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FLORIDA PROFIT/NON PROFIT CORPORATION
WELLSLEY MANOR SUBDIVISION HOMEOWNERS
ASSOCIATION, I

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ARTICLES OF INCORPORATION
OF
WELLSLEY MANOR SUBDIVISION
HOMEOWNERS ASSOCIATION, INC.

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a non profit corporation under Chapter 617 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the corporation is **WELLSLEY MANOR SUBDIVISION HOMEOWNERS ASSOCIATION, INC.** (hereinafter "Association").

ARTICLE 2 - PURPOSE OF CORPORATION

This Association does not contemplate pecuniary gain or profit to the Members. The specific purposes for which the Association is formed is to provide for maintenance, preservation and architectural control of the residence Lots and Common Area within that certain tract of property described as Wellsley Manor Subdivision of Pasco County Florida, (hereinafter the "Property") as described in the Declaration of Covenants and Restrictions for Wellsley Manor Subdivision (hereinafter the "Declaration") to promote the health, safety and welfare of the residents within the above described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

(a) Exercise all of the powers and privileges and establish rules and regulations and to perform all of the duties and obligations of the Association and take any other action necessary for which the Association is organized as set forth in that certain Declaration, applicable to the Property and recorded or to be recorded on the Public Records of Pasco 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 at length;



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(b) Sue and be sued, fix, levy, collect, assess Members and enforce said assessments, and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(c) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(d) Have and to exercise any and all powers, rights and privileges which a not for profit corporation incorporated under Chapter 617, Florida Statutes may now or hereafter have or exercise;

(e) Operate and maintain common property, specifically the surface water management system facilities, 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;

(f) Contract for services to provide operation and maintenance of the surface water management system facilities if the Association contemplates employing a maintenance company.

ARTICLE 3 – BOARD OF DIRECTORS

The business affairs of this Association shall be managed by the Board of Directors. The Directors shall be elected by majority vote of the Members of this Association. The Directors of the Association shall be:

Stephen Toneff
Stacey Small
DeeAnna Machovec

whose mailing addresses shall be the same as the principal address of the corporation.



SPIEGEL & UTRERA, P.A.

LAWYERS

www.amerlawyers.com

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ARTICLE 4 - OFFICERS

The Officers shall be elected by majority vote of the Members of this Association. The Officers of the Association shall be:

President: Stephen Toneff
Secretary: Stephen Toneff
Treasurer: Stephen Toneff

whose mailing addresses shall be the same as the principal address of the corporation.

ARTICLE 5 - PRINCIPAL OFFICE

The principal office of the Association shall be located at 14 Linwood Road, Natick, Massachusetts 01760 and mailing address is the same.

ARTICLE 6 - INCORPORATOR

The street the name and street address of the incorporator of this Association is:

Elsie Sanchez
1840 Southwest 22 Street, 4th Floor,
Miami, Florida 33145

ARTICLE 7 - CAPITAL STOCK

The Association shall have no capital stock and shall be composed of Members rather than shareholders.



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ARTICLE 8 - MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot at the Property which is subject by covenants or record to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot at the Property, which is subject to assessment by the Association. The categories of membership, qualifications for membership and the manner of admission shall be set forth in and regulated by the By Laws of Association.

ARTICLE 9 - VOTING RIGHTS

Members of the Association will have such voting rights as are provided in the By Laws of the Association.

ARTICLE 10 - LIABILITIES FOR DEBTS

Neither the Members nor the Directors or Officers of the Association shall be liable for the debts of the Association.

ARTICLE 11 - REGISTERED OFFICE AND REGISTERED AGENT

The initial street address of the registered office of the Association is Spiegel & Utrera, P.A., located at 1840 Southwest 22 Street, 4th Floor, Miami, Florida 33145 and the name and street address of the registered agent of this Association is Spiegel & Utrera, P.A., 1840 Southwest 22 Street, 4th Floor, Miami, Florida 33145.

ARTICLE 12 - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.



SPIEGEL & UTRERA, P.A.

LAWYERS

www.smarlawynf.com

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ARTICLE 13 - AMENDMENT

These Articles of Incorporation may be amended in a manner provided by law. Every amendment shall be approved by the Board of Directors unless an amendment requires approval of the Members under Chapter 617, Florida Statutes.

ARTICLE 14 - DISSOLUTION

Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be distributed for one or more exempt purposes within the meaning of section 501(c)(4) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. Any such assets not so disposed shall be disposed of by Court of Competent Jurisdiction, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. Furthermore, once a plat is recorded for Wellsley Manor Subdivision of Pasco County and the surface water management system facilities are installed, if the Association 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 that if not accepted, then the surface water management system facilities shall be conveyed to a non-profit corporation which has similar purpose as the Association.

ARTICLE 15 - TERM OF EXISTENCE

This Association shall have perpetual existence.

ARTICLE 16 - PROHIBITIONS

No part of the net earnings of the Association 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 payments and distributions in furtherance of the purposes set forth in Article 2 hereof. The Association is not organized for pecuniary benefit or financial gain, and no part of its assets, income, or profit shall be distributed to, or inure to the benefit of its Members, Directors, Officers except to the extent permitted under Chapter 617, Florida Statutes.



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ARTICLE 17 - INDEMNIFICATION

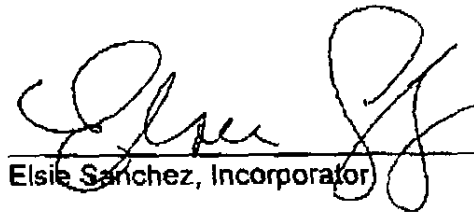
The Association shall indemnify a Director or Officer of the Association who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the Director or Officer was a party because the Director or Officer is or was a Director or Officer of the Association against reasonable attorney fees and expenses incurred by the Director or Officer in connection with the proceeding. The Association may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Association against liability if authorized in the specific case after determination, in the manner required by the Board of Directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the Board of Directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Association shall apply when such persons are serving at the Association's request while a director, officer, employee or agent of the Association, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic Association, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Association. The Association also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Association who is a party to a proceeding in advance of final disposition of the proceeding. The Association also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Association, whether or not the Association would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Association or the ability of the Association otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.



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IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 19th day of April 2011.


Elsie Sanchez, Incorporator

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

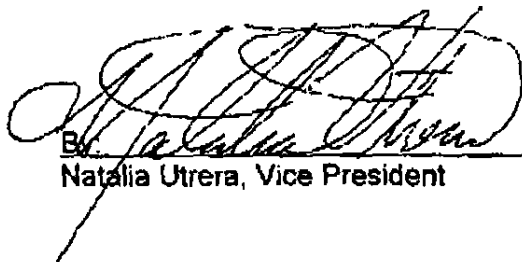
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**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Spiegel & Utrera, P.A., having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

Spiegel & Utrera, P.A.


Natalia Utrera, Vice President



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