

NO20000003634

JOHN K. FINCH
Attorney at Law

Associate Counsel:
Jolynn Wall

May 6, 2002

Department of State
Division of Corporations
Corporate Records Bureau
P.O. Box 6327
Tallahassee, FL 32301

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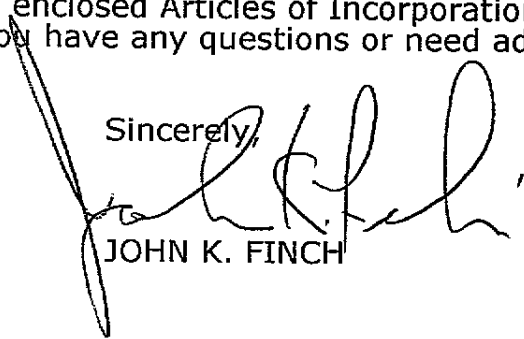
Re: Whisper Cove Association, Inc.

Dear Sir/Madam:

Enclosed is an original and one copy of Articles of Incorporation and the original and one copy of the Certificate Designating Registered Agent and Place of Business or Domicile for the Service of Process Within Florida for the above-named corporation. In addition, a check in the amount of \$122.50 is enclosed, which represents \$70.00 for the filing fee and \$52.50 for a certified copy.

Please file the original of the enclosed Articles of Incorporation and return a certified copy to me. If you have any questions or need additional information, please give me a call.

Sincerely,


JOHN K. FINCH

JKF/st
enci.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 MAY -9 PM 4:06

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ARTICLES OF INCORPORATION
OF
WHISPER COVE ASSOCIATION, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned, all of whom are residents of the State of Florida and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I
CORPORATE NAME

The name of the corporation is WHISPER COVE ASSOCIATION, INC., hereinafter called the "Association".

ARTICLE II
ADDRESS/INCORPORATOR

The mailing address of the Association shall be P.O. Box 1073, Safety Harbor, FL 34695. The principal office of the Association shall be located at such other places as may be subsequently designed by the Board of Directors of the Association. The name and address of the person signing these Articles of Incorporation as the Incorporator is: WILLIAM E. FERRIS, P.O. Box 1073, Safety Harbor, FL 34695.

ARTICLE III
REGISTERED AGENT

JOHN K. FINCH is hereby appointed the initial registered agent of this Association.

ARTICLE IV
PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof and shall make no distributions of income to its members, directors, or officers. The specific purposes of when it is formed are to provide an entity for the purpose of holding title from time to time to certain common areas appurtenant to that subdivision project being developed by the undersigned hereinafter "Declarant" known as "WHISPER COVE", legally described below, and to provide for maintenance and preservation of the Common Area within that certain tract of property described as:

Lots 1 through 12, WHISPER COVE, according to the map or plat

thereof to be recorded in the Public Records of Pinellas County, Florida.

and to promote the health, safety and welfare of the residents within the above described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose.

The Association shall have the following powers:

a. To exercise all of the common law and statutory powers of a corporation not for profit organized under the laws of the State of Florida that are not in conflict with the terms of the Declaration, these Articles or the Bylaws of the Association;

b. To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions, and Restrictions of WHISPER COVE, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the Public Records of Pinellas, Florida and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

c. To fix, levy, collect and enforce payment by any lawful means, all charges or assessments 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 but not limited to all licenses, taxes or governmental charges levied or imposed against the property of the Association;

d. To own, maintain, repair and operate the property of the Association as appropriate, specifically but without limitations the Surface Water Management System in the manner described on Exhibit "C" to the Declaration;

e. To purchase insurance upon the property of the Association and insurance for the protection of the Association and its members as Lot Owners;

f. To reconstruct improvements after casualty and make further improvements upon the property;

g. To enforce by legal means the provisions of the Declaration, and the Articles of Incorporation and Bylaws of the Association, and the rules and regulations adopted pursuant thereto;

h. To employ personnel to perform the services required for proper operation of the Association;

i. To acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicated for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

j. To borrow money, and with the assent of two-thirds (2/3) of the member's mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

k. To dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes 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 two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;

l. To participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members;

m. To sue and be sued;

n. To establish rules and regulations.

ARTICLE V **MEMBERSHIP**

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Association, including contract 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 any Lot which is subject to assessment by the Association.

ARTICLE VI **VOTING RIGHTS**

The Association shall have one class of voting membership:

Class A. Class A members shall be all Owners, with the exception of the Declarant, and shall be entitled to one 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 pursuant to provisions for voting in the Bylaws, but in no event shall more than one vote be cast with respect to any Lot.

Class B. Class B members shall be the Developer and any successor of Developer to whom Developer has assigned its rights hereunder. The Class "B" members shall originally be entitled to thirty (30) votes; this number shall be decreased by one (1) vote for each Class A Member existing at any one time. The Class B membership shall terminate and become converted to Class "A" membership upon the happening of the earlier of the following:

- i. When the total outstanding Class A votes equal or exceed nine (9);
- ii. 7-1-2002, or
- iii. When, in its discretion, the Developer so determines.

ARTICLE VII **BOARD OF DIRECTORS**

The affairs of this Association shall be managed by a Board consisting of at least three (3) Directors, who need not be members of the Association. The number of directors may be changed by amendment of the Bylaws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

NAME

ADDRESS

WILLIAM FERRIS

#2 Octavia Way
Safety Harbor, FL 34695

SANDRA L. FERRIS

#2 Octavia Way
Safety Harbor, FL 34695

CHRISTOPHER W. FERRIS

29708 69th Street North
Clearwater, FL 33763

At the first annual meeting the members shall elect one director for a term of one year, one director for a term of two years and one director for a term of three years; and at each annual meeting thereafter the members

shall elect one director for a term of three years.

ARTICLE VIII **OFFICERS**

The affairs of the Association shall be administered by a President, a Vice-President, a Secretary and a Treasurer and such other officers as may be designated by the Bylaws; provided, the offices of Secretary and Treasurer may be held by one person. 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 as follows:

President:

WILLIAM E. FERRIS

#2 Octavia Way
Safety Harbor, FL 34695

Vice-President

CHRISTOPHER W. FERRIS

29708 69th St. N.
Clearwater, FL 33763

Secretary/Treasurer:

SANDRA L. FERRIS

#2 Octavia Way
Safety Harbor, FL 34695

ARTICLE IX **QUORUM**

For all Membership and Board of Director Meetings, a Quorum shall be established by attendance in person or by proxy, a majority of the Members or Directors eligible to vote.

ARTICLE X **INDEMNIFICATION**

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorney fees, reasonably incurred by or imposed upon him in connection with any proceeding or 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 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 willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification shall apply only when the Board of Directors approve 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 XI **BYLAWS**

The first Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded, at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy.

ARTICLE XII **DISSOLUTION**

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of 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 nonprofit corporation, association, trust or organization to be devoted to such similar purposes..

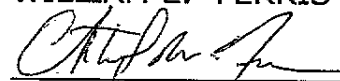
ARTICLE XIII **TERM**

The term of the Association shall be perpetual, provided, however, if in the event the corporation is dissolved, the surface water management system shall be conveyed to an appropriate agency of local government, and if accepted by such agency, then the surface water management system shall be dedicated to a similar non-profit corporation.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, we, the undersigned, constituting the incorporation of this Association, have executed these Articles of Incorporation, this 1st day of May, 2002.



WILLIAM E. FERRIS



CHRISTOPHER W. FERRIS

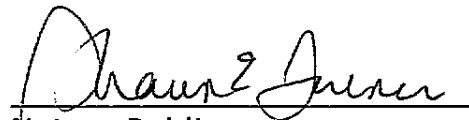



SANDRA L. FERRIS

**STATE OF FLORIDA
COUNTY OF PINELLAS**

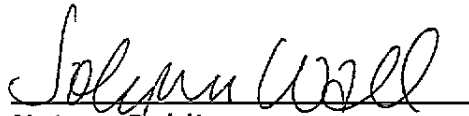
The foregoing instrument was acknowledged before me this 7th day of May, 2002, by **WILLIAM E. FERRIS**, who is personally known to me, and who did produce _____ as identification and did/did not take an oath.

 Shawn E Turner
My Commission CC976608
Expires October 22, 2004


Notary Public
My Commission Expires:

**STATE OF FLORIDA
COUNTY OF PINELLAS**

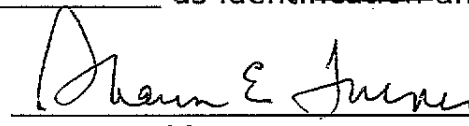
The foregoing instrument was acknowledged before me this 7 day of May, 2002, by **CHRISTOPHER W. FERRIS**, who is personally known to me, and who did produce FLDL F620-119-75-09458 as identification and did/did not take an oath.


Notary Public
My Commission Expires: _____

**STATE OF FLORIDA
COUNTY OF PINELLAS**

 Solyma Wall
My Commission CC892285
Expires December 02, 2003

The foregoing instrument was acknowledged before me this 7th day of May, 2002, by **SANDRA L. FERRIS**, who is personally known to me, and who did produce _____ as identification and did/did not take an oath.


Notary Public
My Commission Expires:

 Shawn E Turner
My Commission CC976608
Expires October 22, 2004

FILED
02 MAY -9 PM 4: 06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

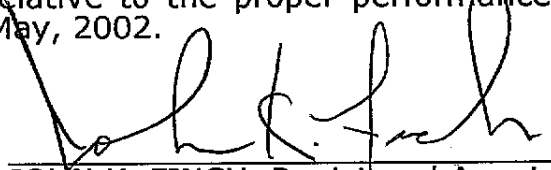
**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapters 48.091 and 607.0501, Florida Statutes, the following is submitted:

WHISPER COVE ASSOCIATION, INC., to organize or qualify under the laws of the State of Florida, with its Initial Registered Office as indicated in the Articles of Incorporation, at 323 Main Street, Safety Harbor, County of Pinellas, State of Florida, 34695, has named **John K. Finch** as its agent to accept service of process within Florida.

ACKNOWLEDGMENT AND ACCEPTANCE:

Having been named as the Registered Agent for the above said corporation for the purpose of accepting service of process at the registered office designated in this certificate, I hereby accept such appointment and acknowledge that I am familiar with and accept the obligations and responsibilities of such office as provided for in Florida Statutes Chapter 607.0505 and all other statutes relative to the proper performance of my duties. Accepted this 7th day of May, 2002.



JOHN K. FINCH, Registered Agent