

ARTICLES OF INCORPORATION

D.R. 4450 PAGE 1008

OF

PIPERS GLEN CONDOMINIUM
ASSOCIATION, INC.

The undersigned by these Articles associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes 1967, and certify as follows:

ARTICLE I.

Name

The name of the corporation shall be PIPERS GLEN CONDOMINIUM ASSOCIATION, INC. For convenience the corporation shall be referred to in this instrument as the "Association".

ARTICLE II.

Address

The mailing address of the Association shall be at ~~One Countryside~~ Office Park, 2536 Countryside Boulevard, Clearwater, Florida, 33515, Attention: Southwest Management, Inc.

ARTICLE III.

Purpose

3.1 The purpose for which the Association is organized is to provide an entity pursuant to the Condominium Act of the State of Florida for the operation of PIPERS GLEN CONDOMINIUM, a condominium located upon those certain lands in Pinellas County, Florida, legally described on Exhibit "A" attached hereto and made a part hereof.

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

ARTICLE IV.

Power

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

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EXHIBIT "B"

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 except as limited by these Articles and the Declaration of Condominium, 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 apartment owners to defray the costs, expenses and losses of the condominium.
- b. To use the proceeds of assessments in the exercise of its powers and duties.
- c. The maintenance, repair, replacement and operation of the condominium property, including easements.
- d. The purchase of insurance upon the condominium property 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 regulations respecting the use of the property in the condominium; provided, however, that all such regulations and their amendments shall be approved by not less than ⁵⁵75% of the votes of the entire membership of the Association before such shall become effective.
- g. To enforce by legal means the provisions of the Condominium Act, the Declaration of Condominium, these Articles, the By-Laws of the Association and the regulations for the use of the property in the condominium.

h. To contract for the management of the Condominium and to delegate to such manager all such powers and duties of the Association that are necessary in the opinion of the Directors of the Association for manager to effectively manage same.

i. To employ personnel to perform the services required for proper operation of the condominium.

j. To acquire and enter into agreements whereby it acquires leaseholds, memberships or other possessory or use interests in land or facilities, including, but not limited to, country clubs, golf courses, marinas, and other recreational facilities, whether or not contiguous to the lands of the Condominium, intended to provide for the enjoyment, recreation or other use or benefit of the unit owners.

k. To acquire by purchase or otherwise condominium parcels of the Condominium, subject, nevertheless, to the provisions of the Declaration and/or By-Laws relative thereto.

l. To approve or disapprove the transfer, mortgage and ownership of apartments as may be provided by the Declaration of Condominium and the By-Laws.

m. To enter into agreements with the Developer, other Condominium Associations, or any other legal entity for the maintenance, replacement or repair of properties of any used in common with others, such as, but not limited to, subdivision-type improvements.

4.3 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 of Condominium, these Articles of Incorporation and the By-Laws.

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

ARTICLE V.

Members

5.1 The members of the Association shall consist of all of the record owners of apartments in the condominium, 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 After receiving approval of the Association required by the Declaration of Condominium, 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 an apartment in the condominium and the delivery to the Association of a certified copy of such instrument. 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 or transferred in any manner except as an appurtenance to his apartment.

5.4 The owner of each apartment shall be entitled to one vote as a member of the Association. The manner of exercising voting rights shall be determined by the By-Laws of the Association.

5.5 The terms "apartment" and "apartment owner" or "owners" shall have the same meaning as "unit" and "unit owner" or "owners", as same are defined in the Condominium Act.

ARTICLE VI.

Directors

6.1 The affairs of the Association will be managed by a Board consisting of the number of directors determined by the By-Laws, but in no event shall there be less than three (3) directors. Other than the initial directors, directors shall be members of the Association.

6.2 Directors of the Association, other than the initial Directors and Directors elected pursuant to Section 6.3, shall be elected at the annual meeting of the members in the manner determined by 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.

6.3 The fee owner of the land and Developer of the condominium property is U. S. Home of Florida, Inc., a Florida corporation.

Association control shall be transferred from the Developer to unit owners, other than Developer, in the manner provided for in Florida Statutes 711.66. The Directors named in these Articles and Directors elected pursuant to the provisions of said 711.66 shall serve until the first annual election of Directors, and any vacancies in their number occurring before the first election shall be filled by the remaining Directors.

6.4 The names and 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>Names</u>	<u>Addresses</u>
Lane Showalter	377 LaHacienda Drive Indian Rocks Beach, Florida
John G. Woolley	3305 Sand Gabriel Clearwater, Florida
Helen L. Sarver	1344 Summerlin Drive Clearwater, Florida

ARTICLE VII.

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 addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>Officers</u>	<u>Names</u>	<u>Addresses</u>	D.R. 4450 PAGE 1013
President	Lane Showalter	377 LaHacienda Drive Indian Rocks Beach, Florida	
Vice- President	John G. Woolley	3305 Sand Gabriel Clearwater, Florida	
Secretary	Helen I. Sarver	1344 Summerlin Drive Clearwater, Florida	

ARTICLE VIII.

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 part 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; provided that in the event of a settlement the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the Association. 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 IX.

By-Laws

The first By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided for herein for the amendment of these Articles.

ARTICLE X.

Amendments

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

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

10.2 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 such approval is delivered to the secretary at or prior to the meeting. Except as elsewhere provided, such approvals must be --

- a. by not less than ^{55%}~~75%~~ of the entire membership of the Board of Directors and by not less than ^{51%}~~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.

10.3 Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of members, nor any change in Section 4.3 of Article IV, without approval in writing by all members and the joinder of all owners of mortgages upon the condominium. No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium.

10.4 A copy of each amendment shall be certified by the Secretary of State and be recorded in the Public Records of Pinellas County, Florida.

ARTICLE XI.

Subscribers

The names and addresses of the subscribers of these Articles of Incorporation are as follows:

<u>Names</u>	<u>Addresses</u>
Lane Showalter	377 LaHacienda Drive Indian Rocks Beach, Florida
John G. Woolley	3305 Sand Gabriel Clearwater, Florida
Helen I. Sarver	1344 Summerlin Drive Clearwater, Florida

ARTICLE XII.

Registered Office - Registered Agent

The registered office of the Association is at One Countryside Office Park, 2536 Countryside Boulevard, Clearwater, Florida 33515. The registered agent is Helen I. Sarver, a resident of the State of Florida whose business office is identical with that of the registered office.

ARTICLE XIII.

Term

The term for which this corporation shall exist is perpetual.

IN WITNESS WHEREOF, the subscribers have affixed their signatures this 3rd day of August, A. D. 1976.

Lane Showalter
Lane Showalter

John G. Woolley
John G. Woolley

Helen I. Sarver
Helen I. Sarver

STATE OF FLORIDA)
 : ss
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, personally appeared LANE SHOWALTER, JOHN G. WOOLLEY and HELEN I. SARVER, who, after being first duly sworn, acknowledged that they executed the foregoing Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 3rd day of August, A. D. 1976.

Georgia Blackle
Notary Public / State of Florida

My commission expires:

(SEAL)

Notary Public, State of Florida
My Commission Expires 12-31-77
Benevolent American Fire & Casualty Co.