

N99000005481



ACCOUNT NO. : 072100000032
REFERENCE : 371068 81605A
AUTHORIZATION :
COST LIMIT : \$ 78.75

Patricia P. [signature]

ORDER DATE : September 10, 1999
ORDER TIME : 2:41 PM
ORDER NO. : 371068-005
CUSTOMER NO: 81605A

700002984527--1

CUSTOMER: Ms. Sheila McCaffrey
ROLD & RESNICK, P.A.
ROLD & RESNICK, P.A.
704 West Bay Street

Tampa, FL 33606

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP 13 PM 6:04

DOMESTIC FILING

NAME: FIFTH AVENUE VILLAS &
TOWNHOMES HOMEOWNERS
ASSOCIATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

2589
W99-21032

RECEIVED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 SEP 13 AM 8:57

9/15/99



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 SEP 13 PM 6:04

September 13, 1999

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: FIFTH AVENUE VILLAS & TOWNHOMES HOMEOWNERS
ASSOCIATION, INC.
Ref. Number: W99000021032

We have received your document for FIFTH AVENUE VILLAS & TOWNHOMES HOMEOWNERS ASSOCIATION, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

You must list the corporation's principal office and/or a mailing address in 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) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 499A00045063

RESUBMIT
Please give original
submission date as file date.

RECEIVED
99 SEP 15 PM 3:53
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

FIFTH AVENUE VILLAS & TOWNHOMES HOMEOWNERS ASSOCIATION, INC.

(A Florida corporation not-for-profit)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP 13 PM 6:04

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: **FIFTH AVENUE VILLAS & TOWNHOMES HOMEOWNERS ASSOCIATION, INC.**, hereinafter sometimes referred to as the "Association".
The corporate principal address shall be 800 Moss Avenue, Clearwater, FL 33759.

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 as:

A REPLAT OF LOTS 2, 3 AND 6 BLOCK 4 OF THE MAP OF GREEN SPRINGS, PLAT BOOK 3, PAGE 10 OF THE PUBLIC RECORDS OF HILLSBOROUGH COUNTY, FLORIDA OF WHICH PINELLAS COUNTY WAS FORMERLY A PART, LYING WITHIN SECTION 3, TOWNSHIP 29 SOUTH, RANGE 16 EAST, CITY OF SAFETY HARBOR, PINELLAS COUNTY FLORIDA

and to promote the health, safety and welfare of the residents 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 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 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 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 and the Declaration;

(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 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 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;

(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 Land. 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 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.

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 Lots and shall be entitled to one (1) vote for each such Lot so Owned.

(b) Class B. Class B member shall be the Developer and shall be entitled to seven (7) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership when the total votes outstanding in Class A membership equals or exceeds the total votes outstanding in the Class B membership.

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 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>
Jeff Barrett	800 Moss Avenue Clearwater, Florida 33759
Rick Zacchigna	800 Moss Avenue Clearwater, Florida 33759
<u>Roger S. Woodward</u>	<u>1007 South Bayshore Blvd., #208</u> <u>Safety Harbor, FL 34695</u>

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	Rick Zacchigna
Vice President	Rick Zacchigna
Secretary	Jeff Barrett
Treasurer	Jeff Barrett

ARTICLE VIII - REGISTERED AGENT AND OFFICE

The street address of the initial registered office of the Association shall be 509 S. Greenwood Avenue, Clearwater, Florida 33756. The initial registered agent for the Association at the above address shall be Marc A.B. Silverman, Esq.

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 than seventy-five percent (75%) 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 Lot 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 Pinellas County, Florida.

ARTICLE XI - TERM

The term of the Association shall be perpetual.

ARTICLE XIII - 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. 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.

These Articles of Incorporation have been duly executed by the incorporator of this corporation.

Dated this 9th day of September, 1999.



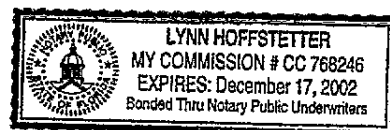
Marc A.B. Silverman, Incorporator

STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, personally appeared **Marc A. B. Silverman, Esq.**, who, after being duly sworn, acknowledged that they executed the foregoing Articles of Incorporation for the purposes expressed in such Articles this 9th day of September, 1999.



Notary Public
My Commission Expires:




**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:

That **FIFTH AVENUE VILLAS & TOWNHOMES HOMEOWNERS ASSOCIATION, INC.** desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the City of Safety Harbor, County of Pinellas and State of Florida, has named **MARC A.B. SILVERMAN** located at **509 S. Greenwood Avenue, Clearwater, FL 33756** as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



MARC A.B. SILVERMAN
Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP 13 PM 6:04