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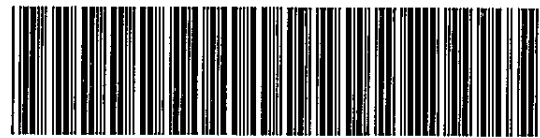
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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
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The Dupont Building Condominium
Association, Inc.

Signature

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ARTICLES OF INCORPORATION
FOR
THE DUPONT BUILDING CONDOMINIUM ASSOCIATION, INC.

The undersigned incorporator, for the purpose of forming a corporation not for profit pursuant to Florida Statute §617.00 et.seq., hereby adopts the following Articles of Incorporation:

ARTICLE 1
NAME AND PRINCIPAL ADDRESS

The name of the corporation shall be THE DUPONT BUILDING CONDOMINIUM ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Association." The principal address and principal place of business of the corporation shall be 8200 Bryan Dairy Road, Suite 300, Largo, Florida 33777.

ARTICLE 2
REGISTERED OFFICE AND AGENT

The address of its registered office in the State of Florida is c/o STEVEN W. MOORE, P.A., 8200 Bryan Dairy Road, Suite 300, in the City of Largo, County of Pinellas, Florida 33777. The name of its registered agent at such address is Steven W. Moore, Esquire.

ARTICLE 3
PURPOSE

The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act, Chapter 718, Florida Statutes. The for which this corporation is organized is to provide an entity responsible for the operation of a condominium located in Pinellas County, Florida, and known as THE DUPONT BUILDING, a Condominium (the "Condominium"). The Association shall automatically assume all rights, powers and duties provided for herein and in the Act, the By-Laws and the applicable Declaration of Condominium and all amendments thereto (the "Declaration"), upon recordation of the Declaration in the Public Records of Pinellas County, Florida, naming the Association as the association being responsible for the operation of the Condominium.

ARTICLE 4
POWERS

The powers of the Association shall include and be governed by the following:

4.1 **General**. The Association shall have all of the common-law and statutory powers of a corporation not for profit under the laws of Florida that are not in conflict with the provisions of these Articles, the Declaration, the By-Laws or the Act.

4.2 **Specific Powers**. The Association shall have all of the powers and duties set forth in the Act, except as limited by these Articles, the By-Laws and the Declaration (to the extent that they are not in conflict with the Act), and all of the powers and duties reasonably necessary to operate the Condominium pursuant to the Declaration and as more particularly described in the By-Laws, as amended from time to time, including, but not limited to, the following:

(a) To perform all of the duties and obligations of the Association as set forth in the Declaration, as amended from time to time.

(b) To assess, levy, collect and enforce payment, by any lawful means, assessments and other charges against members as Unit Owners.

(c) To buy, own, operate, lease, sell, trade and mortgage both real and personal property.

(d) To hold, convey, lease and mortgage Condominium Property for the benefit of the Unit Owners.

(e) To maintain, repair, replace, reconstruct, add to and operate the Condominium Property, and other property acquired or leased by the Association which shall include but not limited to the operation and maintenance of the surface water management system facilities (as defined in the Condominium Declaration for THE DUPONT BUILDING, a condominium), 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 wetland mitigation areas.

(f) To purchase insurance upon the Condominium Property and insurance for the protection of the Association, its officers, directors and Unit Owners.

(g) To make and amend reasonable rules and regulations for the maintenance, conservation and use of the Condominium Property and for the health, comfort, safety and welfare of the Unit Owners.

(h) To approve or disapprove the leasing, transfer, ownership and possession of Units as may be provided by the Declaration.

(i) To enforce by legal means the provisions of the Act, the Declaration, these Articles, By-Laws, and the Rules and Regulations for the use of the Condominium Property.

(j) To contract for the management and maintenance of the Condominium Property and to authorize a management agent to assist the Association in carrying out its powers and duties by performing such functions as the submission of proposals, collections of Assessments, preparation of records, enforcement of rules and maintenance, repair and replacement of the Common Elements with such funds as shall be made available by the Association for such purposes.

(k) To employ personnel to perform the services required for the proper operation of the Condominium.

(l) To contract for services to provide for operation and maintenance of the surface water management system facilities if the association contemplates employing a maintenance company.

4.3 Distribution of Income; Dissolution. The Association shall make no distribution of income to its members, directors or officers, and upon dissolution, all assets of the Association shall be transferred only to another non-profit corporation or a public agency or as otherwise authorized by the Florida Not for Profit Corporation Act, Chapter 617, Florida Statutes, provided that in the event of dissolution, the surface water management system facilities shall be conveyed to an appropriate agency of local government, and if

it is not accepted, then it shall be dedicated to a similar non-profit corporation.

4.4 Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions hereof and of the Declaration, By-Laws and the Act, provided that in the event of conflict, the provisions of the Act shall control over those hereof and of the Declaration and By-Laws to the extent that the Act is more restrictive.

ARTICLE 5 **QUALIFICATION OF MEMBERS AND VOTING**

5.1 Membership. The members of the Association shall constitute all the record title owners of residential units in the Condominium. All owners of residential units in the Condominium are required to members of the association.

5.2 Assignment. 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 Unit for which that share is held.

5.3 Voting. The owner of each condominium unit shall be entitled to at least one (1) vote as a member of the Association. The manner of exercising voting rights shall be determined by the by the Declaration and By-Laws.

ARTICLE 6 **TERMS OF EXISTENCE**

The Association shall exist perpetually, unless terminated by due process of law.

ARTICLE 7 **SUBSCRIBERS**

The name and address of the Incorporator of these Articles of Incorporation are as follows:

NAME

ADDRESS

Steven W. Moore

c/o Steven W. Moore, P.A.
8200 Bryan Dairy Road, Suite 300
Largo, Florida 33777

ARTICLE 8 **OFFICERS**

8.1 The officers of the corporation shall be President, Vice President, Secretary and a Treasurer. The person may hold the offices of the President and Treasurer simultaneously.

8.2 The officers must be members of the Association and 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.

8.3 The officers shall have such duties, responsibilities and powers as provided in the ByLaws.

8.4 The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are, as follows:

President John P. McGeough

Secretary Regina McGeough

Treasurer James Schwankoff

ARTICLE 9 **BOARD OF DIRECTORS**

9.1 Number and Qualification. The property, business and affairs of the Association shall be managed by a board consisting of the number of directors determined in the manner provided by the By-Laws. This corporation shall have three (3) members of the board initially. The number of directors may be changed from time to time as provided by the ByLaws, but their number shall never be less than three (3). Directors, other than designees of the Developer, must be members of the Association.

9.2 Duties and Powers. The affairs of this corporation shall be managed by the Board of Directors. All of the duties and powers of the Association existing under the Act, the Declaration, the Articles and the By-Laws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by Unit Owners when such approval is specifically required.

9.3 Election; Removal: Directors of the Association shall be elected at the annual meeting of the members, and may be elected to staggered terms, in the manner determined by the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

9.4 Term of Developer's Directors. The Developer of the Condominium shall appoint the members of the first Board of Directors and their replacements who shall hold office for the periods described in the By-Laws.

9.5 Initial Directors. The names and addresses of the members of the initial Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
John P. McGeough	c/o 8200 Bryan Dairy Road, Suite 300 Largo, Florida 33777
Regina M. McGeough	c/o 8200 Bryan Dairy Road, Suite 300 Largo, Florida 33777
James Schwankoff	c/o 8200 Bryan Dairy Road, Suite 300 Largo, Florida 33777

ARTICLE 10 **INDEMNIFICATION**

The Corporation shall defend, indemnify and hold harmless every Registered Agent, Director or Officer and his or her heirs, personal representatives and administrators against liability and against expenses including attorneys fees and appellate attorneys fees reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be made a party by reason of his or her having been a Registered Agent, Director or Officer of this Corporation, except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to be liable for willful misconduct. The foregoing rights shall be exclusive of other rights to which he or she may be entitled. The provisions of this Article may not be amended without the prior written consent of all persons whose interests would be adversely affected by such amendment.

ARTICLE 11 **BY-LAWS**

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

ARTICLE 12 **AMENDMENTS**

Amendments to these Articles shall be proposed and adopted in the following manner:

12.1 **Amendments.** The Articles of Incorporation may be amended at any special or regular meeting by approval of not less than the majority of the entire membership of the Board of Directors and a majority of the members of the Association, or by not less than unanimous votes of all the members of the Association. Any amendment of these Articles will be voted upon only after notice of any meeting as required by the ByLaws of the Association.

12.2 **Limitation.** No amendment shall make any changes in the qualifications for membership, nor in the voting rights or property rights of members, nor any changes in Section entitled "Powers," without the approval in writing of all members and the joinder of all record owners of mortgages upon Units. No amendment shall be made that would in any way affect any of the rights, privileges, powers or options herein provided in favor of or reserved to the Developer, or an affiliate of the Developer, unless the Developer shall join in the execution of the amendment. No amendment to this paragraph shall be effective.

12.3 **Developer Amendments.** To the extent lawful, the Developer may amend these Articles consistent with the provisions of the Declaration allowing certain amendments to be effected by the Developer alone.


12.4 **Recording.** A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of applicable Florida law, and a copy certified by the Secretary of State shall be recorded in the public records of Pinellas County, Florida. The amendment shall be valid when recorded with identification on the first page of the book and page number of the public records where the Declaration was recorded.

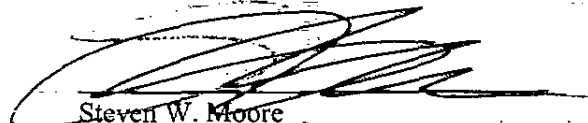
IN WITNESS WHEREOF, the Incorporator has affixed his signature the day and year set forth

below.

Witnesses:



Print Name: Karanina Strothman

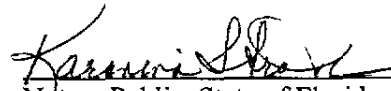

Print Name: Patricia Reed



Steven W. Moore

STATE OF FLORIDA)
) SS:
COUNTY OF PINELLAS)

The foregoing instrument was acknowledge before me this 11th day of May, 2006, by Steven W. Moore, who is personally known to me.

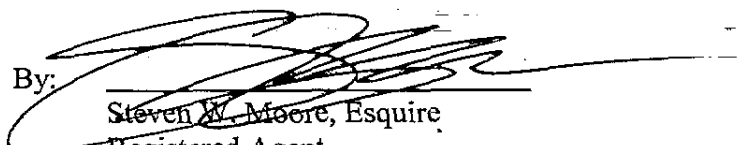
 Karanina Strothman
My Commission DD270856
Expires December 05, 2007


Notary Public, State of Florida
My Commission Expires:

 Karanina Strothman
My Commission DD270856
Expires December 05

Acknowledgment of Registered Agent

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.

By: 
Steven W. Moore, Esquire
Registered Agent

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

In compliance with the laws of Florida, the following is submitted.

First – That desiring to organize under the laws of the State of Florida with its principal office, as indicated in the foregoing articles of incorporation, at City of Largo, County of Pinellas, State of Florida, the corporation named in the said articles has named Steven W. Moore, located at 8200 Bryan Dairy Road, Suite 300, Largo, Florida 33777, as its statutory registered agent.

Having been named the statutory agent of said corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.


STEVEN W. MOORE
REGISTERED AGENT

DATED this 11th day of May, 2006.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA