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ARTICLES OF INCORPORATION
OF
WINDEMERE HOMEOWNERS ASSOCIATION, INC.

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned has this day voluntarily executed these Articles of Incorporation for the purpose of forming a corporation not for profit and does hereby certify:

ARTICLE I

NAME

The name of the corporation is WINDEMERE HOMEOWNERS ASSOCIATION, INC., hereafter called the "Association".

ARTICLE II

ADDRESS

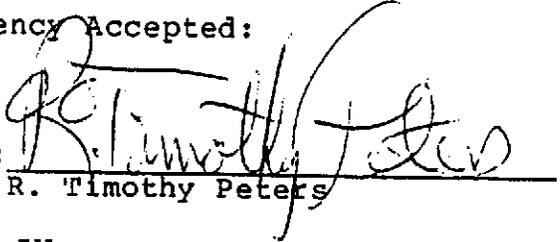
The principal office of the Association is located at 311 Park Place, Suite 600, Clearwater, Florida 34619.

ARTICLE III

REGISTERED AGENT

R. Timothy Peters, whose address is 587 South Duncan Avenue, Clearwater, Florida 34616, is hereby appointed the initial registered agent of this Association.

Agency Accepted:

By: 
R. Timothy Peters

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

The Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residence Lots and Common Area within that certain tract of property described as:

A parcel of land located in the Southeast 1/4 of Section 22, the Southwest 1/4 of Section 23, the Northwest 1/4 of Section 26 and the Northeast 1/4 of Section 27, all being in Township 27 South, Range 16 East, Pinellas County, Florida, being more particularly described as follows:

BEGIN at the Northeast corner of the Southeast 1/4 of the Southeast 1/4 of the Southeast 1/4 of said Section 22; thence N 01°48'07" W along the East line of the Southeast 1/4 of said Section 22, for 628.98 feet; thence S 55°11'41" E for 46.31 feet; thence S 31°19'42" E for 1,429.97 feet; thence S 17°31'07" E for 340.50 feet; thence S 55°32'55" E for 198.12 feet; thence S 38°57'43" W for 415.19 feet; thence S 50°15'27" W for 171.61 feet; thence S 59°07'14" E for 392.10 feet; thence S 61°47'52" E for 273.77 feet; thence S 21°39'31" W for 90.00 feet; thence S 31°22'54" W for 171.17 feet; to a point on the arc of a non-tangent curve concave to the Southwest (a radial line bears S 31°22'54" W); thence Northwesterly along the arc of said curve having for its elements a radius of 505.00 feet, a central angle of 07°25'08", an arc length of 65.39 feet, a chord length of 65.34 feet and a chord bearing of N 62°19'40" W; thence S 23°57'46" W for 130.00 feet; thence N 79°49'17" W for 475.00 feet; thence N 75°56'20" W for 246.66 feet to a point on the boundary of property sold to Pinellas County for the East Lake Tarpon Wellfield, as recorded in Official Record Book 5450, pages 1520 through 1523, of the Public Records of Pinellas County, Florida, thence along the boundary of said property for the next three (3) courses; (1) N 51°16'48" E for 40.00 feet; (2) N 38°43'12" W for 25.00 feet; (3) S 51°16'48" W for 43.06 feet to a point on the arc of a non-tangent curve concave to the Northeast (a radial line bears N 74°33'16" E); thence Northwesterly along the arc of said curve, having for its elements a radius of 25.00 feet, a central angle of 20°15'43", an arc length of 8.84 feet, a chord length of 8.79 feet and a chord bearing of N 05°18'52" W to a point of reverse curvature of a curve concave to the Southwest; thence Northwesterly along the arc of said curve having for its elements a radius of 50.00 feet, a central angle of 68°23'37", an arc length of 59.68 feet, a chord length of 56.20 feet and a chord bearing of N 29°22'50" W; thence N 63°34'38" W for 196.71 feet to a point on the West line of the Northwest 1/4 of said Section 26; thence N 01°25'39" W along said West line for 530.94 feet to a point on the South line of the Northeast 1/4 of the Northeast 1/4 of the Northeast 1/4 of said Section 27; thence N 88°48'18" W along said South line for 654.28 feet to a point on the West line of the Northeast 1/4 of the Northeast 1/4 of the Northeast 1/4 of said Section 27; thence N 01°36'57" W along said West line for 638.37 feet to a point on the West line of the Southeast 1/4 of the Southeast 1/4 of the Southeast 1/4 of said Section 22; thence N 01°45'14" W along said West line for 664.76 feet to a point on the North line of the Southeast 1/4 of the Southeast 1/4 of the Southeast 1/4 of said Section 22; thence S 88°34'43" E along said North line for 655.93 feet to the POINT OF BEGINNING.

Said parcel containing 58.79 acres, more or less.

LESS AND EXCEPT TRACTS "A", "B", "C", "D", "E", "F", "G", "H", "I", "J", "K", "L", "M" and "N", as more particularly shown and described on the plat

of WINDEMERE recorded in Plat Book 100, pages 23 through 32, inclusive, Public Records of Pinellas County, Florida.

SUBJECT TO restrictions, conditions, limitations and easements of record and applicable zoning ordinances, laws and regulations, without reimposing any of the same.

and to promote the health, safety and welfare of the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions for WINDEMERE, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the Public Records of Pinellas County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(b) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(c) acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(d) borrow money, and with the assent of two-thirds (2/3) of each class of members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;

(f) participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members;

(g) have and exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Florida by law may now or hereafter have or exercise.

ARTICLE V

MEMBERSHIP

Every person or entity who is a record Owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to, and may not be separated from, ownership of any Lot which is subject to assessment by the Association.

ARTICLE VI

VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. Class A members shall be all Owners, with the exception of the Declarant, and shall be entitled to one (1) vote for each Lot owned. When more than one (1) person holds an interest in any Lots, all such persons shall be

members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one (1) vote be cast with respect to any Lot.

Class B. The Class B member shall be the Declarant (as defined in the Declaration), and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

- (a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or
- (b) on December 31, 1997.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of three (3) Directors, who need not be members of the Association. The number of directors may be changed by amendment of the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

<u>Names</u>	<u>Addresses</u>
Francine Miller Class A Director	3716 Darston Street Palm Harbor, Florida 34685
Brian Loftus Class B Director	2712 Vicksburg Court New Port Richey, Florida 34655
Carole Deklerow Class C Director	311 Park Place, Suite 600 Clearwater, Florida 34619

At the first annual meeting, the members shall elect one (1) director (Class A Director) for a term of one (1) year, one (1) director (Class B Director) for a term of two (2) years, and one (1) director (Class C Director) for a term of three (3) years; and at each annual meeting thereafter the members shall elect one (1) director for a term of three (3) years.

ARTICLE VIII

OFFICERS

The affairs of the Association shall be administered by the officers designated by 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>Names</u>	<u>Addresses</u>
Carole Deklerow President	311 Park Place, Suite 600 Clearwater, Florida 34619
Brian Loftus Vice President	2712 Vicksburg Court New Port Richey, Florida 34655
Francine Miller Secretary/Treasurer	3716 Darston Street Palm Harbor, Florida 34685

ARTICLE IX

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE X

DURATION

The corporation shall exist perpetually.

ARTICLE XI

AMENDMENTS

Amendment of these Articles shall require the assent of seventy-five percent (75%) of the entire membership.

ARTICLE XII

SUBSCRIBER

The name and address of the subscriber of these Articles of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
U. S. Home Corporation	311 Park Place, Suite 600 Clearwater, Florida 34619

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 29th day of April, 1988.

U. S. HOME CORPORATION

By: Gene Lanton
Gene Lanton
Division Vice Chairman

STATE OF FLORIDA

COUNTY OF PINELLAS

BEFORE ME, a Notary Public in and for the State and County aforesaid, duly authorized to take acknowledgments, personally appeared GENE LANTON as Division Vice Chairman of U. S. HOME CORPORATION, to me well known, and he acknowledged before me that he executed, sealed and delivered the foregoing Articles of Incorporation for the uses and purposes therein expressed, as such officer, by authority and on behalf of said corporation, as the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Clearwater, said County and State, this 29th day of April, 1988.

Robert C. Wells
 Notary Public
 My Commission Expires: _____
 Notary Public, State Of Florida At Large
 My Commission Expires June 21, 1991
 Bonded By SAFECO Insurance Company of America