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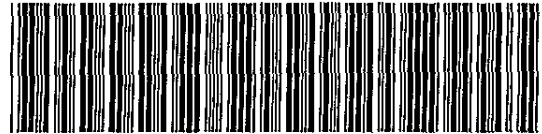
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SEC. OF STATE
TALLAHASSEE, FLORIDA

LAW OFFICES OF
CIANFRONE, POLSTER & De FURIO
A Partnership of Professional Associations

Joseph R. Cianfrone
James R. De Furio
Neil E. Polster

1968 Bayshore Boulevard
Dunedin, Florida 34698

(727) 738-1100
(727) 733-2154
Fax (727) 733-0042

October 17, 2003

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: The Lofts of Clearwater Homeowners' Association, Inc.

Dear Sir/Madame:

Enclosed please find the Articles of Incorporation for the above-named corporation. In addition, a check in the amount of \$78.75 is enclosed which represents the filing fees and certified copy costs.

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Thank you for your anticipated cooperation in this matter.

Sincerely,

JOSEPH R. CIANFRONE, P.A.

Joseph R. Cianfrone

JRC:dmc
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
THE LOFTS OF CLEARWATER HOMEOWNERS' ASSOCIATION, INC.
A Florida Corporation Not For Profit

The undersigned incorporators, all residents of the State of Florida and all of full age, hereby associate ourselves together and make, subscribe, acknowledge and file with the Department of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation not for profit under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation is THE LOFTS OF CLEARWATER HOMEOWNERS' ASSOCIATION, INC., a Florida corporation not for profit.

ARTICLE II

OFFICE AND REGISTERED AGENT

The Association's registered office is 1968 Bayshore Boulevard, Dunedin, Florida 34698, and its registered agent is Joseph R. Cianfrone who maintains a business office at the above address. Both the Association's registered office and registered agent may be changed from time to time by the Board of Directors as provided by law.

ARTICLE III

PURPOSE

The Association does not contemplate pecuniary gain or profit to its members, and the specific purposes for which it is formed are to provide for the maintenance, preservation and architectural control of all common areas and other residential lots within that certain tract of property (hereinafter referred to as the "Property") in Pinellas County, Florida known as THE LOFTS OF CLEARWATER and more particularly described in the Plat thereof.

ARTICLE IV

POWERS

Without limitation, this Association is empowered as follows:

(a) Declaration. Exercise all rights, powers, privileges and perform all duties, of this Association as successor to the Association named in that certain Declaration of Covenants, Conditions and Restrictions (hereinafter referred to as the "Declaration") applicable to the property and recorded in the Public Records of Pinellas County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth in full;

(b) Property. In any lawful manner, acquire, own, hold, improve, manage, operate, maintain, repair, replace, convey, sell, lease, transfer, assign, and otherwise dispose of property of any nature whatsoever, real, personal, or mixed, tangible or intangible, in connection with this Association's affairs;

(c) Assessments. Fix, levy, collect, and enforce by any lawful means all charges or assessments established by, or pursuant to, the Declaration; and to use and expend the proceeds of assessments in the exercise of its powers and duties hereunder.

(d) Costs. Pay all costs, expenses, and obligations lawfully incurred in connection with this Association's affairs including, without limitation, all licenses, taxes, or other governmental charges levied or imposed against this Association's property;

(e) Dedications. With the approval of two-thirds (2/3) of voting members present at vote, dedicate, sell or transfer all or any part of its property to any public agency, authority, or utility for such purposes, and subject to such conditions as two-thirds of voting members present at vote determine;

(f) Mergers. With the approval of two-thirds (2/3) of the voting members present at vote, participate in mergers and consolidations with other non-profit corporations organized for similar purposes;

(g) Rules. From time to time adopt, alter, amend, rescind, and enforce reasonable rules and regulations governing the use of the Lots, Common Area, and Corporate Property consistent with the rights and duties established by the Declaration and these Articles;

(h) General. Have and exercise all common law rights, powers, and privileges, and those that a corporation not for profit may now or hereafter have or exercise under the laws of the State of Florida, together with all other rights, powers, and privileges reasonably to be implied from the existence of any right, power, or

privilege so granted, or granted by the Declaration or these Articles, or reasonably necessarily to effectuate the exercise of any right, power or privilege so granted;

(i) Enforcement. To enforce by legal means the obligations of the members of the corporation; the provisions of the Declaration, Bylaws, and these Articles, and all Rules and Regulations, and the provisions of a dedication or conveyance of the Corporate Property to the corporation with respect to the use and maintenance thereof.

ARTICLE V

MEMBERSHIP

Every person who from time to time holds the record fee simple title to, or any undivided fee simple interest in, any Lot that is subject to the provisions of the Declaration is a member of this Association, including contract sellers, but excluding all other persons who hold any interest in any Lot merely as security for the performance of an obligation. An Owner of more than one Lot is entitled to one membership for each Lot owned. Membership is appurtenant to, and may not be separated from, ownership of at least one Lot that is subject to the provisions of the Declaration, and membership may not be transferred other than by transfer of title to such Lot. Each membership is transferred automatically by conveyance of title of a Lot. An Owner who is a contract vendor may assign his membership and voting right to a contract vendee in possession.

ARTICLE VI

MEMBERSHIP AND VOTING RIGHTS

Section 1. Membership. Every owner of a Lot which is subject to assessment shall be a member of the Association. Membership shall be appurtenant and may not be separated from ownership of any Lot which is subject to the assessment.

Section 2. Voting Rights. The Association shall have two (2) classes of voting memberships:

Class A. Class A Members shall be all those Owners, as defined in Section 1, with the exceptions of the Declarant. Class A Members shall be entitled to one (1) vote for each Lot in which they hold the interest required for membership in Section 1. When more than one person holds such interest or interests in any Lot, all such persons shall be Class A Members, and the vote for such Lot shall be exercised as they, among themselves, determine; but in no event shall more than one (1) vote be cast with respect to any such Lot.

Class B. The Class B Member shall be the Declarant as named in the Declaration as to the Lots it owns. Until completion of construction of a residential structure on any Lot exists, the Class B membership designation may be assigned to any subsequent lot developer or lot builder, but not to any party intending to reside on the Lot. Each Class B Member shall be entitled to three (3) votes for every Lot owned. Unless converted earlier and voluntarily by the Declarant, the Class B membership shall cease, and be converted to Class A membership upon the earliest of the following events (the period of time from the date of this Declaration to the date of such event being referred to herein as the "Class B Control Period"):

- (1) When seventy-five percent (75%) of the Lots have been deeded to Owners other than the Declarant; or
- (2) Seven (7) years from the date of the recording of the Declaration among the public records of Pinellas County, Florida; or
- (3) On an earlier date specified at the option of the Declarant.

ARTICLE VII

BOARD OF DIRECTORS

Section 1. This Association's affairs are managed by a Board of Directors composed of three Directors. The number of Directors from time to time may be changed by amendment to the Association's Bylaws, but at all times it shall be an odd number of three or more. The initial Directors named below shall serve until this Association's first annual meeting. The term of office for the initial Directors shall be one year. Any Director may succeed himself or herself in office. At the first annual meeting, the members shall elect one Director for a term of one year, one Director for a term of two years, and one Director for a term of three years. At each annual meeting thereafter, the members shall elect one Director for a term of three years. Each member may cast as many votes for each vacancy as such member has, and the person receiving the largest number of votes cast for each vacancy is elected. Directors shall be Association members.

Section 2. The names and addresses of the persons who will serve as Directors until their successors have been duly elected and qualify, unless they sooner die, resign, or are removed, are:

<u>Name</u>	<u>Address</u>
Bernard K. Reichel, Jr.	423 Cleveland Street Clearwater, Florida 33755

Ido Fischler 423 Cleveland Street
Clearwater, Florida 33755

Patrick Valtin 423 Cleveland Street
Clearwater, Florida 33755

Section 3. At each annual meeting the members shall elect one secretary for a term of one year. Each member may cast as many votes for this vacancy as such member has, and the person receiving the largest number of votes cast for this vacancy is elected. The Secretary shall be an Association member.

Section 4. At each annual meeting the members shall elect one Treasurer for a term of one year. Each member may cast as many votes for this vacancy as such member has, and the person receiving the largest number of votes cast this vacancy is elected. The Treasurer shall be an Association member.

ARTICLE VIII

INCORPORATOR

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Joseph R. Cianfrone	1968 Bayshore Boulevard Dunedin, Florida 34698

ARTICLE IX

DISSOLUTION

This Association may be dissolved in the manner from time to time provided by the laws of the State of Florida and with the assent given in writing and signed by not less than two-thirds (2/3) of members present at a meeting called for such purpose. Upon dissolution of this Association in any manner other than incident to a merger or consolidation, all of this Associations assets must be evenly distributed to al contributing Association members. In no event, however, may any assets inure to the benefit of any member or other private individual.

ARTICLE X

DURATION

This Association shall exist perpetually.

ARTICLE XI

BYLAWS

This Association's Bylaws initially will be adopted by the Board of Directors. Thereafter, the Bylaws may be altered, amended, or rescinded with the approval of two-thirds (2/3) of voting members present and voting, except as to those provisions for amendment to the Bylaws which are provided in the Declaration or any Supplemental Declaration in which case those provisions shall control such amendments.

ARTICLE XII

AMENDMENTS

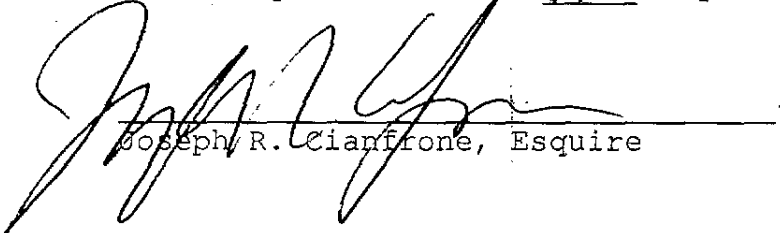
Amendments to these Articles may be proposed and adopted in the manner from time to time provided by the laws of the State of Florida, provided that each such amendment must have the approval of two-thirds (2/3) of the voting members present and voting, except as to those provisions for amendment to the Bylaws which are provided in the Declaration or any Supplemental Declaration in which case those provisions shall control such amendments.

ARTICLE XIII

INTERPRETATION

Express reference is made to the Declaration where necessary to interpret, construe, and clarify the provisions of the Articles. Without limitation, all terms defined in the Declaration have the same meaning where used in these Articles. By subscribing and filing these Articles, the incorporators intend its provisions to be consistent with the provisions of the Declaration and to be interpreted, construed, and applied with those of the Declaration to avoid inconsistencies or conflicting results.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, I, the undersigned, constituting the incorporation of this Association, have executed these Articles of Incorporation this 17 day of October, 2003.




Joseph R. Cianfrone, Esquire

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, this day personally appeared Joseph R. Cianfrone, to me well known to be the person described in, and who signed the foregoing Articles of Incorporation of THE LOFTS OF CLEARWATER HOMEOWNERS ASSOCIATION, INC., and who acknowledged to me that he executed and subscribed such Articles for the purposes set forth herein.

WITNESS my hand and official seal this 17th day of October, 2003.


NOTARY PUBLIC

My Commission Expires:



Donna M Cox
My Commission DD140468
Expires August 08, 2008

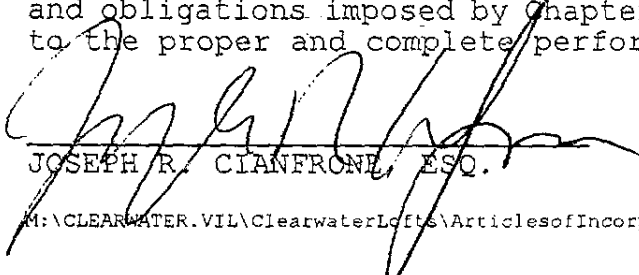
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA
AND
NAMING THE REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED

THE LOFTS OF CLEARWATER HOMEOWNERS ASSOCIATION, INC., desiring to organize under the laws of the State of Florida, as a corporation not for profit with its principal office as indicated in its Articles of Incorporation, and the address of its registered agent as:

Joseph R. Cianfrone, Esquire
Joseph R. Cianfrone, P.A.
1968 Bayshore Boulevard
Dunedin, Florida 34698

ACCEPTANCE

Having been named to accept service of process for the foregoing corporation at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes, including the duties and obligations imposed by Chapter 617, Florida Statutes, relative to the proper and complete performance of my duties.


JOSEPH R. CIANFRONE, ESQ.

October 17, 2003
Date