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FLORIDA PROFIT CORPORATION OR P.A.

TARPON INN RESORT CONDOMINIUM HOMEOWNERS ASSOCIATION

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ARTICLES OF INCORPORATION
OF
TARPON INN RESORT CONDOMINIUM HOMEOWNERS ASSOCIATION, INC.

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

ARTICLE I.
NAME

1.1 The name of the corporation shall be TARPON INN RESORT CONDOMINIUM HOMEOWNERS ASSOCIATION, INC., hereinafter referred to as the "Association". The principal office of the Association shall be 110 West Tarpon Drive, Tarpon Springs, Florida 34689.

ARTICLE II.
INITIAL REGISTERED OFFICE AND AGENT

2.1 The street address of the initial registered office of this corporation is the following address:

350 Gulf Boulevard
Indian Rocks Beach, FL 33785

and the name of the initial registered agent of this corporation at that address is Alan S. Christner, Jr.

ARTICLE III.
PURPOSE

3.1 Purpose: The purpose for which the Association is organized is to provide an entity for the operation, management and administration of the condominium association of a condo hotel community known as TARPON INN RESORT CONDOMINIUM, located in Pinellas County, Florida, hereinafter referred to as "Condominium".

3.2 Distribution of Income: The Association shall make no distribution of income to its members, directors or officers.

ARTICLE IV.
MEMBERSHIP

4.1 Members of the Association shall be qualified in the manner set forth in the Bylaws of the Association.

ARTICLE V.
POWERS

5.1 Common Law and Statutory Power: The Association shall have all of the common law and statutory powers of a corporation not-for-profit.

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5.2 Specific Powers: The Association shall have all of the powers and duties provided by Florida Statutes Chapter 617, applicable provisions of Florida Statutes Chapter 718, the provisions of the Declaration of Condominium for TARPON INN RESORT CONDOMINIUM, the Articles of Incorporation of the Association and the Bylaws of the Association as the foregoing may be amended from time to time, including but not limited to the following:

(a) 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 unpaid fees, fines or for maintenance or repair which is the responsibility of the property owner.

(b) To, use the proceeds of assessment in the exercise of its powers and duties.

(c) To maintain, repair and operate the Condominium Property which shall include the irrevocable right to access to each lot or unit from time to time during reasonable hours as may be necessary for such maintenance, repair or replacement of any of the Common Elements therein, that may be necessary to prevent damage to the common elements, or to other Unit(s).

(d) To purchase insurance upon the Condominium Property, and insurance for the protection of the Condominium and its members.

(e) To reconstruct the improvements after casualty and to further improve the Condominium Property.

(f) To make and amend reasonable regulations respecting the use of the Condominium Property.

(g) To approve or disapprove the transfer, mortgage, ownership and leasehold of Condominium Property.

(h) To enforce by legal means, applicable provisions of Florida Statutes Chapter 718, the provisions of the Declaration of Condominium for Tarpon Inn Resort Condominium, these Articles of Incorporation and the Bylaws of the Association, together with such Rules and Regulations as may be lawfully adopted by the Association.

(i) To levy fines for violations of the Declaration of Condominium for Tarpon Inn Resort Condominium, the Rules and Regulations of the Association which may be lawfully adopted, from time to time, these Articles of Incorporation or the Bylaws of the Association, to the extent and as permitted by provisions of the Declaration of Condominium, the Bylaws of the Association and the provisions of Florida Statutes Chapter 178.

(j) To contract for the management of the Association and to delegate to such contractor all powers and duties of the Association, except as are specifically required by the provisions of the Declaration of Condominium for Tarpon Inn Resort Condominium to have the approval of the Board of Directors or by the membership of the Association.

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(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, other than the individual lots or units, unless the individual lot(s) unit(s) are owned by the Association, and the appurtenances thereto, and to assess the same against any lot or unit and the owner of the lot or unit, which is subject to such liens.

(m) To enter into agreements whereby it acquires leasehold memberships and other possessor or use interest in the lands or facilities, whether or not contiguous to the Condominium Property, intended to provide for the enjoyment, recreation, or other use benefits of the property owners.

(n) To purchase unit(s) in the Condominium in accordance with the provisions of the Declaration and to hold, lease, mortgage and convey the same.

(o) To enter into agreements for construction of recreation facilities, or building, or master TV antenna systems, and other amenities or 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.

5.3 Assets Held in Trust: All funds and the title of all properties acquired by the Association and the proceeds thereof shall be held in trust for the members, in accordance with the provisions of the Declaration of Condominium for Tarpon Inn Resort Condominium these Articles of Incorporation and the Bylaws of the Association.

5.4 Limitation on Exercise of Powers: The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the laws of the state of Florida, the Declaration of Condominium for Tarpon Inn Resort Condominium, these Articles of Incorporation and the Bylaws of the Association.

ARTICLE VI. MEMBERS

6.1 Members: The members of the Association shall consist of all of the record owners of Units in Tarpon Inn Resort Condominium.

6.2 Change of Membership: After receiving approval of the Association, as required by the provisions of the Declaration of Condominium for Tarpon Inn Resort Condominium, change of membership in the Association shall be established by the recording in the Public Records of Pinellas County, Florida, a deed or other instrument establishing a change of record title to a Unit in the Condominium and the delivery to the Association of a certified copy of such instrument. The owner designated by such instrument thereby becomes a member of the Association and the membership of the prior owner is thereby terminated.

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6.3 Limitation on Transfer of Shares of Assets: The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to the member's Unit.

6.4 Voting: The owner of each Unit shall be entitled to one vote as member of the Association; except, there shall be no vote for any Unit owned by the Association. The manner of exercising voting rights shall be determined by the Bylaws of the Association.

ARTICLE VII DIRECTORS

7.1 Board of Administration: The affairs of the Association shall be managed by a Board of Administration consisting of a number of Directors determined by the Bylaws, but not less than three (3) Directors nor more than fifteen (15) Directors; however, the Board shall consist of an odd number of Directors. Directors shall be members of the Association except as otherwise provided herein.

7.2 Election of Directors: Directors of the Association shall be elected at the annual meeting of the members, in the manner determined by the Bylaws of the Association.

7.3 First Election of Directors: The first election of Directors shall not be held until such time as the members in the Association are entitled to elect a Director as provided in the Declaration of Condominium of Tarpon Inn Resort Condominium and applicable laws of the State of Florida.

7.4 First Board of Directors: The names and addresses of the initial Board of Directors, who have been selected by the Developer and who shall serve until their successors are elected and have qualified or until they resign or are removed, are as follows:

Charles F. Lowe	9828 62 nd Terrace N. St. Petersburg, Florida 33708
Sharon Lowe	9828 62 nd Terrace N. St. Petersburg, FL 33708
Alan S. Christner, Jr.	350 Gulf Boulevard Indian Rocks Beach, FL 33785

Any vacancy occurring in the Board prior to the first election shall be filled by the remaining Directors.

ARTICLE VIII. OFFICERS

8.1 Officers: The affairs of the Association shall be administered by officers designated in the Bylaws of the Association. The officers shall be elected by the Board of Administration at its first meeting following the annual meeting of the Association and shall serve at the pleasure of the Board of Administration. The initial officers who shall serve until the first meeting following the annual meeting of the Association shall be the following persons;

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CHARLES F. LOWE

PRESIDENT, SECRETARY, TREASURER

ARTICLE IX. INDEMNIFICATION

9.1 Every Director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including legal fees, reasonable incurred by, or imposed upon him in connection with any proceeding or the 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 at the time such expenses are incurred, except, when the Director or officer is adjudged guilty of willful and wanton malfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement, the indemnification shall be Addition to and not exclusive of all other rights to which such Director or officer may be entitled.

9.2 The Board of Administration of the Association may purchase liability insurance to insure all Directors, officers, agents, past and present, against all expenses and liabilities as set forth above. The premiums for such insurance shall be paid by the members of the Association as part of the common expenses

ARTICLE X. BY-LAWS

10.1 Bylaws: The 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 and the Declaration of Condominium for Tarpon Inn Resort Condominium.

ARTICLE XI. AMENDMENTS

11.1 Amendments: Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner subject to any provisions pertaining to Amendments in the Declaration of Condominium for Tarpon Inn Resort Condominium.

(a) Notice of the subject matter proposed Amendment shall be included in the notice of any meeting at which a proposed Amendment is considered.

(b) An amendment may be proposed by either the Board of Directors or by 75% of the members of the Association. The adoption of any proposed amendment shall be by and upon the affirmative vote and approval of 2/3rd of the entire membership.

11.2 Alternative: In the alternative, an Amendment may be made by an Agreement signed and acknowledged by all of the record owners of all Units in the manner required for execution of a deed.

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11.3 Limitation on Amendments: No Amendments shall make any changes in the qualification for membership, nor the voting rights of members, without the approval in writing by all members and the joinder of all record owners of the mortgages upon the Association. No Amendment shall be made which is in conflict with provisions of Florida Statutes Chapter 718 or the provisions of the Declaration of Condominium for Tarpon Inn Resort Condominium.

11.4 Certification: A copy of each Amendment shall be certified by the Secretary of State and recorded in the Public Records of Pinellas County, Florida.

**ARTICLE XII
TERM**

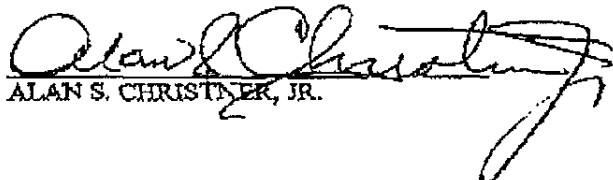
12.1 The term of the Association shall be perpetual.

**ARTICLE XIII
SUBSCRIBERS**

13.1 Names and Addresses: The names and addresses of the subscribers of these Articles of Incorporation are as follows:

Alan S. Christner, Jr. Esq.
350 Gulf Boulevard
Indian Rocks Beach, FL 33785

IN WITNESS WHEREOF, the subscribers have hereunto set their hands and seals this
28 day of December, 2005


ALAN S. CHRISTNER, JR.

STATE OF FLORIDA
COUNTY OF PINELLAS

Before me personally appeared Alan S. Christner, Jr. to me well known and known to me to be the person who executed the above and foregoing Articles of Incorporation and he acknowledged to me that he executed the same freely and voluntarily for the purposes therein stated.

Witness my hand and official seal this 28 day of DECEMBER, 2005.

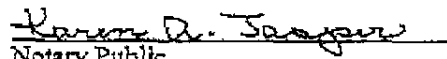

Notary Public



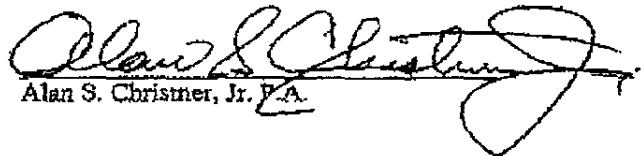
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ACCEPTANCE OF REGISTERED AGENT

ALAN S. CHRISTNER, JR. having been named to accept the service of process upon TARPON INN RESORT CONDOMINIUM HOMEOWNERS ASSOCIATION at the place designated in the Articles of Incorporation, pursuant to Chapter 48.091 of the Florida Statutes, hereby accepts such designation and agrees to act in this capacity and further agrees to comply with the provisions of said Act relative to keeping the registered office of this Corporation.


Alan S. Christner, Jr. P.A.

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