

8657 P 1366

ARTICLES OF INCORPORATION
OF
TAMPA PALMS AREA 3 OWNERS ASSOCIATION, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, in accordance with the provisions of Chapter 617, *Florida Statutes*, hereby makes, subscribes and acknowledges these Articles of Incorporation for the purpose of forming a not-for-profit corporation.

ARTICLE I

The name of the corporation is TAMPA PALMS AREA 3 OWNERS ASSOCIATION, INC. The address of the principal office of the corporation is 401 Providence Road, Brandon, Florida 33511

ARTICLE II

This corporation does not contemplate pecuniary gain profit, direct or indirect to its Members, and its primary purposes are:

A. To promote the health, safety and, social welfare of the owners of all Units located within Tampa Palms Area 3, a residential community in Hillsborough County, Florida ("the Properties");

B. To maintain all portions of the Properties and improvements thereon for which the obligation to maintain and repair has been delegated to the corporation by the Declaration of Covenants, Conditions, and Restrictions for Tampa Palms Area 3 Owners Association, Inc. (the "Declaration") which has or will be recorded in the public records of Hillsborough County, Florida;

ARTICLE III

The term for which the corporation is to exist is perpetual unless the corporation is dissolved pursuant to any applicable provision of the *Florida Statutes*. Any dissolution of the corporation shall comply with the Declaration.

ARTICLE IV

The definitions contained in the Declaration are incorporated into these Articles of Incorporation and made a part hereof, unless specified to the contrary herein.

CAH0174 11/20/96

The names of the officers who are to serve until the first meeting of the Board of the corporation are:

Warren Kinsler	President
Warren Kinsler	Vice President
Mark Wilf	Secretary
Zygmunt Wilf	Treasurer

In the event of a vacancy in any office, the vacancy shall be filled by a majority vote of the Board of Directors.

ARTICLE VIII

The Association shall have two (2) classes of membership, Class "A" and Class "B", each of which shall be entitled to certain voting rights as more fully set forth in the Declaration.

When more than one (1) person holds an ownership interest in any Unit, all such persons shall be Members and the vote for such Unit shall be exercised as those Owners themselves determine and advise the Secretary prior to any meeting. In the absence of such advice, the Unit's vote shall be suspended in the event more than one (1) person seeks to exercise it.

ARTICLE IX

Fifty percent (50%) plus one of the voting interest of Members entitled to vote must be present in person, or present by valid proxy, to constitute a quorum. A quorum shall be required at all meetings of the membership for the transaction of business, except as otherwise provided by statute or by the Declaration. If a quorum cannot be reached at any meeting of the membership, the meeting may be adjourned and reconvened without notice other than announcement at the meeting. At the reconvened meeting a quorum may be reached if one-third (1/3) of the voting interest of Members entitled to vote are present in person or by valid proxy. Adjourned and reconvened meetings shall be at least three (3) days apart and, if a quorum is reached, any business may be transacted which might have been transacted at the adjourned meeting.

ARTICLE X

This corporation shall never have nor issue any shares of stock, nor shall this corporation distribute any part of the income of this corporation, if any, to its Members, Directors or officers. However, the corporation shall not be prohibited from reasonably compensating its Members, Directors, or officers for services rendered, nor shall the corporation be prohibited from making any payments or distributions to Members of benefits, monies or properties permitted by Chapter 617, *Florida Statutes*.

ARTICLE XI

The corporation shall have all the powers set forth and described in Chapter 617, *Florida Statutes* as presently existing or as may be amended from time to time, together with those powers conferred by the Declaration, these Articles of Incorporation and the Bylaws of the corporation.

ARTICLE XII

The corporation shall indemnify all persons who may serve or who have served at any time as Director or Officers, and their respective heirs, administrators, successors and assigns against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after Suit is commenced), actually and necessarily incurred in connection with the defense or settlement of any claim, action suit or proceeding in which they or any of them are made a party or which may be asserted against any of them, by reason of having been a director or officer of the corporation, except in such cases where the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties. Such indemnification shall be in accordance with the provisions of Chapter 617, *Florida Statutes*, and shall be in addition to any rights to which such director or officer may otherwise be entitled.

ARTICLE XIII

In the absence of fraud, no contract or other transaction between this corporation or any other person, firm, association, corporation or partnership shall be affected or invalidated by the fact that any Director or officer of this corporation is pecuniarily or otherwise interested in, or is a director, member or officer of any such firm, association, corporation or partnership. Any Director may vote and be counted in determining the existence of a quorum at any meeting of the Board of Directors for the purpose of authorizing such contract or transaction with like force and effect as if he were not so interested, or not a director, member or officer of such other firm, association, corporation or partnership.

ARTICLE XIV

The Bylaws of this corporation are to be made and adopted by a majority vote of the Directors and said Bylaws may not be altered, amended, rescinded or added to except as provided in the Bylaws.

ARTICLE XV

Except as provided in Article XIV of the Declaration, these Articles of Incorporation may be amended, altered, rescinded, or added to by appropriate resolution approved by a two-thirds (2/3) vote of the voting interest of the Members present at any duly convened membership meeting or, alternatively, by appropriate resolution adopted by a two-thirds (2/3) vote of the Board of Directors at any duly convened meeting of the Board and accepted by a two-thirds (2/3) vote of the voting interest of the Members present at any duly convened membership

meeting. Any Member of this corporation may propose an amendment to the Articles of Incorporation to the Board or the membership, as the case may be. Notwithstanding the foregoing, and except as provided in Article XIV of the Declaration, until the termination of the Class B membership as provided in the Declaration, any changes in the Articles of Incorporation may be made by a two-thirds (2/3) vote of the Board of Directors. Further, no amendment shall be made that is in conflict with the Declaration, or which in any way would eliminate, modify, prejudice, abridge or otherwise adversely affect any rights, benefits, privileges or priorities granted or reserved to the Declarant under the Declaration, the Bylaws, or these Articles.

Warren Kinsler

[Handwritten Signature]

Incorporator

**DESIGNATION OF REGISTERED AGENT
AND REGISTERED OFFICE**

The initial registered agent of this corporation shall be John S. Inglis, Esq. The initial registered office of this corporation shall be Shumaker, Loop & Kendrick, Attention: John S. Inglis, Esq., 101 E. Kennedy Boulevard, Suite 2800, Tampa, Florida 33602.

ACCEPTANCE

Having been named registered agent to accept service of process for the above-named corporation, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 48.091, Florida Statutes.

[Handwritten Signature]

Registered Agent
John S. Inglis

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 18th day of December, 1996 by WARREN KINSLER, the Incorporator, who is personally known to me.

[Handwritten Signature]

Notary Public
My commission expires:



PATRICIA L. HARVEY
My Commission CC440105
Expires Jun. 09, 2000

(notary seal)

CAH0174 11/20/96