

DEC. 22, 2003

GREENBERG TRAURIG

NO. 086

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CLEARVIEW OAKS MANAGEMENT ASSOCIATION, INC.

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**ARTICLES OF INCORPORATION
FOR
CLEARVIEW OAKS MANAGEMENT ASSOCIATION, INC.**

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The undersigned incorporator, for the purpose of incorporating a formerly unincorporated association as a corporation not for profit pursuant to the Florida Not For Profit Corporation Act, as successor to Clearview Oaks Management Association (the "Unincorporated Association") that has served as an association for the communities of the Management Section at Clearview Oaks (individually, a "Community" and collectively, the "Communities") located in Pinellas County, Florida, and more fully described in the Plats listed on Exhibit "A" attached hereto and incorporated herein by this reference, hereby adopts the following Articles of Incorporation:

**ARTICLE 1
NAME**

The name of the corporation shall be **CLEARVIEW OAKS MANAGEMENT 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 By-laws of the Association as the "By-laws."

**ARTICLE 2
OFFICE**

The principal office and mailing address of the Association shall be 2069 World Parkway Blvd., Clearwater, Florida, 33763, or at such other place as may be subsequently designated by the Board of Directors.

**ARTICLE 3
PURPOSE**

The purpose for which the Association is organized is to incorporate the Unincorporated Management Association, to serve as successor to the Unincorporated Management Association, and to provide a corporate entity to operate as an association for owners of the apartments in the Communities. The Association is not intended to qualify as, or otherwise constitute, a condominium association subject to the provisions of Chapter 718, Florida Statutes, or a homeowners' association subject to the provisions of Chapter 720, Florida Statutes, but shall be a Residential Real Estate Management Association pursuant to Section 528(c)(3) of the Internal Revenue Code of 1986, as amended.

**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, except as expressly limited or restricted by the terms of these Articles or the By-laws.

4.2 **Distribution of Income; Dissolution.** The Association shall not pay a dividend to its members and 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 non-profit corporation or a

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public agency or as otherwise authorized by the Florida Not For Profit Corporation Act (Chapter 617, Florida Statutes).

ARTICLE 5 MEMBERS

5.1 Membership. The members of the Association shall consist of all of the record title owners of apartments in the Communities (individually "Apartment" and collectively, "Apartments") from time to time.

5.2 Assignment. The share of a member in the funds and assets of the Association and membership in the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the Apartment for which that share or membership is held. Upon transfer or assignment of an Apartment, membership in the Association shall automatically transfer from the transferor or assignor of such Apartment to the transferee or assignee of such Apartment.

5.3 Fifty-five (55) and Older Community. Clearview Oaks has been designated as housing for persons who are fifty-five (55) years of age or older. At least eighty percent (80%) of the apartments in Clearview Oaks must be occupied by at least one person who is fifty-five (55) years of age or older. In order to ensure that Clearview Oaks qualifies as housing for persons fifty-five (55) years of age or older under the Federal Fair Housing Act (42 U.S.C. 3601, et seq.), satisfies the occupancy and age verification requirements of Rule 100.307 of the U.S. Department of Housing and Urban Development (24 C.F.R. 100.307), and complies with the requirements of the Florida Fair Housing Act (Chapter 760, Florida Statutes) and the rules and regulations of the Florida Commission on Human Relations, a survey of the residents of Clearview Oaks will be conducted and updated by the Association as and to the extent provided by law. Each owner shall cooperate with the Association in its efforts to comply with the requirements of the above-mentioned acts and rules and regulations, and with all other applicable laws. Such cooperation shall include (but shall not be limited to) providing to the Association, within 10 days after written request, such information (such as but not limited to identification of whether at least one resident of the apartment is fifty-five (55) years of age or older and the current age or date of birth of such person) and signed surveys, sworn affidavits, certifications and other reliable, legally sufficient documentation as may be required from time to time by the Association. The Association shall have the authority to make any additional capital improvements upon the common elements or common areas necessary to provide facilities or services specifically designed to meet the requirements of the Fair Housing Act, as amended, and other applicable laws.

ARTICLE 6 TERM OF EXISTENCE

The Association shall commence on January 1, 2004, and the Association shall have perpetual existence.

ARTICLE 7 INCORPORATORS

The name and address of the Incorporator of this Corporation are:

NAME

Sidney Colen

ADDRESS

2069 World Parkway Blvd.
Clearwater, Florida 33763

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ARTICLE 8
OFFICERS

The affairs of the Association shall be administered by the officers holding the offices designated in the By-laws. The officers shall be appointed by the Board of Directors and shall serve at the pleasure of the Board of Directors. The By-laws may provide for the removal from office of officers, for filling vacancies and for the duties and qualifications 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:

Chairman:

Sidney Colen	2069 World Parkway Blvd. Clearwater, Florida 33763
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Vice Chairman:

Kenneth D. Colen	8447 SW 99 th Street Road Ocala, Florida 34481-9067
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Secretary/Treasurer:

Leslee R. Colen	2069 World Parkway Blvd. Clearwater, Florida 33763
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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 by the By-laws, but which shall consist of not less than three (3) nor more than seven (7) directors. Directors need not be members of the Association.

9.2 **Duties and Powers.** All of the duties and powers of the Association existing under these Articles and the By-laws shall be exercised exclusively by the Board of Directors, its agents, managers, contractors or employees. Sole voting power in the Corporation shall be vested in the Board of Directors.

9.3 **Election; Removal.** Subject to Section 9.5 the directors of the Corporation shall be elected at an annual meeting of the Board of Directors by the then members of the Board of Directors. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-laws.

9.4 **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 are as follows:

NAME

ADDRESS

Sidney Colen	2069 World Parkway Blvd. Clearwater, Florida 33763
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Kenneth D. Colen	8447 SW 99 th Street Road Ocala, Florida 34481-9067
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Leslee R. Colen

2069 World Parkway Blvd.
Clearwater, Florida 33763

9.5 Standards. A director shall discharge his or her duties as a director, including any duties as a member of a Committee: in good faith; with the care an ordinary prudent person in a like position would exercise under similar circumstances; and in a manner reasonably believed to be in the best interests of the Association. Unless a director has knowledge concerning a matter in question that makes reliance unwarranted, a director, in discharging his or her duties, may rely on information, opinions, reports or statements, including financial statements and other data, if prepared or presented by: one or more officers or employees of the Association whom the director reasonably believes to be reasonable and competent in the manners presented; legal counsel, public accountants or other persons as to matters the director reasonably believes are within the persons' professional or expert competence; or a Committee of which the director is not a member if the director reasonably believes the Committee merits confidence. A director is not liable for any action taken as a director, or any failure to take action, if he or she performed the duties of his or her office in compliance with the foregoing standards.

ARTICLE 10 BY-LAWS

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

ARTICLE 11 AMENDMENTS

Amendments to these Articles shall be proposed and adopted only by the Board of Directors.

ARTICLE 12 INITIAL REGISTERED OFFICE: ADDRESS AND NAME OF REGISTERED AGENT

The initial registered office of this corporation shall be at 7243 Bryan Dairy Road, Largo, Florida 33777, with the privilege of having its office and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Gerald R. Colen.

ARTICLE 13 INDEMNIFICATION

INDEMNIFICATION OF OFFICERS AND DIRECTORS

13.1 The Association shall defend, indemnify and hold harmless any person who is made a party or is threatened to be made a party to any action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director or officer of the Association, but only if and to the extent he or she acted in good faith and, with respect to any criminal action or proceeding, he or she reasonably believed his or her conduct was lawful. This obligation includes, without limitation, payment of all judgments, fines, penalties, interest, settlement payments and expenses (including without limitation the reasonable fees and disbursements of attorneys, paralegals, experts and consultants in preparation for and during all pretrial, trial, retrial, appellate and post-judgment proceedings) actually and reasonably incurred by him or her in connection with any such action, suit or proceeding.

13.2 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

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that the person did not act in good faith, or, with respect to any criminal action or proceeding, that such person had reasonable cause to believe that his or her conduct was unlawful.

13.3 Notwithstanding any other provision hereof to the contrary, no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for gross negligence or misconduct in the performance of his or her duty to the Association.

13.4 Expenses incurred in defending a civil or criminal action, suit, or proceeding shall be paid by the Association from time to time as incurred rather than only after the final disposition of such action, suit, or proceeding. Payment of such expenses shall be made in each specific case only after receipt by the Association of an undertaking by or on behalf of the director or officer to repay such amounts if it shall later develop that he or she is not entitled to be indemnified by the Association.

13.5 The indemnification provided by this Article shall not be deemed exclusive of any other rights to which the Association's directors or officers may be entitled under the Association's By-laws, agreement, vote of Members or disinterested directors, or otherwise, both as to actions in their official capacities and as to action in another capacity while holding such offices or positions, and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person.

13.6 The Association shall have the power, but shall not be obligated, to purchase and maintain indemnification insurance to provide coverage for any liability asserted against any director or officer of the Association in any of his or her capacities as described in Section 13.1, whether or not the Association would have the power to indemnify him or her under this Article.

IN WITNESS WHEREOF, the Incorporator does hereby execute this instrument this 18 day of December, 2003.


Sidney Colen, Incorporator

DEC. 22. 2003 5:16PM

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**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:

That desiring to organize under the laws of the State of Florida with its principal office, as indicated in the foregoing articles of incorporation, in the State of Florida, the Clearview Oaks Management Association, Inc. named in the said articles has named Gerald R. Colen, located at 7243 Bryan Dairy Road, Largo, Florida 33777, as its statutory registered agent.

Having been named the statutory agent of said Clearview Oaks Management Association, Inc. at the place designated in this certificate, I am familiar with the obligations of that position, and 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.



Gerald R. Colen, Registered Agent

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EXHIBIT "A"

PLATS OF CLEARVIEW OAKS - MANAGEMENT SECTION

1. PLAT OF CLEARVIEW OAKS, recorded in Plat Book 56, Page 67, of the Public Records of Pinellas County, Florida.
2. PLAT OF CLEARVIEW OAKS UNIT ONE, recorded in Plat Book 59, Page 61, of the Public Records of Pinellas County, Florida.
3. PLAT OF CLEARVIEW OAKS UNIT TWO, recorded in Plat Book 60, Page 40, of the Public Records of Pinellas County, Florida.