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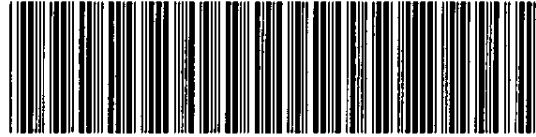
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December 11, 2008

Florida Department of State  
CORPORATIONS DIVISION  
Post Office Box 6327  
Tallahassee, FL 32314

Re: Gumby Property Owners Association, Inc.

**TO WHOM IT MAY CONCERN:**

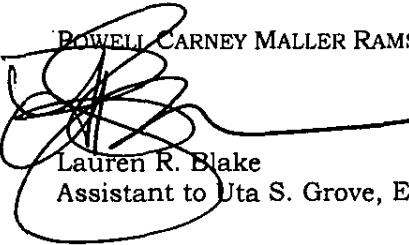
Enclosed are duplicate original Articles of Incorporation for the above referenced corporation. Also enclosed is a check in the amount of \$82.75 to cover the filing fees and to issue a certified copy of same.

If the Articles of Incorporation are in order, would you please cause the certified copy to be returned to the attention of the undersigned.

Thank you for your assistance and cooperation.

Very truly yours,

POWELL CARNEY MALLER RAMSAY & GROVE, P.A.

  
Lauren R. Blake  
Assistant to Uta S. Grove, Esq.

/lb

Enclosures: a/s

APPROVED  
AND  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
of  
GUMBY PROPERTY OWNERS ASSOCIATION, INC.**

In compliance with the requirements of Chapter 617 of the *Florida Statutes*, the undersigned have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit, and do hereby certify:

**ARTICLE I.  
Definition**

For purposes of these Articles of Incorporation, the following terms shall have the following definitions and meanings:

1.1 *Articles* shall mean and be defined as these Articles of Incorporation of Gumby Property Owners Association, Inc., and all amendments thereto and modification thereof which are duly enacted by the Corporation in accordance with the terms hereof.

1.2 *Assessment* shall mean and be defined as any assessment of an Owner and a Parcel by the Corporation for CAM Expenses and other items pursuant to and for the purposes specified in the Declaration.

1.3 *Bylaws* shall mean and be defined as the Bylaws of Gumby Property Owners Association, Inc., and all amendments thereto or modification thereof which are duly enacted by the Corporation in accordance with the terms thereof.

1.4 *Common Area Maintenance Expenses* or "CAM Expenses" shall mean and be defined as those costs and expenses of the Corporation more particularly identified and described in the Declaration.

1.5 *Common Area* shall mean and be defined as all real and personal property from time to time owned, operated and/or maintained by the Corporation for the common use and enjoyment of all Owners, including, without limitation, all easement rights of the Corporation in connection with the detention areas and surface water management system, as more particularly provided in the Declaration.

1.6 *Corporation* shall mean and be defined as Gumby Property Owners Association, Inc., a corporation not for profit organized and existing under the laws of the State of Florida.

1.7 Declaration shall mean and be defined as that certain Amended and Restated Reciprocal Easement Agreement recorded in O.R. Book 110445, beginning at Page 1143 of the Public Records of Pinellas County, Florida, and all amendments and modifications thereto.

1.8 Owner shall mean and be defined as one or more persons or entities who or which are alone or collectively the record owner of fee simple title to any Parcel described in the Declaration, but excluding those having an interest in any such Parcel merely as security for the payment of a debt or the performance of an obligation.

1.9 Parcel shall mean each of the RLLG Parcel, the Bergoffen Parcel and the Goodwill Parcel, as defined in the Declaration.

1.10 Property shall mean all of the land described in and which has been submitted to the terms of the Declaration, including the RLLG Parcel, the Bergoffen Parcel and the Goodwill Parcel.

The remaining definitions contained in the Declaration are hereby specifically incorporated herein by this reference thereto in these Articles, and shall have the same meaning as if set forth fully herein.

## **ARTICLE II.**

### ***Name and Address of Corporation***

The name of the corporation shall be **GUMBY PROPERTY OWNERS ASSOCIATION, INC.**, a Florida corporation not for profit, and its mailing address is 3925 Tampa Road, Oldsmar, Florida 34677.

## **ARTICLE III.**

### ***Purposes***

The Corporation has been created and established in order to assume responsibility for the operation and maintenance of the surface water management system facilities, as such term is defined in the Declaration.

## **ARTICLE IV.**

### ***Duties and Powers***

The Corporation shall have all the power and privileges granted to corporations not for profit pursuant to Chapter 617 of the Florida Statutes, and shall also have such duties and powers as are imposed and conferred upon the Association pursuant to the Declaration, including, without limitation, such duties and powers as may be reasonably implied from, necessary for and

incidental to the accomplishment of the object and purposes for which it has been created and established.

**4.1 Duties.** The Corporation, acting by and through its Board of Directors, shall, in addition to those general and specific duties, responsibilities and obligations imposed upon it by law and those specified in the Declaration and the Bylaws, have the following specific duties, responsibilities and obligations, to-wit:

(a) To own, hold, control, administer, manage, regulate, care for, maintain, repair, replace, restore, preserve and protect the Common Area, whether real, personal or mixed, including, without limitation, all retention ponds and surface water management system facilities and appurtenances; subject, at all times, however, to the terms of any document or instrument pursuant to which the Corporation shall acquire title to any Common Area from the current Owner thereof.

(b) To regulate, inspect, care for, maintain and repair the surface water management system facilities for the Property, subject at all times to the review and regulation of the Southwest Florida Water Management District.

(c) To pay all CAM Expenses associated with the ownership, administration, management, regulation, care, maintenance, repair, replacement, restoration, preservations and protection of the surface water management system facilities, the management and administration of the business and affairs of the Corporation and all of the CAM Expenses for which provision is made in the Declaration.

(d) To establish, make, levy, impose, enforce and collect all Assessments for which provision is made in the Declaration or which shall otherwise be necessary to provide and assure the availability of such funds as may be reasonably necessary to pay all CAM Expenses or otherwise conduct the business and affairs of the Corporation, including, without limitation, such funds as may be necessary to manage, administer, care for, maintain, improve, repair, replace, restore, preserve and protect the surface water management system facilities and its appurtenant easements within and upon the Property.

(e) to provide and perform such other services and tasks, the responsibility for which has been expressly or impliedly delegated to the Association pursuant to the Declaration.

(f) To provide adequate insurance on and for the Common Area and, consistent with their respective duties, responsibilities and liabilities, for the Corporation and its members, officers and directors.

(g) To assure compliance with and adherence to and otherwise to enforce the provisions of the Declaration.

(h) To operate without profit for the sole and exclusive benefit of its members and the Property generally.

The Corporation shall be and hereby is specifically prohibited from engaging in any political activity or any other activity whereby its status as a corporation not for profit or its exemption from federal or state income taxation, if any, shall be forfeited or jeopardized.

**4.2 Powers.** The Corporation, acting by and through its Board of Directors, shall, in addition to those general and specific powers conferred upon it by law and those specified in the Declaration and in its Bylaws, have the following specific powers, to-wit:

(a) Except as may be limited by the terms of these Articles, the Declaration and the Bylaws of the Corporation, to acquire, own, hold, control, administer, manage, regulate, care for, maintain, repair, replace, restore, preserve, protect, buy, sell, lease, transfer, convey, encumber or otherwise deal in or with real or personal property (or any interest therein, including easements) which is, or upon its acquisition by the Corporation shall thereupon become, Common Area as defined above.

(b) To operate and maintain the surface water management system facilities for the Property and its appurtenant easements and facilities, and to enter upon any Parcel and Common Area for the purpose of exercising this power.

(c) To establish, make, levy, impose, enforce and collect all Assessments for which provision is made in the Declaration in accordance with the terms and provisions of the Declaration, these Articles and the Bylaws of the Corporation.

(d) To create, establish, maintain and administer such capital expenditure and other reserve funds or accounts as shall, in the discretion of the Board of Directors, be reasonably necessary to provide and assure the availability of the funds necessary for the care, maintenance, repair, replacement, restoration, preservation and protection of the Common Area, including all other easements and facilities, and the surface water management system facilities and its

appurtenant easements, and for such other purposes as the Board of Directors of the Corporation, in its reasonable discretion, shall deem necessary or appropriate.

(e) To sue and be sued and to defend any suits.

(f) Subject to the limitations specified in the Bylaws hereof, to borrow such money as may reasonably be required to discharge and perform the duties, responsibilities and obligations imposed upon the Corporation pursuant to the Declaration.

(g) To employ such persons or to contract with such independent contractors or managing agents as shall be reasonably required in order for the Corporation to carry out, perform and discharge all or any part of its duties, obligations and responsibilities pursuant to the Declaration.

(h) To provide and contract for such insurance protection on or for the Corporation and the Common Area and, consistent with their respective duties, responsibilities and liabilities, for the members, officers and Directors of the Corporation.

(i) to take such steps as may be necessary to enforce the provisions of the Declaration, including, without limitation, the employment of counsel and the institution and prosecution of litigation to enforce the provisions of the Declaration including, without limitation, such litigation as may be necessary to collect assessments and foreclose liens for which provisions are made in the Declaration.

(j) To establish, promulgate and enforce reasonable rules, regulations, bylaws, covenants, restrictions and agreements pertaining to the use of the Common Area and to carry out the purposes of the Corporation.

(k) To provide for the future ownership, administration, management, improvement, maintenance, preservation and protection of the Common Area and the surface water management system facilities and its appurtenant easements within the Property.

(l) To carry on any and all activities permitted to a corporation not for profit under the laws of the State of Florida as may be helpful or appropriate for the achievement of the foregoing goals and purposes.

**ARTICLE V.**  
**Nonprofit Laws**

No part of the net earnings of the Corporation shall inure to the benefit of any of its members or any other individual. This Corporation shall not carry on any activity for the profit of its members, or distribute any gains, profits, or dividends to any of its members as such, or engage, except to an insubstantial degree, in any activities which are not in furtherance of the specific and primary purpose of this Corporation. The Corporation may, however, provide a rebate of excess fees or assessments to its members. In determining whether there should be a rebate or the amount of any rebate, the amount of earnings is not to be taken into account in any manner.

**ARTICLE VI.**  
**Membership**

**6.1 Membership.** Every Owner shall automatically be a member of the Corporation upon becoming an Owner. Membership may not be refused, waived or surrendered, but a member=s voting rights and use and enjoyment of the Common Area may be regulated or suspended as provided in these Articles, the Bylaws of the Corporation and the Declaration.

**6.2 Transfer of Membership.** Membership shall be appurtenant to and may not be separated from the ownership interest of an Owner in a Parcel within the Property owned by such Owner. The membership of an Owner in the Corporation shall not be transferred, pledge or alienated in any way, except that such membership shall automatically be transferred and assigned to a transferee upon the transfer of a Parcel. The Corporation shall have the right to record any such automatic transfer upon the books and records of the Corporation without any further action or consent by the transferring Owner or any transferee Owner. Any attempt to make a prohibited transfer of membership shall be void and of no force and effect and will not be reflected upon the books and records of the Corporation.

**6.3 Members= Rights.** The rights of every member shall be subject to and governed by the terms and provisions not only of these Articles, but, in addition, shall at all times be subject to the terms and provisions of the Declaration and the Bylaws of the Corporation.

**6.4 Voting Rights.** All voting rights of a member shall be exercised in accordance with and subject to the restrictions and limitations provided in these Articles and the Bylaws of the Corporation and the Declaration. Members shall be entitled to one (1) vote for each Parcel in which they hold the ownership interest required for membership. When one or more person or entity holds the ownership



interest required for membership, each such person or entity shall be a member, but the single vote of such members with respect to the Parcel owned by them shall be exercised as they, among themselves, determine. The Corporation may, but shall not be obligated to, recognize the vote or written assent of any co-owner who or which is designated by all co-owners entitled to cast the vote attributable to the Parcel owned by such co-owners, provided that such written designation shall be delivered to the Corporation not less than twenty-four (24) hours prior to the taking of the particular vote in question.

**6.5 Approval by Members.** Unless elsewhere otherwise specifically provided in these Articles or the Bylaws of the Corporation or the Declaration, any provision of these Articles which requires the approval of a majority or other specified fraction or percentage of the voting power of the Corporation shall be deemed satisfied by either, both or a combination of the following:

(a) The vote in person or by proxy of the majority or other specified fraction or percentage of the membership entitled to vote, at a meeting duly called and noticed pursuant to the provisions of the Bylaws of the Corporation dealing with annual or special meetings of the members.

(b) Written consents signed by the majority or other specified fraction or percentage of the members entitled to vote.

## **ARTICLE VII.**

### **Board of Directors**

**7.1 Number.** The Corporation shall be managed and governed by a Board of Directors consisting of not less than three (3) directors, but which shall always be an odd number. The number of directors may be either increased or decreased from time to time as provided by the Bylaws of the Corporation, but shall never be less than three (3). In the absences of such determination, there shall be three (3) directors. The manner in which directors are elected or appointed shall be as stated in the Bylaws of the Corporation

**7.2 Duties and Powers.** All of the duties and powers of the Corporation existing under Chapter 617 of the *Florida Statutes*, the Declaration, these Articles and the Bylaws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject to approval by the members only when specifically required. Directors may be removed and vacancies of the Board shall be filled in the manner provided by the Bylaws.

**7.3 Federal Income Tax Election.** The authority of the directors of the Corporation shall include, but not be limited to, the power to cause the Corporation to make the annual election with respect to the Corporation=s federal

income tax treatment under Section 528 of the Internal Revenue Code of 1986, as amended from time to time.

**7.4 Initial Directors.** The names and addresses of the directors who shall hold office until their successors are elected or appointed, or until removed, are as follows:

<u>Name</u>	<u>Address</u>
Glenn Bergoffen	3925 Tampa Road Oldsmar, Florida 34677
Leah Bergoffen	3925 Tampa Road Oldsmar, Florida 34677
Gary Hebert	10596 Gandy Boulevard St. Petersburg, FL 33702

#### **ARTICLE VII. Officers**

The officers of the Corporation shall be a President, Vice President, Secretary, Treasurer and such other officers as the Board of Directors may from time to time by resolution create. The officers shall serve at the pleasure of the Board of Directors, and the Bylaws may provide for the removal from office of officers and for filling vacancies. The duties of the officers shall be as set forth in the Bylaws. The names of officers who shall serve until their successors are designated by the Board are as follows:

<u>Name</u>	<u>Title</u>	<u>Address</u>
Glenn Bergoffen	President	3925 Tampa Road Oldsmar, Florida 34677
Leah Bergoffen	Secretary/ Treasurer	3925 Tampa Road Oldsmar, Florida 34677

#### **ARTICLE IX. Bylaws**

The initial Bylaws shall be adopted by the Board and may be altered, amended or rescinded in the manner provided by the Bylaws.

**ARTICLE X.**  
**Amendments**

Amendments to these Articles may be proposed by the Board of Directors and shall become effective upon the affirmative vote of a majority of the members present and entitled to vote at any regular or special meeting of the Corporation. Any number of amendments may be submitted to the members and voted upon by them at any one meeting. Upon the approval of an amendment to these Articles, Articles of Amendment shall be executed and delivered to the Department of State as provided by law. Notwithstanding anything to the contrary hereinabove, any amendment which would affect the surface water management system facilities or the operation and maintenance of the surface water management system facilities must first be approved by the Southwest Florida Water Management District.

**ARTICLE XI.**  
**Duration**

This Corporation shall have perpetual existence, unless dissolved according to law; provided, however, that upon dissolution of this Corporation, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to some organization or organizations qualified as tax exempt under the laws of the United States of America (being also described as exempt under Section 501(C) of the Internal Revenue Code), the selection of the organization to be in the absolute discretion of a majority of the directors of this Corporation. Should no such organization be so designated, then the assets shall be distributed to the State of Florida, or should the State be unable to administer the assets properly, then the assets shall be distributed to the federal government of the United States of America. Notwithstanding the foregoing, if the Corporation is dissolved, the control or right of access to the property containing the surface water management system facilities shall be conveyed or dedicated to an appropriate governmental unit or public utility and, if not accepted, then the surface water management system facilities shall be conveyed to a non-profit corporation similar to the Corporation.

**ARTICLE XII.**  
**Registered Office and Agent**

The street address of the initial registered office of the Corporation shall be **3925 Tampa Road, Oldsmar, Florida 34677**, and the initial registered agent of the Corporation at that address shall be **GLENN BERGOFFEN**.

**ARTICLE XIII.  
Incorporator**

The name and address of the person signing these Articles are as follows:

Name

Glenn Bergoffen

Address

3925 Tampa Road  
Oldsmar, Florida 34677

**IN WITNESS WHEREOF**, the undersigned has signed these Articles of Incorporation this 25<sup>th</sup> day of November, 2008.



\_\_\_\_\_  
GLENN BERGOFFEN

**CERTIFICATE DESIGNATING REGISTERED AGENT  
FOR SERVICE OF PROCESS**

Pursuant to the provisions of Chapters 48 and 617, *Florida Statutes*, the corporation identified below hereby submits the following statement in designation of the Registered Office and Registered Agent in the State of Florida.

**Gumby Property OWNERS ASSOCIATION, INC.**, desiring to organize as a corporation under the laws of the State of Florida, with its registered office at 3925 Tampa Road, Oldsmar, Florida 34677, has named **GLENN BERGOFFEN**, located at such address, as its Registered Agent to accept service of process within the State.

**ACCEPTANCE**

Having been named as Registered Agent for the above stated corporation at the place designated in this Certificate, I hereby acknowledge that I am familiar with the obligations of a registered agent under the laws of the State of Florida and accept to act as Registered Agent for the above stated corporation and agree to comply with the provisions of all laws applicable to the performance of such office.

  
\_\_\_\_\_  
GLENN BERGOFFEN

Dated: November 25, 2008

APPROVED  
AND  
FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA