

NO 00002818

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April 12, 2001

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State of Florida
Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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04/19/01 0107-007
*****78.75 *****78.75

Re: CORAL OAKS RESIDENTS' ASSOCIATION, INC.

Dear Sir/Madam:

Enclosed please find two (2) copies of Articles of Incorporation, including Acceptance of Registered Agent, for the above-referenced corporation. I have also enclosed my firm check in the amount of \$78.75 for the filing fee and a certified copy of the Articles of Incorporation.

Please send the corporate charter to the attention of the undersigned on behalf of the corporation along with the certified copy of the Articles.

If there are any questions in this regard, please do not hesitate to contact me.

Sincerely,



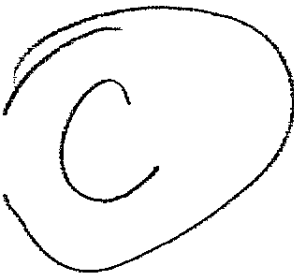
Robert J. Kelly

RJK/dg

Enclosures

01 APR 19 AM 9:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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F. CHESSER APR 20 2000

ARTICLES OF INCORPORATION
OF
CORAL OAKS RESIDENTS' ASSOCIATION, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation not-for-profit pursuant to the laws of the State of Florida, Florida Statutes, Chapter 617, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is CORAL OAKS RESIDENTS' ASSOCIATION, INC., hereinafter referred to as the "ASSOCIATION".

ARTICLE II - PURPOSE

The purposes for which the ASSOCIATION is organized are as follows:

1. To operate as a corporation not-for-profit pursuant to Chapter 617 of the Florida Statutes.
2. To enforce and exercise the duties of the ASSOCIATION as provided in the DECLARATION.
3. To promote the health, safety, welfare, comfort, and social and economic benefit of the members of the ASSOCIATION.

ARTICLE III - POWERS AND DUTIES

The ASSOCIATION shall have the following powers and duties:

1. All of the common law and statutory powers of a corporation not-for-profit under the laws of the State of Florida.
2. To administer, enforce, carry out and perform all of the acts, functions, rights and duties provided in, or contemplated by, the DECLARATION.

ARTICLE IV - MEMBERS

1. The members of the ASSOCIATION shall consist of all of the residents in the Coral Oaks by Marriott Retirement Community ("Coral Oaks"), 900 Westlake Road, Palm Harbor, Florida. Membership shall be established upon a member establishing residency in Coral Oaks, and shall be terminated upon a member vacating Coral Oaks.

2. The share of each member in the ASSOCIATION, cannot be assigned, hypothecated or transferred in any manner.

3. The BYLAWS shall provide for an annual meeting of the members of the ASSOCIATION, shall make provision for special meetings, and for voting rights.

ARTICLE V - TERMS OF EXISTENCE

The ASSOCIATION shall have perpetual existence.

ARTICLE VI - INCORPORATOR

The name and street address of the incorporator is: W. JOSEPH MULVANEY, 900 Westlake Road, #E216, Palm Harbor, FL 34684.

ARTICLE VII - DIRECTORS

1. The property, business and affairs of the ASSOCIATION shall be managed by a BOARD which shall consist of not less than three (3) directors, nor more than five (5) directors, and which shall always be an odd number. The BYLAWS may provide for a method of determining the number of directors from time to time. In the absence of a determination as to the number of directors, the BOARD shall consist of three (3) directors. Directors are not required to be members of the ASSOCIATION.

2. All of the duties and powers of the ASSOCIATION existing under the DECLARATION, these ARTICLES and the BYLAWS shall be exercised exclusively by the BOARD, its agents, contractors or employees, subject to approval by the members only when specifically required.

3. Directors may be removed and vacancies on the BOARD shall be filled in the manner provided by the BYLAWS.

4. The names and address of the initial directors, who shall hold office until their successors are appointed or elected, are as follows:

W. JOSEPH MULVANEY, 900 Westlake Road, #E216, Palm Harbor, FL 34684;
SALLY THOMPSON, 900 Westlake Road, #E217, Palm Harbor, FL 34684;
ELEANOR DREVER, 900 Westlake Road, #A313, Palm Harbor, FL 34684;
STEVE GELIS, 900 Westlake Road, #A306, Palm Harbor, FL 34684; and
ELSIE ANDERSON, 900 Westlake Road, #E308, Palm Harbor, FL 34684.

ARTICLE VIII - OFFICERS

The officers of the ASSOCIATION shall be a president, vice president, secretary, treasurer and such other officers as the BOARD may from time to time by resolution create. The officers shall serve at the pleasure of the BOARD, and the BYLAWS may provide for the election and removal from office of officers, for filling vacancies, and for the duties of the officers.

ARTICLE IX - INDEMNIFICATION

1. The ASSOCIATION shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the ASSOCIATION) by reason of the fact that he is or was a director, employee, officer or agent of the ASSOCIATION, against expenses (including attorney's fees), judgment, fine and amounts paid in settlement actually and reasonably incurred by him in connection with the action, suite or proceeding if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interest of the ASSOCIATION; and with respect to any criminal action or proceeding, if he had not reasonable cause to believe his conduct was unlawful; except, that no indemnification shall be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or willful misfeasance or malfeasance in the performance of his duties to the ASSOCIATION unless and only to the extent that the court in which the action or suit was brought shall determine, upon application, that despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, in and of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interest of the ASSOCIATION; and with respect to any criminal action or proceeding, that he had no reasonable cause to believe that his conduct was unlawful.

2. To the extent that a director, officer, employee or agent of the ASSOCIATION has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Paragraph 1 above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorney's fees and appellate attorney's fees) actually and reasonably incurred by him in connection therewith.

3. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the ASSOCIATION in advance of the final disposition of such action, suit or proceeding as authorized by the BOARD in the specific case upon receipt of an undertaking by or on behalf of the directors, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the ASSOCIATION as authorized herein.

4. The indemnification provided herein shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the laws of the State of Florida, any BYLAW, agreement, vote of members or otherwise, and as to action taken in an official capacity while holding office, shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

5. The ASSOCIATION shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the ASSOCIATION, or is or was serving at the request of the ASSOCIATION as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, as arising out of his status as such, whether or not the ASSOCIATION would have the power to indemnify him against such liability under the provisions of this Article.

ARTICLE X - BYLAWS

The first BYLAWS shall be adopted by the BOARD and may be altered, amended or rescinded by the Directors and/or members in the manner provided in the BYLAWS.

ARTICLE XI

INITIAL REGISTERED OFFICE ADDRESS AND NAME OF REGISTERED AGENT

The initial registered office of the ASSOCIATION shall be at 900 Westlake Road, #E216, Palm Harbor, FL 34684. The initial registered agent of the ASSOCIATION at that address is W. JOSEPH MULVANEY.

ARTICLE XII - AMENDMENTS

Amendments to these ARTICLES shall be proposed and adopted in the following manner:

1. The majority of the BOARD shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of the members, which may be the annual or a special meeting.

2. Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each member entitled to vote thereon within the time and in the manner provided in the BYLAWS for the giving of notice of a meeting of the members. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

3. At such meeting, a vote of the members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of a majority of the votes of the entire membership of the ASSOCIATION.

4. Any number of amendments may be submitted to the members and voted upon by them at any one meeting.

5. Upon the approval of an amendment to these ARTICLES, the articles of amendment shall be executed and delivered to the Department of State as provided by law, and a copy certified by the Department of State shall be recorded in the public records of Pinellas County, Florida

ARTICLE XIII - DISSOLUTION

In the event of dissolution or final liquidation of the ASSOCIATION, the assets, both real and personal, of the ASSOCIATION, shall be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the ASSOCIATION.

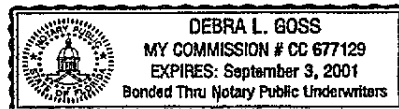
WHEREFORE, the incorporator had executed these ARTICLES on this 12TH day of April, 2001.

W. Joseph Mulvaney (SEAL)
W. JOSEPH MULVANEY

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 12th day of April, 2001, by W. JOSEPH MULVANEY, to me personally known to be the person described in the aforesaid document.

Debra L Goss
Notary Public
My Commission Expires:



Acceptance By Registered Agent

Having been named resident agent and designated to accept service of process for the above-named corporation, at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

W. Joseph Mulvaney
W. JOSEPH MULVANEY, Resident Agent

Date: April 12, 2001

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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