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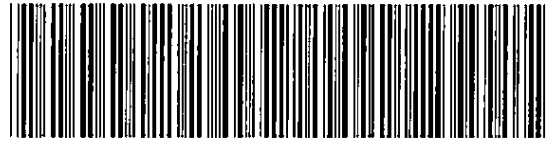
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VIA REGULAR U.S. MAIL ONLY

July 25, 2024

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Whispering Waters Association, Inc.
Our Matter No: 10516-001

Dear Sirs:

Enclosed, please find the original and one (1) copy of the Articles of Incorporation for the above-referenced corporation. I have also enclosed our check number 303400096 in the amount of \$78.75 for the filing fee and a certified copy of the Articles.

Your timely response will be greatly appreciated.

Sincerely,

Monique E. Parker, Esquire
MEP/cm
Enclosures

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DIVISION OF CORPORATIONS
FLORIDA DEPARTMENT OF STATE

ARTICLES OF INCORPORATION
OF
WHISPERING WATERS ASSOCIATION, INC.

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

ARTICLE 1
NAME AND ADDRESS

The name of the corporation shall be WHISPERING WATERS ASSOCIATION, INC. For convenience the corporation shall be referred to in this instrument as the Association. The initial principal address of the corporation is: c/o Resource Property Management, Inc., 28100 U.S. Highway 19 North, Suite 200, Clearwater, Florida, 33761.

ARTICLE 2
ADDRESS OF REGISTERED AGENT

The address of the registered office of the Association is at the main address of the Association's Registered Agent, as set forth in Article 12 of this instrument.

ARTICLE 3
PURPOSE

- 3.1 The purpose for which the Association is organized is to provide an entity for the operation of WHISPERING WATERS, a Condominium, according to the Master Form Warranty Deed now or hereafter recorded in the Public Records of Pinellas County, Florida, located upon lands in Pinellas County, Florida, subject to and in furtherance of Chapter 718, Florida Statutes, as the same may be amended from time to time.
- 3.2 The Association shall make no distributions of income to its members, directors or officers.

ARTICLE 4
POWER

The powers of the Association shall include and be governed by the following provisions:

- 4.1 The Association shall have all of the common law and statutory powers of a corporation not for profit not in conflict with the terms of these Articles.
- 4.2 The Association shall have all of the powers and duties set forth in the Condominium Act, as described above, except as limited by these Articles and the Master Form Warranty Deed, and all of the powers and duties reasonably necessary to operate the condominium pursuant to the Master Form Warranty Deed as may be amended from time to time, including but not limited to the following:

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PINELLAS COUNTY, FLORIDA

- (A) To make and collect assessments against members as apartment owners to defray the costs, expenses, and losses of the condominium, and to account to each member for assessments against that member's apartment.
- (B) To use the proceeds of assessments in the exercise of its powers and duties.
- (C) The maintenance, repair, replacement, and operation of the property of the condominium, including easements.
- (D) The purchase of insurance upon the property of the condominium and insurance for the protection of the Association and its members as apartment owners.
- (E) The reconstruction of improvements after casualty and the further improvement of the property.
- (F) To make and amend reasonable rules and regulations respecting the use of the property in the condominium, other than the restrictions contained in the Master Form Warranty Deed.
- (G) To enforce by legal means the provisions of the Condominium Act, the Master Form Warranty Deed, these Articles, the Bylaws of the Association and the Regulations for the use of the property in the condominium.
- (H) To contract for the management and maintenance of the condominium property and to authorize a management agent to assist the Association in carrying out its powers and duties by performing such functions as the submission of proposals, collection of assessments, preparation of records, enforcement of rules and maintenance, repair and replacement of the common elements with funds as shall be made available by the Association for such purposes. The Association and its officers shall, however, retain at all times the powers and duties granted by the condominium documents and the Condominium Act, including but not limited to the making of assessments, promulgation of rules and execution of contracts on behalf of the Association.
- (I) To employ personnel to perform the services required for proper operation of the condominium.
- (J) In no event shall the members of a particular condominium be charged with any portion of the expenses for any other condominium, but shall be charged only for the expenses of their particular condominium and their equitable share of the expenses of any common elements, easements, recreational facilities, or other areas used in common by more than one condominium.

4.3 All funds and titles of all properties acquired by the Association and their proceeds shall be held in trust for the members of the condominium in accordance with the provisions of the Master Form Warranty Deed, these Articles of Incorporation, and the Bylaws.

ARTICLE 5 MEMBERS

- 5.1 The members of the Association shall consist of all of the record owners, by deed or otherwise, of condominium apartments in WHISPERING WATERS, A CONDOMINIUM, but shall in no event exceed sixty-six (66) members; and after termination of the condominium shall consist of those who are members at the time of such termination and their successors and assigns.
- 5.2 Change of membership in the Association shall be established, by recording in the Public Records of Pinellas County, Florida, a deed, or other instrument establishing a record title to the apartment in the condominium. The owner designated by such instrument thus becomes a member of the Association and the membership of the prior owner is terminated.
- 5.3 The share of a member in the funds and assets of the Association cannot be assigned, hypothecated, and transferred in any manner except as an appurtenance to his apartment.
- 5.4 Unit owners are entitled to one (1) vote for each unit owned. If a unit is owned by one (1) natural person, individually or as trustee, the right to vote shall be established by the record title to the unit. If a unit is owned jointly by two (2) or more persons, that unit's vote may be cast by any of the owners provided only one (1) vote shall be cast. If multiple owners of a unit cannot agree how to vote, and attempt to cast votes which are in conflict with those cast by another owner, the vote for that unit will not be counted. The vote of a unit owner who is not a natural person, shall be cast by any officer of a corporation, or any partner or managing agent of another type of entity.
- 5.5 The terms "apartment" and "apartment owners" or "owners" shall have the same meaning as "unit" or "owner" as same are defined in the Condominium Act.

ARTICLE 6 DIRECTORS

- 6.1 The affairs of the Association will be managed by a Board consisting of the number of directors determined by the Bylaws, but not less than three directors, and in the absence of such determination shall consist of five (5) directors. Directors must be members of the Association.
- 6.2 Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided in the Bylaws.

ARTICLE 7 OFFICERS

The affairs of the Association shall be administered by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors at its first meeting following the

annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors.

ARTICLE 8 INDEMNIFICATION

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or 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 of the Association, whether or not he is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, or in such cases where the proceeding arose out of actions taken outside the scope of the duties or office of the person involved. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE 9 BYLAWS

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

ARTICLE 10 AMENDMENTS

Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

- 10.1 Amendments to these Articles may be proposed by the Board of Governors, or by a petition signed by at least twenty-five percent (25%) of the unit owners, provided that any amendment proposed by the unit owners is subject to editing as to form and legality by legal counsel for the Association. The specific wording of any proposed amendment must be provided to all unit owners in writing, at least fourteen (14) days prior to the meeting where the voting will take place, together with a notice of the membership meeting advising that a proposed amendment will be discussed and voted upon, and a proxy form for the owners to allow someone else to vote on their behalf if they are unable to attend the meeting and personally cast a ballot. Amendments must be approved in the following manner:
 - (A) At least two-thirds (2/3) of the total eligible voting members must participate in the voting, in person or by proxy, to have a valid vote.
 - (B) At least two-thirds (2/3) of the members who cast a vote must vote in favor of the proposed amendment(s).
- 10.2 Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of members, and no amendment shall be made that is in conflict with the Condominium Act or the Master Form Warranty Deed.

- 10.3 As to any amendments which are approved in the manner set forth above, a Certificate of Amendment signed by the chairperson or vice-chairperson, with two witnesses and a notary, will be recorded in the Pinellas County Public Records with the approved amendments.

ARTICLE 11 TERM

The term of the Association shall be perpetual.

ARTICLE 12 REGISTERED AGENT

Until changed, Monique E. Parker, Esquire, shall be the registered agent of the Association and the registered agent's office shall be at Rabin Parker Gurley, P.A., 2653 McCormick Drive, Clearwater, Florida, 33759. The registered agent of the Association shall be determined by the Board of Directors from time to time and shall be on file with the Florida Secretary of State.

ARTICLE 13 INCORPORATOR

The name and address of the incorporator of this Corporation is: Monique E. Parker, Esquire, Rabin Parker Gurley, P.A., 2653 McCormick Drive, Clearwater, Florida, 33759.

IN WITNESS WHEREOF, the aforesaid Incorporator has hereunto set his/her hand this 25th day of July, 2024.

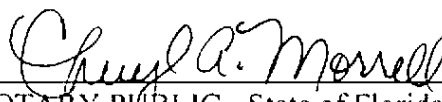

Monique E. Parker, Esquire

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization, this 25th day of July, 2024 by Monique E. Parker, Esquire, who ☐ is personally known to me.

My Commission Expires




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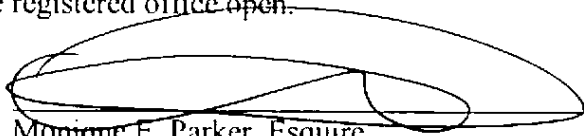
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ESTATE

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

In compliance with the laws of Florida, the following is submitted:

That desiring to organize under the laws of the State of Florida with its principal office, as indicated in the foregoing articles of incorporation, in the County of Pinellas, State of Florida, the corporation named in said articles has named Monique E. Parker, Esquire, of Rabin Parker Gurley, P.A., located at 2653 McCormick Drive, Clearwater, Florida, 33759, as its statutory agent.

Having been named the statutory agent of the above corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.


Monique E. Parker, Esquire
Dated this 25th day of July, 2024

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