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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
ANCLOTE BEND OWNERS ASSOCIATION, INC.**

A Florida Corporation Not For Profit

The undersigned incorporator, a resident of the State of Florida and of full age, hereby makes, subscribes, acknowledges and files with the Florida Department of the State, these Articles of Incorporation for the purpose of forming a corporation not for profit under the laws of the State of Florida.

**ARTICLE I**

**NAME**

The name of this corporation is Anclote Bend Owners Association, Inc., a Florida corporation not for profit, (hereinafter called the "Association").

**ARTICLE II**

**OFFICE AND REGISTERED AGENT**

This Association's registered office is 2655 McCormick Drive, Suite 200, Clearwater, Florida 33759 and its registered agent is Steven H. Mezer who maintains a business office at 220 South Franklin Street, Tampa, Florida 33602. Both this Association's registered office and registered agent may be changed from time to time by the Board of Directors as provided by law.

**ARTICLE III**

**PURPOSE**

This Association does not contemplate pecuniary gain or profit to its members and the specific purposes for which it is formed are to provide for the maintenance, preservation and architectural control of all common areas and other residential lots within that certain tract of

property (hereinafter called the "Property") in Pinellas County, Florida and more particularly described as Anclole Bend.

#### **ARTICLE IV**

##### **POWERS**

Without limitation this Association is empowered to:

(a) **Declaration.** Exercise all rights, powers, privileges and perform all duties and obligations, of this Association set forth in that certain Declaration of Covenants, Conditions, Restrictions and Easements For Anclole Bend (hereinafter called the "Declaration") and to be bound by same, which Declaration is applicable to the Property and recorded or to be recorded in the Public Records of Pinellas County, Florida and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth in full;

(b) **Property.** In any lawful manner, acquire, own, hold, improve, manage, operate, maintain, repair, replace, operate, convey, sell, lease, transfer, assign, and otherwise dispose of property of any nature whatsoever, real, personal, or mixed, tangible or intangible, in connection with this Association's affairs, specifically including the surface water management system facilities as permitted by the Southwest Florida Water Management District 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 and related appurtenances.

(c) Assessments. Fix, levy, collect, and enforce by any lawful means all charges or assessments established by, or pursuant to, the Declaration; and to use and expend the proceeds of assessments in the exercise of its powers and duties hereunder.

(d) Costs. Pay all costs, expenses, and obligations lawfully incurred in connection with this Association's affairs including, without limitation, all licenses, taxes, or other governmental charges levied or imposed against this Association's property; and contract for services, such as to provide for operation and maintenance of facilities including surface water management system facilities.

(e) Borrowing. Borrow money and, with the approval of two-thirds of each class of members, mortgage, pledge, deed in trust, hypothecate, assign, grant security interests in, or otherwise transfer any or all of its property as security for money borrowed, debts incurred, or any of its other obligations.

(f) Dedications. With the written approval of seventy-five percent (75%) of the members, dedicate, sell or transfer all or any part of its property to any public agency, authority, or utility for such purposes, and subject to such conditions, as seventy-five percent (75%) of the members may determine and consent to in writing.

(g) Mergers. With the approval of two-thirds (2/3) of the members, participate in mergers and consolidations with other non-profit corporations organized for similar purposes.

(h) Rules. From time to time adopt, alter, amend, rescind, and enforce reasonable rules and regulations governing the use of the Lots, Common Area, or the Property consistent with the rights and duties established by the Declaration and these Articles and governing Members' responsibilities.

(i) General. Have and exercise all common law rights, powers, and privileges and those that a corporation not for profit or a homeowners' association may now or hereafter have or exercise under the laws of the State of Florida, together with all other rights, powers, and privileges reasonably to be implied from the existence of any right, power, or privilege so granted, or granted by the Declaration or these Articles, or reasonably necessary to effectuate the exercise of any right, power, or privilege so granted.

(j) Enforcement. To enforce by legal means the obligations of the members of the corporation; the provisions of the Declaration, and the provisions of a dedication or conveyance of the Property to the Association with respect to the use and maintenance thereof; to sue and be sued.

(k) Additional Subdivisions. Association may manage, operate, regulate, administer and govern such other subdivision(s) and under such terms, conditions and limitations as two-thirds (2/3) of the members present and voting in person or by proxy at a duly called meeting for such purpose where quorum is achieved may approve.

## ARTICLE V

### **MEMBERSHIP**

Every person who from time to time holds the record fee simple title to, or any undivided fee simple interest in, any Lot that is subject to the provisions of the Declaration is a member of this Association, including contract sellers, but excluding all other persons who hold any interest in any Lot merely as security for the performance of an obligation. An Owner of more than one Lot is entitled to one membership for each Lot owned. Membership is appurtenant to, and may not be separated from, ownership of at least one Lot that is subject to the provisions of the

Declaration, and membership may not be transferred other than by transfer of title to such Lot. Each membership is transferred automatically by conveyance of title to a Lot.

## **ARTICLE VI**

### **VOTING RIGHTS**

The Association initially shall have two classes of voting membership:

Class A. Class A members shall be all Owners, with the exception of the Declarant (as 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 they determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. The Class B member shall be the Declarant, and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of any of the following events, whichever occurs earlier:

- (a) when the Declarant waives its rights to Class B rights in writing; or
- (b) when required by law.

## **ARTICLE VII**

### **BOARD OF DIRECTORS**

Section 1. This Association's affairs are managed by a Board of Directors initially composed of three (3) Directors. The number of Directors from time to time may be changed by amendment to this Association's By-Laws, but at all times it must be an odd number. The initial Directors named below shall serve until this Association's first annual meeting. The term of office for all Directors is one (1) year. Before any such annual meeting, all vacancies occurring

on the Board of Directors, if any, will be filled by majority vote of the remaining Directors, even if less than a quorum. Any Director may succeed himself or herself in office. All Directors will be elected by a vote of the members. Each member may cast as many votes for each vacancy as such member has; and the person receiving the largest number of votes cast for each vacancy is elected. Cumulative voting is not permitted. Directors need not be Association members while there exists a Class "B" member, thereafter all Directors shall be Association members.

Section 2. The names and addresses of the persons who will serve as Directors until their successors have been duly elected and qualify, unless they sooner die, resign, or are removed, are:

	Name	Address
1.	Andrew G. Irick, II	2655 McCormick Drive, Suite 200, Clearwater, FL 33759
2.	William Short	2655 McCormick Drive, Suite 200, Clearwater, FL 33759
3.	Randy Irick	2655 McCormick Drive, Suite 200, Clearwater, FL 33759

#### ARTICLE VIII

#### INCORPORATOR

The name and address of the incorporator is:

Name: Steven H. Mezer, Esquire  
Address: 220 S. Franklin Street  
Tampa, Florida 33602

#### ARTICLE IX

#### DISSOLUTION

This Association may be dissolved in the manner from time to time provided by the laws of the State of Florida and with the assent given in writing and signed by not less than two-thirds

(2/3) of each class of members. Upon dissolution of this Association in any manner other than incident to a merger or consolidation, all of this Association's assets including the control or right of access to the property containing the surface water management system facilities, must be dedicated to an appropriate governmental unit or public utility to be used for purposes similar to those for which this Association was created. If dedication is refused, such assets must be granted, conveyed, and assigned to any nonprofit corporation, association, trust, or other organization to be devoted to such similar purposes. In no event, however may any assets inure to the benefit of any member or other private individual.

#### **ARTICLE X**

##### **DURATION**

This Association shall exist perpetually.

#### **ARTICLE XI**

##### **BY-LAWS**

This Association's By-Laws initially will be adopted by the Board of Directors. Thereafter, the By-Laws may be altered, amended, or rescinded as provided in the By-Laws, except as to those provisions for amendment to the By-Laws, which are provided in the Declaration or any supplemental declaration, in which case those provisions shall control such amendments.

#### **ARTICLE XII**

##### **AMENDMENTS**

Amendments to these Articles may be proposed and adopted in the manner from time to time provided by the laws of the State of Florida, provided that each such amendment must have the approval in writing of two thirds (2/3) of the membership present at a meeting duly called for



such purpose and at which a quorum is achieved, which members may be voting and present in person or by proxy, except as to those other specific provisions for amendment to these Articles, which are provided in the Declaration or any supplemental declaration, in which case those provisions shall control such amendments.

### **ARTICLE XIII**

#### **INTERPRETATION**

Express reference is made to the Declaration where necessary to interpret, construe, and clarify the provisions of the Articles. Without limitation, all terms defined in the Declaration have the same meaning where used in these Articles. By subscribing and filing these Articles, the incorporators intend its provisions to be consistent with the provisions of the Declaration and to be interpreted, construed, and applied with those of the Declaration to avoid inconsistencies or conflicting results. In case of conflict between the terms or provisions of these Articles and the Declaration, the Declaration shall control. In case of conflict between the terms or provisions of these Articles and the By-Laws of the Association, the Articles shall control.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, I, the undersigned, constituting the incorporator of this Association, have executed these Articles of Incorporation this 2 day of November 2006.

\_\_\_\_\_  
STEVEN H. MEZER, Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA AND NAMING THE  
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED

Anclote Bend Owners Association, Inc., desiring to organize under the laws of the State of Florida, as a corporation not for profit with its principal office, as indicated in its Articles of Incorporation, at 2655 McCormick Drive, Suite 200, Clearwater, Florida 33759 has named Steven H. Mezer whose business offices is 220 S. Franklin Street, Tampa, Florida, 33602, as its registered agent to accept service of process within Florida.

ACCEPTANCE

Having been named to accept service of process for the foregoing 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, including the duties and obligations imposed by Section 617.0503, Florida Statutes, relative to the proper and complete performance of my duties.

STEVEN H. MEZER, as Registered Agent

Date: 11-2, 2006.

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