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FLORIDA NON-PROFIT CORPORATION

TOWNHOMES AT WEATHERSFIELD PROPERTY OWNERS ASSOCIATI

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FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

March 19, 2003

MACFARLANE FERGUSON & MCMULLEN

SUBJECT: TOWNHOMES AT WEATHERSFIELD PROPERTY OWNERS ASSOCIATION, INC.  
REF: W03000007870

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

- ① The registered agent and street address must be consistent wherever it appears in your document.
- ② The person designated as registered agent in the document and the person signing as registered agent must be the same.
- ③ ARTICLE II MENTIONS REGISTERED OFFICE BUT IT DOESN'T MENTION PRINCIPAL PLACE OF BUSINESS AS STATED ON YOUR REGISTERED AGENT CERTIFICATE. YOU MAKE IT SEEM LIKE THIS CORPORATION HAS TWO REGISTERED AGENTS WITH TWO SEPARATE ADDRESSES. THIS NEED TO BE CORRECTED.

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Document Specialist  
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ARTICLES OF INCORPORATION  
OF  
TOWNHOMES AT WEATHERSFIELD  
PROPERTY OWNERS ASSOCIATION, INC.

09 MAR 21 AM 8:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, a resident of the State of Florida and of full age, hereby makes, subscribes, acknowledges and files with the Department of the State of Florida these Articles of Incorporation for the purpose of forming a corporation not for profit under the laws of the State of Florida.

ARTICLE I  
NAME

The name of this corporation is TOWNHOMES AT WEATHERSFIELD PROPERTY OWNERS ASSOCIATION, INC., a Florida corporation not for profit (hereinafter called the "Association" in these Articles).

ARTICLE II  
OFFICE AND REGISTERED AGENT

The Association's principal place of business is: 2623 McCormick Drive, Suite 102, Clearwater, FL 33759. The Association's registered agent is HARRY S. CLINE, who maintains a business office at: 625 Court Street, Suite 102, Clearwater, FL 33756. Both the Association's principal place of business and registered agent may be changed from time to time by the Board of Directors as provided by law.

ARTICLE III  
PURPOSE

This Association does not contemplate pecuniary gain or profit to its members and the specific purposes for which it is formed are to provide for the maintenance, preservation and architectural control of all common areas and residential lots within that certain tract of property (hereinafter called the "Property") in Pinellas County, Florida, and more particularly described as:

A PORTION OF THE LANDS LYING WITHIN TOWNHOMES AT WEATHERSFIELD ACCORDING TO PLAT THEREOF RECORDED OR TO BE RECORDED IN THE PUBLIC RECORDS OF PINELLAS COUNTY,

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ARTICLE I  
POWERS

This Association is empowered to:

(a) Declaration. Exercise all rights, powers, privileges, and perform all duties, of this Association set forth in that certain Declaration of Covenants, Conditions, Restrictions and Easements for TOWNHOMES AT WEATHERSFIELD (hereinafter called the "Declaration") applicable to the Property and recorded or to be recorded in the above-referenced county, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth in full;

(b) Property. In any lawful manner, acquire, own, hold, improve, manage, operate, maintain, repair, replace, operate, convey, sell, lease, transfer, assign, and otherwise dispose of property of any nature whatsoever, real, personal, or mixed, tangible or intangible, in connection with this Association's affairs;

(c) Assessments. Fix, levy, collect, and enforce by any lawful means all charges or assessments established by, or pursuant to, the Declaration; and to use and expend the proceeds of assessments in the exercise of its powers and duties hereunder;

(d) Costs. Pay all costs, expenses, and obligations lawfully incurred in connection with this Association's affairs including, without limitation, all licenses, taxes, or other governmental charges levied or imposed against this Association's property;

(e) Borrowing. Borrow money and, with the approval of eighty (80%) percent of each class of members, mortgage, pledge, deed in trust, hypothecate, assign, grant security interests in, or otherwise transfer any or all of its property as security for money borrowed, debts incurred, or any of its other obligations;

(f) Dedications. With the approval of eighty (80%) percent of each class of members, dedicate, sell or transfer all or any part of its property to any public agency, authority, or utility for such purposes, and subject to such conditions, as eighty (80%) percent of each class of members determine;

(g) Mergers. With the approval of eighty (80%) percent of each class of members, participate in mergers and consolidations with other non-profit corporations organized for similar purposes;

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(h) Rules. From time to time adopt, alter, amend, rescind, and enforce reasonable rules and regulations governing the use of the Lots and Common Property (as those terms are defined in the Declaration) consistent with the rights and duties established by the Declaration and these Articles;

(i) Levy/Collect Assessments. To levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the surface water or stormwater management systems, including but not limited to, work within retention areas, drainage structures, and drainage easements.

(j) Operate/Maintain. To operation, maintain, and manage conservation areas and the surface water and stormwater management system, including all lakes, retention areas, culverts, and related appurtenances, in a manner consistent with the Southwest Florida Water Management District permit requirements and applicable District rules, and assist in the enforcement of the restrictions and covenants contained therein. =

(k) General. Have and exercise all common law rights, powers, and privileges and those that a corporation not for profit may now or hereafter have or exercise under the laws of the State of Florida, together with all other rights, powers, and privileges reasonably to be implied from the existence of any right, power, or privilege so granted, or granted by the Declaration or these Articles, or reasonably necessary to effectuate the exercise of any right, power, or privilege so granted;

(l) Enforcement. To enforce by legal means the obligations of the members of this Association and the provisions of the Declaration;

(m) Litigation. To sue or be sued; provided, however, that this Association's right to sue any third party is limited in the manner described in the Declaration;

(n) Other. Engage in all lawful acts permitted or authorized by Section 617.0302, Fla. Stat.;

(o) The SouthWest Florida Water Management District [the "District"] has the right to take enforcement measures, including a civil action for injunction and/or penalties against the Association to compel it to correct any outstanding problems with the surface water management system facilities;

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(p) Any amendment of the Declaration of protective covenants, deed restrictions or declaration of condominium affecting the surface water management system facilities shall have the prior written approval of the District;

(q) If the Association ceases to exist, all of the lot owners, parcel owners or unit owners shall be jointly and severally responsible for operation and maintenance of the surface water management system facilities in accordance with the requirements of the Environmental Resource Permit, unless and until an alternate entity assumes responsibility as explained in subsection 2.6.2.2.4.h.; and

(r) For projects which have on-site wetland mitigation as defined in Section 1.4.24 which requires ongoing monitoring and maintenance, the declaration of protective covenants, deed restrictions or declaration of condominium shall include a provision requiring the Association to allocate sufficient funds in its budget for monitoring and maintenance of the wetland mitigation area(s) each year until the District determines that the area(s) is successful in accordance with the Environmental Resource Permit.

#### ARTICLE V MEMBERSHIP

Every person who from time to time holds the record fee simple title to, or any undivided fee simple interest in, any Lot that is subject to the provisions of the Declaration is a member of this Association, including contract sellers, but excluding all other persons who hold any interest in any Lot merely as security for the performance of an obligation. An Owner of more than one Lot is entitled to one membership for each Lot owned. Membership is appurtenant to, and may not be separated from, ownership of at least one Lot that is subject to the provisions of the Declaration, and membership may not be transferred other than by transfer of title to such Lot. Each membership is transferred automatically by record conveyance or other transfer of title of a Lot.

#### ARTICLE VI VOTING RIGHTS

This Association shall have two classes of voting membership:

Class "A" Members shall be entitled to one (1) vote for each Lot in which they hold the interest required for membership under

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Article V hereof; provided, however, there shall be only one (1) vote per Lot. In any situation where a person is entitled personally to exercise the vote for his Lot and more than one (1) person holds the interest in such Lot required for membership, the vote for such Lot shall be exercised as those persons determine among themselves and advise the Secretary of this Association in writing prior to any meeting. In the absence of such advice, the Lot's vote shall be suspended if more than one (1) person seeks to exercise it.

The Class "B" Member shall be the Developer (as defined in the Declaration). The Class "B" Member shall have three (3) votes for each Lot which it owns until the end of the Class "B" Control Period, as hereafter defined.

Thereafter, the Class "B" Member shall have one (1) vote for each Lot which it owns. Other rights of the Class "B" Member, including the right to approve actions taken under the Declaration and this Association's By-Laws, are specified in the Declaration and the By-Laws.

The Class "B" Member shall be entitled to appoint a majority of the members of the Board of Directors of this Association during the Class "B" Control Period, as hereafter defined; provided, however, in the event the Class "B" Member fails to exercise this power within thirty (30) days after a vacancy occurs on the Board for which the Class "B" Member would be entitled to appoint a successor, the Class "B" Member shall be deemed to have waived its right to appoint such a successor. In such case, the voting members representing the Class "A" Members may act to call a special meeting of this Association (in accordance with Article III of the By-Laws) for the purpose of electing a successor to serve the remainder of the unexpired term of the vacating director. Thereafter, the voting members representing the Class "A" Members shall be entitled to elect a successor to the director who filled the vacancy in accordance with the By-Laws in addition to those directors the voting members may be entitled to elect under Article IV of the By-Laws.

The Class "B" Control Period shall commence with the execution of the Declaration by Developer and expire upon the first to occur of the following:

(a) within three (3) months after ninety (90%) percent of the Lots in all phases of TOWNHOMES AT WEATHERSFIELD that will ultimately be operated by the Association have been conveyed to Owners other than the Developer, any builders, contractors

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or other parties who purchased a Lot for the purpose of constructing improvements thereon for resale."

(b) seven (7) years after the date the Declaration is recorded in the public records in the county where the Property is situate; or

(c) when, in its discretion, the Class "B" Member so determines.

ARTICLE VII  
BOARD OF DIRECTORS

Section 1. This Association's affairs are managed by a Board of Directors initially composed of three Directors. The number of Directors from time to time may be changed by amendment to this Association's By-Laws, but at all times it must be either three (3) members or five (5) members. The initial Directors named below shall serve until this Association's first annual meeting. The term of office for all Directors is one year. Before any such annual meeting occurring after the Class "B" Control Period expires, all vacancies occurring on the Board of Directors, if any, will be filled by majority vote of the remaining Directors, even if less than a quorum. Any Director may succeed himself or herself in office. All Directors will be elected by secret written ballot. Each member may vote for each vacancy; however, cumulative voting is not permitted. Directors need not be Association members.

Section 2. The names and addresses of the persons who will serve as Officers and Directors until their successors have been duly elected and qualify, unless they sooner die, resign, or are removed, are:

Names:	(1) Gail E. Flowers	President/Director
	(2) Larry Miller	Vice Pres/Director
	(3) Theresa Jaczko	Sec/Treas/Director

Address: 2623 McCormick Drive  
Suite 102  
Clearwater, FL 33759

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ARTICLE VIII  
INCORPORATOR

The name and residence of the incorporator is:

Name: GAIL E. FLOWERS  
Address: 2623 McCormick Drive  
Suite 102  
Clearwater, FL 33759

ARTICLE IX  
DISSOLUTION

This Association may be dissolved in the manner from time to time provided by the laws of the State of Florida and with the assent given in writing and signed by not less than eighty (80%) percent of each class of members. Upon dissolution of this Association in any manner other than incident to a merger or consolidation, all of this Association's assets must be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. If dedication is refused, such assets must be granted, conveyed, and assigned to any nonprofit corporation, association, trust, or other organization to be devoted to such similar purposes. In no event, however, may any assets inure to the benefit of any member or other private individual.

In the event of termination, dissolution, or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water and stormwater management system must be transferred to and accepted by an entity which would comply with Section 40, Fla. Adm. Code, and be approved by the Southwest Florida Water Management District prior to such termination, dissolution or liquidation.

ARTICLE X  
DURATION

This Association exists perpetually.

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ARTICLE XI  
BY-LAWS

This Association's By-Laws initially will be adopted by the Board of Directors. Thereafter, the By-Laws may be altered amended, or rescinded with the approval of the Board of Directors, and 80% of each class of membership, except as to those provisions for amendment to the ByLaws which are provided in the Declaration or any future supplemental declaration in which case those provisions shall control such amendment.

ARTICLE XII  
AMENDMENTS

Amendments to these Articles may be proposed and adopted in the manner from time to time provided by the laws of the State of Florida, provided that each such amendment must have the approval in writing of eighty (80%) percent of the entire membership, except as to those provisions for amendment to these Articles which are provided in the Declaration or any supplemental declaration in which case those provisions shall control such Amendments, or if the provision to be amended requires a higher percentage for a specified action, such provisions may not be amended except by the percentage vote specified therein.

ARTICLE XIII  
INTERPRETATION

Express reference is made to the Declaration where necessary to interpret, construe, and clarify the provisions of these Articles. Without limitation, all terms defined in the Declaration have the same meaning where used in these Articles. By subscribing and filing these Articles, the incorporator intends for its provisions to be consistent with the provisions of the Declaration and to be interpreted, construed, and applied with those of the Declaration to avoid inconsistencies or conflicting results.

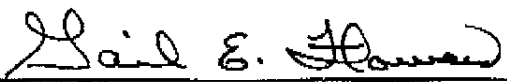
ARTICLE XIV  
INDEMNIFICATION

The corporation shall indemnify any individual who was or is a party to any proceeding (other than an action by, or in the

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right of, the corporation), by reason of the fact that such individual is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against liability incurred in connection with such proceedings, including any appeal thereof, including gross negligence, to the full extent as authorized by law, said indemnity to include but not be limited to expenses and amounts paid in settlement, expenses of liabilities incurred as a result of such individual serving as a director, officer, employee or agent as hereinabove provided, or as otherwise contemplated and included within applicable law. Indemnification and advancement of expenses as provided herein shall continue as to an individual who has ceased to be a director, officer, employee or agent, and shall enure to the benefit of the heirs, executors and administrators of such an individual, and any amendment or changes to this indemnification provision shall be prospective only and as to individuals who shall serve as a director, officer, employee or agent after the effective date of such amendment, and such amendment shall not otherwise affect the rights of indemnification for any individual who has theretofore served as a director, officer, employee or agent.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, I, the undersigned, constituting the incorporator of this Association, have executed these Articles of Incorporation, this 18<sup>th</sup> day of March, 2003.

  
GAIL E. FLOWERS, INCORPORATOR

STATE OF FLORIDA  
COUNTY OF PINELLAS

I HEREBY CERTIFY, that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, GAIL E. FLOWERS, to me personally known or who has produced as identification, and known to me to be the individual described in and who executed the foregoing instrument and she acknowledged before me that she executed the same for the purposes therein expressed.

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WITNESS my hand and official seal at Clearwater, said County  
and State, this 18<sup>th</sup> day of March, 2003.

Joan A. Livella  
Notary Public  
Print Name \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

NOTARY PUBLIC - STATE OF FLORIDA  
JOAN A. FISSELLA  
COMMISSION # CC652794  
EXPIRES 10/22/2003  
BONDED THRU ASA 1-688-NOTARY1

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA AND NAMING THE  
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED

TOWNHOMES AT WEATHERSFIELD PROPERTY OWNERS ASSOCIATION, INC., desiring to organize under the laws of the State of Florida, as a corporation not for profit with its principal office, as indicated in its Articles of Incorporation, at: 2623 McCormick Drive, Suite 102, Clearwater, FL 33759, has named HARRY S. CLINE, ESQ., whose business office is: 625 Court Street, Suite 102, Clearwater, FL 33756, as its registered agent to accept service of process within Florida.

ACCEPTANCE

Having been named to accept service of process for the foregoing 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, including the duties and obligations imposed by Section 617.0503, Fla. Stat., relative to the proper and complete performance of my duties.

Date: \_\_\_\_\_

3/21/03

  
HARRY S. CLINESECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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