

FILED

ARTICLES OF INCORPORATION

OF

THE MOORINGS OF PINELLAS COUNTY CONDOMINIUM ASSOCIATION, INC.

The undersigned, by these Articles 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 THE MOORINGS OF PINELLAS COUNTY Condominium Association, Inc. For convenience, the corporation shall be referred to in this instrument as the Association.

ARTICLE II

Purpose

A. The purpose for which the Association is organized is to provide an entity pursuant to Chapter 718, Florida Statutes (the "Condominium Act"), for the operation of The Moorings, A Condominium, to be located on the following property, to the extent the Declaration of Condominium (hereinafter the "Declaration of Condominium" or the "Declaration") of The Moorings, A Condominium, when filed or thereafter amended, effects same in Pinellas County, Florida (the "County");

See Exhibit "1" attached and made a part hereof.

B. The Association shall make no distributions of income to its members, directors or officers.

ARTICLE III

Powers

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

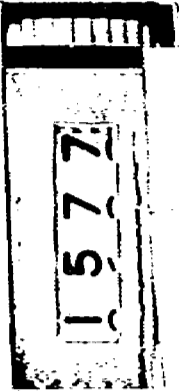
A. The Association shall have all of the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of these Articles, nor in conflict with the provisions of the Condominium Act.

B. The Association shall have all of the powers and duties set forth in the Condominium Act, except to the extent allowed by the law as limited by these Articles and the Declaration of Condominium, and all of the powers and duties reasonably necessary to operate the Condominium pursuant to the Declaration as presently drafted and as it may be amended from time to time, including but not limited to the following:

1. The irrevocable right to make and collect assessments against members as Unit Owners to defray the costs, expenses and losses of the Condominium.

2. To use the proceeds of assessments in the exercise of its powers and duties.

3. To maintain, repair, replace and operate the Condominium Property which shall include the irrevocable right of access to each Unit from time to time during reasonable hours as may be necessary for such maintenance, repair or replacement of any Common Elements therein or accessible therefrom, or for making emergency



repairs therein necessary to prevent damage to the Common Elements or to another Unit or Units.

4. To purchase insurance upon the Condominium Property and insurance for the protection of the Association and its members as Unit Owners.

5. To reconstruct improvements after casualty and to make further improvement to the Condominium Property.

6. To make and amend reasonable regulations respecting the use of the property in the Condominium.

7. To approve or disapprove the transfer, mortgage and ownership of Units as provided by the Declaration of Condominium and the By-Laws of the Association.

8. 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.

9. To contract for the maintenance, management or operation of the Condominium Property.

10. To employ personnel for reasonable compensation to perform the services required for proper administration and operation of the Association.

11. To pay taxes and assessments which are liens against any part of the Condominium other than individual Units unless the individual Unit or Units are owned by the Association, and the appurtenances thereto, and to assess the same against the Units subject to such liens.

12. To pay the cost of all power, water, sewer, trash, garbage and other utility services rendered to the Condominium and not billed to owners of individual Units.

13. To enter into agreements, to acquire leaseholds, memberships and other possessory or use interests in lands or facilities which are intended to provide enjoyment, recreation or other use or benefits to the members of the Association.

C. The Association shall have the power to purchase a Unit or Units in the Condominium and to hold, lease, mortgage and convey the same.

ARTICLE IV

Members

A. The members of the Association shall consist of all of the record owners of Units in the Condominium, and after termination of the Condominium shall consist of those who are members at the time of such termination and their successors and assigns.

B. After receiving approval of the Association as required by the Declaration of Condominium, change of ownership in the Association shall be established by recording in the Official Public Records of the County, a deed or other instrument establishing a record title to a Unit in the Condominium and the delivery to the Association of a copy of such instrument. The owner designated by such instrument thus becomes a member of the Association and the membership of the prior owner is terminated.

C. 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 Unit.

D. The owner of each Unit shall be entitled to one vote as a member of the Association, except there shall be no vote for any Unit owned by the Association. The manner of exercising voting rights shall be determined by the By-Laws of the Association.

ARTICLE V

Directors

A. The affairs of the Association shall be managed by a Board of Directors consisting of no less than three (3) Directors, nor more than nine (9) Directors; however, the Board shall consist of an odd number of Directors. Each Director shall be a person entitled to cast a vote in the Association, except as otherwise provided herein or in the By-Laws.

B. Members of the Board of Directors shall be elected at the annual meeting of the Association members in the manner specified in the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

C. The initial Board of Directors of the Association, shall be selected by the Sponsor. The Directors named in the Articles shall serve until the first election of Directors, and any vacancies in their number occurring prior to the first election shall be filled by the remaining Directors. The first election of Directors shall occur when Unit Owners other than the Sponsor own fifteen percent (15%) or more of the Units that will be operated ultimately by the Association. At such first election, Unit Owners other than the Sponsor shall be entitled to elect not less than one-third (1/3) of the members of the Board of Directors. Subsequent elections shall be held in conformity with the requirements of the Condominium Act and as set forth in the By-Laws of the Association.

D. The names and addresses of the members of the current Board of Directors, who shall hold office until their successors are elected and have qualified, or until they resign or are removed, are as follows:

Mr. Ronald Spruill
720 Gilmore Street
Jacksonville, Florida 32204

Mr. Eric Schuhle
720 Gilmore Street
Jacksonville, Florida 32204

Mr. W. Frost Weaver
720 Gilmore Street
Jacksonville, Florida 32204

ARTICLE VI

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 Association, and they 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:

Mr. Ronald Spruill
720 Gilmore Street
Jacksonville, Florida 32204

President

Mr. Eric Schuhle
720 Gilmore Street
Jacksonville, Florida 32204

Vice President

Mr. W. Frost Weaver
720 Gilmore Street
Jacksonville, Florida 32204

Secretary, Treasurer

ARTICLE VII

Indemnification and Insurance

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 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 officers may be entitled.

The Board of Directors may, and shall if reasonably available, purchase liability insurance to insure all directors, officers or agents, past and present against all expenses and liabilities as set forth above. The premiums for such insurance shall be paid by the Unit Owners as a part of the Common Expenses.

ARTICLE VIII

By-Laws

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

ARTICLE IX

Amendments

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

A. 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.

B. A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by seventy-five (75%) percent of the members of the Association. Directors and members not present in person or by proxy at the meeting to consider the amendment may express their approval in writing, provided such approval is delivered to the Secretary prior to such meeting. A resolution adopting a proposed amendment must bear the approval of not less than a majority of the Board of Directors and not less than seventy-five (75%) percent of the members of the Association.

C. In the alternative, an amendment may be made by an agreement signed and acknowledged by all the record owners of Units in the manner required for the execution of a deed.

D. No amendment shall make any changes in the qualifications for membership nor the voting rights of members, nor any change in Article V, Section C hereof, without approval in writing by all members and the written consent of all record owners of mortgages upon the Condominium. No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium.

E. A copy of each amendment shall be certified by the Secretary of State, State of Florida, and be recorded in the Official Public Records of the County.

ARTICLE X

Term

The term of the Association shall be perpetual.

ARTICLE XI

Subscribers

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

Mr. Eric Schuhle
720 Gilmore Street
Jacksonville, Florida 32204

Mr. W. Frost Weaver
720 Gilmore Street
Jacksonville, Florida 32204

Mr. Bert C. Simon
720 Gilmore Street
Jacksonville, Florida 32204

IN WITNESS WHEREOF, the subscribers have hereunto affixed their signatures this 21st day of September, 1979.

W Frost Weaver
Eric Schuhle
Bert C. Simon

STATE OF FLORIDA

COUNTY OF DUVAL

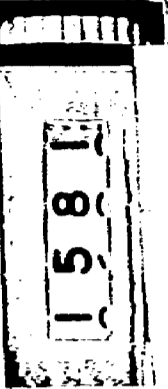
Before me, the undersigned authority, personally appeared Mr. Eric Schuhle, Mr. W. Frost Weaver and Mr. Bert C. Simon, who being duly sworn, severally acknowledged the execution of the foregoing Articles of Incorporation of The Moorings/Condominium Association, Inc., for the purposes expressed in such Articles.

Witness my signature and official seal, in the State and County aforesaid, this 21st day of September, 1979.

Claudia R Pope
Notary Public, State of Florida
at Large.

My Commission Expires: _____

(Notarial Seal)



OFFICIAL COPY

THE MOORINGS, A CONDOMINIUM

Legal Description

O.R. 4948 PAGE 1582

That part of the Northwest 1/4 of Section 13, Township 27 South, Range 15 East, Pinellas County, Florida, described as follows:

Commencing at the Southwest corner of the Southeast 1/4 of the Northwest 1/4 of said Section 13, run S.89°09'40"E., 196.90 feet along the North right-of-way line of Gulf Road, a 40 foot right-of-way, the same being the East/West centerline of said Section 13; thence N.01°35'50"E., 458.77 feet along the approximate centerline of a 70 foot canal for a Point of Beginning; thence N.89°09'40"W., 579.69 feet along the approximate centerline of a 70 foot canal and it's Westerly extension to the East line of Orange Heights, as recorded in Plat Book 3 Page 33, Pinellas County Records; thence run North 377.15 feet to the Northeast corner of Block 1, Orange Heights; thence S.89°29'30"E., 69.70 feet along the South line of Whitcombe Boulevard to a canal; thence South 18.00 feet to the approximate centerline of a 85 foot canal; thence S.88°14'00"E., 800.83 feet along the approximate centerline of a 85 foot canal to the approximate centerline of a 80 foot canal; thence S.00°50'20"W., 346.50 feet along the approximate centerline of the said 80 foot canal; thence N.89°09'40"W., 285.47 feet along the approximate centerline of a 70 foot canal to the Point of Beginning.

SUBJECT TO:

1. Easements and mineral reservations reserved by the State of Florida, through the Trustees of the Internal Improvement Fund or the State of Florida, filed October 1, 1945, in Deed Book 1029, page 447, Pinellas County, Records.
2. Mortgage from GUY W. BOTTS, ROBERT P. CRISP, JAMES FENTRESS, JOHN A. GILLILAND, W. WILSON MUNNERLYN, J. P. THORNTON, JAMES H. WINSTON and WILLIAM S. WOODS, not individually, but only as Trustees of BARNETT MORTGAGE TRUST, an unincorporated business trust organized under the laws of the State of Florida pursuant to Declaration of Trust dated March 4, 1970 to The Chase Manhattan Bank (National Association) dated March 31, 1978, filed April 7, 1978, in Official Records Book 4679, page 1451, public records of Pinellas County, Florida.
3. Financing Statement filed April 7, 1978 in Official Records Book 4679, page 1462, amended in Official Records Book 4862, page 237, public records of Pinellas County, Florida.
4. A portion of the premises herein described being artificially filled-in land in what was formerly navigable waters, such portion is subject to rights of the United States Government and the State of Florida, arising by reason of the United States Government's control over navigable waters in the interest of navigation and commerce and in the inalienable rights of the State of Florida, in the lands and/or water of such character.
5. Riparian rights, if any, and submerged lands incident to subject property.

EXHIBIT "A"

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

THE MOORINGS OF PINELLAS COUNTY CONDOMINIUM ASSOCIATION, INC.,
DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF TARPON
SPRINGS, STATE OF FLORIDA, HAS NAMED ERIC SCHUHLE, LOCATED AT 720
GILMORE STREET, CITY OF JACKSONVILLE, STATE OF FLORIDA, AS ITS
AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

UNOFFICIAL

Eric Schuhle
Special Vice Pres
(TITLE)

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE,
I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO
COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER
AND COMPLETE PERFORMANCE OF MY DUTIES.

Eric Schuhle
DATED: October 2, 1979

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