

5/29/98

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 110432003053

CONTACT: ~~FILE COMPANY~~ *Grey*

PHONE: (305)672-0686

FAX #: (305)672-9110

NAME: WHISPERING LAKES HOMEOWNERS ASSOCIATION, INC

AUDIT NUMBER.....H98000010072

DOC TYPE.....FLORIDA NON-PROFIT CORPORATION

CERT. OF STATUS..1

PAGES.....4

CERT. COPIES.....0

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TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida not-for-profit corporation is:
Whispering Lakes Homeowners Association, Inc.

Article II. Address

The mailing address of the Corporation is:

Whispering Lakes Homeowners Association, Inc.
1299 Main Street, Suite F
Dunedin FL 34698-5333

Article III. Purpose

The Corporation is organized exclusively to engage in all lawful acts or activities not for pecuniary profit for which Florida not-for-profit corporations may be organized, including one or more of the following purposes: civic league or organization operating exclusively for the promotion of social welfare pursuant to Code Section 501(c)(4); labor, agricultural or horticultural organization pursuant to Code Section 501(c)(5); business league, chamber of commerce, real estate board, or board of trade pursuant to Code Section 501(c)(6); or club organized for pleasure, recreation and other nonprofitable purposes pursuant to Code Section 501(c)(7). All references to "Code" are to the Internal Revenue Code of 1986 as amended or to corresponding provisions of future federal tax legislation.

Article IV. Membership

All persons interested in the purposes of the Corporation are eligible for membership in the Corporation if they are capable of contributing to the achievement of those purposes and the effective operation of the Corporation, and if they comply with the requirements established from time to time in the Bylaws. Members shall have no voting rights or other rights except as provided in the Bylaws.

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than three directors. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation, but may never be less than three. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each initial member of the Corporation's Board of Directors is:

Donna M. Scott
Robert Zadrowski
Ron Norr

Robert L. Tankel | FL Bar Member 341551
Robert L. Tankel, P.A.
1299 Main Street, Suite F
Dunedin FL 34698-5333
813-736-1901

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Article VI. Limitations

No part of the net earnings of the Corporation shall inure to the benefit of (or be distributable to) its directors, officers, members 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 any of its purposes.

Article VII. Registered Agent

The name and address of the registered agent of the Corporation is:

Robert L. Tankel
1299 Main Street, Suite F
Dunedin FL 34698-5333

Article VIII. Incorporator

The name and address of the incorporator is:

Robert L. Tankel
Robert L. Tankel, P.A.
1299 Main Street, Suite F
Dunedin FL 34698-5333

Article IX. Dissolution

Upon the dissolution or winding up of the Corporation, the assets remaining after payment (or provision for payment) of the Corporation's debts and liabilities shall be distributed pursuant to the Corporation's plan of distribution of assets.

Article X. Corporate Existence

The corporate existence of the Corporation shall begin effective as of May 29, 1998.

The authorized representative of the incorporator executed these Articles of Incorporation on May 29, 1998.


ROBERT L. TANKEL

by G.K. Kuroda as attorney-in-fact

Robert L. Tankel | FL Bar Member 341551
Robert L. Tankel, P.A.
1299 Main Street, Suite F
Dunedin FL 34698-5333
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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

CORPORATION:

Whispering Lakes Homeowners Association, Inc.

REGISTERED AGENT/OFFICE:

**Robert L. Tankel
1299 Main Street, Suite F
Dunedin FL 34698-5333**

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


Robert L. Tankel
by G.K. Kuroda as attorney-in-fact

Date: May 29, 1998

**Robert L. Tankel | FL Bar Member 341551
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1299 Main Street, Suite F
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