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May 3, 2001  
01-072

N01000003285

DEPARTMENT OF STATE  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: SOUTH GRAND OAKS TOWNHOMES HOMEOWNERS' ASSOCIATION,  
INC., a Florida Not For Profit Corporation

Gentlemen:

400004139364--2  
-05/07/01--01105--010  
\*\*\*\*\*78.50 \*\*\*\*\*78.50

Please find enclosed the original and one copy of the executed ARTICLES OF  
INCORPORATION OF SOUTH GRAND OAKS TOWNHOMES HOMEOWNERS'  
ASSOCIATION, INC.

My check in the amount of \$78.50 is also enclosed for the following items:

1. Filing fee \$35
2. Registered agent fee \$35
3. Certified copy of Articles \$8.75

If there are any problems or questions, please call me. Thank you.

Sincerely,

*Paul S. Elliott*  
PAUL SIDNEY ELLIOTT

PSE/bam  
Enc.

FILED  
01 MAY -7 AM 11:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

G. BULLOCK MAY 10 2001

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ARTICLES OF INCORPORATION  
OF  
SOUTH GRAND OAKS TOWNHOMES HOMEOWNERS' ASSOCIATION, INC.  
A FLORIDA CORPORATION NOT FOR PROFIT

FILED  
01 MAY -7 AM 11:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of the association shall be SOUTH GRAND OAKS TOWNHOMES HOMEOWNERS' ASSOCIATION, INC. (hereinafter referred to as the "Association").

ARTICLE 11

ENABLING LAW

The Association is organized pursuant to the Florida Not For Profit-Corporation Act, Chapter 617 of the Florida Statutes.

ARTICLE III

PURPOSES

The purposes of the Association are to acquire title to and own, and whether owned or not, to operate, maintain, and preserve the Common Properties (as such term is defined in the Declaration of Covenants and Restrictions for the Association which will be recorded among the Public Records of Hillsborough County, Florida (hereinafter called the "Declaration"), in the development located in Hillsborough County, Florida, known as the SOUTH GRAND OAKS TOWNHOMES PROJECT. The Association is also formed to maintain the privately owned parts of the SOUTH GRAND OAKS TOWNHOMES PROJECT which are not maintained by their owner.

## ARTICLE IV

### POWERS

The Association shall have all of the powers given to corporations not for profit by the Florida Statutes and all of the powers expressly conferred upon it by the Declaration, together with all powers necessary to fulfill both such stated powers and the duties expressly given to it by such Declaration. These powers include, but are not limited to, the power:

1. To maintain, repair, improve, and insure the landscaping, private roadways, parking , spaces, or Common Properties, recreational facilities, exterior street lighting, and other common areas which the Association owns or which it has assumed the obligation to maintain.
2. To make and collect assessments from its members.
3. To pay all Association expenses.
4. To acquire title to and exercise all rights of ownership in and to any real or personal property.
5. To make, amend, and enforce the rules and regulations for the use of the property it owns or maintains.
6. To enforce the terms of the Declaration, these Articles, and the Bylaws of the Association.

## ARTICLE V

### TERM

The term of the, Association shall be perpetual unless dissolved by the written consent of at least three-fourths (3/4) of each class of the members and by two-thirds (2/3) of any Institutional Mortgagees (as that term is defined in the Declaration).

Upon dissolution, the Association's assets (including any real property and improvements thereon) remaining after payment to creditors and payment of all costs and expenses relating to such dissolution shall be distributed in the following priority:

1. To the members in such proportions as they agree upon, or, failing such agreement, in such proportions as are determined by a court having jurisdiction, or if the members prefer.

2. To any municipal or governmental authority which is willing to accept such assets.

## ARTICLE VI

### MEMBERSHIP

1. Every record owner of a fee interest in any residential parcel (hereinafter called the "Parcel"), subject to assessment by the Declaration, including 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 a Parcel.

2. Change of membership in the Association shall be established by the recording in the Public Records of Hillsborough County, Florida, of a deed or other instrument establishing a record title to a Parcel, and shall be evidenced by delivery to the Association of a deed of such instrument. The membership of the prior owner shall be terminated as of the date of delivery of such deed or other instrument.

3. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated, or transferred in any manner except upon transfer of his or her residential parcel.

4. There shall be two (2) classes of membership as follows:

- a. Class A membership. Class A members shall be all Unit Owners (as that term is defined in the Declaration) other than the Developer. Each Unit (as that term is defined in the Declaration) whose owners are Class A members shall be entitled to one vote at every members' meeting. When the Class B membership terminates, Class A members shall be all the Unit Owners;
- b. Class B membership. Tony Bkonomou Builder, Inc. (the "Developer") shall be the only Class B member and shall have one vote for every Unit it owns and two votes for every Class A member. Upon the earliest of the following to occur, the Class B membership shall terminate and the Developer shall be a Class A member with regard to

the Units it owns (i) within thirty (30) days after Developer terminates the Class B membership by so notifying the Association in writing; or (ii) when ninety percent (90%) of the Units expected to be constructed are conveyed to a purchaser.

## ARTICLE VII

### MANAGEMENT OF ASSOCIATION AFFAIRS

1. The affairs of the Association are to be managed by a Board of Directors consisting of no fewer than three (3) Directors, as shall from time to time be fixed by, or in the manner provided in the Bylaws. The first Board of Directors shall consist of three (3) Directors.

2. The names and address of the Initial Board of Directors who shall serve as Directors until the first meeting of the members or until their successors are elected and qualified are:

| <u>Name</u>         | <u>Address</u>                                 |
|---------------------|--|
| ANTHONY EKONOMOU    | 907 Oak Hollow Place<br>Brandon, Florida 33510 |
| DIANA C. EKONOMOU   | 907 Oak Hollow Place<br>Brandon, Florida 33510 |
| ANDREW P. GUTIERREZ | 907 Oak Hollow Place<br>Brandon, Florida 33510 |

3. The Board of Directors shall act for the Association and shall have the power to decide all matters relating to the conduct of business for the Association. The method of electing directors is provided in the Bylaws.

## ARTICLE VIII

### OFFICERS

1. The officers of this Association shall be a President, Vice. President, Secretary, and Treasurer. Other offices and officers may be established or appointed by members of this corporation at any regular annual meeting or any special meeting called for that

purpose. The qualifications, the time and manner of electing or appointing, the duties and the terms of office, and the manner of removing officers shall be as set forth in the Bylaws.

2. The officers who are to serve until the first election of officers are:

| <u>Office</u>  | <u>Name</u>       | <u>Address</u>                            |
|----------------|-------------------|---|
| President      | ANTHONY EKONOMOU  | 907 Oak Hollow Place<br>Brandon, FL 33511 |
| Vice-President | DIANA C. EKONOMOU | 907 Oak Hollow Place<br>Brandon, FL 33511 |
| Secretary      | DIANA C. EKONOMOU | 907 Oak Hollow Place<br>Brandon, FL 33511 |
| Treasurer      | DIANA C. EKONOMOU | 907 Oak Hollow Place<br>Brandon, FL 33511 |

This Association shall have such standing committees or other committees as may be specified in the Bylaws.

#### ARTICLE IX

##### INDEMNIFICATION

The Association shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

#### ARTICLE X

##### BYLAWS

The Bylaws of the Association shall be adopted by the first Board of Directors and may be altered as follows:

1. An amendment may be proposed by any member or any Director prior to a meeting at which it will be considered.
2. Notice of the subject matter of the proposed amendment shall be included in the notice of the meeting at which the amendment is to be considered.

3. Except as otherwise provided in the Bylaws, the amendment must be approved, either in person or by proxy by (i) at least two-thirds (2/3) of the entire membership of the Board of Directors and by sixty percent (60%) of each class of the entire membership of the Association; or by at least (ii) eighty percent (80%) of each class of the entire membership of the Association, or (iii) by the Class B member as long as the Class B membership exists.

4. No amendment may change the qualifications for membership in the Association.

5. No amendment which will affect the Developer shall be adopted unless the Developer has consented thereto in writing.

6. A copy of the amendment shall be recorded in the Public Records of Hillsborough County, Florida.

#### ARTICLE XI

##### AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be made at any regular or special meeting of the Association by a majority vote of the members present, provided the amendments have been submitted to the membership prior to the meeting, or as otherwise provided by law. Each amendment also must be filed With the Secretary of State of Florida to be valid.

#### ARTICLE XII

##### REGISTERED OFFICE AND AGENT

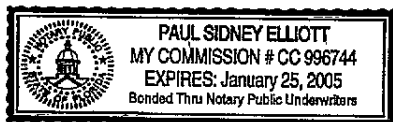
The Association shall have and continuously maintain in Brandon, Florida, its registered office and registered agent upon whom process can be served. The address of the registered office is 907 Oak Hollow Place, Brandon, Florida 33510, and the name of the registered agent at such address is ANTHONY EKONOMOU. The principal address is the same.


IN WITNESS WHEREOF, I have hereunto set my hand and seals upon, acknowledge, and adopt the foregoing Articles of Incorporation, under the laws of the State of Florida, this 1<sup>st</sup> day of May, 2001.

  
ANTHONY EKONOMOU, Incorporator

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that on this 1<sup>st</sup> day of May, 2001, before me, the undersigned authority, personally appeared ANTHONY EKONOMOU who is known personally known to me and who executed the foregoing instrument and acknowledged the execution of said instrument is for the use and purposes therein stated.



  
PAUL SIDNEY ELLIOTT  
Notary Public, State of Florida

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for SOUTH GRAND OAKS TOWNHOMES HOMEOWNERS ASSOCIATION, INC., at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

Dated this 1<sup>st</sup> day of May, 2001.

  
ANTHONY EKONOMOU