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ATTORNEY AND COUNSELOR AT LAW

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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◆ Estate Planning
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Cypressview Professional Center
2424 Enterprise Road
Suite "G"
Clearwater, Florida 33763

November 6, 2000

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Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32301

RE: CATHEDRAL ESTATES COMMUNITY ASSOCIATION, INC.

To Whom it may Concern:

Enclosed are Articles of Incorporation for the above named non-profit corporation. Also enclosed is my check for \$78.75 for the filing fee, Registered Agent Designation and certified copy of the Articles.

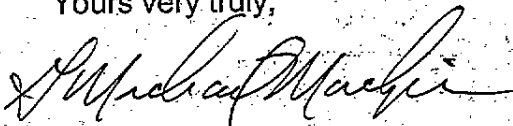
When this corporation has been duly qualified, please forward a certified copy of the Articles of Incorporation, together with your filing acknowledgement.

If you need anything further, please do not hesitate to call.

Your expedited handling and return is requested.

Thank you.

Yours very truly,



G. MICHAEL MACKENZIE

GMM/hs

Enclosures

11-9

This Instrument Prepared By:
G. MICHAEL MACKENZIE, of
G. MICHAEL MACKENZIE, P.A.
2424 Enterprise Rd., Suite "G"
Clearwater, Florida 33763

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
FOR
CATHEDRAL ESTATES COMMUNITY ASSOCIATION, INC.

The undersigned parties do hereby associate themselves for the purpose of forming a corporation not for profit under the laws of the State of Florida:

ARTICLE I

Name and Principal Place of Business

The name of the corporation is CATHEDRAL ESTATES COMMUNITY ASSOCIATION, INC., (the "Association") and its principal place of business is: 633 Poinsettia Rd. Belleair, FL 33756.

ARTICLE II

Purpose

The Association is organized as a Homeowners Association to provide for the operation of Cathedral Estates, a subdivision located in Palm Harbor, Pinellas County, Florida.

ARTICLE III

Powers

The Association shall have the following powers:

(A) All of the common law and statutory powers of a Corporation Not For Profit under the laws of the State of Florida.

(B) All powers and authority which are now or may hereafter be granted to a Homeowners Association under the laws of the State of Florida.

(C) All powers and authority granted to it under and by virtue of the terms of the Declaration of Covenants, Conditions and Restrictions for Cathedral Estates (the "Declaration"), to be recorded among the Public Records of Pinellas County, Florida.

(D) To operate, manage and maintain all property owned by the Association, including the surface water management system under a permit issued by the Southwest Florida Water Management District, including all lakes, retention areas, water management areas, ditches, culverts, structures and related appurtenances.

(E) To establish rules and regulations governing members responsibilities;

(F) To assess members for the common expenses of operating the Association and the management and maintenance of the Association's property, and to enforce collection of such assessments;

(G) To sue and be sued;

(H) To enforce by legal means the provisions of the Declaration, these Articles, the By-Laws of this Association and the Rules and Regulations for the uses of the property of Cathedral Estates.

(I) To contract for the management and maintenance of the Association.

(J) To own and convey property and to hold all funds and titles to all property acquired by the Association and the proceeds hereof for the benefit of the members, in accordance with the provisions contained herein and in the Declaration.

(K) To take any other action reasonably necessary to further the purposes for which this Association is organized.

(L) The Association shall make no distribution of its income to its members, directors or officers other than through payment of reasonable compensation for services rendered.

ARTICLE IV

Term

The existence of the Association shall be perpetual.

ARTICLE V

Membership and Voting

(A) The members of the Association shall consist of all of the record owners of Lots or Parcels in CATHEDRAL ESTATES, as reflected on the Plat thereof, and all owners of such lots are required to be members of this Association.

(B) Change of membership in the Association shall be established by recording in the Public Records of Pinellas County, Florida, a deed or other instrument establishing record title to a Lot or Parcel, and delivering to the Association a copy of such instrument. The owner designated by such instrument shall thereupon become a member of the Association and membership of the prior owner shall be terminated.

(C) The share of a member in the funds and assets of the Association cannot be assigned, hypothecated, transferred or encumbered in any manner except as an appurtenance to his lot or parcel.

(D) Each owner or owning entity of each lot or parcel shall be entitled to at least one (1) vote as a member of the Association. The exact number of votes to be cast by owners of an lot or parcel and the manner of their exercising voting rights shall be determined by the By-Laws of the Association.

ARTICLE VI

Board of Directors

(A) The affairs of the Association shall be managed by a Board of Directors consisting of the number of Directors determined by the By-Laws, but not less than three (3) persons. The initial members of the Board of Directors need not be members of the Association.

(B) The Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the By-Laws. Directors may be removed and vacancies shall be filled in the manner provided by the By-Laws.

(C) The names and addresses of the first members of the Board of Directors, who shall hold office until their successors shall have been elected, or until removed, are as follows:

Thomas Heironimus
633 Poinsettia Rd.
Belleair, FL 33756

Nina Melconian
1944 Dunloe Circle
Dunedin, FL 34698

Gary W. Craft
2218 Cypress Hollow Court
Safety Harbor, FL 34695

(D) The first election of the Board of Directors of this Association shall not be held until at least one (1) year from the date on which this Association shall have been duly incorporated.

ARTICLE VII

Corporate Officers and the Management of Corporate Affairs

(A) The affairs of the Association shall be administered by such officers as shall be designed in the By-Laws, but shall consist of at least the following: President, Vice President, Secretary and Treasurer. 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.

(B) The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

President	Thomas L. Heironimus 633 Poinsettia Rd. Belleair, FL 33756
Vice President	Nina Melconian 1944 Dunloe Circle Dunedin, FL 34698
Secretary & Treasurer	Gary W. Craft 2218 Cypress Hollow Court Safety Harbor, FL 34695

ARTICLE VIII

By-Laws

The By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded by the Board of Directors in accordance with the provisions contained therein.

ARTICLE IX

Amendment of Articles

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

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

(B) A resolution for the adoption of a proposed amendment may be proposed by either the Board of Directors of the Association or by the members of the Association. Members of the Board of Directors or members of the Association 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.

(C) Approval of an amendment must be by not less than seventy-five percent (75%) of the entire membership of the Board of Directors and in addition, by not less than seventy-five percent (75%) of the votes of the members of the Association present and voting at the membership meeting.

(D) No amendment shall make any changes in the qualifications for membership nor the voting rights of members without approval in writing by all members and the joinder of all record owners of mortgages or other interests in the lands within Cathedral Estates. No amendment to the Articles of Incorporation shall be made which is in conflict with any of the laws of the State of Florida or which is in conflict with any of the terms and provisions of the Declaration, as the same shall hereafter be recorded in the Public Records of Pinellas County, Florida.

(E) A copy of each amendment shall be filed with the office of the Secretary of State.

ARTICLE X

Subscribers

The names and residences of the subscribers to these Articles of Incorporation are as follows:

Thomas Heironimus
633 Poinsettia Rd.
Belleair, FL 33756

Nina Melconian
1944 Dunloe Circle
Dunedin, FL 34698

Gary W. Craft
2218 Cypress Hollow Court
Safety Harbor, FL 34695

ARTICLE XI

Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is: 633 Poinsettia Rd. Belleair, FL 33756, and the name of the individual Registered Agent of this Corporation at that address is Thomas L. Heironimus. The Corporation shall have the privilege of establishing such other branches or offices in any other location or in any other city or town in this state or any other state or country as may be approved by the Board of Directors.

ARTICLE XII

Dissolution of Association

It is intended that this Association exist in perpetuity; however, in the event of a dissolution of this Association, the property consisting of the surface water management system shall be conveyed to an appropriate agency of local government, and if not accepted by that agency, then the surface water management system shall be dedicated to a similar non-profit corporation.

IN WITNESS WHEREOF, the subscribers have hereunto affixed their hands and seals this 6th day of November, 2000.

[Signature]
Nina Melconian
Gary W. Craft

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared Thomas Heironimus, Nina Melconian and Gary W. Craft, who are personally known to me, and upon being first duly sworn by me acknowledged that they executed the foregoing Articles of Incorporation freely and voluntarily for the purposes therein expressed.

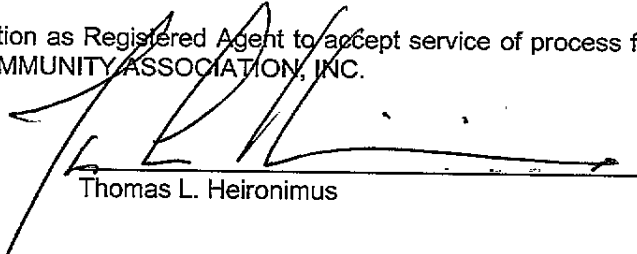
WITNESS my hand and official seal in the State and County aforesaid this 6th day of November, 2000.



Julianne C. Buttmé
NOTARY PUBLIC
My Commission Expires:

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I HEREBY ACCEPT the designation as Registered Agent to accept service of process for the Florida Non Profit Corporation, CATHEDRAL ESTATES COMMUNITY ASSOCIATION, INC.

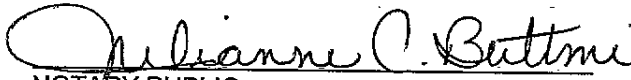

Thomas L. Heironimus

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared Thomas L. Heironimus, personally known to me and to me known to be the person who executed the foregoing Acceptance of Designation as Registered Agent and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal in the State and County aforesaid this 6th day of November, 2000.




NOTARY PUBLIC
My Commission Expires:

FILED
00 NOV - 8 PM 2:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA