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SECRETARY OF STATE
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AUTHORIZATION :

Patricia Piggett

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ORDER NO. : 426336-005

CUSTOMER NO: 9341A

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CUSTOMER: William Rambaum, Esq
William Rambaum, Esq., P.a.

Suite 100
28960 Us Highway 19 North
Clearwater, FL 33761

DOMESTIC FILING

NAME: OLD PALM HARBOR VILLAGE CENTER
ASSOCIATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS: _____

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J. BRYAN MAR 5 2002

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ARTICLES OF INCORPORATION
OF
OLD PALM HARBOR VILLAGE
CENTER ASSOCIATION, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of Florida Statutes Chapter 617, the undersigned, being desirous of forming a corporation not for profit, does hereby provide as follows:

ARTICLE I
NAME

The name of the corporation shall be OLD PALM HARBOR VILLAGE CENTER ASSOCIATION, INC. (hereafter called the "Association").

ARTICLE II
PRINCIPAL OFFICE

The principal office of the Association shall be located in Florida. The initial mailing address of the Association shall be at P.O. Box 608, Ozona, Florida 34660-0608.

ARTICLE III
PURPOSE OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the Members thereof, and the specific purposes for which it is formed are as follows:

1. To be the maintenance entity as required under Rule 40D-4.301, Florida Administrative Code, for the maintenance of the surface water management system of OLD PALM HARBOR VILLAGE CENTER.
2. To provide for the maintenance, preservation and architectural control of OLD PALM HARBOR VILLAGE CENTER.
3. To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association set forth herein, in the Bylaws or the Declaration of

Covenants, Conditions and Restrictions (hereafter "Declaration") to be recorded in the Public Records of Pinellas County, Florida , as the same may be amended from time to time.

ARTICLE IV **POWERS OF THE ASSOCIATION**

The Association shall have the power to:

1. To exercise all of the powers and privileges, and to perform all of the duties and obligations of the Association as set forth in the Declaration, as the same may be amended from time to time as therein provided; provided, however, that the day to day maintenance and/or management activities of the Association may be delegated to a property management firm or other similar business entity or institution;
2. To fix, levy, collect and enforce payment by any lawful means of all charges or assessments that may be levied 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 all licenses, taxes or governmental charges levied or imposed against the property of the Association;
3. 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;
4. To borrow money and to mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;
5. To dedicate, sell, transfer and/or grant easements, rights or licenses, to all or any part of the Common Areas (as defined in the Declaration) to any public agency, authority, or utility for such purpose 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 all Members agreeing to such dedication, sale or transfer;
6. To participate in mergers and consolidations with other non-profit corporations organized for the same purposes provided that any such merger, consolidation shall have the assent of all Members of the Association;
7. To have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Florida by law may now or hereafter have or exercise;

8. To hold funds solely and exclusively for the benefit of the Members of the Association for the purposes set forth in these Articles of Incorporation and the Declaration;
9. To delegate power or powers where such is deemed in the interest of the Association;
10. To enter into, make, perform or carry out contracts of every kind with any person, firm, corporation or association;
11. To do any and all acts necessary or expedient for carrying on any and all of the activities and pursuing any and all of the objects and purposes set forth in the Articles of Incorporation and not forbidden by the laws of the State of Florida;
12. To operate and maintain the Common Areas, including specifically, but not limited to, the surface water management system facilities as permitted by the Southwest Florida Water Management District, including by not limited to all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, flood plain compensation areas, wetlands, and any associated buffer areas, and wetland mitigation areas;
13. To establish rules and regulations, sue and be sued, assess Members and enforce assessments, contract for services to provide for operation and maintenance of the surface water management system facilities if the Association deems it necessary to employ a maintenance company.

Notwithstanding anything contained above to the contrary, no part of the net earnings of the Association shall inure to the benefit of any Member and no distributions of income shall be made to its Members, directors or officers.

ARTICLE V

MEMBERSHIP AND VOTING RIGHTS

Every Owner of a Lot shall be a Member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Lot.

The Association shall have two (2) classes of voting membership:

Class A. Class A Members shall be all Lot Owners, unless they otherwise qualify as Class B Members, and shall be entitled to one (1) 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, but in no event shall more than one vote be cast with respect to any Lot, nor shall the vote be apportioned or divided.

Class B. Class B Members shall be the Initial Grantees and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease when either the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership or when a Certificate of Occupancy has been issued on three-fourths (3/4ths) of the Lots.

ARTICLE VI **BOARD OF DIRECTORS**

The affairs of this Association shall be managed by a Board of Directors, consisting of three (3) members, who need not be Members of the Association. The number of directors may be changed by amendment of the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of Directors until the election of their successors are set forth in Exhibit A to these Articles.

At the first annual meeting and at each annual meeting thereafter, the Members shall elect the three (3) directors, each for a term of one (1) year.

ARTICLE VII **OFFICERS**

The affairs of the Association shall be administered by the officers designated in the By-Laws. 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 set forth in Exhibit A to these Articles.

ARTICLE VIII **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 part 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 gross negligence or willful misconduct in the performance of his duties; provided, that in the event of a settlement, the indemnification shall apply only when the Board of Directors approves 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 IX
BY-LAWS

The first By-Laws of the Association shall be adopted by the Board of Directors, and may be altered, amended or rescinded in the manner provided in the By-Laws.

ARTICLE X
DECLARATION

In the event of any conflict between these Articles and the Declaration, the provisions of the Declaration shall control.

ARTICLE XI
AMENDMENTS

Amendments to the Articles of Incorporation shall be adopted in the following manner: notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is considered; a resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by Members of the Association, and shall be considered at a joint meeting of Members and directors; directors and Members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, provided that the approval is delivered to the Secretary at or prior to the meeting; a resolution adopting a proposed amendment shall require the approval of a majority of the directors and at least a majority vote of the Association.

The Articles may also be amended without a meeting by the written joinder and consent to the amendment by all of the directors and all of the Members.

Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of Members, without approval in writing by all of the Members and joinder of all record owners of mortgages on Lots. No amendment shall be made that is in conflict with the Declaration.

Amendments shall not be effective until a copy certified by the Association as having been properly adopted has been recorded in the Public Records of Pinellas County, Florida.

ARTICLE XII
SUBSCRIBERS

The name and address of the incorporator of the Association and subscriber of these Articles of Incorporation is Paul Russillo, 258 Florida Ave., P.O. Box 927, Crystal Beach, Florida 34681.

ARTICLE XIII
REGISTERED OFFICE AND AGENT

The street address of the Association's initial registered office is 258 Florida Ave., P.O. Box 927, Crystal Beach, Florida 34681 and the name of the Association's initial registered agent at such office is Paul Russillo. The Association may change its registered office or agent or both by filing with the Department of State of the State of Florida a statement complying with Florida Statutes pertaining thereto.

ARTICLE XIV
DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than a majority of the 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 non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE XV
DURATION

The corporation shall exist perpetually.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation for the uses and purposes expressed herein, this 27th day of February, 2002.

Signed, sealed and delivered in the presence of:

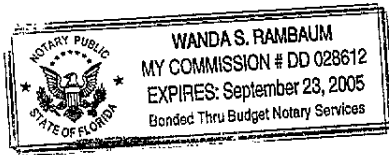
William Rambo

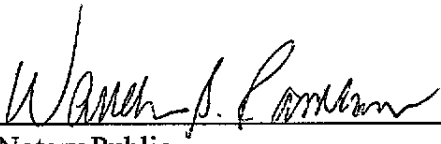
Wanda J. Lamm

Paul Russillo
Paul Russillo

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 27th day of February, 2002, by Paul Russillo, who is personally known to me or produced _____ as identification, and did take an oath.





Notary Public

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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 accordance with the provisions of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

OLD PALM HARBOR VILLAGE CENTER ASSOCIATION, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at 258 Florida Ave., P.O. Box 927, Crystal Beach, County of Pinellas, State of Florida, has named Paul Russillo, 258 Florida Ave., P.O. Box 927, Crystal Beach, Florida 34681, as its agent to accept service of process within this state.

DATED this 27th day of February, 2002.

OLD PALM HARBOR VILLAGE
CENTER ASSOCIATION, INC.

By: _____

Paul Russillo, President

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of the above mentioned statute relative to performance of my duties.

February 27, 2002

Paul Russillo

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TALLAHASSEE, FLORIDA

Exhibit A

Officers and Directors

<u>Name and Address</u>	<u>Position</u>
Paul Russillo 258 Florida Ave. P.O. Box 927 Crystal Beach, FL 34681	President, Secretary, Treasurer and Director
John Azara 137 Shore Dr. Palm Harbor, FL 34683	Director
Nancy Hogue P.O. Box 280 Danville, VT 05828	Director

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