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Division of Corporations

HILL WARD & HENDERSON

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FLORIDA PROFIT/NON PROFIT CORPORATION

Burton Place Homeowners Association, Inc.

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**ARTICLES OF INCORPORATION
OF
BURTON PLACE HOMEOWNERS ASSOCIATION, INC.
a Florida corporation not for profit**

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In compliance with the requirements of Florida Statute, Chapter 617, the undersigned, a resident of Florida and of full age, for the purpose of forming a corporation not for profit does hereby certify:

**ARTICLE I
NAME OF CORPORATION**

The name of the corporation is **Burton Place Homeowners Association, Inc.** a Florida corporation not for profit, organized under Chapter 617 of the Florida Statutes (hereinafter referred to as the "Association").

**ARTICLE II
PRINCIPAL OFFICE**

The principal office of the Association is located at 1410 Lake Tarpon Avenue, Tarpon Springs, Florida 34688, which shall be the initial principal office and mailing address of the Association.

**ARTICLE III
PURPOSE AND POWERS OF THE ASSOCIATION**

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is organized and for which it is to be operated are as follows: (i) to provide for maintenance, preservation, and care of the property of the Association; (ii) to provide architectural control of the residential lots and common area within that certain tract of property described in the Declaration of Covenants, Conditions and Restrictions of Burton Place (hereinafter called the "Declaration"), recorded or to be recorded in the Office of the Clerk of the Circuit Court, Pinellas County, Florida and as the same may be amended from time to time (hereinafter referred to as the "Property"); and (iii) to promote the health, safety and welfare of the residents within the Property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for these purposes. In connection therewith, the Association shall have the following powers:

(a) The power to exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration.

(b) The power to fix, levy, collect and enforce payment by any lawful means, all charges or assessments due to the Association or any other person affiliated with the

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Association pursuant to the terms of the Declaration; to pay all expenses in connection therewith; and to pay 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.

(c) The power to acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association.

(d) The power to borrow money, and with the affirmative vote (in person or by proxy) or written consent, or any combination thereof, of members holding not less than two-thirds (2/3) of the total votes of the Association as described in Article V hereof, mortgage, pledge, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.

(e) The power to dedicate, sell, or transfer all or any part of the common area as defined in the Declaration (hereinafter "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. Any such dedication or transfer shall be effective with the affirmative vote (in person or by proxy) or written consent, or any combination thereof, of members holding not less than two-thirds (2/3) of the total votes of the Association, as described in Article V hereof.

(f) The power to participate in mergers and consolidations with other non-profit corporations organized for the same purposes, provided that any such merger or consolidation shall have the assent of members holding not less than two-thirds (2/3) of the total votes of the Association, as described in Article V hereof.

(g) The power to annex additional property and common areas in the manner set forth in the Declaration.

(h) The power to have and to exercise any and all powers, rights and privileges a corporation organized under Florida law, including Chapter 617, Florida Statutes, by law may now or hereafter have or exercise.

(i) The power to levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the surface water or stormwater management systems, including but not limited to work within retention areas, drainage structures, and drainage easements.

(j) The power to operate, maintain, and manage the surface water or stormwater management system, including all retention areas, outfall structures, culverts, and related appurtenances, in a manner consistent with the Southwest Florida Water Management District ("District") permit requirements and applicable District rules, and assist in the enforcement of the restrictions and covenants contained therein.

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(k) The power to adopt and publish rules and regulations governing the use of the Common Area, and the personal conduct of the members and their guests thereon, and to establish penalties for any infraction thereof; and

(l) The power to sue and be sued in the name of the Association.

ARTICLE IV **MEMBERSHIP**

Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is subject to the Declaration, including contract sellers, shall be a member of the Association with the voting rights described in Article V hereof. The foregoing shall not include persons or entities that hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to the Declaration.

ARTICLE V **VOTING RIGHTS**

The Association shall have two classes of voting membership with the relative rights and preferences as follows:

Class A: Class A members shall be all owners, with the exception of the Declarant (as defined in the Declaration), of any lot shown upon any recorded plat of the Property (hereinafter "Lot" or "Lots"). Each Class A member shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, each such person shall be a member, however, the vote for such Lot shall be exercised as they collectively determine, and in no event shall more than one vote be cast with respect to any single Lot. Class A members shall not have voting rights as long as the Declarant owns a Lot.

Class B: The Class B member shall be the Declarant, who shall be entitled to three (3) votes for each Lot owned. Unless converted earlier and voluntarily by the Declarant, the Class B membership shall cease and shall be converted to Class A membership upon the first to occur of either of the following events:

- (a) twelve (12) years from the date of the original recording of the Declaration in the public records of Pinellas County, Florida; or
- (b) at the election of the Declarant (whereupon the Class A Members shall be obligated to elect the Board and assume control of the Association).

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ARTICLE VI
BOARD OF DIRECTORS

The affairs of the Association shall be managed by a board of not less than three (3), nor more than seven (7) directors who need not be members of the Association (the "Board of Directors"). The initial number of directors shall be three (3) and may be changed by amendment of the bylaws of the Association ("Bylaws"). The names and addresses of the persons who are to act in the capacity of directors until the election of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
Michael L. Bronson	1410 Lake Tarpon Avenue, Tarpon Springs, Florida 34688
Mark Ganier	1410 Lake Tarpon Avenue, Tarpon Springs, Florida 34688
Michael Lacy	1410 Lake Tarpon Avenue, Tarpon Springs, Florida 34688

The manner in which the directors are appointed is as stated in the Bylaws.

ARTICLE VII
DISSOLUTION

The Association may be dissolved upon the affirmative vote of two-thirds (2/3) of the voting interests of the Association as described in Article V hereof. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency or to any non-profit corporation, association, trust or other organization to be used for purposes similar to those for which this Association was created. In the event of termination, dissolution, or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water or stormwater management system must be transferred to and accepted by an entity which would comply with Section 40, Florida Administrative Code, and be approved by the Southwest Florida Water Management District prior to such termination, dissolution, or liquidation.

ARTICLE VIII
DURATION

The existence of the Association shall commence with the filing of these Articles of Incorporation ("Articles") with the Secretary of State in Tallahassee, Florida. The Association shall exist perpetually.

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**ARTICLE IX
AMENDMENTS**

The Association shall have the right to amend these Articles at any time upon the affirmative vote (in person or by proxy) or written consent or any combination thereof, of members holding not less than two-thirds (2/3) of the total votes of the Association as described in Article V hereof. Amendments may be proposed by resolution approved by a majority of the Board of Directors; provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of the members, without approval in writing by all members of the Association and the joinder of all record owners of mortgages upon the Lots. No amendment shall be made that is in conflict with Florida law or the Declaration unless the latter is amended to conform to the same.

**ARTICLE X
BYLAWS**

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

**ARTICLE XI
HUD/VA APPROVAL**

As long as there is a Class B membership and the Department of Housing and Urban Development ("HUD") or Veterans Administration ("VA") is holding, insuring, or guaranteeing any loan secured by property subject to the Declaration, the following actions will require the prior approval of the HUD or VA: (i) annexation of additional properties; (ii) mergers and consolidations; (iii) mortgaging of the Common Area; (iv) dissolution of the Association; and (v) amendment of these Articles.

**ARTICLE XII
INCORPORATOR**

The name and address of the incorporator is:

Michael L. Bronson
1410 Lake Tarpon Avenue
Tarpon Springs, Florida 34688

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ARTICLE XIII
REGISTERED OFFICE AND AGENT

The name and address of the registered agent is:

Michael L. Bronson
1410 Lake Tarpon Avenue
Tarpon Springs, Florida 34688

[SIGNATURES APPEAR ON FOLLOWING PAGES

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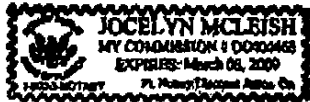
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IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the sole incorporator of this Association, has executed these Articles of Incorporation this 22nd day of July, 2008, by Michael L. Bronson, who is personally known to me.

INCORPORATOR:

Michael L. Bronson
Michael L. Bronson

NOTARY PUBLIC



Jocelyn McLeish
Print Name: Jocelyn McLeish
My Commission Expires: 3/8/09

CONSENT OF REGISTERED AGENT

Having been named as Registered Agent for this corporation at the office designated in the foregoing Articles of Incorporation, I am familiar with the duties and obligations of Registered Agent and I hereby agree to act in this capacity and to comply with all statutes relative to the proper and complete performance of my duties.

REGISTERED AGENT:

Michael L. Bronson
Michael L. Bronson

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