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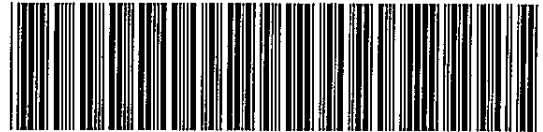
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

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

SUBJECT: GraceLine Lakewood Shores Homeowners Association, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Michael T. Abdullah
Name (Printed or typed)

4905 34th Street South #264
Address

St. Petersburg, Florida 33711
City, State & Zip

727-867-1705
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF
GRACELINE LAKEWOOD SHORES HOMEOWNERS ASSOCIATION, INC.**

The undersigned incorporator, a resident of the State of Florida, hereby makes, subscribes, acknowledges and files with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida.

**ARTICLE I
Name**

The name of this corporation is GRACELINE LAKEWOOD SHORES HOMEOWNERS ASSOCIATION, INC. (hereinafter also called the "HOA").

**ARTICLE II
Principal Office**

The principal place of business and mailing address of this corporation shall be 4905 34TH Street So. Suite 264, St. Petersburg, Florida 33711.

**ARTICLE III
Purpose and Powers of the Association**

This Association does not contemplate pecuniary gain or profit to the members thereof. This Association is formed specifically to promote the general welfare of the homeowners within all or any portion of GRACELINE LAKEWOOD SHORES, A SUBDIVISION, a proposed residential subdivision lying and being in Pinellas County, Florida (the "Subdivision"), as may be brought within the jurisdiction of the Association by proper filing and recording in the Public Records of Pinellas County, Florida, of a Declaration of Protective Covenants, Conditions, Easements and Restrictions (hereinafter referred to as "Declaration") and the Association is formed generally to perform any legal act or to perform any legal duty or obligation as may legally be permitted by Florida Statutes, Chapters 617 and 720 or by common law.

Notwithstanding anything in the above to the contrary, no part of the net earnings of the Association shall inure to the benefit of any member within the meaning of Section 501(c)(7) of the Internal Revenue Code of 1986, nor shall the Association engage in any other activity prohibited by such section, nor act in violation of any provision governing such tax exempt organizations as determined by the federal revenue laws. The Association's amount of earnings, if any, is not to be taken into account in any manner for the purpose of determining whether there should be a rebate of any assessment paid or the amount of the rebate.

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The Association has the power to:

- (a) Own and convey property.
- (b) To make and collect assessments against members as property owners to pay all costs, expenses and losses of the Association and to make special assessments against members as property owners for maintenance or repair which is the responsibility of the property owner.
- (c) To use the proceeds of assessments in the exercise of its powers and duties.
- (d) To maintain, repair and operate all property owned by the Association or to be managed and maintained by the Association, in accordance with the terms and provisions of the Declaration.
- (e) To purchase and maintain insurance coverage for the property and improvements owned and held by the Association to protect the Association and its membership.
- (f) To reconstruct the improvements after casualty and to further improve the property owned by the Association.
- (g) To make and amend reasonable rules and regulations ("Rules and Regulations") respecting the use of all property, improvements and facilities owned or otherwise managed by the Association.
- (h) To sue and be sued.
- (i) To enforce by legal means the provisions of the laws of the State of Florida, the Declaration, these Articles, the By-Laws of the Association, and the Rules and Regulations.
- (j) To contract for the management of the Association and to delegate to such manager certain powers and duties of the Association.
- (k) To employ personnel for reasonable compensation to perform the services required for the proper administration and operation of the purposes of the Association.
- (l) To pay taxes and assessments which are liens against any part of the Association property, other than the individual lots, unless the individual lot(s) are owned by the Association, and the appurtenances thereto, and to assess the same against any lot and the owner of the lot which is subject to such liens.
- (m) To enter into agreements whereby it acquires fee simple title, easements, and other possessory or use interests in lands or facilities, whether or not contiguous to the lands of the Association intended to provide benefits to the property owners within the Subdivision.

(n) To enter into agreements for construction of common facilities for the benefit of the property owners and to borrow money for the purpose of carrying out such construction and to mortgage, lease or otherwise provide security for the repayment of said funds.

ARTICLE IV

Surface Water Management

(a) The Association has the power 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, flood plain compensation areas, wetlands and any associated buffer areas, and wetland mitigation areas (collectively, the "surface water management system facilities").

(b) The Association has the power to contract for services to provide for the operation and maintenance of the surface water management system facilities.

(c) The Association shall exist in perpetuity, however, 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, the surface water management system facilities shall be conveyed to a non-profit corporation similar to the Association.

ARTICLE V

Membership

Every person or legal entity who holds legal title of record to a present fee simple interest in any lot being a part of the Subdivision (each a "Lot Owner"), shall be a member of this Association. A Lot Owner holding title to more than one such non - contiguous lot shall have one membership for each such non-contiguous lot. Any combination of lots utilized for the construction of a single family home shall have one membership. Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to the provisions of the Declaration.

ARTICLE VI

Corporate Existence

The Association shall commence upon the filing of these Articles of Incorporation with the Secretary of State, State of Florida. The corporation shall exist in perpetuity.

ARTICLE VII

Voting Rights

This Association shall have two classes of voting membership as provided for in the Bylaws of the Association. Each household with a home in the Subdivision has one vote per household.

ARTICLE VIII
Board of Directors

The business affairs of this Association shall be managed by a Board of Directors. The method of election or appointment of the Board of Directors shall be as set forth in and governed by the Bylaws of the Association.

ARTICLE IX
Officers

This Association shall have the officers described in its Bylaws who shall be elected or appointed at such time and for such terms as is provided in the Bylaws.

ARTICLE X
Incorporator

The Incorporator of these Articles is of the age of majority. The name and address of the Incorporator of these Articles of Incorporation is as follows:

Michael T. Abdullah
4905 34th Street. So, Suite 264
St. Petersburg, FL 33711

ARTICLE XI
Dissolution

This Association may be dissolved with the assent given in writing and signed by members entitled to cast not less than two-thirds (2/3) of the votes of the members, or as set forth in the Association's bylaws. Notwithstanding any other provision herein, the assets owned by the Association herein shall be distributed to Pinellas County, State of Florida, or if said County refuses to accept such assets, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes, but in no event shall such assets inure to the benefit of any member or other private individual.

ARTICLE XII
Initial Registered Office and Agent

The street address of the initial registered office of the Association is 2121 Barcelona Way South, St. Petersburg, Florida 33712. The name of the initial registered agent of the Association is Michael T. Abdullah.

ARTICLE XIII
Amendment to Articles

These Articles of Incorporation may be amended as set forth in the Florida Statutes, as amended from time to time.


ARTICLE XIV
Indemnity

The corporation shall indemnify any person made a party or threatened to be made a party to any threatened, pending or contemplated action, suit or proceedings, pursuant to the provisions contained in the bylaws.

ARTICLE XV
Interpretation

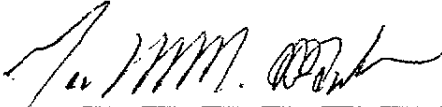
Express reference is hereby made to the terms and provisions of the Declaration where necessary to interpret, construe, and clarify the provisions of these Articles. In subscribing and filing these Articles, it is the intent of the undersigned that the provisions of these Articles shall be consistent with the provisions of the Declaration, and these Articles shall be interpreted, construed and applied so as to avoid inconsistencies or conflicting results.

IN WITNESS WHEREFORE, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned incorporator of this Association has executed these Articles of Incorporation this 1 day of December, 2005.



Michael T. Abdullah, Incorporator

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as Registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Michael T. Abdullah, Registered Agent
Date: 12/1/05