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FLORIDA DEPARTMENT OF STATE
TALLAHASSEE FLORIDA

FLORIDA NON-PROFIT CORPORATION

MIRABAY TOWNHOMES ASSOCIATION, INC.

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STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
MIRABAY TOWNHOMES ASSOCIATION, INC.
a Florida not-for-profit corporation**

The undersigned incorporator, hereby executes and acknowledges these Articles of Incorporation for the purposes of forming a Corporation not for profit in accordance with the laws of the State of Florida. All capitalized terms not specifically defined herein shall have the meanings set forth in the "Townhomes at MiraBay Declaration of Covenants, Restrictions, Easements and Assessments," as amended and supplemented from time to time, recorded or to be recorded in the Public Records of Hillsborough County, Florida (the "Declaration")

ARTICLE I

Name

The name of this corporation shall be:

MIRABAY TOWNHOMES ASSOCIATION, INC.

(hereinafter referred to as the "Association")

ARTICLE II

Principal Office and Mailing Address

The address of the principal office and the mailing address shall be:

3717 W. North "B" Street
Tampa, Florida 33609

ARTICLE III

Purposes

(a) The purpose for which the Association is organized and operated shall be to:

(1) provide for the acquisition, construction, management, maintenance, preservation, care and architectural control of the residence Lots and Common areas within that certain subdivision known or to be known as Townhomes at MiraBay on those certain lands situate, lying, and being in Hillsborough County, Florida and any additions thereto as may hereafter be brought within the jurisdiction of the Association; and

(2) exercise all of the powers and privileges and to perform all the duties and obligations of the Association set forth in the Declaration.

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(b) No part of the net earnings of the Association shall inure (other than by the acquisition, construction, management, maintenance, preservation, care and architectural control of the properties, and other than by a rebate of excess membership dues, fees or assessments) to the benefit of any Lot Owner, director or officer of the Association, or any private individual.

(c) Notwithstanding any other provision of these Articles of Incorporation, the Association shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 528 of the Internal Revenue Code of 1986, as amended, or any statute of similar import (the "Code") or the regulations issued thereunder.

(d) Upon the dissolution of the Association or winding up of its affairs, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which the Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to devoted to such similar purposes. Without limiting the provisions of this subsection (d), with regard to any property of the Association comprising the surface water management system (the "surface water management system"), upon dissolution of the Association the surface water management system shall be conveyed to any appropriate agency of local government, and if not accepted, then said surface water management system shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization devoted to such similar purposes.

ARTICLE IV Powers

(a) The Association shall have and exercise all powers necessary or convenient to effect any and all of the purposes for which the Association is organized, including without limitation the power to:

(1) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration;

(2) fix, levy, collect and enforce payment by any lawful means all charges or assessments against Members pursuant to the terms of the Declaration;

(3) enforce in its own name the provisions of these Articles of Incorporation, the by-laws of the Association that may now or hereafter be adopted, and the Declaration;

(4) pay all costs, expenses and obligations lawfully incurred in connection with the Association's affairs, including without limitation all licenses, taxes, assessments or other governmental charges levied or imposed against the property of the Association;

(5) acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real

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or personal property in connection with the affairs of the Association;

(6) borrow money and, with the assent of two-thirds (2/3) of the total votes entitled to be voted by both Class A and Class B Members, mortgage, pledge, deed in trust, or hypothecate any or all of the Association's real or personal property as security for money borrowed or debts incurred;

(7) dedicate, sell or transfer all or any part of the Common Areas to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the Members; provided that no such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of both Class A and Class B Members, agreeing to such dedication, sale or transfer.

(8) operate and manage the Common Areas in accordance with purpose and intent contained in the Declaration;

(9) maintain, repair, replace and operate the Common Areas as more fully described in the Declaration;

(10) participate in mergers and consolidations with other nonprofit corporations organized for the same or similar purposes or annex additional residential property and Common Areas; provided that any such merger, consolidation or annexation must be approved by the vote of two-thirds (2/3) of total votes entitled to be voted by both Class A and Class B Members of the Association present and entitled to vote at any regular or special meeting convened for such purposes;

(11) commence and prosecute any judicial, quasi-judicial or administrative proceeding with the consent of three-quarters (3/4) of the total votes entitled to be voted by both Class A and Class B Members of the Association; provided that no consent of the Members shall be necessary for (a) actions brought by the Association to enforce the provisions of the Declaration (including the foreclosure of liens provided for in the Declaration), (b) the imposition and collection of assessments, fines and penalties as provided in the Declaration, (c) proceedings involving challenges to *ad valorem* taxation, or (d) counterclaims brought by the Association in proceedings instituted against it;

(12) have and exercise any and all powers, rights and privileges which a corporation organized under the Florida Not For Profit Corporation Act, and any amendments thereto, by law may now or hereafter have or exercise which are not in conflict with the terms of these Articles of Incorporation and the Declaration.

(13) levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the surface water or stormwater management systems, including but not limited to, work within retention areas, drainage structures, and drainage easements.

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(14) operate, maintain, and manage conservation areas and the surface water and stormwater management system, including all lakes, retention areas, culverts, and related appurtenances, in a manner consistent with the Southwest Florida Water Management District permit requirements and applicable District rules, and assist in the enforcement of the restriction and covenants contained therein.

(15) contract for services for the operation and maintenance of the Surface Water Management System Facilities, as defined in the Declaration.

The foregoing clauses shall be construed both as objects and powers; and it is hereby expressly provided that the foregoing enumeration of special powers shall not be held to limit or restrict in any manner the powers of the Association

ARTICLE V **Members**

Any person or entity who is the Owner of record of any Lot and entitled to the beneficial enjoyment thereof shall be a Member of the Association. Ownership of a Lot shall be sole qualification for membership and membership shall not run to persons who hold an interest in a Lot merely as security for performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment.

ARTICLE VI **Voting Rights**

The Association shall have two classes of voting membership:

Class A. Class A Members shall be all Owners, with the exception of the Developer, and shall be entitled to one (1) vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be Members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one (1) vote be cast with respect to any Lot. Prior to any meeting at which a vote is to be taken, each co-owner must file the name of the voting co-owner with the Secretary of the Association to be entitled to vote at such meeting, unless such co-owners have filed a general voting authority with the Secretary applicable to all votes until rescinded.

Class B. The sole Class B Member shall be the Developer, who shall be entitled to five (5) votes for each Lot owned.

The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever first occurs:

- (1) Developer elects in writing to terminate the Class B Voting Membership; or

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(2) three (3) months after 90 percent (90%) of the Lots in all Phases have been conveyed to Owners other than the Developer.

Upon termination of the Class B voting membership, all provisions of these Articles of Incorporation, the Declaration and the by-laws of the Association referring to Class B voting membership shall be obsolete and without further force or effect.

ARTICLE VII
Term of Existence

The term for which the Association is to exist shall be perpetual.

ARTICLE VIII
Registered Agent and Registered Office

The initial registered agent of the Association shall be RANDELL M. MILLER, Esq. and the initial registered office of the Association shall be 315 South Hyde Park Avenue, Tampa, Florida 33606. The Association shall have the right to change such registered agent and registered office as provided by law.

ARTICLE IX
Incorporator

The name and street address of the incorporator to these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Randell M. Miller	315 S. Hyde Park Avenue Tampa, Florida 33606

ARTICLE X
Officers

The affairs of the Association are to be administered under the direction of the Board of Directors by a President, a Secretary, a Treasurer and such other officers as the Board of Directors may, from time to time, deem necessary. Such officers shall be elected annually at the annual meeting of the members of the Association as provided in the By-Laws. The names and post office addresses of the persons who are to serve as the initial officers until their succession at the first annual meeting of the member are as follows:

<u>Office</u>	<u>Officer and Post Office Address</u>
President	J. Michael Morris 3717 W. North "B" Street Tampa, Florida 33609

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Vice President

David G. Seidenberg
3717 W. North "B" Street
Tampa, Florida 33609

Secretary/Treasurer

Ernie L. Angelilli, III
3717 W. North "B" Street
Tampa, Florida 33609**ARTICLE XI****Directors**

The Board of Directors of the Association shall consist of not less than one (1) nor more than fifteen (15) directors, the exact number of directors to be fixed from time to time by the Members of the Association or the By-Laws. The business and affairs of the Association shall be administered by the Board of Directors, which may exercise all such powers of the Association, unless the By-Laws provide otherwise. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the By-Laws of the Association, meetings of the directors may be held within or without the State of Florida. Directors need not be Members of the Association. The manner in which the directors are to be elected or appointed shall be provided in the By-Laws of the Association.

The initial Board of Directors shall consist of five (5) directors, such directors are to hold office until their successors have been fully elected and qualify. The name and street address of each initial director is:

<u>Name</u>	<u>Address</u>
J. MICHAEL MORRIS	3717 W. North "B" Street Tampa, Florida 33609
DAVID G. SEIDENBERG	3717 W. North "B" Street Tampa, Florida 33609
ERNEST L. ANGELILLI, III	3717 W. North "B" Street Tampa, Florida 33609
ALAN J. HOEKSEMA	3717 W. North "B" Street Tampa, Florida 33609
MARGARET A. KOHAN	3717 W. North "B" Street Tampa, Florida 33609

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ARTICLE XII
Indemnification

Every Director and every Officer of the Association shall be indemnified by the Association to the fullest extent authorized or permitted under Florida law against all expenses and liabilities, including attorney's fees reasonably incurred or imposed on such Director or Officer in connection with any proceeding or settlement of any proceeding to which they may be a party or in which they may become involved by reason of their being or having been a Director or Officer at the time such expenses are incurred.

ARTICLE XIII
By-Laws

(a) The power to adopt the by-laws of the Association, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of the Association; provided, however, that any by-laws or amendments thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the Members of the Association entitled to vote thereon, or a new by-law in lieu thereof may be adopted by Members of the Association, and the Members of the Association may prescribe in any by-law made by them that such by law shall not be altered, amended or repealed by the Board of Directors; provided further that at no time shall the by-laws conflict with these Articles of Incorporation or the Declaration.

(b) The bylaws of the Association shall be for the government of the Association and may contain any provisions or requirements for the management or conduct of the affairs and business of the Association, provided the same are not inconsistent with the provisions of these Articles of Incorporation or the Declaration, or contrary to the laws of this state or of the United States.

ARTICLE XIV
Amendment of Articles of Incorporation

The Association reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute; provided, however, that no such amendment shall conflict with the terms of the Declaration; provided further that any such amendment, alteration, change or repeal must be adopted by the vote of two-thirds (2/3) of the total votes entitled to be voted by both Class A and Class B Members. Moreover, any amendment, alteration, change or repeal of Section 11 of Article IV must be adopted by the vote of three-fourths (3/4) of the total votes entitled to be voted by both Class A and Class B Members of the Association. All rights conferred upon the Members herein are subject to this reservation.

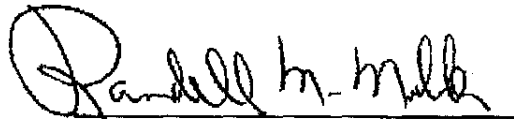
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ARTICLE XV
Declaration

The provisions of the Declaration are amplified by these Articles of Incorporation and the by-laws of the Association; but no such amplification shall alter or amend substantially any of the rights or obligations of the Owners of Lots as set forth in the Declaration. The provisions of the Declaration, on the one hand, and of these Articles of Incorporation and the by-laws of the Association, on the other hand, are intended to interpreted, construed, and applied to avoid inconsistencies or conflicting results. If such conflicts necessarily result, however, the provisions of the Declaration shall take precedence over and supersede the provisions of these Articles of Incorporation and the by-law of the Association. All capitalized terms used in these Articles of Incorporation are intended to have the same meaning, connotation and denotation as the same terms used in the Declaration.

IN WITNESS WHEREOF, I, the undersigned, as sole incorporator of the Association have executed these Articles for the uses and purposes therein expressed this 1 day of March, 2004.



Randell M. Miller
315 S. Hyde Park Avenue
Tampa, FL 33606

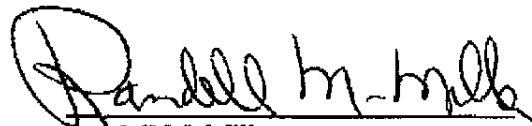
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MIRABAY TOWNHOMES ASSOCIATION, INC.
ACCEPTANCE OF SERVICE OF REGISTERED AGENT

RANDELL M. MILLER, 315 S. Hyde Park Avenue, Tampa, Florida 33606, having been named registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 1 day of March, 2004.



Randell M. Miller
315 S. Hyde Park Avenue
Tampa, FL 33606

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