

ARTICLES OF INCORPORATION

OF

LAURELWOOD CONDOMINIUM I ASSOCIATION, INC.

The undersigned by these Articles associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes 1967, and certify as follows:

ARTICLE I.

Name

The name of the corporation shall be LAURELWOOD CONDOMINIUM I ASSOCIATION, INC. For convenience the corporation shall be referred to in this instrument as the "Association".

ARTICLE II.

Purpose

2.1 The purpose for which the Association is organized is to provide an entity pursuant to the Condominium Act of the State of Florida, for the operation of LAURELWOOD CONDOMINIUM I, a Condominium located upon those certain leased lands in Pinellas County, Florida, legally described on Exhibit "A" attached hereto and made a part hereof.

2.2 The Association shall make no distribution 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:

3.1 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.

3.2 The Association shall have all of the powers and duties set forth in the Condominium Act except as limited by these Articles and the Declaration of Condominium, and all of the powers and duties reasonably

This instrument prepared by:  
S. Lee Crouch  
1920 E. Hallandale Beach Blvd.  
Hallandale, Fla. 33009

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

necessary to operate the condominium pursuant to the Declaration and as it may be amended from time to time, including but not limited to the following:

- a. To make and collect assessments against members as apartment owners to defray the costs, expenses and losses of the condominium.
- b. To use the proceeds of assessments in the exercise of its powers and duties.
- c. The maintenance, repair, replacement and operation of the condominium property, including easements.
- d. The purchase of insurance upon the condominium property and insurance for the protection of the Association and its members as apartment owners.
- e. The reconstruction of improvements after casualty and the further improvements of the property.
- f. To make and amend reasonable regulations respecting the use of the property in the condominium; provided, however, that all such regulations and their amendments shall be approved by not less than 75% of the votes of the entire membership of the Association before such shall become effective.
- g. 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.
- h. To contract for the management of the Condominium and to delegate to such manager all such powers and duties of the Association that are necessary in the opinion of the directors of the Association for manager to effectively manage same.

i. To employ personnel to perform the services required for proper operation of the Condominium.

j. To acquire and enter into agreements whereby it acquires leaseholds, memberships or other possessory or use interests in lands or facilities including, but not limited to, country clubs, golf courses, marinas, and other recreational facilities, whether or not contiguous to the lands of the condominium, intended to provide for the enjoyment, recreation or other use or benefit of the unit owners.

k. To acquire by purchase or otherwise condominium parcels of the Condominium, subject nevertheless to the provisions of the Declaration and/or By-Laws relative thereto.

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

m. To employ personnel to perform the services required for proper operation of the condominium.

n. To enforce, comply with, and abide by all the terms and conditions of the lease, creating the leasehold estate constituting (together with the leasehold improvements constructed, or to be constructed, thereon) the Condominium property.

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

3.4 The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration of Condominium and the By-Laws.

ARTICLE IV.

Members

4.1 The members of the Association shall consist of all of the record owners of apartments 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.

4.2 After receiving approval of the Association, if required by the Declaration of Condominium, change of membership in the Association shall be established by recording in the Public Records of Pinellas County, Florida, a deed or other instrument establishing a record title to an apartment in the condominium and the delivery to the Association of a certified 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.

4.3 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 apartment.

4.4 The owner of each apartment shall be entitled to the vote as a member of the Association. The manner of exercising voting rights shall be determined by the By-Laws of the Association.

4.5 The terms "apartment" and "apartment owner" or "owners" shall have the same meaning as "unit" or "unit owner" or "owners" as same are defined in the Condominium Act.

ARTICLE V.

Directors

5.1 The affairs of the Association will be managed by a Board consisting of the number of Directors determined by the By-Laws, but not less than three Directors, and in the absence of such determination shall consist of three Directors. ~~Directors need not be members of the Association.~~

5.2 Directors of the Association shall be elected at the annual meeting of the members in the manner determined by 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.

5.3 The fee owner and Developer of the Condominium property is U. S. Home of Florida, Inc., a Florida corporation.

The first election of Directors shall not be held until after the Developer has sold all of the respective condominium parcels, or until Developer elects to terminate its control of the condominium, or until after March 31, 1976, whichever occurs first. The Directors named in these Articles shall serve until the first election of Directors, and any vacancies in their number occurring before the first election shall be filled by the remaining directors.

5.4 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>
Richard J. Stier	2240 Bayou Grande Blvd., N. E. St. Petersburg, Florida 33703
Jack E. Porter	1424 Ambassador Drive Clearwater, Florida 33516
Helen I. Sarver	1344 Summerlin Drive Clearwater, Florida 33516

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 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	Richard J. Stier	2240 Bayou Grande Blvd., N. E. St. Petersburg, Florida 33703
Vice- President	Jack E. Porter	1424 Ambassador Drive Clearwater, Florida 33516
Secretary- Treasurer	Helen I. Sarver	1344 Summerlin Drive Clearwater, Florida 33516

ARTICLE VII.

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 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:

9.1 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.

9.2 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 75% of the entire membership of the Board of Directors and by not less than 75% of the votes of the entire membership of the Association; or

b. by not less than 80% of the votes of the entire membership of the Association.

9.3 Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of members, nor any change in Section 3.3 of Article III, without approval in writing by all members and the joinder 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.

9.4 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 X.

##### Term

The term of the Association shall be perpetual.

#### ARTICLE XI.

##### Subscribers

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

Names

Addresses

Richard J. Stier

2240 Bayou Grande Blvd., N. E.  
St. Petersburg, Florida 33703

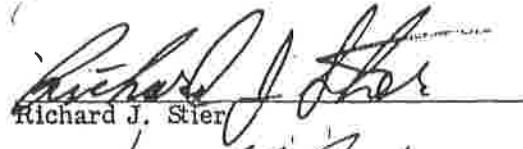
Jack E. Porter

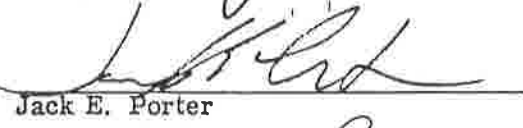
1424 Ambassador Drive  
Clearwater, Florida 33516

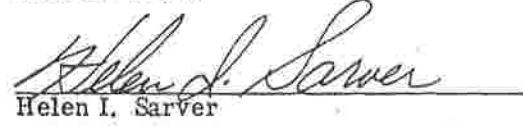
Helen I. Sarver

1344 Summerlin Drive  
Clearwater, Florida 33516

IN WITNESS WHEREOF, the subscribers have affixed their signatures  
this 21st day of February, A. D., 1974.

  
Richard J. Stier



  
Jack E. Porter

  
Helen I. Sarver

STATE OF FLORIDA    )  
                                  : ss  
COUNTY OF PINELLAS )

BEFORE ME, the undersigned authority, personally appeared  
RICHARD J. STIER, JACK E. PORTER and HELEN I. SARVER, who,  
after being first duly sworn, acknowledged that they executed the foregoing  
Articles of Incorporation for the purpose therein expressed, this 21st  
day of February, A. D., 1974.

My commission expires:

  
Notary Public, State of Florida  
 (SEAL)

Notary Public, State of Florida at Large  
My Commission Expires Oct., 23, 1975  
Bonded By American Fire & Casualty Co.



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

In pursuance of Chapter 48.091, Florida  
Statutes, the following is submitted, in compliance  
with said Act:

First--That LAURELWOOD CONDOMINIUM I ASSOCIATION, INC.

desiring to organize under the laws of the State of

Florida with its principal office, as indicated

in the articles of incorporation at City of Clearwater

County of Pinellas, State of Florida

has named Helen I. Sarver

located at 1344 Summerlin Drive

(Street address and number of building,  
Post Office Box address not acceptable)

City of Clearwater, County of Pinellas

State of Florida, as its agent to accept service of process

within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for  
the above stated corporation, at place designated in this  
certificate, I hereby accept to act in this capacity, and  
agree to comply with the provision of said Act relative  
to keeping open said office.

By Helen I. Sarver  
(Resident Agent)

Cl. Chg. 16.00  
16.00  
mg

# State of Florida

DEPARTMENT OF STATE • DIVISION OF CORPORATIONS

I certify that the following is a true and correct copy of Certificate of Amendment to the Articles of Incorporation of LAURELWOOD CONDOMINIUM I, a corporation not for profit organized under the laws of the State of Florida, filed on June 9, 1978, as shown by the records of this office.

CLERK CIRCUIT COURT

AUG 8 3 17 PM '78

GIVEN under my hand and the Great Seal of the State of Florida, at Tallahassee, the Capital, this the

25th day of July, 1978.

*John M. ...*  
SECRETARY OF STATE



AMENDMENTS OF CERTIFICATE -  
THE FOLLOWING 4 PAGES

FILED  
JUN 9 2 30 PM '78  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION

FOR

THE CREATION AND ESTABLISHMENT OF  
LAURELWOOD CONDOMINIUM I

(Pursuant to the Condominium Act)

LAURELWOOD CONDOMINIUM I, a Florida Corporation,  
under its corporate seal and the hands of its President,  
ARNOLD BARBER and Secretary, ALVIN WISE, hereby certifies  
that:

I.

At a regular meeting of the membership of the  
corporation, called by the Board of Directors, held on  
March 7, 1978, and at said meeting of the membership,  
said amendment of the Certificate of Incorporation was  
declared adopted by a vote of more than 80% of the membership  
either present or by proxies presented and attached hereto

RESOLVED that ARTICLE V DIRECTORS, Section 5.1  
which now reads:

5.1 The affairs of the Association will be managed  
by a Board consisting of the number of Directors determined  
by the By-Laws, but not less than three Directors, and in  
the absence of such determination shall consist of three  
Directors. Directors need not be members of the Association

Section 5.1. shall now hereinafter read:

5.1 The affairs of the Association will be managed  
by a Board consisting of the number of Directors determined  
by the By-Laws, but not less than three Directors, and in  
the absence of such determination shall consist of three

R-111

Directors. Directors must be members of the association and full time residents of Laurelwood I.

LAURELWOOD CONDOMINIUM I  
ASSOCIATION, INC

A Florida Corporation

BY: Arnold T. Barber  
President  
Arnold Barber

ATTEST: Alvin E. Wise  
Secretary  
Alvin Wise

STATE OF FLORIDA  
COUNTY OF PINELLAS

On this day personally appeared before me, the undersigned officer, duly authorized by the laws of the State of Florida to take acknowledgment that he ARNOLD BARBER, is the President of LAURELWOOD CONDOMINIUM I ASSOCIATION, INC a Florida Corporation, and he acknowledged that he executed the foregoing Certificate of Amendment of Certificate of Incorporation as such officer for and on behalf of said corporation after having been duly authorized so to do.

Witness my hand and official seal at Pinellas County, Florida this the \_\_\_\_ day of May, 1978.

[Signature]  
Notary Public In and for the  
State of Florida, at Large  
NOTARY PUBLIC IN AND FOR THE  
STATE OF FLORIDA, AT LARGE  
COMMISSION EXPIRES MAY 23, 1979

2-11

AMENDMENT TO CERTIFICATE OF INCORPORATION

FOR

THE CREATION AND ESTABLISHMENT OF

LAURELWOOD CONDOMINIUM I

(Pursuant to the Condominium Acts)

We, the undersigned, being the Membership of LAURELWOOD CONDOMINIUM I having been properly notified of a called meeting of the Membership to be held at the First Federal Savings and Loan in Dunedin, Florida on March 7, 1978, for the purpose of considering amending the Certificate of Incorporation and transacting such and other business as may properly come before the meeting.

All Membership were either present or proxies presented (see attached proxies). Presiding were ARNOLD BARBER, President and ALVIN WISE, Secretary. Upon motion duly made, seconded and carried by more than 80% of the membership either present or by proxies presented, the following resolution was adopted:

BE IT RESOLVED THAT ARTICLE V, DIRECTORS, Section 5.1, which now reads:

5.1 The affairs of the Association will be managed by a Board consisting of the number of Directors determined by the By-Laws, but not less than Three Directors, and in the absence of such determination shall consist of three Directors. Directors need not be members of the Association.

Section 5.1 shall now hereinafter read:

5.1 The affairs of the Association will be managed by a Board consisting of the number of Directors determined by the By-Laws, but not less than three Directors, and in the absence of such determination shall consist of three directors. Directors must be members of the association and full time residents of Laurelwood Condominium I.

There being no further business, upon motion  
duly made, seconded and carried the meeting was adjourned.

LAURELWOOD CONDOMINIUM I  
ASSOCIATION, INC.  
A Florida Corporation

BY: Arnold T. Barber  
President  
Arnold Barber

ATTEST: Alvin E. Wise  
Secretary  
Alvin Wise

STATE OF FLORIDA  
COUNTY OF PINELLAS

On this day personally appeared before me the undersigned  
officer duly authorized by the laws of the State of Florida  
to take acknowledgment that he, ARNOLD BARBER, is the President  
of LAURELWOOD CONDOMINIUM I ASSOCIATIONS, INC., a Florida  
corporation, and he acknowledged that he executed the  
foregoing Amendment to Certificate of Incorporation as such  
officer for and on behalf of said corporation after having  
been duly authorized so to do.

Witness my hand and official seal at Pinellas County,  
Florida, this the 1<sup>st</sup> day of May, 1978.

Sam A. Fairchild  
Notary Public in and for the  
State of Florida at Large

NOTARY PUBLIC STATE OF FLORIDA  
MY COMMISSION EXPIRES MAY 21, 1980

R-11