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ARTICLES OF INCORPORATION

SECRETARY OF STATE TALLAHASSEE, FLORIDA

OF

HERNANDO BEACH SEASIDE VILLAS OWNERS ASSOCIATION, INC.

The undersigned, for the purpose of forming a not for profit corporation under Chapter 617, Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I: NAME

The name of the corporation is HERNANDO BEACH SEASIDE VILLAS OWNERS ASSOCIATION, INC.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 3193 Shoal Line Blvd., Spring Hill, FL 34607.

ARTICLE III: PURPOSE

(A) The general nature, objects and purposes for which this corporation is exclusively organized and operated are to own, maintain and administer the community properties and facilities of the residential community known as HERNANDO SEASIDE in Hernando County, Florida, to make rules and regulations, administer and

enforce the covenants and restrictions, to collect and disburse assessments and charges, all for the efficient preservation, protection and enhancement of the values and amenities in HERNANDO SEASIDE, to ensure the residents' enjoyment of the specific rights, privileges and easements in the community personal property.

- (B) No part of the net earnings of the corporation shall inure to the benefit of or be distributable to any member, director or officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no member, director or officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.
- (C) Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not conduct or carry on, any activities not permitted to be conducted or carried on by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code or the regulations issued thereunder, or by an organization, contributions to which are deductible under Section 170 (c) (2) of such Code and regulations issued thereunder.
- (D) In the event of dissolution of final liquidation of the corporation, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding.

ARTICLE IV: QUALIFICATION

The qualifications for members and the manner of their admission are stated in the bylaws of the corporation.

ARTICLE V: INITIAL REGISTERED OFFICE AND AGENT

The initial registered office and agent of the corporation is David R. Carter, 5308 Spring Hill Drive, Spring Hill, FL 34606.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The number of persons constituting the Board of Directors of the corporation is initially three. The manner in which the directors are elected is stated in the corporate bylaws. The name and address of each person who is to serve as a member of the initial Board of Directors is Thomas N. Anderson, Gail R. Anderson & Stephen Knowlton, 3193 Shoal Line Blvd., Spring Hill, FL 34607.

ARTICLE VII: NON-STOCK BASIS

The corporation is organized under a non-stock basis.

ARTICLE VIII: DISSOLUTION

In the event of dissolution, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt as organizations described in sections 501(c) (3) and 170 (c) (2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal, State or local government for exclusive public purpose.

ARTICLE IX: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

ARTICLE X: AMENDMENTS

The corporation reserves the right to amend or repeal any provisions of these Articles of Incorporation, or any amendment(s) thereto.

ARTICLE XI: CORPORATE POWERS

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes.

The undersigned incorporator has executed these Articles of Incorporation this 20th day of May 1999.

"Capital Connection, Inc. by Crystal Dugger, Office Manager"

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: HERNANDO BEACH SEASIDE VILLAS OWNERS ASSOCIATION, INC.				
2. is:		name and street address of the registered agent and office DAVID R. CARTER		
		5308 SPRING HILL DRIVE		
		SPRING HILL, FL 34606 .		

HAVE BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.