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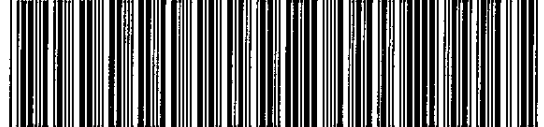
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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
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Itney Townhomes Homeowners
Association, Inc.

☒ Art of Inc. File _____

_____ LTD Partnership File _____

_____ Foreign Corp. File _____

_____ L.C. File _____

_____ Fictitious Name File _____

_____ Trade/Service Mark _____

_____ Merger File _____

_____ Art. of Amend. File _____

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ARTICLES OF INCORPORATION
OF
WHITNEY TOWNHOMES HOMEOWNERS ASSOCIATION, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as incorporator of a non-profit corporation under Chapter 617 of the Florida Statutes, does hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I
Name

The name of the corporation (hereinafter called the Association) is WHITNEY TOWNHOMES HOMEOWNERS ASSOCIATION, INC. The principal place of business address of this corporation shall be 5623 U.S. 19, Suite 201, New Port Richey, Florida, 34652, and the mailing address shall be P.O. Box 670, Port Richey, Florida, 34673-0670.

ARTICLE II
Purposes and Powers

The specific primary purposes for which the Association is formed are to provide for maintenance, preservation and control of the common area and easements as such term is defined in the Declaration of Covenants, Conditions, and Restrictions for WHITNEY TOWNHOMES, which will be recorded among the Public Records of Pinellas County, Florida, in the development located in Pinellas County, Florida, known as WHITNEY TOWNHOMES (hereinafter sometimes referred to as "the Property") as well as any additional real property subsequently developed and located in said development. The Association is also formed to promote the health, safety, and welfare of the residents within the above described development and such additions thereto as may hereafter be brought within the jurisdiction of the Association for such purpose.

In furtherance of such purposes, the Association shall have the power to:

(a) Perform all of the duties and obligations of the Association as set forth in a certain Declaration of Covenants, Conditions, and Restrictions (the Declaration) applicable to the subdivision of WHITNEY TOWNHOMES to be recorded in the public records of Pinellas County, Florida;

(b) Affix, levy, and collect, and enforce payment by any lawful means of, all charges and assessments pursuant to the terms of the Declaration; and pay all expenses in connection therewith, and all office and other expenses incidental to the conduct of the business of the Association, including all taxes, licenses, or governmental charges levied on or imposed against the property of the Association;

(c) Maintain, repair, improve, and insure the Common Area as defined in the Declaration and other real or personal property which the Association owns or which it has assumed the obligation to maintain, including without limitation the surface water management system which includes the lakes, retention areas, culverts, and related appurtenances;

(d) Pay all Association expenses;

(e) Make, amend, and enforce reasonable rules and regulations for the use of the property it owns or maintains;

(f) Enforce the terms of the Declaration, these Articles, and the Bylaws of the Association.

(g) Sue and be sued;

(h) Contract for operation and maintenance services. ;

(i) Require all of the homeowners, lot owners, parcel owners and/or unit owners to be members of the Association.

(j) Acquire by gift, purchase, or otherwise, own, hold, and improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate to public use, or otherwise dispose of real and personal property in connection with the affairs of the Association;

(k) Borrow money and, subject to the consent by vote or written instrument of two-thirds of each class of members, mortgage, pledge, convey by deed of trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(l) Dedicate, sell, or transfer all or any part of the Common areas or easements to any municipality, public agency, authority, or utility for such purposes and subject to such conditions as may be agreed upon by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds of each class of members, agreeing to such dedication, sale or transfer;

(m) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes;

(n) Exist in perpetuity, but in the event that the Association is dissolved, the Common Area, including the surface water management system, shall be conveyed to an appropriate agency of local government, or if not accepted, to a nonprofit corporation with similar purposes;

(o) Have and exercise any and all powers, rights, and privileges that a non-profit corporation organized under Chapter 617 of the Florida Statutes by law may now or hereafter have or exercise.

The Association is organized and shall be operated exclusively for the purposes set forth above. The activities of the Association will be financed by assessments against members as provided in the Declaration, and no part of any net earnings of the Association will inure to the benefit of any member.

ARTICLE III

Eligibility for Membership

Every person or entity who is record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessments by the Association shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of a Lot which is subject to assessment by the Association.

ARTICLE IV

Classes of Membership

The Association shall have two classes of voting members as follows:

Class A. Class A members shall be all owners, with the exception of Declarant and the Developer, as such terms are defined in the Declaration, and shall be entitled to one 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 such members may determine among themselves, but in no event shall more than one vote be cast with respect to any Lot owned by Class A members.

Class B. The Class B members shall be the Declarant and the Developer, as such terms are defined in the Declaration, who shall be entitled to ten (10) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership as provided in the Declaration.

ARTICLE V

Term

The period of duration of the Association shall be perpetual, unless dissolved according to law. Corporate existence shall commence upon filing of these Articles.

ARTICLE VI

Subscribers

The name and address of each subscriber is :

David W. Williams, P.O. Box 670, Port Richey, Fl. 34673-0670

ARTICLE VII

Management

The affairs of the Association shall be managed by a Board of Directors. The Board of Directors shall consist of not less than three (3) directors. Directors shall be elected or removed in accordance with the Bylaws.

ARTICLE VIII

First Board of Directors

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

David W. Williams

P.O. Box 670
Port Richey, Fl 34673-0670

Craig Fiebe

P.O. Box 670
Port Richey, Fl 34673-0670

Craig Gallagher

P.O. Box 670
Port Richey, Fl 34673-0670

ARTICLE IX

Bylaws

The Bylaws of the Association may be made, altered, or rescinded at any annual meeting of the Association, or at any special meeting duly called for such purpose, on the affirmative vote of two-thirds of each class of members existing at the time of, and present at, such meeting, except that the initial Bylaws of the Association shall be made and adopted by the Board of Directors.

ARTICLE X

Amendments

Amendments to these Articles of Incorporation may be proposed by any member of the Association. These Articles may be amended at any annual meeting of the Association, or at any special meeting duly called and held for such purpose, on the affirmative vote of a majority of each class of members existing at the time of, and present at, such meeting. However, as long as the Developer owns a Lot, no such amendment may be made without the consent of Developer. No such amendment shall materially affect or interfere with the rights of Lot owners or lienors.

ARTICLE XI

Dedication of Assets

In the event the Association shall dissolve or otherwise terminate its corporate existence subject to Chapters 607 and 617, Florida Statutes, the assets of the Association shall be distributed to an appropriate public agency to be used for purposes similar to those for which the Association was created. In the event such distribution is refused acceptance, such assets shall be granted, conveyed, and assigned to any non-profit corporation, association, trust, or other organization organized and operated for such similar purposes.

ARTICLE XII

Initial Registered Office and Registered Agent

Initial Registered Office: The address of the initial registered office of the Association in the State of Florida is:

5623 U.S. Highway 19, Suite 201
New Port Richey, FL 34652

Initial Registered Agent: The registered agent of the Association at the registered office of the Association is:

David W. Williams

ARTICLE XIII

Additions

Additions to the Properties may be made only in accordance with the provisions of the Declaration or any other recorded Covenants and Restrictions applicable to the Property. Such additions, when properly made under the Declaration or other applicable Covenants, shall extend the jurisdiction, functions, duties and membership of this Association to such Properties.

EXECUTED at New Port Richey, Pasco County, Florida, on this January 26TH, 2006.




DAVID W. WILLIAMS

**STATE OF FLORIDA
COUNTY OF PASCO**

BEFORE ME, the undersigned authority, personally appeared DAVID W. WILLIAMS, who is to me known to be the person described in and who subscribed the above and foregoing Articles of Incorporation and he freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal at
New Port Richey, Pasco County, Florida, this January 26, 2006.


Notary Public

My Commissions Expires:

ROXANNE RUSSO
Notary Public, State of Florida
My Comm. Expires Aug. 4, 2008
No. DD343869

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHICH PROCESS MAY BE SERVED**

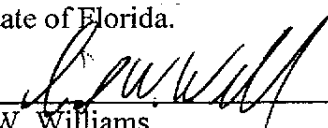
In compliance with Section 48.091, Florida Statutes, the following is submitted:

FIRST: That WHITNEY TOWNHOMES HOMEOWNERS ASSOCIATION, INC., desiring to organize or qualify under the Laws of the State of Florida, with its principal place of business at:

**5623 U.S. Highway 19, Suite 201
New Port Richey, FL 34652**

**has named: David W. Williams
located at: 5623 U.S. Highway 19, Suite 201
New Port Richey, FL 34652**

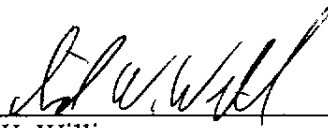
as its agent to accept service of process within the State of Florida.



David W. Williams

Date: JANUARY 26, 2006

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the property and complete performance of my duties.



David W. Williams
Registered Agent

Date: JANUARY 26, 2006

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TALLAHASSEE, FLORIDA