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**FLORIDA PROFIT/NON PROFIT CORPORATION
LIV 233 HOMEOWNERS ASSOCIATION, INC.**

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Page 2 of 2

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ARTICLES OF INCORPORATION

OF

LIV 233 HOMEOWNERS ASSOCIATION, INC.

The undersigned incorporator, a resident of the State of Florida and of full age, hereby makes, subscribes, acknowledges and files with the Department of the State of Florida 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 AND PRINCIPAL OFFICE**

The name of this corporation shall be **LIV 233 HOMEOWNERS ASSOCIATION, INC.**, a Florida not-for-profit corporation ("Association"). The initial principal office and mailing address of the Association is: 200 Mirror Lake Drive North, St. Petersburg, Florida 33701.

**ARTICLE II
REGISTERED OFFICE AND REGISTERED AGENT**

The Association's initial registered office is 4830 West Kennedy Blvd., Suite 475, Tampa, Florida 33609. The Association's initial registered agent is David E. Weber, Esq., who maintains a business address at: 4830 West Kennedy Blvd., Suite 475, Tampa, Florida 33609. This Association shall have the right to change both the registered office and registered agent from time to time by action of the Board of Directors and 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 common areas and residential lots within that certain tract of property known as the LIV 233 TOWNHOMES in the City of St. Petersburg, Florida, which is more particularly described as:

All of the LIV 233 TOWNHOMES, according to the plat or plats thereof, recorded or to be recorded in the Public Records of Pinellas

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County, Florida, together with all subsequent re-plats, amendments, and additions thereto (the "Property").

Notwithstanding any other provision in these Articles, all activities of the Association shall be carried on and all of the funds of the Association, whether income or principal and whether acquired by assessment from members, gift, contribution or otherwise, shall be used and applied exclusively for the purposes set forth in this Article III and in the Declaration (hereafter defined) and no part of the principle, income, or net earnings of the Association will in an event inure to the personal benefit of any member, officer, director or trustee of the Association (except to the extent permitted by applicable law, and in no other event). Reasonable compensation and reimbursement of out-of-pocket costs may be paid for services actually rendered to or for the Association incurred in furtherance of the objects and purposes of the Association.

**ARTICLE IV
POWERS**

Without limitation this Association is empowered to:

(a) Declaration. Exercise all rights, powers, privileges, and perform all duties of the Association set forth in that certain DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS for LIV 233 TOWNHOMES ("Declaration") 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;

(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;

(e) Borrowing. Borrow money and, with the approval of two-thirds (2/3) of the 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;

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(f) Dedications. With the approval of two-thirds (2/3) 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 two-third (2/3) of each class of members determine;

(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 and Common Areas (as those terms are defined in the Declaration) consistent with the rights and duties established by the Declaration and these Articles;

(i) General. Have and exercise all common law rights, powers, and privileges and those that a corporation not for profit 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 this Association and the provisions of the Declaration;

(k) Litigation. To sue or be sued;

(l) Surface Water Management. Operate and maintain the surface water or storm water management system(s) and facilities within or serving the Property in a manner consistent with applicable Southwest Florida Water Management District permits and regulations; and

(m) Other. Engage in all lawful acts permitted or authorized by law.

ARTICLE V MEMBERSHIP

Every person or entity 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 mandatory member of this Association, including contract sellers, but excluding all other persons or entity 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 a 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 record conveyance or other transfer of title of a Lot.

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**ARTICLE VI
VOTING RIGHTS**

There shall be two (2) classes of members: Class A and Class B, as further described in the Bylaws. The voting and other rights of the members are as set forth in the Bylaws.

**ARTICLE VII
BOARD OF DIRECTORS**

During the Class B Control Period (as defined in the Bylaws) this Association's affairs shall be managed by a Board of Directors initially composed of three (3) Directors appointed by the Declarant (as defined in the Declaration). Directors appointed by the Declarant need not be Association members. After termination of the Class B Control Period, the Board of Directors shall be composed of at least three (3) Directors elected by members of the Association in accordance with the Bylaws of the Association. Other provisions pertaining to the election of Directors, authority of the Directors, meetings, and quorum requirements are contained in the Bylaws of the Association.

The initial Board of Directors consists of the following persons:

- Hudson Worthington Harr: c/o LIV 233, LLC
200 Mirror Lake Drive North
St. Petersburg, FL 33710

- Tony Mullersman: c/o LIV 233, LLC
200 Mirror Lake Drive North
St. Petersburg, FL 33710

- Mike McKee: c/o LIV 233, LLC
200 Mirror Lake Drive North
St. Petersburg, FL 33710

**ARTICLE VIII
DURATION**

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Association shall exist in perpetuity.

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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 consent given in writing and signed by not less than two-thirds (2/3) of the members. Upon dissolution of this Association in any manner other than incident to a merger or consolidation, all of this Association's assets, together with the control or right of access to any property containing the surface water management system facilities, shall be conveyed or dedicated to an appropriate governmental unit or public utility to be used for purposes similar to those for which this Association was created. If any such conveyance or dedication is refused, such assets, together with the control or right of access to any property containing the surface water management system facilities shall be granted, conveyed, and assigned to a non-profit corporation or other organization similar to this Association and 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 BYLAWS

This Association's Bylaws will initially be adopted by the Board of Directors. Thereafter, the Bylaws shall be altered, amended, or rescinded solely as set forth therein or as otherwise permitted by law.

ARTICLE XI AMENDMENTS

These Articles of Incorporation may be amended by not less than two-thirds (2/3) vote of the Board of Directors at any regular or special meeting of the Board or by all directors signing a written statement manifesting their intention that an amendment to the Articles of Incorporation be adopted.

ARTICLE XII FNMA/FHA/VA APPROVAL

As long as there is a Class B membership in the Association, the following actions will require the prior approval of the Federal National Mortgage Association (FNMA), Federal Housing Administration (FHA), or Veterans Administration (VA) if any such agency has issued, acquired, insured or guaranteed any mortgage loan on a Lot in the Property and if such prior approval is deemed necessary by the Declarant:

- (a) Amendment of these Articles of Incorporation; or
- (b) Merger, consolidation and/or dissolution of this Association; or

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- (c) Annexation of additional properties; or
- (d) Mortgaging of Common Areas.

**ARTICLE XIII
INTERPRETATION**

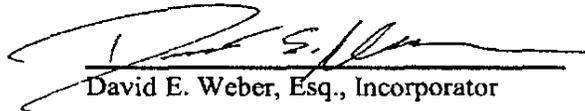
Express reference is made to the Declaration where necessary to interpret, construe, and clarify the provisions of these Articles. By subscribing and filing these Articles, the incorporator intends for its provisions to be consistent with the provisions of the Declaration and to be interpreted, construed and applied with those of the Declaration to avoid inconsistencies or conflicting results. In the event of a conflict, the order of priority for interpretation shall be: the Declaration, these Articles, and the Bylaws of this Association.

**ARTICLE XIV
INCORPORATOR**

The name and street address of the incorporator are:

Name: David E. Weber, Esq.
 Address: 4830 West Kennedy Boulevard, Suite 475
 Tampa, Florida 33609

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 on this 12 day of August, 2015.



David E. Weber, Esq., Incorporator

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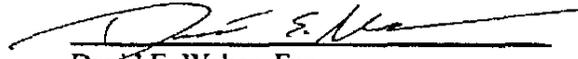
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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA AND NAMING THE REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED

LIV 233 HOMEOWNERS 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 has named David E. Weber, Esq., whose business office is 4830 West Kennedy Blvd., Suite 475, Tampa, Florida 33609, as its registered agent to accept service of process within Florida.

ACCEPTANCE

Having been named as registered agent to accept service of process for the above-named corporation at the registered office designated in this Certificate, I hereby agree and consent to act in that 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.


David E. Weber, Esq.

Date: 8/12/15

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