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FLORIDA PROFIT/NON PROFIT CORPORATION

Harbor Palms Homeowners Association, Inc.

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ARTICLES OF INCORPORATION
OF
HARBOR PALMS HOMEOWNERS ASSOCIATION, INC.
A Florida Corporation Not For Profit

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

The name of this corporation is Harbor Palms Homeowners Association, Inc., a Florida corporation not for profit, (hereinafter called the "Association" in these Articles.)

ARTICLE II
ADDRESS

The street address of the initial principal office and the mailing address of the Corporation is 604 Seaside Drive, Tarpon Springs, Florida 34689.

ARTICLE III
OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Association is 604 Seaside Drive, Tarpon Springs, Florida 34689. The name of the initial registered agent of the Association at that address is Keith Grove.

ARTICLE IV
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 all common areas and other residence lots within that certain tract of property (hereinafter called the Property) in Pinellas County, Florida and more particularly described as Harbor Palms.

ARTICLE V
POWERS

Without limitation this Association is empowered to:

- (a) Declaration. Exercise all rights, powers, privileges and perform all duties, of this Association set forth in that certain Declaration of Covenants, Conditions and Restrictions (hereinafter called the Declaration) applicable to the property and

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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, specifically including 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.
- (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; and contract for services.
- (e) **Borrowing.** Borrow money and, with the approval of two thirds of each class of 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.
- (f) **Dedications.** With the approval of three fourths 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 seventy five percent (75%) of the 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 Area consistent with the rights and duties established by the Declaration and these Articles and governing Members' responsibilities.
- (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

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effectuate the exercise of any right, power, or privilege so granted.

- (j) **Enforcement.** To enforce by legal means the obligations of the members of the corporation; the provisions of the Declaration, and the provisions of a dedication or conveyance of the Corporate Property to the corporation with respect to the use and maintenance thereof; to sue and be sued.

ARTICLE VI MEMBERSHIP

Every person 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 member of this Association, including contract sellers, but excluding all other persons 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 at least one 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 conveyance of title of a Lot.

ARTICLE VII VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. Class A members shall be all Owners, with the exception of the Declarant (as defined in the Declaration), and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. The Class B member shall be the Declarant, and shall be entitled to nine (9) votes for each lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of the following events, whichever occurs earlier:

- (a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership,
- (b) on the anniversary date ten years from the date when the first Lot is conveyed to an individual purchaser, or
- (c) when the Declarant waives in writing its right to Class B membership.

ARTICLE VIII BOARD OF DIRECTORS

Section 1. This Association's affairs are managed by a Board of Directors initially composed of three Directors. The initial Directors named below shall serve until this Association's first annual meeting. The term of office for all Directors is one year. Before any such annual

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meeting, all vacancies occurring on the Board of Directors, if any, will be filled by majority vote of the remaining Directors, even if less than a quorum. Any Director may succeed himself or herself in office. All Directors will be elected by ballot. Each member may cast as many votes for each vacancy as such member has; and the person receiving the largest number of votes cast for each vacancy is elected. Cumulative voting is not permitted. Directors need not be Association members.

Section 2. The names and addresses of the persons who will serve as Directors until their successors have been duly elected and qualify, unless they sooner die, resign, or are removed, are:

Keith Grove
604 Seaside Drive
Tarpon Springs, Florida 34689

Shea Hughes
604 Seaside Drive
Tarpon Springs, Florida 34689

Lorna Aaron
604 Seaside Drive
Tarpon Springs, Florida 34689

ARTICLE IX INCORPORATOR

The name and residence of the incorporator is:

Keith Grove
604 Seaside Drive
Tarpon Springs, Florida 34689

ARTICLE X 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 assent given in writing and signed by not less than two thirds (2/3) of each class of members. Upon dissolution of this Association in any manner other than incident to a merger or consolidation, all of this Association's assets must be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. If dedication is refused, such assets must be granted, conveyed, and assigned to any nonprofit corporation, association, trust, or other organization to be devoted to such similar purposes. In no event, however may any assets inure to the benefit of any member or other private individual.

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ARTICLE XI DURATION

This Association exists perpetually.

ARTICLE XII BY LAWS

This Association's By Laws initially will be adopted by the Board of Directors. Thereafter, the By Laws may be altered, amended, or rescinded with the approval of a majority of each class of members, except as to those provisions for Amendment to the By Laws which are provided in the Declaration or any Supplemental Declaration in which case those provisions shall control such Amendments.

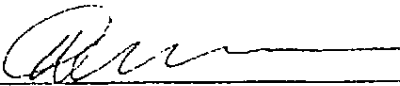
ARTICLE XIII AMENDMENTS

Amendments to these Articles may be proposed and adopted in the manner from time to time provided by the laws of the State of Florida, provided that each such amendment must have the approval in writing of two thirds (2/3) of the entire membership, except as to those provisions for Amendment which are provided in the Declaration or any Supplemental Declaration in which case those provisions shall control such Amendments.

ARTICLE XIV INTERPRETATION

Express reference is made to the Declaration where necessary to interpret, construe, and clarify the provisions of the Articles. Without limitation, all terms defined in the Declaration have the same meaning where used in these Articles. By subscribing and filing these Articles, the incorporators intend 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 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 this 2ND day of May, 2019.



Keith Grove

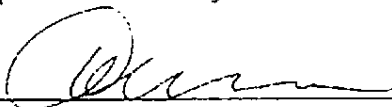
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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA AND NAMING THE
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED.

Harbor Palms 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, at 604 Seaside Drive, Tarpon Springs, Florida 34689.

ACCEPTANCE

Having been named to accept service of process for the foregoing corporation at the place
designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply
with the provisions of all statutes, including the duties and obligations imposed by Section
617.0503, relative to the proper and complete performance of my duties.



Keith Grove

Date: 5/2/19