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TROPIC HILLS HOMEOWNERS ASSOCIATION, INC.

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CAPITAL CONNECTION

NO. 3262 P. 2



May 14, 2009

FLORIDA DEPARTMENT OF STATE
Division of Corporations

YOUR CAPITAL CONNECTION, INC.

SUBJECT: TROPIC HILLS HOMEOWNERS ASSOCIATION, INC.
REF: W09000022826

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Wanda Cunningham
Regulatory Specialist II
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FAX Aud. #: H09000120823
Letter Number: 509A00016531

**ARTICLES OF INCORPORATION
OF
TROPIC HILLS HOMEOWNERS ASSOCIATION, INC.**

The undersigned hereby associate themselves for the purpose of forming a corporation not-for-profit under Chapter 617, Florida Statutes, as amended, and certify as follows:

**ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the corporation shall be TROPIC HILLS HOMEOWNERS ASSOCIATION, INC., hereinafter referred to as the "Association". The principal place of business and initial registered office of the Corporation shall be 1223 Fruitland Avenue, Clearwater, FL 33764, located in Pinellas County, Florida.

**ARTICLE II
INITIAL REGISTERED OFFICE AND AGENT**

The name and street address of the initial registered office of this corporation is the following address:

David A. Bacon, Esquire
2959 First Avenue North
St. Petersburg, FL 33713

**ARTICLE III
PURPOSE**

3.1 Purpose: The purpose for which the Association is organized is to provide an entity for the operation, management and administration of the homeowner's association of a residential community known as Tropic Hills located in Pinellas County, Florida, hereinafter referred to as "Community".

3.2 Distribution of Income: The Association shall make no distribution of income to its members, directors or officers.

**ARTICLE IV
MEMBERSHIP**

Members of the Association shall consist and be comprised of all owners of Public Record of subdivided single family residential lots in the Community and shall be qualified in the manner set forth in the By-laws of the Association.

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ARTICLE V POWERS

5.1 Common Law and Statutory Power: The Association shall have all of the common law and statutory powers of a corporation not-for-profit.

5.2 Specific Powers: The Association shall have all of the powers and duties set forth under the Laws of the State of Florida, except as limited by these Articles of Incorporation, and by the Declaration of Covenants, Conditions and Restrictions of Tropic Hills, and all of the powers and duties reasonably necessary to operate the Community pursuant to such Declaration, as it may be amended from time to time, including but not limited to the following:

(a) To make and collect assessments against members as property owners to pay all costs, expenses and losses of the Association and to make special assessments against members as property owners for unpaid fees, fines or for maintenance or repair which is the responsibility of the property owner.

(b) To use the proceeds of assessment in the exercise of its powers and duties.

(c) To maintain, repair and operate the Community property which shall include the irrevocable right to access to each lot or unit from time to time during reasonable hours as may be necessary for such maintenance, repair or replacement of any of the common elements therein, that may be necessary to prevent damage to the common elements, or to another lot(s) or unit(s).

(d) To purchase insurance upon the Community property, and insurance for the protection of the Community and its members as property owners.

(e) To reconstruct the improvements after casualty and to further improve the property.

(f) To make and amend reasonable regulations respecting the use of the property in the Community.

(g) To approve or disapprove the transfer, mortgage, ownership and leasehold of property in the community and the By-Laws of the Association.

(h) To enforce by legal means the provisions of the laws of the State of Florida, the Declaration of Covenants, Conditions and Restrictions, these Articles, the By-Laws of the Association, and the Regulations for the use of the property in the Community.

(i) To levy fines for violation of approved Association rules and regulations, or violations of the provisions of the Declaration of Covenants, Conditions and Restrictions, these Articles or by By-Laws, all as set forth in the By-Laws.

(j) To contract for the management of the Association and to delegate to such contractor all powers and duties of the Association, except as are specifically required by Declaration of Covenants, Conditions and Restrictions to have the approval of the Directors of the membership of the Association.

(k) To employ personnel for reasonable compensation to perform the services required for the proper administration and operation of the purposes of the Association.

(l) To pay taxes and assessments which are liens against any part of the Association, other than the individual lots or units, unless the individual lot(s) unit(s) are owned by the Association, and the appurtenances thereto, and to assess the same against any lot or unit and the owner of the lot or unit which is subject to such liens.

(m) To enter into agreements whereby it acquires leasehold memberships and other possessor or use interest in the lands or facilities, whether or not contiguous to the lands of the Community, intended to provide for the enjoyment, recreation, or other use benefits of the property owners.

(n) To purchase a lot(s) in the Community in accordance with the provisions of the Declaration and to hold, lease, mortgage and convey the same.

5.3 Assets held in Trust: All funds and the title of all properties acquired by the Association and the proceeds thereof shall be held in trust for the members, in accordance with the provisions of the Declaration of Association, these Articles of Incorporation and the By-Laws of the Association.

5.4 Limitation on Exercise of Powers: The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the laws of the state of Florida, the Declaration of Covenants, Conditions and Restrictions, these Articles and the By-Laws of the Association.

ARTICLE VI MEMBERS

6.1 Members: The members of the Association shall consist of all of the record owners of lots in the Community.

6.2 **Change of Membership:** After receiving approval of the Association, required by the Declaration of Covenants, Conditions and Restrictions, change of membership in the Association shall be established by the recording in the Public Records of Pinellas County, Florida, a deed or other instrument establishing a change of record title to a lot in the Community and the delivery to the Association of a certified copy of such instrument. The owner designated by such instrument thereby becomes a member of the Association and the membership of the prior owner is thereby terminated.

6.3 **Limitation on Transfer of Shares of Assets:** 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 the member's lot.

6.4 **Voting:** The owner of each lot shall be entitled to one vote as member of the Association; except, there shall be no vote for any unit owned by the Association. The manner of exercising voting rights shall be determined by the By-Laws of the Association.

ARTICLE VII DIRECTORS

7.1 **Board of Administration:** The affairs of the Association shall be managed by a Board of Administration consisting of a number of Directors determined by the By-Laws, but not less than three (3) Directors nor more than fifteen (15) Directors; however, the Board shall consist of an odd number of Directors. Directors shall be members of the Association except as otherwise provided herein.

7.2 **Election of Directors:** Directors of the Association shall be elected at the annual meeting of the members, in the manner determined by the By-Laws of the Association.

7.3 **First Election of Directors:** The first election of Directors shall not be held until such time as the members in the Association are entitled to elect a Director as provided in the Declaration and the laws of the State of Florida.

7.4 **First Board of Directors:** The names and addresses of the initial Board of Directors, who have been selected by the Developer and who shall serve until their successors are elected and have qualified or until they resign or are removed, are as follows:

NAME:	ADDRESS:
Ronald Wright	1223 Fruitland Avenue Clearwater, FL 33764

Kathy Love	1268 Hermitage Avenue Clearwater, FL 33764
Patty McDonough	1247 Fruitland Avenue Clearwater, FL 33764
Darlene Hepburn	1246 Fruitland Avenue Clearwater, FL 33764

Any vacancy occurring in the Board prior to the first election shall be filled by the remaining Directors.

ARTICLE VIII OFFICERS

8.1 Officers: The affairs of the Association shall be administered by officers designated in the By-Laws of the Association. The officers shall be elected by the Board of Administration at its first meeting following the annual meeting of the Association and shall serve at the pleasure of the Board of Administration. The initial officers who shall serve until the first meeting following the annual meeting of the Association shall be the following persons:

NAME:	ADDRESS:
Ronald Wright President	1223 Fruitland Avenue Clearwater, FL 33764
Kathy Love Vice-President	1268 Hermitage Avenue Clearwater, FL 33764
Patty McDonough Treasurer	1247 Fruitland Avenue Clearwater, FL 33764
Darlene Hepburn Secretary	1246 Fruitland Avenue Clearwater, FL 33764

ARTICLE IX INDEMNIFICATION

9.1 Every Director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including legal fees, reasonable incurred by, or imposed upon him in connection with any proceeding or the settlement of any proceeding to which he may be a party, or in which he may become involved by reason of his being or having been a

Director or officer at the time such expenses are incurred, except when the Director or officer is adjudged guilty of willful and wanton malfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement, the indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.

9.2 The Board of Administration of the Association may purchase liability insurance to insure all Directors, officers, agents, past and present, against all expenses and liabilities as set forth above. The premiums for such insurance shall be paid by the members of the Association as part of the common expenses.

ARTICLE X BY-LAWS

10.1 By-Laws: The By-Laws of the Association shall be adopted by the Board of Administration and may be altered, amended or rescinded in the manner provided by the By-Laws and the Declaration of Covenants, Conditions and Restrictions.

ARTICLE XI AMENDMENTS

11.1 Amendments: Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner subject to any provisions pertaining to Amendments in the Declaration of Covenants, Conditions and Restrictions.

(a) Notice of the subject matter proposed Amendment shall be included in the notice of any meeting at which a proposed Amendment is considered.

(b) A Resolution for the adoption of a proposed Amendment may be proposed either by the Board of Administration or by the members of the Association. Except as elsewhere provided, such approval must be by not less than 75% of the votes of the entire membership of the Board of Administration and by not less than a majority of the votes of the entire membership of the Association present at a duly organized meeting of the Association. Said meeting requires thirty (30) day written notification of meeting time, place and agenda; or by not less than 75% of the votes of the entire membership of the Association by proxy or in person at a duly organized meeting of the Association.

Directors and members not present, in person or by proxy, at the meeting considering the Amendment, may express their approval in writing, providing such approval is delivered to the Secretary prior to the commencement of the meeting.

11.2 Alternative: In the alternative, an Amendment may be made by an Agreement signed and acknowledged by all of the record owners of the lots or units in the manner required for execution of a deed.

11.3 Limitation on Amendments: No Amendments shall make any changes in the qualification for membership, nor the voting rights of members, without the approval in writing by all members and the joinder of all record owners of the mortgages upon the Association. No Amendment shall be made which is in conflict with laws of the State of Florida or the Declaration of Covenants, Conditions and Restrictions.

11.4 Certification: A copy of each Amendment shall be certified by the Secretary of State and recorded in the Public Records of Pinellas County, Florida.

ARTICLE XII TERM

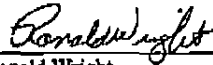
The term of the Association shall be perpetual.

ARTICLE XIII SUBSCRIBERS

The name and address of the subscribers of these Articles of Incorporation is as follows:

Ronald Wright 1223 Fruitland Avenue
Clearwater, FL 33764

IN WITNESS WHEREOF, the subscribers have hereunto set their hands and seals this 13 day of May, 2009.



Ronald Wright

STATE OF FLORIDA COUNTY OF PINELLAS

BEFORE ME personally appeared Ronald Wright to me well known and known to me to be the person who executed the above and foregoing Articles of Incorporation and he acknowledged to me that he executed the same freely and voluntarily for the purposes therein stated.

Witness my hand and official seal this 13 day of May, 2009.



Notary Public

My Commission Expires:

Articles of Incorporation
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ACCEPTANCE OF REGISTERED AGENT

David A. Bacon, Esquire having been named to accept the service of process upon TROPIC HILLS HOMEOWNERS ASSOCIATION, INC., at the place designated in the Articles of Incorporation, pursuant to Chapter 48.091 of the Florida Statutes, hereby accepts such designation and agrees to act in this capacity and further agrees to comply with the provisions of said Act relative to keeping the registered office of this Corporation:



David A. Bacon, Esquire**FILED****2009 MAY 15 PM 1:09****SECRETARY OF STATE
TALLAHASSEE, FLORIDA**