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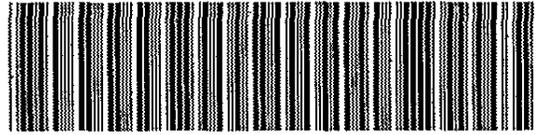
(Business Entity Name)

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STATE OF FLORIDA
TALLAHASSEE

CB 8-10-06
W06-34117

COVER LETTER

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

SUBJECT: SEA BIRD VILLAS CONDOMINIUM 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: PENELOPE T. ROWLETT, V. A.
Name (Printed or typed)

P. O. Box 12746
Address

St. PETERSBURG, FL 33733
City, State & Zip

(727) 254-3747
Daytime Telephone number

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 2, 2006

PENELOPE T. ROWLETT
P.O. BOX 12746
ST PETERSBURG, FL 33733

SUBJECT: SEA BIRD CONDOMINIUM ASSOCIATION, INC.
Ref. Number: W06000034117

We have received your document for SEA BIRD CONDOMINIUM ASSOCIATION, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 607.0802 or 617.0802, Florida Statutes, requires directors to be natural persons 18 years old or older.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6925.

Cynthia Blalock
Document Specialist
New Filing Section

Letter Number: 706A00048492

FILED

ARTICLES OF INCORPORATION

06 AUG -9 PM 3:57

of

SEA BIRD VILLAS CONDOMINIUM ASSOCIATION, INC., CITY OF STATE
TALLAHASSEE, FLORIDA

The undersigned limited liability company, by and under the provisions of statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation not for profit under Chapter 617 of the Florida Statutes, do hereby declare as follows:

ARTICLE I. NAME OF CORPORATION

The name of this corporation shall be **SEA BIRD VILLAS CONDOMINIUM ASSOCIATION, INC.** (hereinafter referred to as the "Association").

ARTICLE II. PRINCIPAL OFFICE

The initial principal office of the corporation shall be c/o **2935 57th South, LLC**, a Florida Limited Liability Company having its current mailing address at 6702 Gulf Blvd., St. Pete Beach, Pinellas County, FL 33706, and its registered agent shall be as set forth in Article IX below. The Corporation's permanent offices shall, upon incorporation and activation of the Association's full powers in accordance with these Articles and the Association's Bylaws and Declaration of Condominium, be located at 2935 57th Street South, Gulfport, Pinellas County, Florida 33707. The Association may thereafter change its principal office, registered agent, and registered office, from time to time, all as permitted by law.

ARTICLE III. PURPOSES OF CORPORATION

The purpose of the Association shall be to operate and manage the affairs and property of the condominium known as **SEA BIRD VILLAS, A CONDOMINIUM** located at 2935 59th Street, Gulfport, Pinellas County, Florida 33707 (the "Condominiums"), and to perform each and every act provided in the Declaration of Condominium and Bylaws of the said Condominium and the Condominium Act, Chapter 718, Florida Statutes.

ARTICLE IV. POWERS

The Association shall have all of the statutory powers of a corporation not for profit and all of the powers and duties set forth in the Condominium Act, the Association's Bylaws, and the Declaration of Condominium of Sea Bird Villas, a Condominium. As more particularly set forth in said Bylaws and/or the Declaration, the Association may acquire leasehold, membership and other possessory or use interests (whether or not such interests relate to property contiguous to the lands of the condominium) intended to provide for the enjoyment, recreation, or other use or benefit of the Association members, and the Association may acquire, convey, lease and mortgage Association property.

ARTICLE V. MEMBERS

(a) All persons owning a vested present interest in the fee title to a condominium unit in Sea Bird Villas, a Condominium, which interest is evidenced by a duly recorded proper

instrument in the Public Records of Pinellas County, Florida, shall be members of the Association. Membership shall terminate automatically and immediately at the time a member's vested interest in the fee title terminates, except that upon the termination of the condominium, the membership of a unit owner who conveys his unit to the trustee as provided in the Declaration of Condominium shall continue until the trustee makes a final distribution of such unit's share of the funds collected and held by the trustee.

(b) As soon as possible after the Association has approved of the conveyance of the requisite number of condominium unit to person(s) or entity(ies) as provided in the Declaration of Condominium, the change of membership in the Association shall be evidenced in the Association records by delivery to the Association of a copy of the recorded deed or other instrument of conveyance.

(c) Upon conveyance by the Developer/Owner of the required minimum number of individual condominium units to new individual owners other than the developer or initial director(s)), said "new" Members (and/or the successors-in-interest; assignees; heir; and assigns of said Members), shall conduct a meeting, at the earliest possible date following the last of such conveyance(s) by the Developer, to select a new Board of Directors from among said new members of this Association.

(d) Prior to the recording of the Declaration of Condominium of Sea Bird Villas, a Condominium, the subscriber hereto shall constitute the sole member of the Association. After the initial meeting of the Members or the Board of Directors, it is anticipated the subscribers and/or the initial directors shall be removed and replaced with members who have purchased individual condominium units, as per Articles XI and XII of these Articles.

ARTICLE VI. VOTING RIGHTS

The voting rights of each unit shall be equal to the ratio of the interior square footage of each individual condominium unit to the sum of the interior square footage of all four of the Condominium's units. That is, each unit shall be entitled to a fractional vote equal to that unit's proportionate share of the Condominium's total interior square footage, on all matters upon which a vote of the Association's members is permitted or required. When more than one person owns a unit in the Condominium, the vote for that unit shall be exercised as the unit owners may determine among themselves, but in no event shall more than one vote be cast with respect to or on behalf of any individual unit, and no vote may be divided among the owners of any one unit; rather, all of the owners of any individual unit (if there be more than one such owner) shall agree on one vote for said unit, which vote shall be controlling. For purposes of the foregoing, all units owned by more than one owner may, as amongst themselves, enter into a written and notarized agreement appointing from amongst themselves a "voting member," whose vote shall be controlling for all purposes with respect to Association matters, provided that said agreement is furnished to the Association's governing board, and for so long as the agreement remains on file with the Association and unrevoked by any of said unit's owners, the Association shall have no duty to make further inquiry as regards the validity of any vote cast by the owner so selected. Provided however, that any single owner of a unit which is owned by more than one owner shall at all times be entitled to withdraw his or her consent to any such unit owner agreement in a

written and notarized affidavit or other writing; which if furnished to the Association's secretary and/or governing officers, shall be sufficient to permit the Association to require such proof as the Association's governing board, in its reasonable discretion, deems necessary so as to determine the intention of the majority of the owners of the unit in question, which determination shall be controlling as to any Association matter for which such unit owners' collective vote is required or permitted hereunder or by the Association's other governing documents (e.g., the Bylaws, the Declaration of Condominium, and any and all exhibits, attachments or amendments thereto). If one owner owns more than one unit, such owner shall have and be entitled to exercise one vote for each unit owned. If units are joined together and occupied by one owner, such owner shall still have a separate vote for each unit owned unless 100% of the Association's unit owners vote in favor of reducing the total number of units in the Condominium such that said combined units shall thenceforth constitute one unit, and such that the basis upon which unit owner votes are counted shall be immediately changed from the proportionate share method described hereinabove so that each unit shall own the right to exercise one equal, and equally weighted, vote on all Association matters requiring or allowing voting by or approval of the unit owners.

ARTICLE VII. INCOME DISTRIBUTION

No part of the income of the Association shall be distributable to its members as such, except as compensation for services rendered.

ARTICLE VIII. EXISTENCE

The Association shall exist perpetually unless dissolved according to law.

ARTICLE IX. REGISTERED OFFICE AND REGISTERED AGENT

For all purposes required under §§ 617.0501 and 617.0503, *Fla. Stat.* (2005) (and all equivalent or substantially equivalent obligations and purposes as are or may be required of corporations not-for-profit formed for the purpose of serving as Condominium Associations), the Association hereby appoints and designates ~~2935 57th South, LLC, a Florida limited liability company~~ *Tony Stroud,* as its initial registered agent, and its initial registered for said statutory purposes as: 6702 Gulf Blvd, St. Pete Beach Pinellas County, FL 33706. Said initial Registered Agent and Registered Office shall only continue to function as such until the Association properly designates or appoints a new registered agent, and identifies a new registered office in the manner specified by law, at or as soon as is practicable following the turnover meeting specified in the Association's Declaration of Condominium. Notwithstanding the Association's right and duty to appoint an independent registered office and registered agent, said initial Registered Agent shall *at all times* have the right to withdraw from serving in such capacity as such upon due notice to the Association (which notice shall be conclusively deemed to be properly given as soon as such resignation is registered with the Division of Corporations), but may also be delivered and deemed to be effective for all intents and purposes if the initial Agent delivers notice of its resignation by regular U.S. Mail or any other reliable form of delivery to the Association's then-controlling officer or secretary at his or her last known address. If said notice be so delivered before being registered with the Division of Corporations, the same shall be

deemed delivered and effective as to the Association immediately upon being deposited into the U.S. Mail (or other delivery service) with sufficient postage or other delivery-related charges in a properly-addressed envelope containing a copy of the notice of resignation sent by the Agent to said Division of Corporations and should said initial Registered Agent withdraw prior to the time the Association convenes to select a replacement registered agent and office, it shall be the Association's sole duty to immediately appoint such a replacement, and to otherwise comply in full with the above-cited statutes at all times during its legal existence.

ARTICLE X. NUMBER OF DIRECTORS

The business of the Association shall be conducted by a board of directors which shall consist of not less than three (3) persons, as shall be elected or appointed as set forth in the Bylaws

ARTICLE XI. BOARD OF DIRECTORS AND OFFICERS

The names and mailing addresses of the initial board of directors and officers are as follows:

<u>Name</u>	<u>Address</u>
Tony Stroud (subscriber/ initial director)	6702 Gulf Blvd. St. Pete Beach, FL 33706

ARTICLE XII. RECALL AND REMOVAL OF DIRECTORS

Subject to the provisions of Article XIV hereof, and the provisions of the Condominium Act, Chapter 718, *Florida Statutes*, and the rules and regulations promulgated pursuant thereto, directors may be recalled from office with or without cause, by the affirmative vote of a majority of the voting interests of the Association. The Association anticipates replacement of all subscribers / initial directors at the first meeting of the Association and/or its Board upon satisfaction of any and all restrictions thereon contained in Article V of these Articles of Incorporation ("Members"), and/or upon the earliest permissible date which is consistent with the provisions and requirements of Chapter 718 of the *Florida Statutes*, whichever shall first occur.

ARTICLE XIII. INDEMNIFICATION OF OFFICERS AND DIRECTORS

All officers and directors shall be indemnified by the Association to the extent required by Florida law. The Association may purchase and maintain insurance on behalf of all officers and directors against any liability asserted against them or incurred by them in their capacity as officers and directors or arising out of their status as such.

ARTICLE XIV. RIGHTS OF DEVELOPER

As more particularly set forth in Section 718.301, Florida Statutes, 2935 57th South, LLC, 6702 Gulf Blvd., St. Pete Beach, FL 33706, which is the developer of Sea Bird Villas, a Condominium, and which is referred to herein as the Developer, shall have the right to appoint all of the directors of the Association (which directors need not be unit owners), subject to the following:

1. When fifteen percent (15%) or more of the units in the condominium are conveyed to owners other than the Developer, such unit owners shall be entitled to elect not less than one-third (1/3) of the directors.
2. Unit owners other than the Developer shall be entitled to elect not less than a majority of the directors upon the occurrence of the earliest of the following:
 - (a) Three (3) years after fifty percent (50%) of the units that will be operated ultimately by the Association have been conveyed to owners other than the Developer; or
 - (b) Three (3) months after ninety percent (90%) of the units that will be operated ultimately by the Association have been conveyed to owners other than the Developer; or
 - (c) When all of the units that will be operated ultimately by the Association have been completed, some of them have been conveyed to owners other than the Developer, and none of the others are being offered for sale by the Developer in the ordinary course of business; or
 - (d) When some of the units have been conveyed to owners other than the Developer and none of the others are being constructed or offered for sale by the Developer in the ordinary course of business; or
 - (e) Seven (7) years after recordation of the Declaration of Condominium for Sea Bird Villas, a Condominium in the Public Records of Pinellas County, Florida.
3. When the Developer no longer holds at least five percent (5%) of the units that will be operated ultimately by the Association for sale by the Developer in the ordinary course of business, unit owners other than the Developer shall be entitled to elect all of the directors.
4. Any director appointed by the Developer may be removed and replaced by the Developer at any time, subject only to the foregoing rights of the unit owners.

ARTICLE XV. BYLAWS

The first Bylaws of the Association shall be adopted by the board of directors and may be altered, amended or rescinded in the manner provided in such Bylaws and/or as permitted by any applicable law which either (a) supersedes this Article; or (b) is not currently in existence.

ARTICLE XVI. SUBSCRIBERS

The name and street address of the subscriber to these Articles of Incorporation is as follows:

<u>Manager's Name / Title</u>	<u>Subscribers (& Owner/Developer's) Name & Address</u>
Tony Stroud	2935 57th South, LLC <u>TONY STROUD</u> 6702 Gulf Blvd. St. Pete Beach, FL 33706

ARTICLE XVII. AMENDMENT

These Articles of Incorporation may be amended as provided by Chapter 617, Florida Statutes; provided, however, that any such amendment shall be approved by at least fifty-one percent (51%) of the voting interests of the Association and by a majority of the board of directors.

ARTICLE XVIII. ACCEPTANCE OF REGISTERED AGENT

As managing member of, and on behalf of, the Association's above-nominated initial Registered Agent, 2935 57th South, LLC, which keeps a registered office at 6702 Gulf Blvd., St. Pete Beach, FL 33706, I hereby accept said appointment on the terms and conditions set forth in Article IX above.

By: [Signature] m/m
Tony Stroud, Managing Member REGISTERED AGENT
2935 57th Way South, LLC Sea Bird Villas
Condo. Ass'n, Inc.

ARTICLE XVIIII. ADOPTION OF ARTICLES

IN WITNESS WHEREOF, I, the undersigned subscriber hereby adopt these Articles of Incorporation, and hereunto set my hand and seal this 27 day of JULY, 2006.

By: [Signature] m/m
Tony Stroud, Managing Member Incorporator/
2935 57th Way South, LLC subscriber
Sea Bird Villas
Condo Ass'n, Inc.

Its: Subscriber/Initial Director
Title

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged and subscribed before me this 27 day of July, 2006, by Tony Stroud, as Managing Incorporator