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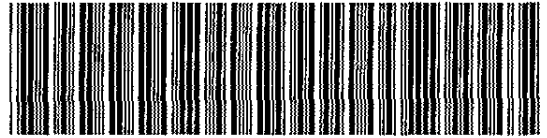
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CAPITAL CONNECTION, INC.

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Belleair Homeowners' Association Inc.

- Art of Inc. File _____
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ARTICLES OF INCORPORATION
OF
BELLEAIR HOMEOWNERS' ASSOCIATION, INC.,
a Florida Not For Profit Corporation

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned has this day voluntarily executed these Articles of Incorporation for the purpose of forming a not for profit corporation and does hereby:

ARTICLE I
Name of Corporation

The name of this corporation is: BELLEAIR HOMEOWNERS' ASSOCIATION, INC.

ARTICLE II
Principal office and Registered Agent

The principal office of the Association is located at 721 1st Avenue North, St. Petersburg, FL, 33701.

The Registered Agent of the Association is Leonard S. Englander of Englander & Fischer, P.A., whose address is 721 1st Avenue North, St. Petersburg, FL 33701.

ARTICLE III
Purpose

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which is formed are to provide for the operation, maintenance and preservation of the Belleair Homeowners.

ARTICLE IV
Members

The Declarant, and every person or entity who is a record Owner of a fee or undivided fee interest in any Lot 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.

Transfers of membership in the Association shall be made in the books of the Association and shall be established by recording among the Public Records of Pinellas County, Florida, a deed or other instrument establishing or transferring fee simple title to a Lot. Thereupon the transferor's membership in the Association shall automatically terminate.

ARTICLE V
Duration

The period of duration of this Association shall be perpetual.

ARTICLE VI
Subscriber

The name and address of the subscriber to these Articles of Incorporation is:

| | |
|--------------------|--|
| ROGER B. BRODERICK | 5514 Park Boulevard Pinellas Park, FL 33781 |
|--------------------|--|

ARTICLE VII
Directors

The affairs and property of this Association shall be managed and governed by a Board of Directors composed of not less than three (3) nor more than five (5) persons who shall be Members of the Association except as provided below. The first 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 names and addresses of the persons who are to act in the capacity of Directors until the election and qualification of their successors are:

| Name | Address |
|---------------------|--|
| Roger B. Broderick | 5514 Park Boulevard Pinellas Park, FL 33781 |
| Tonia M. Broderick | 5514 Park Boulevard Pinellas Park, FL 33781 |
| Robert B. Broderick | 5514 Park Boulevard Pinellas Park, FL 33781 |

These first members of the Board, who have been appointed by the Declarant, need not be Members of the Association and shall be the Board of Directors of the Association until the Turnover Date more particularly described in Article XII hereof. Thereafter, the Association Members shall elect Board members in accordance with the provisions of the Bylaws.

The Declarant shall have the right to appoint, designate, elect and replace all members of the Board of Directors, provided, however, the Declarant shall relinquish this right and shall cause the members of the Board of Directors appointed, designated, and elected by it to resign on the Turnover Date.

ARTICLE VIII
Officers

The officers of this Association shall be a President, who shall at all times be a member of the Board of Directors, a Secretary, a Treasurer, and such other officers as the Board may from time to time by resolution determine. The election of officers shall take place at the first meeting of the Board of Directors which shall follow each annual meeting of the Members. The names of the officers who are to serve until the first election or appointments are:

| | |
|----------------------------------|--|
| ROGER B. BRODERICK President | 5514 Park Boulevard Pinellas Park, FL 33781 |
| TONIA M. BRODERICK Secretary | 5514 Park Boulevard Pinellas Park, FL 33781 |
| ROBERT B. BRODERICK Treasurer | 5514 Park Boulevard Pinellas Park, FL 33781 |

ARTICLE IX
Liability

No officer, Director or Member of the Association shall be or become personally liable for any debt or other obligation of this Association except as specifically provided in the Declaration, these Articles of Incorporation or the Bylaws.

ARTICLE X
Indemnification

Every Director and officer of the Association, and every Member of the Association serving the Association at its request, shall be indemnified by the Association against all expenses and liabilities including reasonable attorney fees, through all appeals, if any, incurred by or imposed upon such Director, officer or Member in connection with any proceeding or any settlement of any proceeding to which such person may be partly or in which such person may become involved by reason of being or having been a Director or officer of the Association or by reason of serving or having served the Association at its request, whether or not such person is a Director or officer or is serving at the time expenses or liabilities are incurred; provided that in the event of a settlement before entry of judgement, and also when the person concerned is adjudged guilty of willful misfeasance or malfeasance in the performance of duties, the indemnification shall apply only when the Board of Directors approves the settlement and reimbursement as being in the best interests of the Association. The foregoing right of indemnification shall be in addition to and shall not be exclusive of all other rights to which that person may be entitled.

ARTICLE XI
Bylaws

The Bylaws of the Association may be made, altered, or rescinded at any annual meeting of the Members of the Association, or at any special meeting of the Members called for such purpose, on the affirmative vote of seventy-five percent (75) of the members, except that the initial Bylaws of the Association shall be made adopted by the Board of Directors.

ARTICLE XII
Voting Rights

Each member shall be entitled to one (1) vote. There are seven lots and therefore, seven members who may be entitled to vote.

ARTICLE XIII
Termination

The Association may be dissolved with the assent given in writing and signed by 75% of the members.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 9 day of October, 2003.

By: [Signature]
ROGER B. BRODERICK, PRESIDENT

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 9 day of October 2003, by Roger B. Broderick who is authorized to transact business in the State Of Florida, who is personally known to me or who has produced identification (identification produced)



Kim J. Clyde
Notary Public
Kim J. Clyde
Printed Name of Notary Public
Commission Expires: 7/4/04

Attest: [Signature]
TONIA M. BRODERICK, SECRETARY

The foregoing instrument was acknowledged before me this 9 day of October 2003, by Tonia M. Broderick who is authorized to transact business in the State Of Florida, who is personally known to me or who has produced identification (identification produced)



Kim J. Clyde
Notary Public
Kim J. Clyde
Printed Name of Notary Public
Commission Expires: 7/4/04

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND STREET ADDRESS FOR SERVICE OF PROCESS
WITHIN FLORIDA**

Pursuant to Section 48.091, Florida Statutes, BELLEAIR HOMEOWNERS' ASSOCIATION, INC., a Florida not for profit corporation, desiring to organize under these laws of the State of Florida, hereby designates Leonard S. Englander located at 721 1st Avenue North, St. Petersburg, FL 33701, as its Registered Agent to accept service of process within the State of Florida.

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the above named corporation, at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as Registered Agent.

Dated the 9th day of October, 2003.


LEONARD S. ENGLANDER

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