

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

San Remo Condominium Association
of Redington Shores, Inc.

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- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
- Fictitious Name File _____
- Trade/Service Mark _____
- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
- Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____
- Cert. Copy _____
- Photo Copy _____
- Certificate of Good Standing _____
- Certificate of Status _____
- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
- Vehicle Search _____
- Driving Record _____
- UCC 1 or 3 File _____
- UCC 11 Search _____
- UCC 11 Retrieval _____
- Courier _____

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DIVISION OF CORPORATION

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Signature _____

Requested by: SK

Name _____

Date 11/16/00

Time 9:00

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**ARTICLES OF INCORPORATION
OF
SAN REMO CONDOMINIUM ASSOCIATION OF REDINGTON SHORES, INC.**

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The undersigned hereby associate themselves for the purpose of forming a corporation not-for-profit under Chapter 617, Florida Statutes as a homeowners association, and certify as follows:

**ARTICLE I
NAME**

1.1 The name of the corporation shall be SAN REMO CONDOMINIUM ASSOCIATION OF REDINGTON SHORES, INC., hereinafter referred to as the "Association".

**ARTICLE II
INITIAL REGISTERED OFFICE AND AGENT**

2.1 The street address of the initial registered office of this corporation is the following address:

18320 Gulf Blvd
Redington Shores, Florida 33708

and the name of the initial registered agent of this corporation at that address is:

BARRY SMITH
18320 Gulf Blvd
Redington Shores, Florida 33708

**ARTICLE III
PURPOSE**

3.1 The purpose for which the Association is organized is to provide an entity for the operation, management and administration of the homeowner's association of a residential community known as SAN REMO, a condominium located in the Town of Redington Shores, Pinellas County, Florida, hereinafter referred to as "Condominium". The Association shall make no distribution of income to its members, directors or officers.

**ARTICLE IV
MEMBERSHIP**

4.1 Members of the Association shall consist of all owners of record of condominium units which are located within and which are a part of the Condominium and shall be qualified in the manner set forth in the By-laws of the Association.

**ARTICLE V
POWERS**

5.1 Common Law and Statutory Power: The Association shall have all of the common law and statutory powers of a corporation not-for-profit.

5.2 Specific Powers: The Association shall have all of the powers and duties set forth under the Laws of the State of Florida, except as limited by these Articles of Incorporation, and by the Declaration of Condominium of San Remo, as Condominium, and all exhibits and amendments thereto, and all of the powers and duties reasonably necessary to operate the Condominium pursuant to such Declaration, as it may be amended from time to time, including but not limited to the following:

(a) To make and collect assessments against members as property owners to pay all costs, expenses and losses of the Association and to make special assessments against members as property owners for unpaid fees, fines or for maintenance or repair which is the responsibility of the property owner.

(b) To use the proceeds of assessment in the exercise of its powers and duties.

© To maintain, repair and operate the Condominium property which shall include the irrevocable right to access to each lot or unit from time to time during reasonable hours as may be necessary for such maintenance, repair or replacement of any of the common elements therein, that may be necessary to prevent damage to the common elements, or to another lot(s) or unit(s).

(d) To purchase insurance upon the Condominium property, and insurance for the protection of the Condominium and its members as property owners.

(e) To reconstruct the improvements after casualty and to further improve the property.

(f) To make and amend reasonable regulations respecting the use of the property in the Condominium.

(g) To approve or disapprove the transfer, mortgage, ownership and leasehold of property

in the Condominium and the By-Laws of the Association.

(h) To enforce by legal means the provisions of the laws of the State of Florida, the Declaration of Condominium, and all amendments and exhibits thereto, these Articles, the By-Laws of the Association, and the Regulations for the use of the property in the Condominium.

(I) To levy fines for violation of approved Association rules and regulations, or violations of the provisions of the Declaration of Covenants, Conditions and Restrictions, these Articles or by By-Laws, all as set forth in the By-Laws.

(j) To contract for the management of the Association and to delegate to such contractor all powers and duties of the Association, except as are specifically required by Declaration of Condominium to have the approval of the Directors of the membership of the Association.

(k) To employ personnel for reasonable compensation to perform the services required for the proper administration and operation of the purposes of the Association.

(l) To pay taxes and assessments which are liens against any part of the Association, other than the individual lots or units, unless the individual lot(s) unit(s) are owned by the Association, and the appurtenances thereto, and to assess the same against any lot or unit and the owner of the lot or unit which is subject to such liens.

(m) To enter into agreements whereby it acquires leasehold memberships and other possessor or use interest in the lands or facilities, whether or not contiguous to the lands of the Condominium, intended to provide for the enjoyment, recreation, or other use benefits of the property owners.

(n) To purchase a lot(s) or unit(s) in the Condominium in accordance with the provisions of the Declaration and to hold, lease, mortgage and convey the same.

(o) To enter into agreements for construction of recreation facilities, or building, or master TV antenna systems, and other amenities or facilities for the benefit of the property owners and to borrow money for the purpose of carrying out such construction and to mortgage, lease or otherwise provide security for the repayment of said funds.

5.3 Assets held in Trust: All funds and the title of all properties acquired by the Association and the proceeds thereof shall be held in trust for the members, in accordance with the provisions of the Declaration of Association, these Articles of Incorporation and the By-Laws of the Association.

5.4 Limitation on Exercise of Powers: The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the laws of the state of Florida, the Declaration of Condominium, these Articles and the By-Laws of the Association.

ARTICLE VI MEMBERS

6.1 **Members:** The members of the Association shall consist of all of the record owners of condominium units in San Remo, a condominium.

6.2 **Change of Membership:** After receiving approval of the Association, required by the Declaration of Condominium, change of membership in the Association shall be established by the recording in the Public Records of Pinellas County, Florida, a deed or other instrument establishing a change of record title to a lot or unit in the Condominium and the delivery to the Association of a certified copy of such instrument. The owner designated by such instrument thereby becomes a member of the Association and the membership of the prior owner is thereby terminated.

6.3 **Limitation on Transfer of Shares of Assets:** The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to the member's unit.

6.4 **Voting:** The owner of each lot or unit shall be entitled to one vote as member of the Association; except, there shall be no vote for any unit owned by the Association. The manner of exercising voting rights shall be determined by the By-Laws of the Association.

ARTICLE VII DIRECTORS

7.1 **Board of Administration:** The affairs of the Association shall be managed by a Board of Administration consisting of a number of Directors determined by the By-Laws, but not less than three (3) Directors nor more than five (5) Directors; however, the Board shall consist of an odd number of Directors. Directors shall be members of the Association except as otherwise provided herein.

7.2 **Election of Directors:** Directors of the Association shall be elected at the annual meeting of the members, in the manner determined by the By-Laws of the Association.

7.3 **First Election of Directors:** The first election of Directors shall not be held until such time as the members in the Association are entitled to elect a Director as provided in the Declaration and the laws of the State of Florida.

7.4 **First Board of Directors:** The names and addresses of the initial Board of Directors, who have been selected by the Developer and who shall serve until their successors are elected and have qualified or until they resign or are removed, are as follows:

**ARTICLE IX
INDEMNIFICATION**

9.1 Every Director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including legal fees, reasonable incurred by, or imposed upon him in connection with any proceeding or the 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 at the time such expenses are incurred, except when the Director or officer is adjudged guilty of willful and wanton malfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement, the indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.

9.2 The Board of Administration of the Association may purchase liability insurance to insure all Directors, officers, agents, past and present, against all expenses and liabilities as set forth above. The premiums for such insurance shall be paid by the members of the Association as part of the common expenses.

**ARTICLE X
BY-LAWS**

10.1 By-Laws: The By-Laws of the Association shall be adopted by the Board of Administration and may be altered, amended or rescinded in the manner provided by the By-Laws and the Declaration of Covenants, Conditions and Restrictions.

**ARTICLE XI
AMENDMENTS**

11.1 Amendments: Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner subject to any provisions pertaining to Amendments in the Declaration of Condominium.

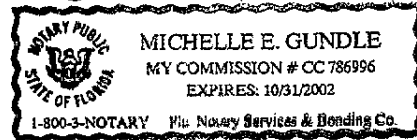
(a) Notice of the subject matter proposed Amendment shall be included in the notice of any meeting at which a proposed Amendment is considered.

(b) A Resolution for the adoption of a proposed Amendment may be proposed either by the Board of Administration or by the members of the Association. Except as elsewhere provided, such approval must be by not less than 75% of the votes of the entire membership of the Board of Administration and by not less than a majority of the votes of the entire membership of the Association; or by not less than 80% of the votes of the entire membership 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

Witness my hand and official seal this 14th day of November, 2000.

Michelle E. Gundle
Notary Public



My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

Barry Smith., having been named to accept the service of process upon SAN REMO CONDOMINIUM ASSOCIATION OF REDINGTON SHORES, INC., at the place designated in the Articles of Incorporation, pursuant to Chapter 48.091 of the Florida Statutes, hereby accepts such designation and agrees to act in this capacity and further agrees to comply with the provisions of said Act relative to keeping the registered office of this Corporation.

[Signature]
BARRY SMITH

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