

N 910000005630

LAW OFFICE
RONALD P. TEEVAN, P.A.

200 N. GARDEN AVE.
SUITE A

CLEARWATER, FLORIDA 34615

RONALD P. TEEVAN

TELEPHONE (813) 461-0787

October 21, 1996

State of Florida
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-10/24/96--01043--004
*****70.00 *****70.00

RE: Woodsong Homeowners Association Of Pinellas County, Inc.

Dear Sir,

Enclosed please find an original and one copy of Articles of Incorporation for Woodsong Homeowners Association Of Pinellas County, Inc. along with an original and one copy of the Certificate Designating Registered Agent. You will please find my client's check in the amount of \$70.00 for the filing fee. Once the Articles are filed, I would appreciate it if you would return the copy to me showing the date stamp thereon. If there is anything further that you need from me, please do not hesitate to call.

Sincerely yours,

Ronald P. Teevan

RPT:saw

enclosures

cc: James B. McCullough

612-2295

W96-22866

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 NOV -4 PM 2:03

11/4/96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 NOV -11 PM 2:04

October 25, 1996

RONALD P. TEEVAN, P.A.
200 NORTH GARDEN AVENUE
SUITE A
CLEARWATER, FL 34615

SUBJECT: WOODSONG HOMEOWNERS ASSOCIATION OF PINELLAS
COUNTY, INC.
Ref. Number: W96000022806

We have received your document for WOODSONG HOMEOWNERS ASSOCIATION OF PINELLAS COUNTY, INC. and your check(s) totalling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and registered office listed in your articles of Incorporation must be consistent throughout the document.

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Please return 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 (904) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 996A00049463

LAW OFFICE OF
RONALD P. TEEVAN, P.A.

200 N. GARDEN AVE.
SUITE A
CLEARWATER, FLORIDA 34615

RONALD P. TEEVAN

TELEPHONE (813) 461-0787

October 29, 1996

Florida Department of State
Division of Corporations
ATTN: Claretha Golden
Document Specialist
P. O. Box 6327
Tallahassee, FL 32314

FILED
OFFICE OF STATE
CORPORATIONS
05 NOV -4 PM 2:04

RE: Your Letter Number 996A00049463
Woodsong Homeowners Association of Pinellas County, Inc.
Reference Number: W96000022806

Dear Ms. Golden,

Pursuant to yours of October 25, 1996 in the above referenced matter, enclosed please find an original and one copy of Article of Incorporation for Woodsong Homeowners Association of Pinellas County, Inc. along with an original and one copy of a Certificate Designating Place of Business or Domicile. If the enclosed meet with your approval, please file the original Articles and Certificate and return a copy with your filing stamp shown thereon. I previously sent to you a check in the amount of Seventy Dollars (\$70.00) to cover the filing fee. If there is anything further that you need from me, please do not hesitate to call.

Sincerely yours,



Ronald P. Teevan

RPT:saw

enclosures

cc: Mr. James B. McCullough

FILED
SECRETARY OF STATE
OFFICE OF CORPORATIONS

96 NOV -4 PM 2:04

ARTICLES OF INCORPORATION
OF
WOODSONG HOMEOWNERS ASSOCIATION OF PINELLAS COUNTY, 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 following:

ARTICLE I - NAME AND ADDRESS

The name of the corporation shall be: WOODSONG HOMEOWNERS ASSOCIATION OF PINELLAS COUNTY, INC., hereinafter sometimes referred to as the "Association." The initial street address of the principal office is 3160 McMullen Booth Road, Clearwater, Florida, 34621.

ARTICLE II - PURPOSE

2.1 The purpose for which the Association is organized is to provide for the maintenance, preservation and architectural control of resident Lots and the Common Areas within that certain tract of property described in Exhibit "A" attached hereto and any addition thereto (hereinafter referred to as the "Development") and to promote the health, safety and welfare of the residents within the Development and any additions thereto as may hereafter be brought within the jurisdiction of this Association for the purpose to:

(a) Exercise all 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 Development, or any portion thereof, and recorded or to be recorded in the Public Records of Pinellas 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 of the Association, including all licenses, taxes or governmental charges levied or imposed against any real or personal property of the Association; to borrow money, and with the consent of two-thirds (2/3) of each class of membership, mortgage, pledge or hypothecate any or all of its real or personal 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, the Declaration, and the Bylaws of the Association;

(d) Promulgate and enforce rules, regulations, bylaws, covenants, restrictions and agreements 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;

(g) Dedicate, sell or transfer all or any part of the Common Area of the Development 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 two-thirds (2/3) of the votes of each Class of members of the Association;

(h) Charge for services rendered by the Association and 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;

(k) 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 or consolidation shall have the assent of two-thirds (2/3) of the votes of each Class of members of the Association;

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 Lot which is subject by covenants of record to assessment by the Association shall be a member of the Association. Classes of membership may be established pursuant to the Declaration of Covenants, Conditions and Restrictions recorded for the Development and these Articles of Incorporation. Any owner of more than one Lot shall be entitled to one (1) membership for each Lot owned by him. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association. Change of membership in the Association for an Owner shall be established by recording in the Official Public Records of Pinellas County, Florida, a deed or other instrument establishing record title to a Lot 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. The Association shall keep at its registered office in the State of Florida a complete record of the names and addresses of all the members of the Association in alphabetical order and all changes thereto that may occur from time to time from the date of its incorporation forward.

ARTICLE IV - VOTING

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

(a) Class A. Class A members shall be all Owners, except the Developer, of any Lot or Lots in the Development and shall be entitled to one (1) vote for each such Lot so owned.

(b) Class B. The Class B member shall be the Developer and shall be entitled to three (3) votes for each Lot owned in the Development. The Class B membership shall cease and be converted to Class A membership on the first of the following events to occur:

(1) when the total votes outstanding in Class A membership equals or exceeds the total votes outstanding in the Class B membership; or

(2) on December 31, 2006

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 of the Board of Directors shall be filled in the manner provided for in the Bylaws.

5.3 The names and address 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>
James B. McCullough	3160 McMullen Booth Road Clearwater, FL 34621
Marlene K. McCullough	3160 McMullen Booth Road Clearwater, FL 34621
Rick W. Sadorf	3432 Veronica Court Clearwater, FL 34621

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	James B. McCullough	3160 McMullen Booth Road Clearwater, FL 34621
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Secretary	James B. McCullough	3160 McMullen Booth Road Clearwater, FL 34621
Treasurer/	James B. McCullough	3160 McMullen Booth Road Clearwater, FL 34621

ARTICLE VII - REGISTERED AGENT AND OFFICE

The street address of the initial registered office of the Association shall be 3160 McMullen-Booth Road, Clearwater, Florida, 34621. The initial registered agent for the Association at the above address shall be James B. McCullough.

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 by statute, rule, or otherwise.

ARTICLE IX - BYLAWS

The 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 - DECLARATION

The Declaration of Covenants, Conditions, and Restrictions ("Declaration") of the Association shall be adopted by the Board of Directors and may be altered, amended, or rescinded in the manner provided in the Declaration

ARTICLE XI - AMENDMENTS

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

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

11.2 A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by any member or members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may vote for or against the

amendment in writing, providing such vote is delivered to the secretary at or prior to the meeting. Except as elsewhere provided, amendments must be approved by not less than seventy-five per cent (75%) of the votes of the entire membership of the Association:

11.3 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 any Lot in the Development.

11.4 A copy of each amendment shall be filed with the Secretary of State and be recorded in the official Public Records of Pinellas County, Florida.

ARTICLE XII - TERM

The term of the Association shall be perpetual.

ARTICLE XIII - SUBSCRIBERS

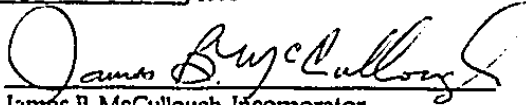
The names and addresses of the incorporators of this corporation are as follows:

<u>Names</u>	<u>Addresses</u>
James B. McCullough	3160 McMullen-Booth Road Clearwater, Florida 34621

ARTICLE XIV - DISSOLUTION

The Association may be dissolved with the consent given in writing and signed by not less than two-thirds (2/3) of each Class of members of the Association, providing however that any such dissolution does not contravene nor conflict with any provision of the Declaration of Covenants, Conditions, and Restrictions of the Association then in effect. 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 and assigned to any nonprofit corporation, association, trust or 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.

Date: this 28th day of October, 1996

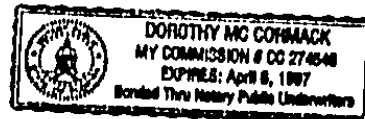

James B. McCullough, Incorporator

STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, personally appeared JAMES B. McCULLOUGH, who, after being duly sworn, acknowledged that he executed the foregoing Articles of Incorporation for the purposes expressed in such Articles this 28 day of Oct, 1996.

Dorothy McCormack
Notary Public
State of Florida

Commission Expires: 4/6/97



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 NOV -4 PM 2:04

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED. IN COMPLIANCE WITH SECTION 48.091 AND 617.0202(F) FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST THAT THE WOODSONG HOMEOWNERS ASSOCIATION OF PINELLAS COUNTY, INC., DESIRING TO QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF CLEARWATER, STATE OF FLORIDA, HAS NAMED JAMES B. MCCULLOUGH LOCATED AT 3160 MCMULLEN BOOTH ROAD, CITY OF CLEARWATER, FLORIDA 34621, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA. HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED 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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: James B. McCullough
NAME: James B. McCullough
DATED: 10/28/96