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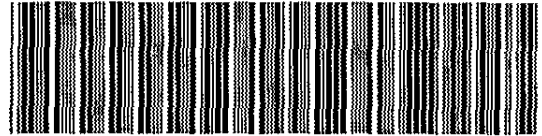
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Florida Bar Board Certified Wills,
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December 11, 2002

VIA U.P.S. DELIVERY

Florida Department of State
Corporations Division
409 East Gaines Street
Tallahassee, Florida 32399

Re: Articles of Incorporation: HOMEOWNERS ASSOCIATION OF
WELLINGTON PLACE AT DUNEDIN, INC. and HOMEOWNERS
ASSOCIATION OF WELLINGTON PLACE TOWNHOMES, INC.

Dear Sir/Madam:


Enclosed for filing with your office please find the Articles
of Incorporation and Designation of Registered Agent for the above
corporations.

We are also enclosing our check in the amount of \$245.00 which
represent the following fees:

Filing fees	\$ 70.00
Registered agent fee	\$ 70.00
Certified copies of Articles of Incorporation	\$105.00

Please forward the certified copy of the Articles of
Incorporation to this office. Thank you for your cooperation.

Very truly yours,



Dennis P. Thompson

DPT/ktb
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

**HOMEOWNERS ASSOCIATION OF WELLINGTON PLACE
TOWNHOMES, INC.**

The undersigned, acting as the sole incorporator, adopts these Articles of Incorporation (these articles) and forms a homeowners association (the "Association") under the Florida Not For Profit Corporation Act.

ARTICLE I
NAME OF ASSOCIATION

The name of the Association is: **HOMEOWNERS ASSOCIATION OF WELLINGTON PLACE TOWNHOMES, INC.**

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The initial principal office address of the Association is 1177 Main Street, Suite C, Dunedin, Florida 34698 and the mailing address of the Association is P.O. Box 1705, Dunedin, Florida 34697.

ARTICLE III
PURPOSES

The purpose of the Association is to serve as the property owners association under the Declaration of Covenants, Conditions, Restrictions and Easements for **WELLINGTON PLACE, A PLANNED TOWNHOME COMMUNITY** to be executed by Developer (defined below) and recorded in the public records of Pinellas County, Florida (as amended from time to time, the "Declaration") relating to the community being developed by Developer in Pinellas County, Florida known as **WELLINGTON PLACE, A PLANNED TOWNHOME COMMUNITY** ("Wellington Place").

ARTICLE IV
POWERS

Except as may be limited by these Articles, the Declaration or the Bylaws of the Association, the Association will have and exercise all rights and powers in furtherance purposes as are now or may hereafter be conferred on not for profit corporations under

the laws of the State of Florida. Without limiting the foregoing, the Association will have the power to operate and maintain common property, including the Surface Water/Storm Water Management System as permitted by the Southwest Florida Water Management District.

ARTICLE V **LIMITATIONS ON ACTIVITIES**

No part of the net earnings of the Association will inure to the benefit of, or be distributable to, any member, Director or officer of the Association or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Association affecting one or more of its purposes), and no member, Director or officer of the Association, or any private individual, will be entitled to share in the distribution of any of the Association's assets on dissolution of the Association; provided, however, that the Association may confer benefits in the form of distributions, in dissolution or otherwise, as specified in Article XIII below. No substantial part of the activities of the Association will be the carrying on of propaganda or otherwise attempting to influence legislation, and the Association will not participate in or intervene in any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office.

ARTICLE VI **TERM OF EXISTENCE**

The date when corporate existence will commence is on the date of the filing of these Articles by the Florida Department of State. The Association will have perpetual existence thereafter.

ARTICLE VII **MEMBERSHIP**

The Association will have members. The manner of admission of members, the classes of membership, qualification for membership, the rights of members and other membership matters will be as provided in the Declaration and in the Bylaws of the Association.

ARTICLE VIII **BOARD OF DIRECTORS**

8.1 The business and affairs of this Association will be managed by a Board of

Directors. Directors will be elected, removed and hold office as provided in the Declaration and in the Bylaws of the Association.

8.2 The names and addresses of the persons who will serve as the Directors of the Association as of the date of the adoption of these Articles are:

<u>Name</u>	<u>Address</u>
Thomas E. George	1177 Main Street Suite C Dunedin, Florida 34698
Gretchen R. George	1177 Main Street Suite C Dunedin, Florida 34698
Sally H. Foote	1150 Cleveland Street Suite 301 Clearwater, Florida 33755

8.3 The number of Directors of the Association will be not less than three (3) nor more than nine (9). The number may be changed from time to time as provided in the Bylaws.

ARTICLE IX **DEVELOPER**

9.1 Developer. The Developer of Wellington Place is Wellington Place Properties, Inc., a Florida corporation. Wellington Place Properties, Inc. or any successor as Developer under the Declaration is referred to herein as "Developer."

9.2 Certain Rights of Developer. So long as Developer owns any real property included in Wellington Place, the Association, without the prior written consent of the Developer, will have no authority to, and will not, undertake any action which will

9.2.1 prohibit or restrict in any manner the Wellington Place sales and marketing program or the development or other activities of Developer within or relating to Wellington Place, except as may be required for the enforcement of the Declaration;

9.2.2 decrease the level or quality of the maintenance services of the Association;

9.2.3 increase the General Assessment under the Declaration by more than five percent (5%) or make any special or individual assessment against, or impose any fine upon, Developer or any property owned by Developer;

9.2.4 change the membership of the Architectural Control Committee of the Association or diminish its powers;

9.2.5 alter, amend or supplement the initial Rules and Regulations (as defined in the Declaration);

9.2.6 increase or decrease the numbers of directors on the Board of Directors.

ARTICLE X **INDEMNIFICATION**

The Association will indemnify any director or officer or any former director or officer to the fullest extent permitted by law.

ARTICLE XI **BYLAWS**

The power to adopt, alter, amend or repeal the Bylaws shall be as set forth in the Bylaws.

ARTICLE XII **AMENDMENTS**

Except as limited by Section 9.2 above, these Articles may be amended in the manner provided in the Bylaws.

ARTICLE XIII **DISSOLUTION**

The Association may be dissolved with the consent given in writing of not less than 95% of each class of Members. Upon dissolution of this Association, or the liquidation of its assets, whether voluntary or involuntary or by operation of law, except as and to the

extent otherwise provided or required by law, the net assets remaining shall be dedicated to an appropriate public agency or non-profit organization to be used for purposes similar to those for which the Association was created; provided, however, that nothing contained in this Article may be construed to prevent a distribution from the net assets of the Association to another distributee otherwise properly made in accordance with the provisions of these Articles, solely by reason of the fact that one or more of the members, officers or directors of the Association may be connected or associated with the distributee as a shareholder, member, trustee, director, officer or in any other capacity.


ARTICLE XIV
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Association is 1150 Cleveland Street, Clearwater, Florida 33755, and the name of its initial registered agent at such address is Dennis P. Thompson.

ARTICLE XV
INCORPORATOR

The name and address of the incorporator signing these Articles is Dennis P. Thompson, 1150 Cleveland Street, Suite 301, Clearwater, Florida 33755.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on behalf of the Association on this 11 of December, 2002.



Dennis P. Thompson

FILED
02 DEC 12 AM 9:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That **HOMEOWNERS ASSOCIATION OF WELLINGTON PLACE TOWNHOMES, INC.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at Dunedin, County of Pinellas, State of Florida, has named Dennis P. Thompson, located at 1150 Cleveland Street, Suite 301, Clearwater, County of Pinellas, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

Registered Agent



DENNIS P. THOMPSON

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TALLAHASSEE, FLORIDA