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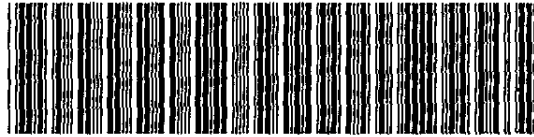
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LAW OFFICES
RICHARDS, GILKEY, FITE, SLAUGHTER, PRATESI & WARD, P.A.

RICHARDS BUILDING
1253 PARK STREET
CLEARWATER, FLORIDA 33756

RALPH RICHARDS (1893-1980)
JOHN D. FITE (1933-2000)
JOHN E. SLAUGHTER, JR.
EMIL G. PRATESI
R. CARLTON WARD
THEO J. KARAPHILLIS

TEL: (727) 443-3281
FAX: (727) 446-3741

OF COUNSEL
WILLIAM W. GILKEY
PATRICK W. RINARD

October 6, 2005

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

RE: Articles of Incorporation
VILLA DEL SOL OF CLEARWATER BEACH

Gentlemen:

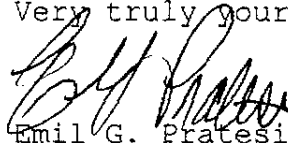
We enclose for filing in your office the original Articles of Incorporation and designation of Registered Agent for the above noted corporation.

We also enclose our check in the amount of \$78.75 to cover the following:

File Fee	\$ 35.00
Registered Agent Fee	35.00
Certified Copy of	
Articles	8.75
	<u>\$ 78.75</u>

We appreciate your forwarding the certified copy of the Articles to the undersigned at the firm and address shown above.

Very truly yours,


Emil G. Pratesi

EGP/mk
Enclosures

ARTICLES OF INCORPORATION

OF

VILLA DEL SOL OF CLEARWATER BEACH
HOMEOWNERS ASSOCIATION, INC.

(A Florida corporation not for profit)

FILED
05 OCT 11 PM 5:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, by these Articles, hereby associate for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, and certify as follows:

ARTICLE I - NAME

The name of the corporation shall be: VILLA DEL SOL OF CLEARWATER BEACH HOMEOWNERS ASSOCIATION, INC., hereinafter sometimes referred to as the "Association" and its principal office is at 140 Brightwater Drive, Clearwater Beach, Florida 33767.

ARTICLE II - DEFINITION

All words, phrases, names and terms used in these Articles of Incorporation, the Bylaws and the Declaration of the Association shall have the same meaning and be used and defined the same as they are in the Declaration of Covenants, Conditions and Restrictions of Villa Del Sol of Clearwater Beach.

ARTICLE III - PURPOSE

The purposes of the Association shall be as follows:

3.1 To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association set forth herein, in the Bylaws or the Declaration as the same may be amended from time to time and as permitted by law.

ARTICLE IV - POWERS

The Association shall have the following powers:

4.1 To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions of Villa Del Sol of Clearwater Beach, hereinafter called the "Declaration" and applicable to the property, or any portion thereof, and recorded or to be recorded in the Public Records of Pinellas County, Florida, as the same may be amended from time to time as therein provided;

4.2 To fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association; to borrow money, and with the consent of two-thirds (2/3) of each class of membership, mortgage, pledge or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

4.3 To hold funds solely and exclusively for the benefit of the members of the Association for the purposes set forth in these Articles of Incorporation and the Declaration;

4.4 To promulgate and enforce rules, regulations, bylaws, covenants, restrictions and agreements to effectuate the purposes for which the Association is organized;

4.5 To delegate power or powers where such is deemed in the interest of the Association;

4.6 To purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of, real or personal property; to enter into, make, perform or carry out contracts of every kind with any person, firm, corporation or association; to do any and all acts necessary or expedient for carrying on any and all of the activities and pursuing any and all of the objects and purposes set forth in the Articles of Incorporation and not forbidden by the laws of the State of Florida;

4.7 To dedicate, sell or transfer all or any part of the Common Area to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication, sale or transfer shall be effective unless an instrument agreeing to such dedication, sale or transfer has been signed by members entitled to cast not less than two-thirds (2/3) of the votes of each Class of members of the Association;

4.8 To charge recipients for services rendered by the Association and the user for use of Association property where such is deemed appropriate by the Board of Directors of the Association;

4.9 To pay taxes and other charges, if any, on or against property owned or accepted by the Association;

4.10 To have and exercise any and all powers, rights and privileges which a corporation organized under the Nonprofit Corporation Laws of the State of Florida by law may now or hereafter have or exercise;

4.11 To participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger or consolidation shall have the assent of two-thirds (2/3) of the votes of each Class of members of the Association.

4.12 To operate and maintain the Common Area, specifically the surface water management system as permitted by the Southwest Florida Management District including all lakes, retention areas, culverts, and related appurtenances.

4.13 To enter into contracts and agreements with the associations for adjoining condominium properties or marina properties for shared maintenance, utility and security expenses and to enter into submerged land lease with the State of Florida for submerged lands adjacent to the property designated as in the Declaration.

Notwithstanding anything contained above to the contrary, no part of the net earnings of the Association shall inure to the benefit of any member and no distributions of income shall be made to its members, directors or officers.

ARTICLE V - MEMBERSHIP

Every person or entity who is a record owner of a Lot which is subject by covenants of record to assessment by the Association shall be a member of the Association. Classes of membership may be established pursuant to the Declaration of Covenants, Conditions and Restrictions recorded for the Land. Any owner of more than one Lot shall be entitled to one (1) membership for each Lot owned by him. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association. Change of membership in the Association for an Owner shall be established by recording in the Public Records of Pinellas County, Florida, a deed or other instrument establishing record title to a Lot in the Development and by delivery of a recorded copy of the same to the Association. The Owner designated by such deed thus becomes a member of the Association and the membership of the prior Owner is terminated.

ARTICLE VI - VOTING

The Association shall have two (2) classes of members:

6.1 Class A. Class A members shall be all Owners, except the Developer, of Lots and shall be entitled to one (1) vote for each such Lot so owned.

6.2 Class B. The Class B member shall be the Developer and shall be entitled to five (5) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership when the total votes outstanding in Class A membership equals or exceeds the total votes outstanding in the Class B membership, or December 31, 2007, whichever first occurs.

ARTICLE VII - BOARD OF DIRECTORS OR DIRECTORS

7.1 The affairs of the Association shall be managed by a Board of Directors consisting of the number of Directors determined by the Bylaws, which shall initially be three (3) and never less than three (3) Directors. Directors need not be members of the Association.

7.2 Directors shall be elected at the annual meeting of the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided for in the Bylaws.

7.3 Members other than the Developer are entitled to elect at least a majority of the members of the Board of Directors of the Association when the earlier of the following occurs:

(a) three months after ninety per cent (90%) of the Lots in the community have been conveyed to members; or

(b) December 31, 2007.

For purposes of this Section, the term "members other than the Developer" should not include builders, contractors, or others who purchase a parcel for the purpose of constructing improvements thereon for resale.

Notwithstanding the foregoing, the Developer shall be entitled to elect at least one (1) member of the Board of Directors as long as the Developer holds for sale, in ordinary course of business, at least five per cent (5%) of the parcels, or lots in the Development.

7.4 The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

<u>Names</u>	<u>Addresses</u>
Agostino DiGiovanni	163 Bayside Drive Clearwater, Florida 33767
David DiGiovanni	163 Bayside Drive Clearwater, Florida 33767
Mary Ann DiGiovanni	163 Bayside Drive Clearwater, Florida 33767

ARTICLE VIII - OFFICERS

The affairs of the Association shall be administered by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>Office</u>	<u>Names</u>	<u>Addresses</u>
President	Agostino DiGiovanni	163 Bayside Drive Clearwater, FL 33767
Vice President	David DiGiovanni	163 Bayside Drive Clearwater, FL 33767
Secretary	David DiGiovanni	163 Bayside Drive Clearwater, FL 33767
Treasurer	David DiGiovanni	163 Bayside Drive Clearwater, FL 33767

ARTICLE IX - REGISTERED AGENT AND OFFICE

The street address of the initial registered office of the Association shall be 1253 Park Street, Clearwater, FL 33756. The initial registered agent for the Association at the above address shall be Emil G. Pratesi.

ARTICLE X - INDEMNIFICATION

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a director or officer of the Association, whether or not he is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in

the event of a settlement the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE XI - BYLAWS

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

ARTICLE XII - AMENDMENTS

Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner.

12.1 Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

12.2 A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by 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 such approval is delivered to the secretary at or prior to the meeting. Except as elsewhere provided:

(a) Such approvals must be by not less than two-thirds (2/3) of the votes of the entire membership of the Association.

12.3 Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of members without the Developer's approval as long as the Developer owns a Lot in the Development.

12.4 A copy of each amendment shall be certified by the Secretary of State and be recorded in the Public Records of Pinellas County, Florida.

ARTICLE XIII - TERM

The term of the Association shall be perpetual.

ARTICLE XIV - SUBSCRIBERS

The name and address of the subscriber of these Articles of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
Agostino DiGiovanni	163 Bayside Drive Clearwater, Florida 33767

ARTICLE XV - DISSOLUTION

The Association may be dissolved with the consent given in writing and signed by not less than two-thirds (2/3) of each Class of members of the Association. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropri-

ate public agency to be used for purposes similar to those for which the Association was created. In the event that dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

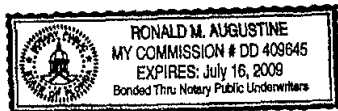
These Articles of Incorporation have been duly approved by the undersigned as and constituting all of the subscribers and directors of said corporation in a meeting duly held and assembled.

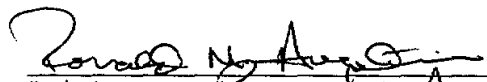
Dated this 29th day of September, 2005.


Agostino DiGiovanni

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared AGOSTINO DIGIOVANNI, who is personally known to me or who produced _____ as identification, and who, after being duly sworn, acknowledged that he executed the foregoing Articles of Incorporation for the purposes expressed in such Articles this 29th day of Sept, 2005.




Print name: Ronald M. Augustine
Notary Public
Commission No.: DD 409645
My Commission Expires: 7-16-09

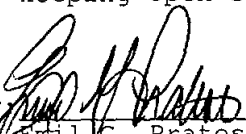
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said act:

First - That **VILLA DEL SOL OF CLEARWATER BEACH HOMEOWNERS
ASSOCIATION, INC.**, desiring to organize under the laws of the
State of Florida with its principal office, as indicated in the
Articles of Incorporation at City of Clearwater, County of
Pinellas, State of Florida, has named **EMIL G. PRATESI**, located at
1253 Park Street, Clearwater, Florida 33756, as its agent to
accept service of process within this State.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above
stated corporation, at place designated in this certificate, I
hereby accept to act in this capacity, and agree to comply with
the provision of said Act relative to keeping open said office.

By 
Emil G. Pratesi

(REGISTERED AGENT)

FILED
05 OCT 11 PM 5:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA