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FLORIDA PROFIT/NON PROFIT CORPORATION

BAYBORO TOWER CONDOMINIUM ASSOCIATION, INC.

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ARTICLES OF INCORPORATIONOFBAYBORO TOWER CONDOMINIUM ASSOCIATION, INC.

The undersigned do hereby associate themselves for the purpose of forming a corporation not for profit as allowed by Section 718 and Section 617 of the Florida Statutes. Pursuant to the provisions and laws of the State of Florida, we certify as follows:

1. NAME

The name of the corporation shall be BAYBORO TOWER CONDOMINIUM ASSOCIATION, INC., hereinafter referred to as the "Association", with its principal registered office located at 210 Fifth Avenue South, St. Petersburg, Florida 33701. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

2. PURPOSE

The purpose for which the Association is organized is to provide an entity pursuant to Chapter 718, Florida Statutes 2004, hereinafter called the "Condominium Act", for the operation of BAYBORO TOWER A CONDOMINIUM, (the "Condominium") to be created pursuant to the provisions of its Declaration of Condominium and the Condominium Act.

3. POWERS

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

3.1 The Association shall have all of the common law and statutory powers of a corporation not for profit not in conflict with the terms of these Articles of Incorporation or the Condominium Act.

3.2 The Association shall have all of the powers and duties set forth in the Condominium Act, these Articles of Incorporation and the Declaration of Condominium and its attendant documents, and all of the powers and duties reasonably necessary for operation of the Condominium. In the event of a conflict between the powers of the Association as is set forth in these Articles of Incorporation, the Bylaws, or the Declaration of Condominium and the Condominium Act, the Condominium Act shall prevail.

3.3 All funds and the titles to all properties acquired by the Association, and their proceeds, shall be held in trust for the members in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation, and the Bylaws of the Association, and the costs, expenses, maintenance, care and upkeep of such properties for the benefit of the members shall be considered common expenses of the Condominium.

3.4 The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration of Condominium and the Bylaws.

3.5 The Association shall have the power and authority to levy, charge, assess and collect fees, charges and assessments from the Unit Owners as allowed by the Declaration of Condominium.

Prepared by:
Roger A. Larson, Esq.
911 Chestnut Street
Clearwater, Florida 33756
Bar# 108435
T-580 P.02/07 F-202

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3.6 Notwithstanding anything herein to the contrary, the corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 528 (c) (1) of the Internal Revenue Code and its regulations as the same now exist or as they may be hereinafter amended from time to time.

3.7 The corporation shall have no power to declare dividends, and no part of its net earnings shall inure to the benefit of any member or director of the corporation or to any other private individual. The corporation shall have no power or authority to engage in activities which consist of carrying on propaganda or otherwise attempting to influence legislation or to participate in, or intervene in, any political campaign on behalf of any candidate for public office.

3.8 The corporation shall have no capital stock.

3.9 This Section shall not be construed to give the Association any powers not authorized by the Condominium Act.

3.10 The Association shall have the power to operate, maintain and manage the Surface Water Management System(s) in a manner consistent with the Southwest Florida Water Management District (the "District") requirements and applicable District rules, and shall have the power to assist in the enforcement of the Declaration of Condominium which relate to the Surface Water Management System.

3.11 The Association shall have the power to levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the Surface Water Management System.

3.12 In the event the declared lands have on site wetland mitigation as defined in the regulations which requires monitoring and maintenance, the Association shall include in its budget an appropriate allocation of funds for monitoring and maintenance of the wetland mitigation area(s) each year until the District determines that the area(s) is successful in accordance with the Environmental Resource Permit.

3.13 The purpose of the Association shall be to operate, maintain and repair the Common Elements, and any improvements thereon, including, but not limited to any Surface Water Management System ("SWMS") defined as, including, but not limited to: 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, and/or related appurtenances which may be located within the declared lands.

4. MEMBERSHIP

4.1 The members of the Association shall consist of all of the record Owners of Units in the Condominium which have adopted these Articles, hereinafter referred to as "Units", and after termination of the Condominium shall consist of those who are members at the time of such termination, and their successors and assigns.

4.2 Membership shall be acquired by recording in the Public Records of the County within which the Condominium is situate, a deed or other instrument establishing record title to a Unit in the Condominium, the Owner designated by such instrument thus becoming a member of the Association, and the membership of the prior Owner being thereby terminated, provided, however, any party who owns more than one Unit shall remain a member of the Association so long as he shall retain title to or a fee ownership interest in any Unit.

4.3 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 his Unit.

4.4 On all matters upon which the member shall be entitled to vote, there shall be one vote for each Unit, which vote may be exercised or cast in such manner as may be provided in the Bylaws of the Association. Any person or entity owning more than one Unit shall be entitled to one vote for each Unit owned.

4.5 The Developer shall be a member of the Association and shall be allowed one vote for each Unit owned by the Developer.

5. EXISTENCE

The Corporation shall have perpetual existence.

In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the Surface Water Management System must be transferred to and accepted by an entity that would comply with Section 40C-42.027, F.A.C., and be approved by the Southwest Florida Water Management District prior to such termination, dissolution or liquidation.

6. SUBSCRIBERS

The name and addresses of the subscribers to these Articles of Incorporation is:

J. Mark Waterbury
150 Second Avenue N., Suite 770
St. Petersburg, Florida 33701

7. OFFICERS

The affairs of the Association shall be administered by a President, a Vice President, a Secretary/Treasurer, and such other officers as the Board of Directors may from time to time designate. Any person may hold two offices, excepting that the same person shall not hold the office of President and Secretary. Officers of the Association shall be those set forth herein or 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. The names and addresses of the officers who shall serve, until their successors are designated by the Board of Directors are as follows:

Scott Samuels, President
150 Second Avenue North, Suite 770
St. Petersburg, Florida 33701

J. Mark Waterbury, Vice President
150 Second Avenue N., Suite 770
St. Petersburg, Florida 33701

Timothy Steele, Secretary/Treasurer
150 Second Avenue N., Suite 770
St. Petersburg, Florida 33701

8. DIRECTORS

8.1 The affairs of the Association shall be managed by a Board of Directors who, until the turnover of the Association to unit owners other than the Developer need not be members of the Association. The membership of the Board shall consist of not less than three (3) Directors until the control of the Association is transferred to the

Unit Owners other than the Developer pursuant to Florida Statute 718.301. Thereafter, the Board shall consist of not less than five (5) Directors, all of whom shall be members. Provided, however, that the Board shall always consist of an odd number of Directors.

8.2 Directors of the Association shall be elected at the annual meeting of the members in the manner provided by the Bylaws. Directors may be removed and vacancies on the Board shall be filled in the manner provided by the Bylaws.

8.3 The Directors named in these Articles shall serve until the first election of Directors, and any vacancies in office occurring before the first election shall be filled by the remaining Directors and/or the Developer. The first election of Directors shall not be held until the Developer, as defined in the Declaration of Condominium, is required by law to elect directors in accordance with Florida Statute 718.301. The term of the first Board of Directors or their replacements, shall continue until the Developer voluntarily relinquishes control of the Association, or relinquishes control as required by Florida Statute §718.301(1)(a)-(c) as follows:

(1) When unit owners other than the developer own 15 percent or more of the units in a condominium that will be operated ultimately by an association, the unit owners other than the developer shall be entitled to elect no less than one-third of the members of the board of administration of the association. Unit owners other than the developer are entitled to elect not less than a majority of the members of the board of administration of an association:

(a) Three years after 50 percent of the units that will be operated ultimately by the association have been conveyed to purchasers;

(b) Three months after 90 percent of the units that will be operated ultimately by the association have been conveyed to purchasers;

(c) When all the units that will be operated ultimately by the association have been completed, some of them have been conveyed to purchasers, and none of the others are being offered for sale by the developer in the ordinary course of business;

(d) When some of the units have been conveyed to purchasers and none of the other are being constructed or offered for sale by the developer in the ordinary course of business; or

(e) Seven years after recordation of the declaration of condominium; or, in the case of an association which may ultimately operate more than one condominium, 7 years after recordation of the declaration for the first condominium it operates; or, in the case of an association operating a phase condominium created pursuant to s. 718.403, 7 years after recordation of the declaration creating the initial phase, whichever occurs first. The developer is entitled to elect at least one member of the board of administration of an association as long as the developer holds for sale in the ordinary course of business at least 5 percent, in condominiums with fewer than 500 units, and 2 percent, in condominiums with more than 500 units, of the units in a condominium operated by the association. Following the time the developer relinquishes control of the association, the developer may exercise the right to vote any developer-owned units in the same manner as any other unit owner except for purposes of reacquiring control of the association or selecting the majority member of the board of administration.

8.4 The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

J. Mark Waterbury
150 Second Avenue N., Suite 770
St. Petersburg, Florida 33701

Scott Samuels
150 Second Avenue N., Suite 770
St. Petersburg, Florida 33701

Timothy Steele
150 Second Avenue N., Suite 770
St. Petersburg, Florida 33701

9. INDEMNIFICATION

Every Director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities including attorneys' fees, reasonably incurred by or imposed upon him or her in connection with any proceedings or the settlement of any proceeding to which he or she may be a party, or in which he or she may become involved by reason of his being or having been a Director or Officer of the Association, whether or not he or she is a Director or Officer at the time such expenses are incurred, except when the Director or Officer is adjudged guilty of willful misfeasance, malfeasance, or nonfeasance, or found to have breached his or her fiduciary duty, in the performance of his duties. The foregoing right of indemnification shall be in addition to and exclusive of all other rights and remedies to which such Director or Officer may be entitled.

10. 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 therein.

11. AMENDMENT

These Articles of Incorporation shall be amended in the following manner:

11.1 Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered.

11.2 A resolution for the adoption of a proposed amendment may be proposed by the Board of Directors of the Association or by the members of the Association. A member may propose such an amendment by instrument in writing directed to any member of the Board of Directors signed by not less than twenty percent (20%) of the membership. Amendments may be proposed by the Board of Directors by action of a majority of the Board at any regularly constituted meeting thereof. Upon an amendment being proposed as herein provided, the President, or in the event of his refusal or failure to act, the Board of Directors, shall call a meeting of the membership to be held not sooner than fifteen (15) days nor later than sixty (60) days thereafter for the purpose of considering said amendment.

Directors and members not present in person at the meeting considering the amendment may express their approval or disapproval in writing provided such approval is delivered to the Secretary at or prior to the meeting and such writing is not used to establish a quorum or counted as a vote. Except as provided herein, such approval must be either by:

(a) Not less than sixty-six and two-thirds percent (66-2/3%) of the votes of the entire membership of the Association.

11.3 Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of the members, nor any change in Paragraph 3.3, without approval in writing by all members and the joinder of all record Owners of mortgages on the Condominium Units. No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium. No amendment shall be made without the written approval of the Developer if such amendment shall cause an assessment of the Developer

as a Unit Owner for capital improvements, constitute an action that would be detrimental to the sales of Units by the Developer or any other such action which would inhibit, impair, or otherwise preclude the rights reserved to the Developer by way of the Declaration of Condominium.

11.4 A copy of each amendment shall be filed with the Secretary of State, pursuant to the provisions of the applicable Florida Statutes, and a copy certified by the Secretary of State shall be recorded in the Public Records of the County where the condominium is located.

12. REGISTERED AGENT

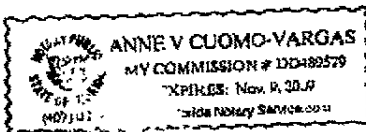
The corporation hereby appoints J. Mark Waterbury located at 150 Second Avenue, North, Suite 770, St. Petersburg, Florida 33701, as its Registered Agent to accept service of process within this state.

IN WITNESS WHEREOF, the Subscribers have affixed their signatures hereto this 13 day of September, 2006

J. Mark Waterbury
J. Mark Waterbury

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this day 13th of September, 2006, by J. Mark Waterbury, as Subscriber.



Anne V. Cuomo-Vargas
Print: Anne V. Cuomo-Vargas
NOTARY PUBLIC

My Commission Expires:

Personally known _____ OR produced identification Driver's License
Type of identification produced: Driver's License _____ OR Other: _____

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process of the above stated corporation at the place designated in this certificate, pursuant to Chapter 48.091 and Chapter 617.0501 of the Florida Statutes, I hereby acknowledge that I am familiar with and accept the obligations of the position of registered agent.

By: *J. Mark Waterbury*
J. Mark Waterbury Registered Agent

#359336 v1 - Bayboro Tower Condo Articles

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