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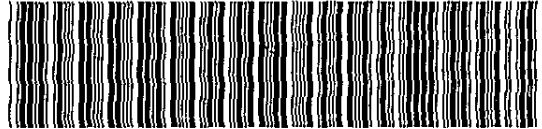
(Business Entity Name)

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Certified Copies _____ Certificates of Status _____

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05/11/05--01032--014 **78.75

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LAW OFFICES OF
ROBERT A. DOUGLASS, P.A.
597 COREY AVENUE
ST. PETE BEACH, FLORIDA 33706
TELEPHONE (727) 360-6954
TELECOPIER (727) 367-9674

May 9, 2005

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

RE: PORTOFINO HOMEOWNER'S ASSOCIATION, INC.

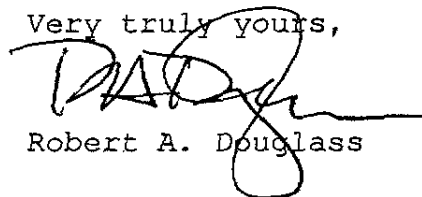
Dear Sir or Madam:

Please find enclosed an original and one copy of the Articles of Incorporation for the above captioned entity, together with a check in the amount of \$78.75 to cover the following:

Filing Fee	\$ 35.00
Certified Copy	8.75
Registered Agent Designation	<u>35.00</u>
	\$ 78.75

Please return the certified copy to the undersigned.

Very truly yours,



Robert A. Douglass

RAD:jw
Encl.



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

RECEIVED

05 MAY 31 PM 2:54

May 12, 2005

ROBERT A. DOUGLAS, ESQ.
597 COREY AVE.
ST. PETE BCH, FL 33706

SUBJECT: PORTOFINO HOMEOWNER'S ASSOCIATION, INC.
Ref. Number: W05000024242

We have received your document for PORTOFINO HOMEOWNER'S ASSOCIATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6995.

Wanda Cunningham
Document Specialist
New Filings Section

Letter Number: 305A00034395

ARTICLES OF INCORPORATION
OF
PORTOFINO TOWNHOMES ASSOCIATION, INC.
a non-profit corporation

FILED
MAY 31 4 29
CLERK OF DISTRICT COURT
PORT OF SPAIN, FLORIDA

The undersigned subscribers to these Articles of Incorporation, each of them a natural person competent to contract, do hereby associate themselves together to form a corporation not for profit under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be PORTOFINO TOWNHOMES ASSOCIATION, INC.

ARTICLE II

The principal registered office located at 597 Corey Avenue, St. Pete Beach, Florida.

ARTICLE III

The purposes for which this non-profit corporation has been organized is as follows:

A. To provide a formal organization for the Developer of Portofino to transfer fee simple title to lots within the development.

B. To provide a forum for the exchange of information of mutual benefit for the common good of those owning fee simple title to lots within the development.

C. To undertake such activities and projects as will best unite the owners of properties within the Portofino project in order to pursue the goals outlined hereinabove.

D. To hold legal fee simple title to the lands within the River Bay development which are not dedicated to individual ownership and to manage and maintain said properties for the use and enjoyment of all members of the corporation.

E. To 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 wetlands mitigation areas.

F. To contract for services to provide for operation and maintenance of the surface water management facilities if the Association contemplates employing a maintenance company.

G. To assess its members and enforce assessments.

H. To sue and be sued.

ARTICLE IV

The term of existence of this corporation shall be as follows: It is the intention of the incorporators that the term for which this corporation is to exist shall be perpetual, unless sooner dissolved pursuant to the statutes of the State of Florida, as amended, provided however 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 that if not accepted, then the surface water management system facilities shall be conveyed to a non-profit corporation similar to the Association.

ARTICLE V

The members of the Corporation shall consist of all the record owners, whether natural persons or entities, of fee simple title to any lot which is a part of the properties comprising the Portofino development. Membership shall commence upon obtaining fee simple title to one or more of the lots and shall terminate upon the transferring of all interest in such lot or lots to other parties.

ARTICLE VI

The names and addresses of the subscribers to these Articles of Incorporation are:

ROBERT A. DOUGLASS	597 Corey Avenue St. Pete Bch., FL 33706
LON C. WADSWORTH	597 Corey Avenue St. Pete Bch., FL 33706
JUDY K. WADSWORTH	597 Corey Avenue St. Pete Bch., FL 33706

ARTICLE VII

The affairs of this non-profit corporation shall be managed by a Board of Directors consisting of not less than three (3) persons. This Board shall be elected by the members of the corporation at an annual meeting called for such purpose. The Board shall, in turn, elect a President, Vice President and a Secretary/Treasurer.

The names and addresses of the officers and directors who shall serve until the first election are as follows:

ROBERT A. DOUGLASS President/Director	597 Corey Avenue St. Pete Bch., FL 33706
JUDY K. WADSWORTH Vice President/Director	597 Corey Avenue St. Pete Bch., FL 33706
LON C. WADSWORTH Secretary/Treasurer/Director	597 Corey Avenue St. Pete Bch., FL 33706

ARTICLE VIII

The By-laws of this organization made be made, altered or rescinded from time to time in whole or in part by the affirmative vote of seventy-five (75%) percent of the members of the corporation at a regular annual meeting of the corporation or at a meeting called for that purpose after due notice has been given to the members pursuant to the By-laws.

ARTICLE IX

Amendments to these Articles of Incorporation may be proposed and adopted in the same manner as amendments to the By-laws as recited hereinabove at Article VIII.

ARTICLE X

No officer, director or member shall be personally liable for any debt or other obligation of the corporation except as may be provided by law.

Each lot shall be entitled to one (1) vote in the corporation or a limit of one hundred, five (5) provided that this portion of the Article shall be subject to Article III, Membership and Voting Rights of the Declaration of Covenants, Conditions, Restrictions and Easements of PORTOFINO TOWNHOMES ASSOCIATION, INC., a non-profit corporation, as recorded in the Public Records of Pinellas County, Florida.

The corporation shall not be operated for profit, no dividends shall be paid, and no part of the income of the corporation shall be distributed to its members, officers or directors.

ARTICLE XI

The street address of the initial registered office of this corporation shall be 597 Corey Avenue, St. Pete Beach, Florida, 33706, and Robert A. Douglass shall serve as its initial Resident Agent to accept service of process within this State.

IN WITNESS THEREOF, the Subscribers have affixed their signatures this 24 day of May, 2005.

Signed, sealed and delivered
in the presence of:

Lana Jo Lehmann
Robert A. Douglass
Lana Jo Lehmann
Robert A. Douglass
Lana Jo Lehmann
Robert A. Douglass

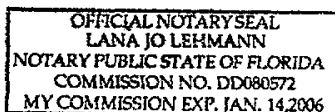
Robert A. Douglass
ROBERT A. DOUGLASS
Judy K. Wadsworth
JUDY K. WADSWORTH
Lon C. Wadsworth
LON C. WADSWORTH

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared ROBERT A. DOUGLASS, JUDY K. WADSWORTH and LON C. WADSWORTH who, after being duly sworn, acknowledge that they executed the foregoing Articles of Incorporation for the purposes therein expressed in such Articles on this 24 day of May, 2005.


Lana Jo Lehmann
NOTARY PUBLIC

My Commission Expires:



ACCEPTANCE OF RESIDENT AGENT

Having been named to accept service of process for the above named corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of the laws of the State of Florida relative to keeping open said office.


ROBERT A. DOUGLASS
Dated: 5/20/05

FILED
2005 MAY 31 A 8:29
SECRETARY OF STATE
ALBANY, N.Y.