



Department of State

I certify that the attached is a true and correct copy of the Articles of Incorporation of GULFSIDE VILLAS, INC., a corporation not for profit organized under the Laws of the State of Florida, filed on March 9, 1979, as shown by the records of this office.

The charter number for this corporation is 746185.



CER 101
12-78

Given under my hand and the Great
Seal of the State of Florida, at
Tallahassee, the Capital, this the
12th day of March, 1979

LeRoy W. ...
Secretary of State

ARTICLES OF INCORPORATIONOF

GULFSIDE VILLAS, INC.

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

ARTICLE I

NAME

The name of the corporation shall be GULFSIDE VILLAS, INC.. The registered, principal place of business shall be: 700 Gulf Blvd. N., Indian Rocks Beach, FL. This corporation is referred to herein as the Association. The initial registered agent at the above-noted address shall be Carol N. Brown.

ARTICLE II

PURPOSE

The purpose for which the Association is organized is the operation of a condominium, according to the Declaration of Condominium now, or hereinafter, recorded in the Public Records of Pinellas County, Florida, and located upon lands in Pinellas, Florida.

ARTICLE III

MEMBERS

The members of the Association shall constitute all of the record owners of condominium units in GULFSIDE VILLAS. Admission to membership shall be established by the recording in the Public Records of Pinellas County, Florida, a Deed or other instrument establishing a record title to the unit in the condominium and the delivery to the Association of a certified copy of such instrument, which instrument shall reflect the prior approval of the Association as required by the respective Declaration of Condominium. Upon receipt of such a certified copy, the owner or owners designated by such instrument

thus become members of the Association and the membership of the prior owner is terminated. The owner of each apartment shall be entitled to at least one vote as a member of the Association. The exact number of votes to be cast by owners of an apartment and the manner of exercising voting rights shall be determined by the By-Laws of the Association.

ARTICLE IV

TERM

The term of the Association shall be perpetual unless all of the condominiums comprising such Association are terminated. In the event of such termination, the Association shall be dissolved in accordance with the applicable dissolution statute existing at such time.

ARTICLE V

DIRECTORS

The affairs of the Association shall be managed by a Board of Directors in a number determined by the By-Laws, but not less than three (3) Directors shall be authorized. In the absence of any determination, the Board shall consist of three (3) Directors. Directors need not be members of the Association. Members of the Board of Directors shall be elected, hold office, and be removed and replaced in the manner provided by the By-Laws.

The first election of Directors shall not be held until after the Developer has conveyed fifteen (15%) percent or more of the condominium units, whereupon the condominium unit owners, other than the Developer, shall be entitled to elect not less than one-third (1/3) of the members of the Board of Directors of the Association; condominium unit owners other than the Developer shall be entitled to elect not less than a majority of the members of the Board of Directors of the Association three (3) years after sales by the Developer have been closed on fifty (50%) percent of the condominium units, or three months after sales have been closed by the Developer on ninety (90%) percent of the condominium units, or when all of the condominium units have been completed and some of the condominium units have been sold and none of

the remaining condominium units are being offered for sale by the Developer in the ordinary course of business, whichever shall first occur. The By-Laws of the corporation cannot modify or alter this provision. The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected, or until removed, are:

<u>Name</u>	<u>Address</u>
Carol N. Brown	398 Bluffview Drive Belleair Bluffs, FL
Peter R. Brown	398 Bluffview Drive Belleair Bluffs, FL
Peter Dwight Brown	398 Bluffview Drive Belleair Bluffs, FL

Provided, nevertheless, the Developer may at any time relinquish control to the Association, resign from the Board and the Association and its members agree to, and shall, assume control of the Board and the operation of the Association.

ARTICLE VI

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 Association and shall serve at the pleasure of the Board of Directors. The names of the Officers who shall serve until their successors are elected by the Board of Directors are as follows:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Carol N. Brown	398 Bluffview Drive Belleair Bluffs, FL	President
Peter R. Brown	398 Bluffview Drive Belleair Bluffs, FL	Vice-President
Peter Dwight Brown	398 Bluffview Drive Belleair Bluffs, FL	Secretary-Treasurer

ARTICLE VII

INDEMNIFICATION

Every Director and every Officer of the Association shall be indemnified by the Association against all expenses and liabilities, including 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, whether or not he is a Director or Officer of the Association at the time such expenses are incurred. Provided, that there shall be no such indemnification where the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties.

ARTICLE VIII

BY-LAWS

The initial By-Laws of this Association are annexed to the original Declaration of Condominium, recorded, or to be recorded, in the Public Records of Pinellas County, Florida. Such By-Laws may be altered or rescinded in the manner provided for in the said initial By-Laws by 66 2/3% of the Board and the membership, or by 80% of the membership.

ARTICLE IX

AMENDMENTS

The By-Laws of this Association may be amended as provided for in the initial By-Laws. These Articles of Incorporation may be altered, amended or added to at any duly called meeting of the members of this Association provided that notice is given as provided in the initial By-Laws and that it contains a full statement of the proposed alteration, amendment or addition, and there is an affirmative vote of seventy-five (75%) percent of the members present in person or by proxy in favor of said alteration, amendment or addition. Thereupon, such amendment or amendments of the Articles of Incorporation shall be transcribed and certified in such form as may be necessary to register the same in the office of the Secretary of State of Florida and upon registration, a certified copy thereof shall be recorded in the Public Records of Pinellas County, Florida, within ten (10) days from the date on which the same are so registered.

ARTICLE X

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 and the respective Declaration of Condominium, and all of the powers and duties reasonably necessary to operate the condominium pursuant to the Declaration and as they may be amended from time to time, including but not limited to the following:

(A) To make and collect assessments against members to defray the costs, meet the expenses and obligations and losses of the condominium.

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

(C) To maintain, repair, replace and operate condominium property.

(D) To purchase insurance upon the condominium property and for the protection of the Association and its members.

(E) To reconstruct improvements after casualty and to further improve the property.

(F) To make and amend reasonable regulations respecting the use of the property.

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

(H) To enforce by legal means the provisions of the Condominium Act, the respective Declaration of Condominium, these Articles, the By-Laws of the Association, and regulations of the condominium.

(I) To contract for the management of the condominium with a third party and to delegate to such contractor all powers and duties of the Association except such as are specifically required by the respective Declarations of Condominium to have approval of the Board of Directors or membership of the Association.

(J) To contract for the management or operation of portions of the common elements susceptible to separate management or operation and to lease such portions.

(K) To enter into leases or other agreements for recreation facilities for the use and benefit of the Association.

(L) To employ personnel to perform the services required for proper operation of the condominium.

3. The Association shall not have the power to purchase an apartment in the condominium, except as may be originally reserved in the Declaration of Condominium, or except at sales and foreclosure of liens for assessments of common expenses, at which sales the Association shall bid no more than the amount secured by its lien.

4. All funds and the title to all properties acquired by the Association and their proceeds shall be held in trust for the members in accordance with the provisions of the respective Declaration of Condominium, these Articles of Incorporation, and the By-Laws.

5. These powers may be exercised by the Directors and Officers in a proper and lawful manner notwithstanding the fact that some or all of the Officers and Directors may be directly or indirectly involved in the exercise of such powers and in the negotiation and consummation of agreements executed pursuant to such powers and all such agreements shall be presumed conclusively to have been made and entered into by the Directors and Officers of this Association in the valid exercise of their lawful authority.

ARTICLE XI

DEFINITIONS

The definitions contained in the Florida Condominium Act are hereby adopted to the extent that such definitions are applicable to these Articles of Incorporation. In addition thereto, the term "Developer" or "Sponsor" means Carol N. Brown, Inc.. In addition thereto, the term "GULFSIDE VILLAS" means collectively those condominium properties whose Declaration of Condominium is executed, or hereafter executed, by the Developer and submitted to condominium ownership as part and parcel of GULFSIDE VILLAS, INC..

ARTICLE XII

SUBSCRIBERS

The names and addresses of Subscribers of these Articles are as follows:

<u>Name</u>	<u>Address</u>
Carol N. Brown	398 Bluffview Drive Belleair Bluffs, Florida 33540
Peter R. Brown	398 Bluffview Drive Belleair Bluffs, Florida 33540
Harry S. Cline	414 Magnolia Drive Clearwater, Florida 33516

IN WITNESS WHEREOF, the subscribers have affixed their hands and seals this 26th day of January, 1979.

In the Presence of:

<u>Sheila Lynn Cox</u>	<u>Carol N. Brown</u> (SEAL)
<u>Phyllis S. Cooper</u>	<u>Peter R. Brown</u> (SEAL)
<u>Paul P. Bessard</u>	<u>Harry S. Cline</u> (SEAL)

STATE OF FLORIDA
COUNTY OF PINELLAS

Before me, a Notary Public in and for said State and County, personally came CAROL N. BROWN, ~~XXXXXXXXXXXXXXXXXXXX OF GULFSIDE VILLAS, INC.,~~ PETER R. BROWN, ~~XXXXXXXXXXXXXXXXXXXX OF GULFSIDE VILLAS, INC.,~~ and HARRY S. CLINE, ~~XXXXXXXXXXXXXXXXXXXX OF GULFSIDE VILLAS, INC.,~~ all personally known to me to be the persons named in the foregoing Articles of Incorporation, and they acknowledged that they executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 26 day of January, 1979.

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES JUNE 1, 1979
BONDED THRU GENERAL INS. UNDERWRITERS

Howard C. Clark
Notary Public
State of Florida at Large