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FILED
1995 OCT -2 PM 12:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

COUNTRY WOODS HOMEOWNERS ASSOCIATION OF DUNEDIN, INC.

(A Florida corporation not for profit)

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

ARTICLE I - NAME

The name of the corporation shall be: COUNTRY WOODS HOMEOWNERS ASSOCIATION OF DUNEDIN, INC., hereinafter sometimes referred to as the "Association".

ARTICLE II - PURPOSE

2.1 The purpose for which the Association is organized is to provide for the maintenance, preservation and architectural control of resident Lots, Units, Tracts and Common Areas within that certain tract of property described as:

See Exhibit "A" attached hereto and any addition thereto (hereinafter referred to as the "Lands"),

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 the 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, hereinafter called the "Declaration", and applicable to the property, or any portion thereof, and recorded or to be recorded in the Public Records of Pinellas County, Florida, as the same may be amended from time to time as therein provided;

(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; to borrow money, and with the consent of two-thirds (2/3) of each class of membership, mortgage, pledge or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(c) Hold funds solely and exclusively for the benefit of the members of the Association for the purposes set forth in these Articles of Incorporation and the Declaration;

(d) Promulgate and enforce rules, regulations, bylaws, covenants, restrictions and agreements to effectuate the purposes for which the Association is organized;

(e) Delegate power or powers where such is deemed in the interest of the Association;

(f) Purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of, real or personal property; to enter into,

LAW OFFICES OF
RICHARDS, NODINE,
GILKEY, FITE,
MEYER & THOMPSON, P.A.
CLEARWATER, FLORIDA

make, perform or carry out contracts of every kind with any person, firm, corporation or association; to do any and all acts necessary or expedient for carrying on any and all of the activities and pursuing any and all of the objects and purposes set forth in the Articles of Incorporation and not forbidden by the laws of the State of Florida;

(g) 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, sale or transfer shall be effective unless an instrument agreeing to such dedication, sale or transfer has been signed by members entitled to cast not less than two-thirds (2/3) of the votes of each class of members of the Association;

(h) Charge recipients for services rendered by the Association and the user for use of Association property where such is deemed appropriate by the Board of Directors of the Association;

(i) Pay taxes and other charges, if any, on or against property owned or accepted by the Association;

(j) Have and exercise any and all powers, rights and privileges which a corporation organized under the Nonprofit Corporation Laws of the State of Florida by law may now or hereafter have or exercise;

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

Notwithstanding anything contained above to the contrary, no part of the net earnings of the Association shall inure to the benefit of any member and no distributions of income shall be made to its members, directors or officers.

ARTICLE III - MEMBERSHIP

Every person or entity who is a record owner of a Lot, Tract or Unit which is subject by covenants of record to assessment by the Association shall be a member of the Association. Classes of membership may be established pursuant to the Declaration of Covenants, Conditions and Restrictions recorded for the Land. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association. Change of membership in the Association for an Owner shall be established by recording in the Public Records of Pinellas County, Florida, a deed or other instrument establishing record title to a Lot, Tract or Unit in the Development and by delivery of a recorded copy of the same to the Association. The Owner designated by such deed thus becomes a member of the Association and the membership of the prior Owner is terminated.

ARTICLE IV - VOTING

The Association shall have the following four (4) classes of voting membership:

(a) Class A. Class A Members shall be Owners of Lots in the Single Family Tract, except the Developer so long as the Developer retains Class D of Lots in Tract E voting rights as defined herein, and shall be entitled to one (1) vote for each such Lot so owned.

(b) Class B. Class B Members shall be Owners of condo-

minium units or rental apartment units, or any combination thereof, situated in Tracts B and C. Class B Members shall be entitled to two-thirds (2/3) of one (1) vote for each completed condominium unit or rental apartment so owned. "Completed condominium unit or rental apartment" as used herein means an individual condominium unit or apartment living unit of single-bedroom configuration or larger for which a Certificate of Occupancy has been issued and which is in compliance with all applicable building codes at such time as when the Owner elects to exercise voting rights granted hereunder. The Developer shall not be a Class B Member for purposes of this paragraph so long as he retains Class D voting rights.

(c) Class C. The Class C Member shall be the Owner of Tract A, the Neighborhood Commercial Tract, and shall be entitled to five (5) votes. In the event the Owner sells or otherwise transfers portions of Tract A for commercial use, each Owner of a portion shall receive one (1) vote for each portion so owned, with a commensurate decrease of one (1) vote in the number of votes to which the original Owner of Tract A is entitled, or his successor or assigns. In the event more than five (5) individuals own portions of Tract A, each shall be entitled to an equal fractional share of the five (5) votes which arise from ownership of Tract A in its entirety. The Developer shall not be a Class C Member for purposes of this paragraph so long as he retains Class D voting rights.

(d) Class D. The Class D Member shall be the Developer and shall be entitled to five hundred (500) votes for each Lot or Unit owned in Tracts A, B, C and the Single Family Tract. The Class D membership shall cease to exist and be converted to Class A, B, or C membership, according to Tract location of Developer's holdings upon conversion, when one of the following events occurs:

(1) when the total votes outstanding in Class A, B and C membership exceeds the total votes outstanding in the Class D membership; or

(2) five (5) years following the conveyance of the first Tract, Lot, or Unit from the Developer to an Owner; or

(3) on December 31, 1990.

ARTICLE V - BOARD OF DIRECTORS OR DIRECTORS

5.1 The affairs of the Association shall be managed by a Board of Directors consisting of the number of Directors determined by the Bylaws, which shall initially be three (3) and never less than three (3) Directors. Directors need not be members of the Association.

5.2 Directors shall be elected at the annual meeting of the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided for in the Bylaws.

5.3 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> |
|---------------------------|---|
| William G. Blackburn, Jr. | 1730 U.S. 19 N., Suite 303 Clearwater, Florida 33575 |
| Tom Chesnut | 1730 U.S. 19 N., Suite 303 Clearwater, Florida 33575 |

Emil G. Pratesi

1253 Park Street
Clearwater, Florida 33516

ARTICLE VI - OFFICERS

The affairs of the Association shall be administered by the officers designated in the Bylaws. 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:

| | | |
|---|---------------------------|---|
| President | Tom Chesnut | 1730 U.S. 19 N., Suite 303 Clearwater, Florida 33575 |
| Executive Vice President/ Secretary | William G. Blackburn, Jr. | 1730 U.S. 19 N., Suite 303 Clearwater, Florida 33575 |
| Treasurer/ Vice President | Emil G. Pratesi | 1253 Park Street Clearwater, Florida 33516 |

ARTICLE VII - REGISTERED AGENT AND OFFICE

The street address of the initial registered office of the Association shall be 1730 U.S. 19 N., Suite 303, Clearwater, Florida, 33575. The initial registered agent for the Association at the above address shall be Tom Chesnut.

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 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 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 - BYLAWS

The first Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the Bylaws.

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:

(a) Such approvals must be by not less than seventy-five per cent (75%) 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 without the Developer's approval as long as the Developer owns a Lot in the Development.

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 - TERM

The term of the Association shall be perpetual.

ARTICLE XII - SUBSCRIBERS

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

| <u>Names</u> | <u>Addresses</u> |
|--------------|---|
| Tom Chesnut | 1730 U.S. 19 N., Suite 303 Clearwater, Florida 33575 |

ARTICLE XIII - DISSOLUTION

The Association may be dissolved with the consent given in writing and signed by not less than two-thirds (2/3) of each class of members of the Association. 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 the Association was created. In the event that dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes, but in no event shall such assets inure to the benefit of any member or other private individual.

These Articles of Incorporation have been duly approved by the undersigned as and constituting all of the subscribers and directors of said corporation in a meeting duly held and assembled.

Dated this 30th day of September, 1985.

Tom Chesnut
TOM CHESNUT

STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, personally appeared TOM CHESNUT, who, after being duly sworn, acknowledged that he executed the foregoing Articles of Incorporation for the purposes expressed in such Articles this 30th day of September, 1985.

Debbie S. Smith
Notary Public
My Commission Expires:

LAW OFFICES OF
RICHARDS, NODINE,
GILKEY, FITE,
MEYER & THOMPSON, P. A.
CLEARWATER, FLORIDA

EGP:cae/bg
6692B

Notary Public, State Of Florida At Large
My Commission Expires July 15, 1986
Bonded By Lawyers Surety Corp