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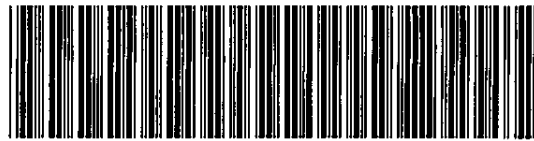
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

5/4/07

**ST. PETERSBURG  
DOWNTOWN RESIDENTS CIVIC ASSOCIATION**

(CURRENTLY CONSISTING OF 754 HOMES, AND GROWING)

\* \* \* DEVOTED TO ST. PETERSBURG, THE MOST LIVABLE CITY IN THE WORLD \* \* \*

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

May 1, 2007

Dear Friends,

Enclosed please find Articles of Incorporation for the St. Petersburg Downtown Residents Civic Association, along with the Association's check in the amount of seventy-eight dollars and seventy-five cents (\$78.75.) I understand that this amount will cover the fee for incorporation, and the fee for a certified copy.

Please send the certified copy of the incorporation to me, the incorporator, at the address shown below.

Thank you very much.

Sincerely,



Emil A. Pavone

President

St. Petersburg Downtown Residents Civic Association

**Emil A. Pavone**  
Bayfront Tower  
(255 Homes)  
President & Director

**Paul Barbour**  
Marina Assn.  
(100 Homes)  
Vice Pres. & Director

**James H. Rillings**  
Vinoy Place  
(102 Homes)  
Secretary & Director

**Donald Jenkins**  
Bayfront Tower  
(255 Homes)  
Treasurer & Director.

**Jon Beckman**  
The Madison  
(137 Homes)  
Director

**June Johnson**  
The Florencia  
(52 Homes)  
Director

**Ronald C. Williams**  
The Cloisters  
(34 Homes)  
Director

**Richard Pacheco**  
Townview Homes  
(74 Homes)  
Representative

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**ARTICLES OF INCORPORATION**

FILED

*of*

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**ST. PETERSBURG DOWNTOWN RESIDENTS  
CIVIC ASSOCIATION, INC.  
*a corporation not for profit***

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned, with other persons being desirous of forming a corporation not for profit, under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

**ARTICLE I.  
NAME AND ADDRESS**

The name of this corporation is **ST. PETERSBURG DOWNTOWN RESIDENTS CIVIC ASSOCIATION, INC.** and its mailing address is One Beach Drive SE, #1304, St. Petersburg, Florida 33701.

**ARTICLE II.  
PURPOSES**

**Section 1.** The specific purposes for which this Corporation is organized are to:

- a. Win universal recognition of the City of St. Petersburg as The Most Livable City in the World, and
  - b. Promote and enhance the City of St. Petersburg as an important Commercial Center, not merely a "tourist destination," and
  - c. To promote and advance the good and welfare of the community within the Downtown St. Petersburg area (as such term is herein defined), and
  - d. To strive for the foregoing by at all times, first and foremost, representing the civic interests of the Residential Associations (as such term is herein defined) constituting its membership, and their respective unit owners and residents.
-

**Section 2.** No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions in furtherance of the purpose set forth in the purpose clause hereof.

**Section 3.** Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, distribute assets of the corporation exclusively to one or more exempt organizations with purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government or to a state or local government for a public purpose. Any such assets not disposed of shall be disposed of by the circuit court of the county in which the principal offices of the corporation is then located exclusively for such purposes or to such organization, or organizations, as said court shall determined, which are organized and operated exclusively for such purposes.

### **ARTICLE III. TERM OF EXISTENCE**

This corporation is to exist perpetually.

### **ARTICLE IV. MEMBERS**

Members shall be those residential condominium associations and homeowner associations (which for the purposes hereof shall include marina associations that include residents living aboard vessels therein; and virtual associations, being composed of tenants occupying adjacent or nearby homes owned by an individual owner or owners) who have elected to become members of this Association and have paid their dues (referred to herein as the "Residential Associations"). Only those residential condominium associations and homeowner associations located within the following boundaries are qualified to become members of this Association: From Tampa Bay in the East to and including 10<sup>th</sup> Street in the West, and from 14<sup>th</sup> Avenue South to and including 14<sup>th</sup> Avenue North, St. Petersburg, Florida (referred to herein as "Downtown St. Petersburg").

**ARTICLE V.**  
**BOARD OF DIRECTORS AND REPRESENTATIVES**

**Section 1.** The business affairs of this corporation shall be managed by the Board of Directors.

**Section 2.** This corporation shall have seven (7) members of the Board initially. The initial Board must include at least one Director from each of six Residential Associations belonging to this Association; the seventh initial Director may be a member of any Residential Association belonging to this Association. The number of Directors may be changed from time to time as provided by the Bylaws, but their number may never be less than three (3), at least two (2) of whom shall be members of separate Residential Associations.

**Section 3.** The names and addresses of the initial Board of Directors who are to serve as Directors until the first meeting of the membership is as follows:

Name	Address
Paul Barbour	Municipal Marina, West Bldg 110 Bayshore Drive St. Petersburg, FL 33701
Jon Beckman	The Madison 100 Fourth Avenue South, #130 St. Petersburg, FL 33701
Donald Jenkins	Bayfront Tower One Beach Drive SE, #1105 St. Petersburg, FL 33701
June P. Johnson	The Florencia 100 Beach Drive NE, #1102 St. Petersburg, FL 33701
Emil A. Pavone	Bayfront Tower One Beach Drive SE, #1304 St. Petersburg, FL 33701
James H. Rillings	Vinoy Place 555 Fifth Avenue NE, Suite 1024 St. Petersburg, FL 33701
Ronald C. Williams	The Cloisters 288 Beach Drive NE, #7B St. Petersburg, FL 33701

**Section 4.** Members of the Board of Directors shall be appointed and hold office as provided in the Bylaws.

**Section 5.** Residential Associations that are members of the St. Petersburg Downtown Residents Civic Association but are not represented on the Board of Directors of the Corporation shall each be entitled to have one Recognized Representative, designated by the Residential Association, who is to receive all Board Notices and Minutes, and who may participate in Board meetings as permitted by the By-Laws, but shall not have an official vote on Board decisions or other actions.

## **ARTICLE VI. OFFICERS**

**Section 1.** The officers of the corporation shall be a President, Vice President, a Secretary, a Treasurer, and such number of additional Vice Presidents or other officers as may be provided in the Bylaws.

**Section 2.** The names of the persons who are to serve as officers of the corporation until the first meeting of the Board of Directors are:

Name	Office
Emil A. Pavone	President
Paul Barbour	Vice-President
James H. Rillings	Secretary
Donald Jenkins	Treasurer

**Section 3.** The officers shall be elected at the annual meeting of the Board of Directors or as provided in the Bylaws.

**Section 4.** The officers shall have such duties, responsibilities and powers as provided by the Bylaws.

## **ARTICLE VII. BYLAWS**

The membership shall adopt Bylaws for the corporation at the first meeting of the membership of the corporation after the approval of these Articles of Incorporation by the Secretary of State.

**ARTICLE VIII.  
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is Vinoy Place, 555 Fifth Avenue NE, Suite 1024, St. Petersburg, FL 33701 , and the name of the initial registered agent of this corporation located at that address is James H. Rillings.

**ARTICLE IX.  
INCORPORATOR**

The name and address of the Incorporator is:

Name	Address
Emil A. Pavone	Bayfront Tower One Beach Drive SE, #1304 St. Petersburg, FL 33701

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**ARTICLE X.  
AMENDMENT OF ARTICLES OF INCORPORATION**

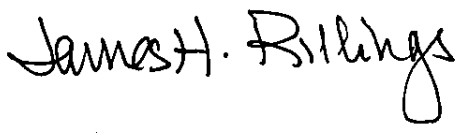
These Articles of Incorporation may be amended by the Board of Directors, as provided in the Bylaws.

  
Emil A. Pavone, Incorporator

**ACCEPTANCE**

I hereby accept to act as Initial Registered Agent for **ST. PETERSBURG DOWNTOWN RESIDENTS CIVIC ASSOCIATION, INC.**, as stated in these Articles of Incorporation.

James H. Rillings  
Vinoy Place  
555 Fifth Avenue NE, Suite 1024  
St. Petersburg, FL 33701

(Signature)   
(Date) 4/30/07