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CAPITAL CONNECTION, INC.

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Lofts on the Park
Homeowners Assoc

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_____ LTD Partnership File _____

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_____ Certificate of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
FOR
LOFTS ON THE PARK
HOMEOWNERS ASSOCIATION, INC.

The undersigned subscribers by these Articles associate themselves for the purpose of forming a corporation not for profit pursuant to the laws of the State of Florida; and hereby adopt the following Articles of Incorporation.

ARTICLE 1
NAME

The name of the corporation shall be LOFTS ON THE PARK HOMEOWNERS ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Association", these Articles of Incorporation as the "Articles", and the Bylaws of the Association as the "By-Laws".

ARTICLE 2
PURPOSE

The purpose for which the Association is organized is to provide an entity pursuant to Chapter 720, Florida Statutes, (the "Act") as it exists on the date hereof, for the operation of that certain community located in Pinellas County, Florida, and known as LOFTS ON THE PARK (the "Community").

ARTICLE 3
DEFINITIONS

The terms used in these Articles shall have the same definitions and meanings as those set forth in the Declaration of Covenants (the "Declaration") to be recorded in the Public Records of Pinellas County, Florida, unless herein provided to the contrary, or unless the context otherwise requires.

ARTICLE 4
POWERS

The powers of the Association shall include and be governed by the following:

4.1 **General.** The Association shall have all of the common-law and statutory

powers of a corporation not for profit under the Laws of Florida that are not in conflict with the provisions of these Articles, the Declaration, the By-Laws or the Act.

4.2 **Enumeration.** The Association shall have all of the powers and duties set forth in the Act, except as limited by these Articles, the Bylaws and the Declaration, and all of the powers and duties reasonably necessary to operate the Community pursuant to the Declaration and as more particularly described in the Bylaws, as they may be amended from time to time, including, but not limited to, the following:

- (a) To make and collect Assessments and other charges against members as Parcel Owners, and to use the proceeds thereof in the exercise of its powers and duties.
- (b) To buy, own, operate, lease, sell, trade and mortgage both real and personal property.
- (c) To maintain, repair, replace, reconstruct, add to and operate the Community Property, and other property acquired or leased by the Association; including the surface water management system structures, retention and detention areas, ponds, lakes, flood plain compensation areas, wetlands, and any associated buffer areas and wetland mitigation areas.
- (d) To purchase insurance upon the Community Property and insurance for the protection of the association, its officers, directors and Parcel Owners.
- (e) To make and amend reasonable rules and regulations for the maintenance, conservation and use of the Community Property and for the health, comfort, safety and welfare of the Parcel Owners.
- (f) To approve or disapprove the leasing, transfer, ownership, and possession of Parcels as may be provided by the Declaration.
- (g) To enforce by legal means the provisions of the Act, the Declaration, these Articles, the By-Laws, and the rules and regulations for the use of the Community Property, subject, however, to the limitation regarding assessing Parcels owned by the Developer for fees and expenses relating in any way to claims or potential claims against the Developer as set forth in the Declaration and/or By-Laws.

- (h) To contract for the management and maintenance of the Community Property and to authorize a management agent (who may be an affiliate of the Developer) to assist the Association in carrying out its powers and duties by performing such functions as the submission of proposals, collection of Assessments, preparation of records, enforcement of rules and maintenance, repair and replacement of the Common Areas with such funds as shall be made available by the Association for such purposes. The Association and its officers shall, however, retain at all times the powers and duties granted by the Act, including, but not limited to, the making of Assessments, promulgation of rules and execution of contracts on behalf of the Association.
- (i) To employ personnel to perform the services required for the proper operation of the Community.

4.3 Association Property. All funds and the title to all properties acquired by the Association and their proceeds shall be held for the benefit and use of the members in accordance with the provisions of the Declaration, these Articles and the Bylaws.

4.4 Distribution of Income; Dissolution. The Association shall make no distribution of income to its members, directors or officers, and upon dissolution, all assets of the Association shall be transferred only to another nonprofit corporation or a public agency.

4.5 Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions hereof and of the Declaration, the Bylaws, and the Act.

ARTICLE 5 MEMBERS

5.1 Membership. The members of the Association shall consist of all of the record title owners of Parcels in the Community from time to time, and after termination of the Community, shall also consist of those who were members at the time of such termination, and their successors and assigns.

5.2 Assignment. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the Parcel for which that share is held.

5.3 **Voting.** The Association shall have two (2) classes of membership and two (2) classes of voting:

a. Class A Membership. Class A membership shall consist of all Owners of Parcels within the Property with the exception of those owned by the Declarant. When the fee simple interest in a Parcel is held by more than one (1) person or entity other than the Declarant, all such persons and/or entities shall be Class A members.

b. Class B Membership. The Class B membership shall consist of Parcels owned by the Declarant. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

(1) when the total votes outstanding in the Class A membership equals the total votes outstanding in the Class B Membership; or

(2) three (3) years from the date of recordation of this instrument.

c. Class A Voting. There shall be one (1) vote for each Parcel owned by one (1) or more Class A members, subject to the following requirements. As to each Parcel owned by one (1) or more Class A members, there shall be filed with the Secretary of the Association a "Designated Voter Certificate" which shall name one (1) and only one (1) of the Owners of such Parcel as the "Designated Voter" for that Parcel. Such Certificate shall be signed by all of the Owners of such Parcel and shall, upon filing with the Secretary of the Association, be effective until a new certificate is subsequently duly executed by all Owners and filed with the Secretary of the Association. Only the person named in such Certificate, or his duly appointed proxy, shall be allowed to cast the vote for the subject Parcel. A Parcel which does not have on record with the Secretary of the Association a valid Designated Voter Certificate shall not be entitled to vote nor shall such Parcel be counted as existing for the purposes of determining any percentages or fractions for voting purposes under this Declaration for the Association.

d. Class B Voting. There shall be three (3) votes for each Parcel owned by the Class B member and the votes of the Class B member may be cast by any person designated in a Designated Voter Certificate in the same manner as for Class A, except that one (1) person may be designated by the Declarant to cast the votes for more than one (1) Parcel owned by the Declarant in a single Certificate.

e. Majority Vote. Voting members are empowered to elect or remove officers and directors of the Association or conduct other business of the Association

by majority vote of said voting members, unless specified otherwise by these Covenants, at a duly called meeting of the Association after notice to the said membership, at least ten (10) days prior to such meeting, provided that a quorum of at least 50% of the voting members are present, either in person or proxy.

5.4 Meetings. The Bylaws shall provide for an annual meeting of members, and may make provision for regular and special meetings of members other than the annual meeting.

ARTICLE 6 TERM OF EXISTENCE

The Association shall have perpetual existence. In the event the Association is dissolved, the control or right of access to the property containing the surface water management system facilities shall be conveyed or dedicated to an appropriate governmental unit or public utility and that if not accepted, then the surface water management facility shall be conveyed to a non-profit corporation similar to the Association.

ARTICLE 7 SUBSCRIBERS

The names and addresses of the subscribers to these Articles are as follows:

NAME	ADDRESS
Nick Bickey	13144 Park Boulevard, Suite C Seminole, FL 33776
Mindy Bickey	13144 Park Boulevard, Suite C Seminole, FL 33776

ARTICLE 8 OFFICERS

The affairs of the Association shall be administered by the officers holding the offices designated in the Bylaws. The officers shall be elected by the Board of Directors of the Association 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 Bylaws may provide for the removal from office of officers, for filling vacancies and for the duties of the officers. The names and addresses of the officers who shall

serve until their successors are designated by the Board of Directors are as follows:

NAME AND ADDRESS	OFFICE
Mindy Bickey 13144 Park Boulevard, Suite C Seminole, FL 33776	President
Rand Baldwin 13100 Park Boulevard, Suite B Seminole, FL 33776	Vice-President
Kevin Stevenson 13144 Park Boulevard, Suite C Seminole, FL 33776	Secretary/Treasurer

ARTICLE 9 DIRECTORS

9.1 Number and Qualification. The property, business and affairs of the Association shall be managed by a board consisting of the number of directors determined in the manner provided the by Bylaws, but which shall consist of not less than three (3) directors. Directors need not be members of the Association or residents of Parcels in the Community.

9.2 Duties and Powers. All of the duties and powers of the Association existing under the Act, the Declaration, these Articles and the Bylaws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by Parcel Owners when such approval is specifically required.

9.3 Election; Removal. Directors of the Association shall be elected at the annual meeting of the members in the manner determined by and subject to the qualifications set forth in the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

9.4 Term of Developer's Directors. The Developer of the Community shall appoint the members of the first Board of Directors and their replacements who shall hold office for the periods described in the Bylaws.

9.5 First Directors. The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have taken office, as provided in the Bylaws, are as follows:

NAME	ADDRESS
Mindy Bickey	13144 Park Boulevard, Suite C Seminole, FL 33776
Kevin Stevenson	13144 Park Boulevard, Suite C Seminole, FL 33776
Rand Baldwin	13100 Park Boulevard, Suite B Seminole, FL 33776

ARTICLE 10 INDEMNIFICATION

10.1 Indemnity. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, officer or agent of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless (a) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith, nor in a manner he reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) such court further specifically determines that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner in which he reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

10.2 Expenses. To the extent that a director, officer or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 10.1 above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.

10.3 Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the

affected director, officer or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Association as authorized in this Article 10.

10.4 Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of members or otherwise, and shall continue as to a person who has ceased to be a director, officer or agent and shall inure to the benefit of the heirs and personal representatives of such person.

10.5 Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving, at the request of the Association, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

10.6 Amendment. Anything to the contrary herein notwithstanding, the provisions of this Article 10 may not be amended without the prior written consent of all persons whose interest would be adversely affected by such amendment.

ARTICLE 11 BYLAWS

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

ARTICLE 12 AMENDMENTS

Amendments to these Articles shall be proposed and adopted in the following manner:

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

12.2 Adoption. A resolution for the adoption of a proposed amendment may be proposed either by a majority of the Board of Directors or by not less than one-third (1/3) of the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in

writing, providing the approval is delivered to the Secretary at or prior to the meeting. The approvals must be:

- (a) by not less than a majority of the votes of all of the members of the Association represented at a meeting at which a quorum thereof has been attained and by not less than sixty-six and two-thirds percent (66 2/3%) of the entire Board of Directors; or
- (b) after control of the Association is turned over to the Parcel Owners other than the Developer, by not less than eighty percent (80%) of the votes of all of the members of the Association represented at a meeting at which a quorum has been attained; or
- (c) by not less than one hundred percent (100%) of the entire Board of Directors.

12.3 Limitation. No amendment shall make any changes in the qualifications for membership, nor in the voting rights or property rights of members, nor any changes in Sections 4.3, 4.4 or 4.5 of Article 4, entitled "Powers", without the approval in writing of all members and the joinder of all record owners of mortgages upon Parcels. No amendment shall be made that is in conflict with the Act, the Declaration or the Bylaws, nor shall any amendment make any changes which would in any way affect any of the rights, privileges, powers or options herein provided in favor of or reserved to the Developer, or an affiliate of the Developer, unless the Developer shall join in the execution of the amendment. No amendment to this paragraph 12.3 shall be effective.

12.4 The Developer may amend these Articles consistent with the provisions of the Declaration allowing certain amendments to be effected by the Developer alone.

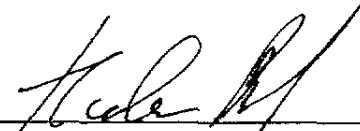
12.5 Recording. A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of applicable Florida law, and a copy certified by the Secretary of State shall be recorded in the public records of Pinellas County, Florida.

ARTICLE 13
INITIAL REGISTERED OFFICE; ADDRESS
AND NAME OF REGISTERED AGENT

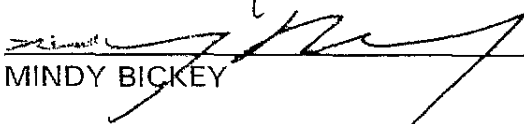
The initial registered office of this corporation shall be at 4514 Central Avenue,

St. Petersburg, Florida 33711, and the initial registered agent at that office shall be Joseph A. DiVito.

IN WITNESS WHEREOF, the subscribers have affixed their signatures the day and year set forth below.



NICK BICKEY



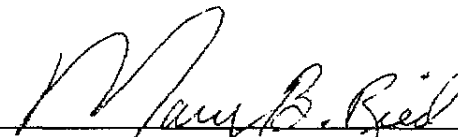
MINDY BICKEY

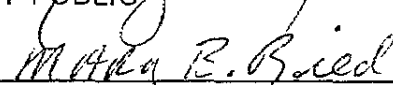
STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 22nd day of August, 2003, by NICK BICKEY, who is personally known to me or who produced drivers license as identification.

My Commission Expires:

MARY B. RIED
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # CC090006
EXPIRES 12/29/2003
BONDED THRU ASA 1-888-NOTARY1



NOTARY PUBLIC


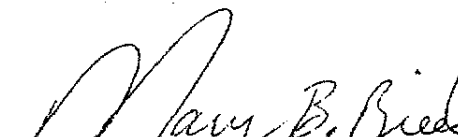
PRINTED NAME OF NOTARY


STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 22nd day of August, 2003, by MINDY BICKEY, who is personally known to me or who produced drivers license as identification.

My Commission Expires:

MARY B. RIED
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # CC090006
EXPIRES 12/29/2003
BONDED THRU ASA 1-888-NOTARY1



NOTARY PUBLIC


PRINTED NAME OF NOTARY

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

In compliance with the laws of Florida, the following is submitted:

First—That desiring to organize under the laws of the State of Florida with its registered office, as indicated in the foregoing articles of incorporation, at 4514 Central Avenue, St. Petersburg, Florida 33711, State of Florida, the corporation named in the said articles has named Joseph A. DiVito, 4514 Central Avenue, St. Petersburg, Florida 33711, County of Pinellas, State of Florida, as its statutory registered agent.

Having been named the statutory agent of said corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Dated this 22 day of August, 2003.



JOSEPH A. DIVITO
REGISTERED AGENT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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