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TALLAHASSEE, FLORIDA

FLORIDA NON-PROFIT CORPORATION

MASTER ASSOCIATION OF MARESTELLA II, INC.

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**ARTICLES OF INCORPORATION FOR  
MASTER ASSOCIATION OF MARESTELLA II, INC.**

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned incorporator, for the purposes of forming a corporation not for profit pursuant to the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

**ARTICLE 1  
NAME**

The name of the corporation shall be MASTER ASSOCIATION OF MARESTELLA II, INC., and its principal office address shall be 9862 Gulf Boulevard, Treasure Island, FL 33706. 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  
PURPOSE**

The purpose for which the Association is organized is to provide an entity for the operation of that certain Project located in Pinellas County, Florida, and known as MARESTELLA II.

**ARTICLE 3  
DEFINITIONS**

The terms used in these Articles shall have the same definitions and meaning as those set forth in the Master 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 or the By-Laws, including without limitation:

- a. Own and convey property.
- b. Operate and maintain the surface water management system facilities, including all inlets, ditches swales, culverts, water control structures, retention and detention areas, ponds, lakes, floodplain compensation areas, wetlands and any associated buffer areas, and wetland mitigation areas.
- c. Establish rules and regulations.
- d. Assess members and enforce assessments.
- e. Sue and be sued.
- f. Contract for services to provide for operation and maintenance of the surface water management system facilities if the Association contemplates employing a maintenance company.
- g. Exist in perpetuity; however, the Articles of Incorporation shall provide that if 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 if not accepted, then the surface water management system facilities shall be conveyed to a non-profit corporation similar to the Association.
- h. Take any other action necessary for the purposes for which the Association is organized

4.2 Enumeration. The Association shall have all of the powers and duties reasonably necessary to operate the Association Property pursuant to the Declaration and as more particularly described in the By-Laws, as they may be amended from time to time.

- 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 By-Laws.
- 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 non-profit corporation or a public agency or as otherwise authorized by the Florida not for Profit Corporation Statute.
- 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 By-Laws and the Act, provided that in the event of conflict, the provisions of the Act shall control over those of the Declaration and By-Laws.

#### **ARTICLE 5** **MEMBERS**

- 5.1 Membership. The members of the Association shall consist of all of the record title owners of Units in the Project from time to time. On all matters upon which the membership shall be entitled to vote, there shall be only one (1) vote for each Unit, which vote shall be exercised or cast in the manner provided by the Master Declaration and By-Laws. Any person or entity owning two (2) or more residential Units shall be entitled to one vote for each Unit owned. The By-Laws shall provide for an annual meeting of members, and may make provision for regular and special meetings of members other than the annual meeting.
- 5.2 Members. The Master Association shall have two (2) classes of voting membership:
- Class A. The Class A Members shall be those persons owning Units in residential condominiums subject to the Master Declaration. A Class A Member shall have one (1) vote per each Unit owned, such vote to be cast by Member's respective Voting Member as provided by the By-Laws.
- Class B. The Class B Member shall be the Declarant. The Class B Member shall be entitled to one (1) vote, plus two (2) votes for each vote which the Class A Members are entitled to cast from time to time. The Class B membership shall cease and terminate sixty (60) days after the last Unit subject to the Declaration has been sold, or at any time prior thereto at the option of the Declarant (whereupon the Class A Members shall be obligated to elect the Board and assume control of the Master Association).

#### **ARTICLE 6** **TERM OF EXISTENCE**

The existence of the Association shall be perpetual.

#### **ARTICLE 7** **INCORPORATOR**

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

Name	Address
------	---------

Kenneth G. Arsenault, Jr.

ARSENAULT LAW GROUP, P.A.  
10225 Ulmerton Rd., Suite 2  
Largo, Florida 33771

#### **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 elected by the Board of Directors of the Association at its first

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meeting following the annual meeting of the members of the Association 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:

President:	
Arthur Munjone	13120-66 <sup>th</sup> Street North Largo, FL 33773
Vice President:	
R. Terrence Coyle	159-107 <sup>th</sup> Avenue Treasure Island, FL 33706
Secretary-Treasurer:	
Laurel Anne Coyle	159-107 <sup>th</sup> Avenue Treasure Island, FL 33706

#### **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 five (5) directors. Directors, other than designees of Developer, must be members of the Association. The By-Laws shall provide for Directors meetings.
- 9.2 **First Directors.** The initial board shall consist of three (3) 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 By-Laws, are as follows:

Name:	Address:
Arthur Munjone	13120-66 <sup>th</sup> Street North Largo, FL 33773
R. Terrence Coyle	159-107 <sup>th</sup> Avenue Treasure Island, FL 33706
Laurel Anne Coyle	159-107 <sup>th</sup> Avenue Treasure Island, FL 33706

#### **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, employee, 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 or in a manner he reasonably believed to be not in, or 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 or did act in a manner which he reasonably believed to be not in or opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe that his conduct was unlawful.
- 10.2 **Expenses.** To the extent that a director, officer, employee 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

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matter therein, he shall be indemnified against expenses (including but not limited to attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.

- 10.3 **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.
- 10.4 **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 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 and the Master Declaration.

#### **ARTICLE 12 AMENDMENTS**

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

- 12.1 **Notice.** Notice of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered and shall be otherwise given in the time and manner provided in Chapter 617, Florida Statutes. Such notice shall contain the proposed amendment or a summary of the changes to be affected thereby.
- 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 66-2/3% of the entire Board of Directors; or
  - (b) by not less than 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 Article 4, without the approval in writing of all members and the joinder of all record owners of mortgages upon Units in the Project. No amendment shall be made that is in conflict with the Declaration or the By-Laws, 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 Declarant, unless Declarant shall join in the execution of the amendment. No amendment to this paragraph 12.3 shall be effective.
- 12.4 **Declarant Amendments.** To the extent lawful, the Declarant may amend these Articles consistent with the provisions of the Master Declaration allowing certain amendments to be effected by the Declarant 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.

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

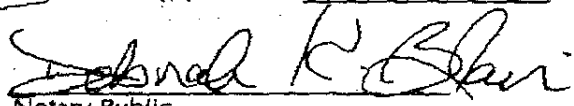
The initial registered office of this corporation shall be at 10225 Ulmerton Road, Suite 2, Largo, FL 33771 with the privilege of having its office and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Kenneth G. Arsenault, Jr.

IN WITNESS WHEREOF, the Incorporator has affixed his signature the day and year set forth below.

  
Kenneth G. Arsenault, Jr.

STATE OF FLORIDA )  
COUNTY OF PINELLAS )

The foregoing instrument was acknowledged before me this 6 day of January, 2004 by Kenneth G. Arsenault, Jr., who is personally known to me or who has produced as identification.

  
Notary Public  
Commission Expires:

(SEAL)



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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:

First - 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 County of Pinellas, State of Florida, the corporation named in the said articles has named Kenneth G. Arsenault, Jr. located at 10225 Ulmerton Rd., Suite 2, Largo, FL 33771 as its statutory 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.

  
REGISTERED AGENT - Kenneth G. Arsenault, Jr.

Dated this 6<sup>th</sup> day of January, 2004.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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