

EFFECTIVE DATE

7-1-02

DENIS A. COHRS, P.A.

ATTORNEYS AND COUNSELORS AT LAW

FILED

DENIS A. COHRS

ROBERT B. HICKS

BARBARA M. RIDDLE *

*Admitted in Texas only

INTERVEST BANK BUILDING • 2575 ULMERTON ROAD • SUITE 210 • CLEARWATER • FLORIDA • 33762

02 JUL 5 AM 11:09

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
VOICE (727) 540-0001
FAX (727) 540-0027
E-MAIL d.cohrs@gte.net

ND2000005165

July 2, 2002

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*****70.00 *****70.00

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

RE: Articles of Incorporation of Allendale Terrace Neighborhood Association, Inc.

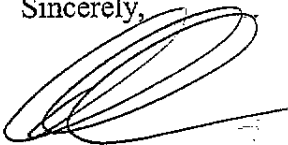
Dear Sirs:

Enclosed herewith is an original and one copy of the Articles of Incorporation of the above-referenced Florida not-for-profit corporation. Please file these Articles and return one filed-stamp copy to this office.

Additionally, enclosed is a check made payable to the Secretary of State in the amount of \$70.00 in payment of the required filing fees.

Should you have any questions with respect to this matter, please do not hesitate to call this office.

Sincerely,



Denis A. Cohrs

DAC/pb

Enclosures

Pam

GAVE

AUTHORIZATION BY PHONE TO
CORRECT Art V

DATE 7-9-02

BY EXAM Pat Brown

7/9/02
\$6

EFFECTIVE DATE

7-1-02

ARTICLES OF INCORPORATION

FILED

OF

02 JUL -5 AM 11: 09

ALLENDALE TERRACE NEIGHBORHOOD ASSOCIATION, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, as incorporator, hereby forms a not-for-profit corporation pursuant to the laws of the State of Florida.

ARTICLE I

Name

The name of the corporation shall be:

Allendale Terrace Neighborhood Association, Inc.

ARTICLE II

Term

The corporation shall exist perpetually. Corporate existence shall commence on July 1, 2002.

ARTICLE III

Purposes

The corporation shall be organized and incorporated not for pecuniary profit and shall be organized and operated as a "*neighborhood association*", as that term is defined by Section 501 of the Internal Revenue Code of 1986.

ARTICLE IV

Members

An active member is any adult real property owner, tenant, business owner or resident within the association's boundary lines who shall be current in the payment of dues as set forth in the Bylaws.

ARTICLE V
Registered Office and Registered Agent /Principal Address

The street address of the initial registered office of the corporation shall be **2575 Ulmerton Road, Suite 210, Clearwater, Florida 33762**. The initial registered agent at that address shall be **Denis A. Cohrs, Esq.**

ARTICLE VI
Incorporator

The name and address of the incorporator is **Rebecca S. Dillahunty**, whose mailing address is **3801 – 8th Street North, St. Petersburg, Florida 33703**.

ARTICLE VII
Directors

The affairs of this corporation shall be managed and governed by a Board of Directors composed of not less than three (3) nor more than ten (10) persons, who shall be members of the corporation. The initial Board of Directors shall have three (3) members, and in the future that number will be determined from time-to-time in accordance with the provisions of the bylaws.

The name and street address of each member of the initial Board of Directors until the selection of their successors is:

| | |
|------------------------------|---|
| Rebecca S. Dillahunty | 3801 – 8th Street North, St. Petersburg, FL 33703 |
| Elaine Clark | 790 – 39th Avenue North, St. Petersburg, FL 33703 |
| Creighton Shafer | 3840 – 8th Street North, St. Petersburg, FL 33703 |

ARTICLE VIII
Officers

The officers of the corporation shall be a President, Secretary and Treasurer, who shall at all times be members of the Board of Directors, and such other officers as the Board of Directors may from time-to-time by resolution determine. The election of officers shall take place at the first meeting of the initial Board of Directors and thereafter following each annual meeting of the members.

ARTICLE IX

Liability

No officer, director or member of the association shall be or become personally liable for any debt or other obligation of the corporation, except as provided in these Articles of Incorporation and the Bylaws of the corporation.

ARTICLE X

Indemnification

Every director and officer of the corporation, and every member of the corporation serving the corporation at its request, shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon his or her in connection with any proceeding or any settlement of any proceeding to which he or she may be a party or in which he or she become involved by reason of his or her being or having been a director or officer of the corporation or by reason of his or her serving or having served the corporation at its request, whether or not he or she is a director or officer or is serving at the time the expenses or liabilities are incurred; provided, that in the event of a settlement before entry of judgment, and also when the person concerned is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties, the indemnification shall apply only when the board of directors approves the settlement and reimbursement as being for the best interests of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which that person may be entitled.

ARTICLE XI

Bylaws

The Bylaws of the corporation may be made, altered or rescinded at any annual meeting of the members, or at any special meeting duly called for such purpose, on the affirmative vote of a majority of the members in attendance at a meeting of the members in attendance at such meeting, except that the initial bylaws of the corporation shall be made and adopted by the initial Board of Directors.

ARTICLE XII

Voting Rights

Voting is by paid membership per person. Each paid member is entitled to one (1) vote.

ARTICLE XIII

Termination

The corporation may be dissolved with the assent given in writing and signed by not less than fifty one percent (51%) of the membership. Upon dissolution of the corporation, the assets of the corporation shall be dedicated to an appropriate public agency to be used for the purposes similar to those for which this corporation was created or to any successor organization created for the purpose of continuing the work of this corporation. This Article XIII is subject to the provisions of Section 617.05 of the Florida Statutes.

ARTICLE XIV

Amendment

Proposals for the alteration, amendment or rescission of these Articles of Incorporation may be made by any of the following methods:

A. The following process:

1. The Board of Directors shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of members, which may be either 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 within the time and in the manner provided in the bylaws for the giving of notice of meetings of members.
3. At such meeting, a vote of the members shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of fifty one percent (51%) of the total votes of the members. Any number of amendments may be submitted to the members and voted upon by them at one meeting; or

B. The members may amend these Articles of Incorporation by an affirmative vote of seventy-five percent (75%) of the total votes of the members at a meeting for which the required notice of the meeting and the proposed amendment has been given without action by the Board of Directors; or

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation this 30th day of June, 2002.

Rebecca S. Dillahunty
Rebecca S. Dillahunty, Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, **Rebecca S. Dillahunty**, to me well known and known to me to be the person described in and who executed the foregoing instrument and she acknowledged before me that she executed the said instrument as her free and voluntary act and deed for the use and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on this 30th day of June, 2002.

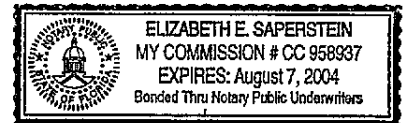
Elizabeth E. Saperstein
Notary Public

State of Florida

My Commission Expires:

☒ Personally Known

 ID Produced:



CONSENT OF REGISTERED AGENT

Denis A. Cohrs, having been named as the Registered Agent of the corporation at the registered office designated in the foregoing Articles of Incorporation, hereby consents to the designation.

[Signature]

Denis A. Cohrs,
Registered Agent

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA