

ARTICLES OF INCORPORATION

STATE OF FLORIDA

DEPARTMENT OF STATE



I certify that the following is a true and correct copy of

CERTIFICATE OF INCORPORATION

OF

PENTHOUSE VILLAS OF MORNINGSIDE ASSOCIATION, INC.

filed in this office on the 27th day of February,

1975

Charter Number: 7-32,008

GIVEN under my hand and the Great
Seal of the State of Florida, at
Tallahassee, the Capital, this the
27th day of February,
1975


SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
PENTHOUSE VILLAS OF MORNINGSIDE ASSOCIATION, INC.

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

ARTICLE 1 - NAME

The name of the corporation shall be PENTHOUSE VILLAS OF MORNINGSIDE ASSOCIATION, INC., hereinafter referred to as the Association, and the principal office shall be 1318 Moreland Drive, Clearwater, Florida.

ARTICLE 2 - PURPOSE

The purpose for which the Association is organized is as follows:

1. A condominium known as the PENTHOUSE VILLAS OF MORNINGSIDE, a condominium, is being constructed upon the following lands in Pinellas County, Florida; said lands being described more fully in the Declaration of Condominium as recorded in the Public Records of Pinellas County, Florida.
2. The documents creating the condominium provide for the ownership, operation, management, maintenance and use of 12 apartments to be constructed within the property, together with certain other improvements. This Association is organized for the purpose of providing a convenient means of administering the condominium by the owners thereof.
3. The Association shall make no distribution of income to its members, Directors or Officers.

ARTICLE 3 - POWERS

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

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.
2. The Association shall have all of the powers and duties set forth in The Condominium Act except as limited by these Articles of Incorporation and the Declaration of Condominium, and all of the powers and duties reasonably necessary to operate the Condominium Property pursuant to the Declaration of Condominium 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 Owners to defray the cost, expenses and losses of the Condominium.
 - B. To use the proceeds of assessments in the exercise of its powers and duties.
 - C. To maintain, repair and replace the Condominium Property.
 - D. To purchase insurance upon the Condominium Property and insurance for the protection of the Association and its Members.
 - E. To reconstruct improvements after casualty in accordance with the Declaration of Condominium.

F. To approve or disapprove the transfer, mortgage and ownership of Apartment interests as may be provided in the Declaration of Condominium and the By-Laws. The approval as required by the Declaration of Condominium may be delegated by the Association to an agent if the delegation of said authority is a part of the comprehensive development plan, and if the Association deems to be in the best interests to make said delegation.

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 enter into a management contract for the management of the Condominium Property, and said contract may be for a reasonable period of time.

3. The Association shall have the power to purchase an Apartment interest as set forth in the Declaration of Condominium and any Apartment interest so purchased shall be held in the name of the Association and shall be held in trust for the Members in accordance with their ownership in the Condominium Property, as set forth in the Declaration of Condominium.

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

ARTICLE 4 - MEMBERS

1. The Members of Association shall consist of all of the record Owners of Apartment interests in the Condominium.

2. After receiving approval as required by the Declaration of Condominium, a 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 record title to an Apartment interest 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.

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 interest.

4. The Owner of each Apartment shall be entitled to one (1) vote as a Member of the Association. The exact number of votes to be cast by Owners of an Apartment interest and the manner of exercising voting rights shall be determined by the By-Laws of the Association.

ARTICLE 5 - DIRECTORS

1. The affairs of the Association will be managed by a Board of Directors consisting of the number of directors determined by the By-Laws, but not less than three directors, nor more than five directors, and in the absence of such determination shall consist of three directors.

2. The names and addresses of the Members of the first Board of Directors, the subscribers, and officers of the Association who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

John K. To - President and Treasurer
1318 Moreland Drive
Clearwater, Florida 33516

James C. Allen, Vice President
1318 Moreland Drive
Clearwater, Florida 33516

Christine Cottrell, Secretary
1318 Moreland Drive
Clearwater, Florida 33516

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 first 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 as named above.

ARTICLE 7 - 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 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, 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 interests 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 8 - BY-LAWS

The first By-Laws of the Association shall be adopted by the Board of Directors and may be altered or rescinded in the manner provided in the By-Laws.

ARTICLE 9 - AMENDMENTS

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

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.
2. A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the Members of 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. Such approval must be by not less than three Members of the Board of Directors or by not less than 75% of the votes of the entire membership of the Association.
3. No amendment shall be made that is in conflict with The Condominium Act or the Declaration of Condominium.
4. A copy of each amendment shall be certified by the Secretary of State and recorded in the Public Records of Pinellas County, Florida.

ARTICLE 10 - CONTRACTUAL POWERS

In the absence of fraud, no contract or other transaction between Association and any other person, firm, 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 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 or officer of such firm, association, corporation or partnership.

ARTICLE 11 - TERM

The term of the Association shall be perpetual.

ARTICLE 12 - SUBSCRIBERS

The names and addresses of the subscribers of these Articles of Incorporation are shown above.

IN WITNESS WHEREOF, the subscribers have affixed their signatures hereto this 17th day of February, 1975.

Signed, sealed and delivered in the presence of:

Rebecca S. Brunchey

John K. To (SEAL)
John K. To

Beth Carsh
As to John K. To

Donna Dodd

James C. Allen (SEAL)
James C. Allen

Beth Carsh
As to James C. Allen

Donna Dodd

Christine Cottrell (SEAL)
Christine Cottrell

Beth Carsh
As to Christine Cottrell

STATE OF FLORIDA
COUNTY OF PINELLAS

Before me, the undersigned authority, this day personally appeared JOHN K. TO, JAMES C. ALLEN and CHRISTINE COTTRELL, who, after being duly sworn, acknowledged that they executed the foregoing Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal in the State and County last aforesaid this 17th day of February, 1975.

Beth Carsh
Notary Public

My Commission expires:

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

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

First -- That PENTHOUSE VILLAS OF MORNINGSIDE ASSOCIATION, INC. desiring to organize under the laws of the State of Florida, with its principal office at 1318 Moreland Drive, Clearwater, Florida, has named Donald R. Hall, located at 50 South Belcher Road, Clearwater, Florida, as agent to accept service of process within this state.

ACKNOWLEDGMENT:

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

By 

Donald R. Hall, Resident Agent:

FILED
FEB 27 4 14 PM '75
DEPT. OF STATE
TALLAHASSEE, FLORIDA