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FLORIDA NON-PROFIT CORPORATION

Tierra Del Mar Association, Inc.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 3, 2000

ARSENAULT & REARDON

SUBJECT: TIERRA DEL MAR ASSOCIATION, INC.
REF: W99000024030

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.

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

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Jennifer Sindt FAX Aud. #: E99000026329
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
TIERRA DEL MAR ASSOCIATION, INC.**

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

**ARTICLE I
CORPORATE NAME**

The name of the corporation is TIERRA DEL MAR ASSOCIATION, INC., hereinafter called the "Association."

**ARTICLE II
ADDRESS**

The mailing address of the Association shall be 2753 State Road 580, Suite 113, Clearwater, Florida 33761. The principal office of the Association shall be located at the mailing address or at such other place as may be subsequently designated by the Board of Directors of the Association.

**ARTICLE III
REGISTERED AGENT**

Kenneth G. Arsenault, Jr., Esquire, 10225 Ulmerton Road, Suite 2, Largo, FL 33771, is hereby appointed the initial registered agent of this Association.

**ARTICLE IV
PURPOSE AND POWERS OF THE ASSOCIATION**

This Association does not contemplate pecuniary gain or profit to the members thereof and shall make no distributions of income to its members, directors or officers. The specific purposes for which it is formed are to provide an entity for the purpose of holding title to certain common areas appurtenant to that townhouse project being developed by C. Burley, Inc., hereinafter "Declarant" known as "TIERRA DEL MAR," legally described below, and to provide for maintenance, preservation and architectural control of the residence Lots and Common Area within that certain tract of property described as:

Lots 1 through 8 inclusive, TIERRA DEL MAR, according to the map or plat thereof as recorded in Plat Book _____, Pages _____ and _____, Public Records of 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 this purpose.

The Association shall have the following powers:

(a) To exercise all of the common law and statutory powers of a corporation not for profit organized under the laws of the State of Florida that are not in conflict with the terms of the Declaration, these Articles or the Bylaws of the Association.

(b) To 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 Party Wall Agreement, Common Roof Agreement, Cross-Easement, Covenants, Conditions and Restrictions of TIERRA DEL MAR, hereinafter called the "Declaration", applicable to the property and recorded or to be

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recorded in the Public Records of Pinellas, Florida and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(c) To 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 but not limited to all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(d) To maintain, repair and operate the property of the Association;

(e) To purchase insurance upon the property of the Association and insurance for the protection of the Association and its members as Lot Owners;

(f) To reconstruct improvements after casualty and make further improvements upon the property;

(g) To enforce by legal means the provisions of the Declaration, and the Articles of Incorporation and Bylaws of the Association, and the rules and regulations adopted pursuant thereto

(h) To employ personnel to perform the services required for proper operation of the Association.

(i) 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.

(j) To borrow money, and with the assent of two-thirds (2/3) of each class of members mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(k) To 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 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;

(l) To 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, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members;

ARTICLE V MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest 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:

Class A. Class A members shall be all Owners, with the exception of the Declarant, and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such lot shall be exercised as they determine

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pursuant to provisions for voting in the Bylaws, but in no event shall more than one vote be cast with respect to any Lot.

~~Class B.~~ Class B. The Class B member(s) shall be the Declarant (as defined in the Declaration), and shall be entitled to twenty-one (21) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

(a) Three months after all of the Lots in the Properties and any additions thereto that will ultimately be operated by the Association have been conveyed to Members; or

(b) on an earlier date if elected by Declarant.

ARTICLE VII BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board consisting of (3) Directors, who need not be members of the Association. The number of directors may be changed by amendment of the Bylaws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
Craig Burley	2753 State Road 580, Suite 113 Clearwater, FL 33761
Charlynn Burley	2753 State Road 580, Suite 113 Clearwater, FL 33761
Howard Fletcher	2753 State Road 580, Suite 113 Clearwater, FL 33761

At the first annual meeting the members shall elect one director for a term of one year, one director for a term of two years and one director for a term of three years; and at each annual meeting thereafter the members shall elect one director for a term of three years.

ARTICLE VIII OFFICERS

The affairs of the Association shall be administered by a President, a Vice-President, a Secretary and a Treasurer and such other officers as may be designated by the Bylaws; provided, the offices of Secretary and Treasurer may be held by one person. 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: Craig Burley	2753 State Road 580, Suite 113 Clearwater, FL 33761
Vice President: Howard Fletcher	2753 State Road 580, Suite 113 Clearwater, FL 33761
Secretary/Treasurer: Charlynn Burley	2753 State Road 580, Suite 113 Clearwater, FL 33761

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ARTICLE IX 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 approve 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 X BYLAWS

The first Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded, at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy.

ARTICLE XI DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. 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 this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or organization to be devoted to such similar purposes.

ARTICLE XII TERM

The term of the Association shall be perpetual.

ARTICLE XIII AMENDMENTS

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

Section 1. Notice. 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.

Section 2. Vote. 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, such approvals must be by not less than seventy-five percent (75%) of the votes of the entire membership of the Association.

Section 3. Limit on Amendments. No amendment shall make any changes in the qualifications for membership, nor in the voting rights of members, without approval in writing by all members and the joinder of all owners of mortgages on parcels in the TIERRA DEL MAR townhouse project.

Section 4. Certification. A copy of each amendment shall be certified by the Secretary of State.

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**ARTICLE XIV
SUBSCRIBERS**

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

NAME**ADDRESS**

Kenneth G. Arsenault, Jr.

10225 Ulmerton Road, Suite 2
Largo, FL 33771

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, I, the undersigned, the subscriber of this Association, have executed these Articles of Incorporation this 31 day of April, 2000.



KENNETH G. ARSENAULT, JR.

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

In compliance with the laws of Florida, the following is submitted:

First - that desiring to organize under the laws of the State of Florida with its principal office, as indicated in the foregoing Articles of Incorporation, in the County of Pinellas, State of Florida, the corporation named in the said articles has named Kenneth G. Arsenault, Jr., Esquire located at 10225 Ulmerton Road, Suite 2, Largo, Florida 33771 as its statutory agent.

Having been named the statutory agent of said corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.


REGISTERED AGENT - Kenneth G. Arsenault, Jr.

Dated this 3 day of April, 2000.

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