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NAME: SIGNATURE ESTATES HOMEOWNERS ASSOCIATION, INC.  
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ARTICLES OF INCORPORATION

OF

SIGNATURE ESTATES HOMEOWNERS ASSOCIATION, INC.

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In compliance with the requirements of Florida Statutes, Chapter 617, the undersigned, all of whom are residents of the State of Florida, have this day voluntarily associated themselves together for the purpose of forming a not for profit corporation and do hereby certify:

ARTICLE I

NAME OF CORPORATION

The name of the corporation is Signature Estates Homeowners Association, Inc., a not for profit corporation organized under the laws of the State of Florida, hereafter called the "Association".

ARTICLE II

PRINCIPAL OFFICE

The principal office of the Association is located at 1123 Overcash Drive, Dunedin, Florida 34698, which shall be the initial resident office of the Association.

ARTICLE III

REGISTERED AGENT

Debbie Coia, whose address is 1123 Overcash Drive, Dunedin, Florida 34698, is appointed the initial registered agent of this Association.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

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This Association does not contemplate pecuniary gain or profit to the members thereof. The specific purposes for which it is organized and for which it is to be operated are to provide for the acquisition, construction, maintenance, and care of the property of the Association, and to provide the architectural control of the residential lots within that certain tract of land hereinafter referred to as Signature Estates, being legally described in Exhibit A, attached hereto and made a part hereof (hereinafter referred to as the "Property") and to promote the health, safety and welfare of the residents within the Property. In connection therewith, the Association shall have the follow powers:

(a) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association to be set forth in a Declaration of Covenants, Conditions and Restrictions of Signature Estates, hereinafter called the "Declaration", applicable to the Property and recorded or to be recorded in the Office of the Clerk of the Circuit Court, Pinellas County, Florida and as the same may be amended from time to time as therein provided;

(b) To fix, levy, collect and enforce payment by any lawful means, all charges or assessments due to the Association or any other person affiliated with the Association pursuant to the terms of the Declaration; to pay all expenses in connection therewith; to pay 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; and to sue and be sued;

(c) To 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;

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(d) To borrow money, and if the Board deems it necessary, to mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) To dedicate, sell or transfer all or any part of the common areas 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 or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer unless otherwise set forth in the Declaration;

(f) To have and to exercise any and all statutory and common law powers, rights and privileges which a corporation organized under Florida law, including Chapter 617, Florida Statutes, by law may now or hereafter have or exercise.

Notwithstanding any other provisions of these Articles of Incorporation, the Association, if it so qualifies and if the Board of Directors votes to do so, may elect under Section 528(c)(1)(E) of the Internal Revenue Code of 1986 (the "Code"), to be a "homeowners association" as defined therein, and if the Association so elects, it shall abide by all of the terms and conditions for homeowners associations described in Section 528(c) of the Code.

#### ARTICLE V

#### MEMBERSHIP

Every person or entity who is the record owner of the fee interest in any lot which is subject to the Declaration, shall be a member of the Association with the voting rights described in Article VI hereof. The foregoing shall not to include persons or entities who hold an interest

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merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to assessment by the Association.

#### ARTICLE VI

#### VOTING RIGHTS

The Association shall have two classes of voting membership with the relative rights and preferences as follows:

Class A: Class A members shall be all owners of any plot of land shown upon any recorded plat of the Property except for common areas ("Lot" or "Lots") with the exception of the Declarant. Each Class A member shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, each such person shall be members, however, the vote for such Lot shall be exercised as they collectively determine, and in no event shall more than one vote be cast with respect to any Lot.

Class B: The Class B member shall be the Declarant (as defined in the Declaration), who shall be entitled to fifteen (15) votes for each Lot owned. Unless converted earlier and voluntarily by the Declarant, the Class B membership shall cease and be converted to Class A membership when the final Lot is sold by Declarant, or its successors and assigns, to a bona fide third party purchaser.

#### ARTICLE VII

#### BOARD OF DIRECTORS

Unless otherwise expressly stated herein, any action required to be taken by the members of the Association shall be deemed approved upon the affirmative vote of a majority of the voting

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interests of the Association as described in Article VI above, unless a greater percentage is specified in the Declaration.

The affairs of the Association shall be managed by a Board of not less than three (3) Directors, who need not be members of the Association. The number of directors may be changed pursuant to the Bylaws of the Association. The initial Board of Directors, who shall hold office until their successors are duly appointed or elected are as follows:

Debbie Coia  
2818 Chancery Lane  
Clearwater, Florida 34519

David Coia  
1123 Overcash Drive  
Dunedin, Florida 34698

Dan Vietto  
1123 Overcash Drive  
Dunedin, Florida 34698

#### ARTICLE VIII

##### DURATION

The Association shall exist perpetually; provided, that if the Association is dissolved in accordance with these Articles and the Declaration, the portion of the common area comprising the surface water management system (the "System") shall be conveyed to an appropriate agency of local government, and if that proposed conveyance is not accepted, then the System shall be dedicated to a similar non-profit corporation.

#### ARTICLE IX

##### AMENDMENTS

The Association shall have the right to amend these Articles at any time upon the affirmative vote of a majority of the voting interests of the Association as described in Article VI hereof. Amendments may be proposed by resolution approved by a majority of the Board of Directors; provided, however, that no amendment shall make any changes in the qualifications

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for membership nor the voting rights of the members, without approval in writing by all members and the joinder of all record owners of mortgages upon the Lots. No amendment shall be made that is in conflict with Florida law or the Declaration unless the latter is amended to conform to the same.

## ARTICLE X

## BYLAWS

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

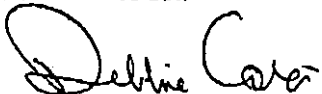
## ARTICLE XI

## REGISTERED AGENT

The initial registered office of the Association is 1123 Overcash Drive, Dunedin, Florida 34698 and the initial registered agent is Debbie Coia, whose address is 1123 Overcash Drive, Dunedin, Florida 34698.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the sole incorporator of this Association, has executed these Articles of Incorporation this 9<sup>th</sup> day of August, 1996.

INCORPORATOR:

  
\_\_\_\_\_  
Debbie Coia

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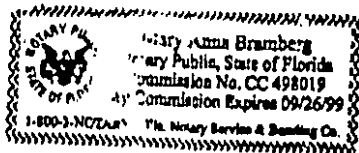
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STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 9<sup>th</sup> day of August, 1996, by DEBBIE COIA, who is personally known to me or who has produced \_\_\_\_\_ as identification.

Mary Anna Bramberg  
Notary Public



MARY ANNA BRAMBERG  
(Print, Type or Stamp Name)

My Commission Expires:

**ACCEPTANCE AND CONSENT OF REGISTERED AGENT**

HAVING BEEN NAMED as Registered Agent for this corporation at the office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation and agrees to comply with the provisions of the applicable Florida Statutes relating to the duties of a registered agent.

Debbie Coia  
Debbie Coia, Registered Agent

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EXHIBIT A

## Parcel I:

Beginning at the Southeast corner of the Southwest 1/4 of the Southwest 1/4 of Section 27, Township 28 South, Range 16 East, run North along the "forty acre" line 450 feet for the Point of Beginning; thence West 1150 feet more or less to the Tampa and Gulf Coast Railroad right-of-way; thence Northerly along the Eastern border of said right-of-way 190 feet; thence East 1150 feet more or less to a point in said "forty" line, which is North of the point of beginning, thence South to the point of Beginning.

## Parcel II

Beginning at the Southeast corner of the Southwest 1/4 of the Southwest 1/4 of Section 27, Township 28 South, Range 16 East, run North along the "forty" line 640 feet for the Point of Beginning; thence West 1150 feet more or less to the Tampa and Gulf Coast Railroad right-of-way, thence Northerly along the Eastern border of said right-of-way 190 feet, thence East 1150 feet more or less to a point in said "forty" line, which is North of the point of beginning, thence South to the Point of Beginning.

## Parcel III:

The South 450 feet of the Southwest 1/4 of the Southwest 1/4 of Section 27, Township 28 South, Range 16 East, lying East of the T & G C Railroad, less that part described as follows:

Begin at the Southwest corner of said Section and run thence South 89 deg 34 min 50 sec East along Section line 84.50 feet; thence North 17 deg 35 min 33 sec East 34.54 feet for the Point of Beginning; thence South 89 deg 34 min 50 sec East, 620 feet; thence North 00 deg 13 min 27 sec East, 417 feet to the North line of the South 450 feet of said Southwest 1/4 of the Southwest 1/4; thence North 89 deg 34 min 50 sec West to the Easterly line of T & G C Railroad right-of-way; thence along the Easterly line of said right-of-way to the Point of Beginning; also LESS the South 33 feet of said tract for County Road #102 right-of-way.

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