City of
Clearwater, County of Pinellas, State of Florida, as its agent to
accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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

By 
EMIL G. PRATESI
(REGISTERED AGENT)

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