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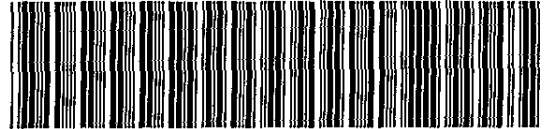
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GOTTLIEB & GOTTLIEB, P.A.
ATTORNEYS AND COUNSELORS AT LAW
2475 Enterprise Road, Suite 100
Clearwater, Florida 33763
(727) 791-1977
FAX 791-8090

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DEPARTMENT OF STATE
TALLAHASSEE FLORIDA

October 23, 2002

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P O BOX 6327
TALLAHASSEE FLORIDA 32314
409 EAST GAINES STREET
TALLAHASSEE FLORIDA 32399

In Re: Crystal Spring Homeowners' Association, Inc.

Gentlemen:

Enclosed are the original and one copy of the *Articles of Incorporation* and the *Acceptance of Appointment as Registered Agent* of the above-captioned corporation.

Also enclosed, please find our check in the amount of \$122.50 which comprises the filing fee of \$35.00, certified copy fee of \$52.50, and registered agent designation fee of \$35.00; all for the above-captioned corporation.

Please file the enclosed documents and return a certified copy to the undersigned.

Should you have any questions or wish to discuss this matter further, please feel free to contact us.

Sincerely yours,

GOTTLIEB & GOTTLIEB, P.A.


By: Margaret C. D'Orio

pd
Encs.

ARTICLES OF INCORPORATION

CRYSTAL SPRING HOMEOWNERS' ASSOCIATION, INC.

1 CORPORATE NAME - The name of the corporation shall be:

**CRYSTAL SPRING
HOMEOWNERS' ASSOCIATION, INC.**

and shall hereinafter be referred to as the Association.

2 ADDRESS - The initial mailing address of the Association shall be c/o *GOTTLIEB & GOTTLIEB, P.A.*, 2475 Enterprise Road, Suite 100, Clearwater, Florida 33763. The principal office of the Association shall be located at the mailing address or at such other place as may be subsequently designated by the Board of Trustees of the Association.

3 REGISTERED AGENT - The Association's initial registered agent shall be: *GOTTLIEB & GOTTLIEB, P.A.*, 2475 Enterprise Road, Suite 100, Clearwater, Florida 33763.

4 DEFINITIONS - All words, phrases, names and terms used in these Articles of Incorporation and the Bylaws and regulations of the Association shall have the same meaning and be used and defined the same as they are in the *Declaration of Covenants, Conditions and Restrictions for Crystal Spring* [the Declaration] as the same is recorded in Official Records Book 12297, Page 980, of the Public Records of Pinellas County, Florida. The Declaration is incorporated herein by reference as if set forth in its entirety.

5 PURPOSES AND POWERS - The specific purposes for which the Association is formed are:

5.1 To provide for the maintenance, preservation and architectural control of the residential lots, common areas and improvements according to the provisions of the Declaration, relative to that certain plat recorded among the Public Records of Pinellas County, Florida, to wit:

LOTS 1 through 8, CRYSTAL SPRING, as recorded in Plat Book 124, Pages 65 and 66, of the Public Records of Pinellas County, Florida;

5.2 To promote the health, safety and welfare of the residents within the Development and any additions thereto as may hereafter be brought within the jurisdiction of the Association for these purposes.

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STATE
TALLAHASSEE FLORIDA

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**CRYSTAL SPRING HOMEOWNERS' ASSOCIATION, INC.
ARTICLES OF INCORPORATION**

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5.3 In carrying out these purposes, the Association shall hold and exercise all of the authority granted to nonprofit corporations under laws of the State of Florida as it may from time to time exist, including, but not limited to, the following specific powers:

5.3.1 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;

5.3.2 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, and as the same may be amended from time to time as therein provided;

5.3.3 To prepare and adopt an annual operating budget, which shall be sufficient to pay for all necessary expenses to be shared in common by the Owners, including a reasonable reserve for repairs, maintenance and replacement of common area and for reasonably anticipated contingencies;

5.3.4 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 other expenses incident to the conduct of the business of Association, including but not limited to all licenses, taxes or governmental charges levied or imposed against the property of the Association;

5.3.5 To maintain, repair and operate the property of the Association;

5.3.6 To purchase insurance upon the property of the Association and insurance for the protection of the Association and its Members as Owners;

5.3.7 To reconstruct improvements owned by the Association after casualty and make further improvements upon the property;

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

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

5.3.10 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 all or any part of any real or personal property in connection with

**CRYSTAL SPRING HOMEOWNERS' ASSOCIATION, INC.
ARTICLES OF INCORPORATION**

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the affairs of the Association. No dedication or transfer of real property shall be effective unless approved by at least two-thirds (2/3) of the entire membership;

5.3.11 To borrow money, and with the assent of at least two-thirds (2/3) of the entire membership, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

5.3.12 To participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and common areas, provided that any such merger, consolidation or annexation shall have the assent of at least two-thirds (2/3) of the entire membership unless the annexation involves land the Developer has reserved the right to annex in the Declaration, in which case the Declaration shall control the annexation.

5.4 The foregoing notwithstanding, the Association is not formed for the pecuniary gain or profit of, and neither its net earnings nor any part thereof shall be distributable to its Members, trustees, officers, or other individuals; nor shall it engage in any activity which is not permitted to be carried on by a corporation which is exempt from federal income taxes under Section 501(c)(4) of the *Internal Revenue Code of 1986* as amended or any other similar provision of federal income tax laws and/or regulations of the Internal Revenue Service.

6 MEMBERSHIP - The qualifications for Members and the manner of their admission shall be as follows:

6.1 GENERALLY - Every person or entity who is a record Owner of a fee or undivided fee interest in any Lot within *Crystal Spring* shall be a Member of the Association. No person except the Developer or an Owner is entitled to membership in the Association. Any Owner of more than one Lot shall be entitled to one (1) vote for each Lot owned. Classes of membership are as set forth in the Declaration. Membership shall be appurtenant to and may not be separated from ownership of a Lot which is subject to assessment by the Association. Change of membership in the Association for an Owner shall be established by recording in the Public Records of Pinellas County, Florida, a deed or other instrument establishing record title to a Lot in the Development and by delivery of a recorded copy of the same to the Association. The Owner(s) designated by such deed shall become a Member of the Association and the membership of the prior Owner shall be terminated as of such recording.

7 VOTING - The Association shall have two (2) classes of Members:

7.1 Class A - Class A Members shall be all Owners, except the Developer, of Lots and shall be entitled to one (1) vote for each such Lot so owned.

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7.2 Class B - The Class B Member shall be the Developer and shall be entitled to Fifteen (15) votes for each Lot owned. The Class B membership shall cease as set forth in the Declaration.

8 BOARD OF TRUSTEES - The governance of the Association shall be vested in a Board of Trustees and shall be carried out in accordance with bylaws to be adopted, from time to time, by the affirmative vote of the Members. The Board of Trustees shall be composed of not less than three (3), and not more than five (5) Trustees. The names and addresses of the initial Trustees are:

William K. O'Neal,
William C. O'Neal, and
Ruby W. O'Neal.

9 OFFICERS - The affairs of the Association shall be administered by a President, a Secretary, a Treasurer and such other officers as may be designated from time to time by the Board of Trustees. The Officers shall be elected every two (2) years at the first meeting following the annual meeting of the Members of the Association. The names and addresses of Officers who shall serve until their successors are elected by the Board of Trustees are:

William K. O'Neal - President
William C. O'Neal - Secretary
Ruby W. O'Neal - Treasurer

10 INDEMNIFICATION OF TRUSTEES, OFFICERS, AND MEMBERS - The Board of Trustees shall authorize the Association to pay or reimburse any present or former Trustee, officer or Member of the Association any judgments, fines, penalties, costs, or expenses actually and necessarily incurred in any action, suit, or proceeding to which he or she is made a party by reason of holding such position if he or she acted in good faith and in a manner reasonably believed to be in, and not opposed to, the best interests of the Association; provided, however, that there shall be no such indemnification if he or she is finally adjudicated therein to be liable for negligence or misconduct in the performance of his duty to the Association. The indemnification herein provided shall also extend to good faith expenditures incurred in anticipation of or preparation for threatened or proposed litigation. The Board of Trustees may, in proper cases, extend the indemnification to cover the good faith settlement of any such action, suit, or proceeding, whether formally instituted or not. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Trustee, officer or Member serving the Association may be entitled.

11 BYLAWS - The Bylaws of the Association shall be adopted by the Board of Trustees and may be altered, amended or rescinded, at a duly called regular or special meeting

**CRYSTAL SPRING HOMEOWNERS' ASSOCIATION, INC.
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of the Members, by an affirmative vote of a majority of all the Members present in person or by proxy.

12 DISSOLUTION - The Association may be dissolved upon written assent signed by Members holding at least two-thirds (2/3) of the total number of votes of each class of Members. Upon the 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 the 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.

13 TERM - The term of the Association shall be perpetual.

14 AMENDMENTS - These Articles may only be amended in the following manner:

14.1 NOTICE: Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered.

14.2 VOTE: A resolution for the adoption of an amendment may be proposed by either the Board of Trustees or by Members of the Association. The Trustees and Members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing such approval is delivered to the Secretary at or prior to the meeting. Except as elsewhere provided, such resolutions must be adopted by at least two-thirds (2/3) of the votes of the entire membership of the Association.

14.3 LIMIT ON AMENDMENTS: No amendment shall make any changes in the qualifications for membership, nor in the voting rights of Members, without the unanimous written approval of the Members of the Association.

14.4 CERTIFICATION: A copy of each amendment shall be filed with and certified by the Secretary of State.

15 INCORPORATOR - The name and address of the incorporator is William K. O'Neal, *Huntington Home, Corp.*, P.O. Box 451, Palm Harbor, FL 34682.

CRYSTAL SPRING HOMEOWNERS' ASSOCIATION, INC.
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IN WITNESS WHEREOF, the above-named incorporator, acting for and on behalf of the Association, has hereunto subscribed his name on 10-23, 2002.


WILLIAM K. O'NEAL

ACKNOWLEDGMENT

STATE OF FLORIDA)
COUNTY OF PINELLAS) ss.

The foregoing instrument was acknowledged before me on 10-23, 2002, by William K. O'Neal who is personally known to me.


Notary Public



**ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

We hereby accept the appointment as Registered Agent for *CRYSTAL SPRING HOMEOWNERS' ASSOCIATION, INC.* We are familiar with, and accept, the obligations provided for in §607.325, Florida Statutes.

10-23, 2002

GOTTLIEB & GOTTLIEB, P.A.
Attorneys and Counselors at Law
2475 Enterprise Road, Suite 100
Clearwater, Florida 33763

By: _____


Jerry Gottlieb