

ARTICLES OF INCORPORATION

of

ST. ANDREWS CONDOMINIUM ASSOCIATION, INC.

FILED
MAY 1 1 03 PM '97
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, by these Articles (hereinafter sometimes referred to as the "Articles"), hereby associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, and certify as follows:

ARTICLE 1 - NAME

The name of the corporation shall be ST. ANDREWS CONDOMINIUM ASSOCIATION, INC. (hereinafter sometimes referred to as the "Association").

ARTICLE 2 - PURPOSE

The purpose for which the Association is organized is to provide an entity as required by and pursuant to Chapter 718, Florida Statutes (hereinafter sometimes referred to as the "Act"), for the operation of a Condominium known as ST. ANDREWS CONDOMINIUM UNIT ONE (hereinafter sometimes referred to as the "Condominium"), located on the property described in the Declaration of Condominium which has established or will establish the Condominium (hereinafter sometimes referred to as the "Property"), as well as other condominiums which may be established in the future on land located near the Property. Recognizing this possibility, it is specifically understood and agreed that the usage of the terms Property, Declaration, and Condominium herein, shall be expanded as and when required by the establishment of said additional condominiums to embrace and include said additional condominiums and their establishing and implementing documents and instruments, so that all references herein shall refer to and include all such condominiums. The Association shall not be required to accept such additional responsibility for operating additional condominiums; and, if it elects to do so, such shall be evidenced by a properly adopted Resolution of its Board of Directors.

ARTICLE 3 - GENERAL POWERS

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

3.1 General. The Association shall have all of the common law and statutory powers of a nonprofit corporation under the laws of Florida that are not in conflict with the terms of these Articles or the Act.

3.2 Enumeration. The Association shall have all of the powers and duties set forth in the Act, except as limited by these Articles and the Declaration Of Condominium of the Condominium (herein sometimes referred to as the "Declaration"), and all of the powers and duties reasonably necessary to operate the Condominium pursuant to the Declaration, as it may be amended from time to time, including, but not limited to, the following:

(a) To make and collect assessments against members as Unit Owners to defray the cost, expenses, and losses

LAW OFFICE
WILLIAM J. DEAR, P.A.
3475 15th
SUITE 200
TALLAHASSEE, FLORIDA 32304

of the Condominium, including the costs of membership in any type of community association.

(b) To use the proceeds of assessments and charges in the exercise of its powers and duties.

(c) To buy, lease, or otherwise acquire both real and personal property for Condominium use and to sell, assign, or otherwise dispose of property so acquired.

(d) To maintain, repair, replace, and operate the Property and other property acquired or leased by the Association for use by Unit Owners, and to establish reserves for such maintenance, repair, and replacement.

(e) To purchase insurance upon the Property and other property acquired or leased, as well as insurance for the protection of the Association and its members as Unit Owners.

(f) To reconstruct and repair improvements after casualty and to construct additional improvements of the Property.

(g) To make and amend reasonable rules and regulations respecting the use and appearance of the Property and the Condominium (hereinafter sometimes referred to as the "Regulations"); provided, however, that the Regulations and their amendments shall be approved by not less than 75% of the votes of the entire membership of the Association before they shall become effective.

(h) To approve or disapprove the leasing, transfer, mortgaging, ownership, and possession of Units as may be provided by the Declaration and the By-Laws of the Association (hereinafter sometimes referred to as the "By-Laws").

(i) To enforce by legal means the provisions of the Act, the Declaration, these Articles, the By-Laws, and the Regulations for the use of the Property and the Condominium, including the imposition of fines upon any non-complying Unit Owner.

(j) To contract for the management and maintenance of the Condominium 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 regulations, maintenance, repair, and replacement of the Common Elements with funds as such may 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 Act, including, but not limited to, the making of assessments, promulgation of rules and regulations, and execution of agreements on behalf of the Association.

(k) To contract for the management or operation of portions of the Common Elements susceptible to separate management or operation and to grant leases of those portions for this purpose.

(l) To employ personnel to perform the services required for proper operation of the Condominium.

(m) To contract for the services of an Insurance Trustee.

WILLIAM J. DEAR, P.A.
1000 P. O. BOX 20
LANSING, MI 48201

(n) To joint any type of community association.

(o) To exercise any and all rights granted to the Association in the Declaration.

(p) To acquire, own, operate, and promulgate rules and regulations pertaining to the operation of recreational facilities for the use and benefit of the Condominium.

3.3 Ownership of Units. The Association shall have the power to purchase, hold, lease, mortgage, and convey Units as set forth in the Declaration and any Unit so purchased, held, leased, mortgaged, or conveyed shall be held, leased, mortgaged, or conveyed in the name of the Association.

3.4 Condominium Property. All funds and the titles of all properties acquired by the Association and their proceeds shall be held in trust for the members in accordance with the provisions of the Declaration, these Articles, and the By-Laws.

3.5 Distribution of Income. The Association shall make no distribution of income to its members, directors, or officers.

3.6 Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration and the By-Laws.

ARTICLE 4 - MEMBERS

4.1 Membership. The members of the Association shall consist of all of the record owners of Units in the Condominium and after termination of the Condominium, shall consist of those who are members at the time of the termination and their successors and assigns.

4.2 Evidence. After approval of the transfer or of the ownership of a Unit in the manner required by the Declaration, change of membership in the Association shall be established by: (a) recording in the current public records of Pinellas County, Florida, a certificate of the Association stating the approval required by the Declaration; (b) recording in the current public records of Pinellas County, Florida, a deed or other instrument establishing a public record of the transfer of the title substantiating the membership; and (c) delivery to the Association of a true copy of the recorded instruments. The owner receiving title to the Unit by those instruments will be a member of the Association and the membership of the prior owner will be automatically terminated.

4.3 Assignment. The share of a member in the funds and assets of the Association cannot be assigned, encumbered, hypothecated, subjected to a security interest, or transferred in any manner except as an appurtenance to the Unit for which that share is held.

4.4 Voting. A member of the Association shall be entitled to cast one vote for each Unit owned by him. The manner of exercising voting rights shall be determined by the By-Laws.

ARTICLE 5 - DIRECTORS

5.1 Number and Qualification. The affairs of the Association shall be managed by a board consisting of the

LAW OFFICE
WILLIAM J. DEAN, P.A.
SUITE 200
300 N. W. 10TH AVENUE
MIAMI, FL 33136

number of directors determined by the By-Laws, but shall be not less than three directors, nor more than nine directors, and, in the absence of such determination, shall consist of three directors. Directors need not be members of the Association.

5.2 Duties and Powers. All of the duties and powers of the Association existing under the Act, the Declaration, these Articles, and the By-Laws shall be exercised exclusively by the board of directors, its agents, contractors, or employees, subject only to approval by Unit Owners when that is specifically required.

5.3 Election; Removal. Directors of the Association shall be elected at the annual meeting of the members in the manner determined by, and subject to, the qualifications of the By-Laws. Directors may be removed and vacancies on the board of directors shall be filled in the manner provided by the By-Laws.

5.4 Term of First Directors. Except as may be provided by the Act, the directors named in these Articles shall serve for the period of time set forth in the By-Laws, and any vacancies in their number occurring before the time for the election of their successors by the members shall be filled by the remaining first directors.

5.5 First Directors. The names and resident addresses of the members of the first board of directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Dominick Scannavino	2 South Shore Drive New Port Richey, Florida 33552
Thomas A. Shapiro	3012 Arbor Oak Drive Palm Harbor, Florida 33563
Charles W. Johnson	4006 Kimpton Place Largo, Florida 33540

ARTICLE 6 - OFFICERS

The affairs of the Association shall be administered by the officers designated in the By-Laws. 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. The names and resident addresses of the officers who shall serve until their successors are designated by the board of directors are as follows:

President:	Dominick Scannavino 2 South Shore Drive New Port Richey, Florida 33552
Vice-President:	Charles W. Johnson 4006 Kimpton Place Largo, Florida 33540
Secretary:	Thomas A. Shapiro 3012 Arbor Oak Drive Palm Harbor, Florida 33563
Treasurer:	Thomas A. Shapiro 3012 Arbor Oak Drive Palm Harbor, Florida 33563

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WILLIAM J. DEAN, P.A.
SUITE 400
1000 BAYVIEW BLVD., SUITE 400
JACKSONVILLE, FL 32216

ARTICLE 7 - INDEMNIFICATION

Every director and officer of the Association and every member of the Association serving the Association at its request shall be indemnified by the Association against all expenses and liabilities, including attorneys' fees and appellate attorneys' fees, reasonably incurred by or imposed upon him in connection with any proceeding or any 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 or by reason of his serving or having served the Association at its request, whether or not he is a director or officer or is serving at the time the expenses or liabilities are incurred; provided that in the event of a settlement before entry of judgment, the indemnification shall apply only when the board of directors approves the settlement and reimbursement as being in the best interests of the Association. The foregoing right of indemnification shall be in addition to and not in lieu of any and all other rights to which that person may be entitled but shall be limited by the applicable law and specifically shall not apply to or include acts of gross negligence or willful misconduct.

ARTICLE 8 - BY-LAWS

The first By-Laws of the Association shall be adopted by the board of directors and may be altered, amended, or rescinded by the directors and members in the manner provided by the By-Laws.

ARTICLE 9 - AMENDMENTS

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

9.1 Notice. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered.

9.2 Adoption. A resolution for the adoption of a proposed amendment may be proposed either by the board of directors or by the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing the approval is delivered to the secretary at or prior to the meeting. The approvals must be either

(a) by not less than 75% of the entire membership of the board of directors and by not less than 75% of the votes of the entire membership of the Association; or

(b) by not less than 80% of the votes of the entire membership of the Association.

9.3 Limitation. Provided, however, that no amendment shall make any changes in the qualifications for membership nor in the voting rights or property rights of members, nor any change in Sections 3.3 to 3.6 of Article 3, supra, without approval in writing by all members and the joinder of all record owners of mortgages upon Units. Additionally, no amendment shall be made that is in conflict with the Act or the Declaration.

9.4 Recording. A copy of each amendment shall be accepted and certified by the Secretary of State and shall be attached to a certificate certifying that the amendment was

WILLIAM J. DEAN, P.A.
1400 W. WINDY BAY BLVD.
JACKSONVILLE, FL 32220

duly adopted as an amendment of the Declaration and the Articles, which certificate shall be executed by the officers of the Association with the formalities required of a deed. The amendment shall be effective when the certificate and copy of the amendment are recorded in the current public records of Pinellas County, Florida.

ARTICLE 10 - CONTRACTUAL POWERS

In the absence of fraud, no contract or other transaction between the Association and any other person, firm, association, corporation, or partnership shall be affected or invalidated by the fact that any director or officer is pecuniarily or otherwise interested therein. Any director may be counted in determining the existence of a quorum at any meeting of the board of directors of the Association for the purpose of authorizing such contract or transaction with like force and effect as if he were not so interested or were not a director, member, officer or partner of such firm, association, corporation, or partnership. It is specifically intended that officers of this Association may also be officers in or have interest in the corporation with which a long term management contract is to be entered into with respect to the Condominium.

ARTICLE 11 - TERM

The term of the Association shall be perpetual.

ARTICLE 12 - SUBSCRIBER

The name and resident address of the subscriber to these Articles is William J. Deas, 1981 Greenwood Avenue, Jacksonville, Florida 32205.

IN WITNESS WHEREOF, the subscriber has affixed his signature, this 30th day of July, 1985.

William J. Deas
WILLIAM J. DEAS

STATE OF FLORIDA
COUNTY OF DUVAL

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared WILLIAM J. DEAS, known to me and known by me to be the person who executed the forgoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 30th day of July, 1985.

Anna M. Hallock
Notary Public, State and
County aforesaid
My commission expires:
February 14, 1987



NOTARY PUBLIC
WILLIAM J. DEAS, P.A.
6-12-85
1001 N. W. 11th Ave
Jacksonville, FL 32204

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST: That ST. ANDREWS CONDOMINIUM ASSOCIATION, INC., desiring to organize under the laws of the State of Florida, with its principal office located at 300 East Lake Woodlands Parkway, Palm Harbor, Pinellas County, Florida 33563, has named William J. Deas, located at 1000 Riverside Avenue, Suite 608, Jacksonville, Duval County, Florida 32204, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and further agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office.



William J. Deas
Registered Agent

ONE OFFICE
WILLIAM J. DEAS, P.A.
SUITE 608
1000 RIVERSIDE AVENUE
JACKSONVILLE, FL 32204

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