

# Articles of Incorporation

FILED

O.R. 5071 PAGE 2085

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

We, the undersigned, jointly and severally agree with each other to associate ourselves and our successors together as a corporation not for profit under the laws of the State of Florida, and do hereby subscribe, acknowledge and file in the Office of the Secretary of State of the State of Florida, the following Articles of Incorporation:

I.

The name of this corporation shall be:

TOWN SHORES OF GULFPORT, NO. 218, INC. (hereinafter sometimes referred to as the "Association.")

II.

The purpose for which this corporation is organized is to provide an entity as required by and pursuant to Chapter 718, Florida Statutes, for the operation of a condominium known as, or to be known as TOWN SHORES OF GULFPORT, NO. 218, (hereinafter sometimes referred to as the "condominium"), located or to be located on the property described in the Declaration of Condominium which has been established or will be established.

The further purpose of this corporation shall be to buy, sell, lease or sub-lease, or to acquire, maintain, or operate as fee owner or as owner of a leaseholder interest, or solely to maintain or operate without any interest in real property, or the improvements thereon, a certain multi-unit residential building or buildings which said building or buildings shall be situated upon the land described in the Declaration and any amendments thereto. And to erect such additional buildings and structures on said property as the corporation may deem best, and to transact all business necessary and proper in connection with the operation of said property for the mutual benefit of its members; to operate said property for the sole use and benefit of its members, without attempting to make any profit or other gains for the corporation; and to perform any other act for the well-being of member residents, without partiality or undue inconvenience as between member residents; and to perform any other act in maintaining an atmosphere of congeniality and high standards by and for its member residents for occupancy; and to maintain a high standard of physical appearance of the building; to formulate By-Laws, rules and regulations, and to provide for the enforcement thereof. The corporation shall also have such other power and authority to do and perform every act and thing necessary and proper in the conduct of its business for the accomplishment of its purposes as set forth herein and as permitted by Chapter 617, Florida Statutes, entitled "Corporation Not For Profit."

III.

METRO COMMUNITIES CORPORATION, a Florida corporation, hereinafter referred to as the "Developer", shall make and shall declare a certain Declaration of Condominium submitting the property described within the Declaration of Condominium together

LAW OFFICES

PARKER AND PARKER

300 CENTRAL AVENUE

POST OFFICE BOX 1000

ST. PETERSBURG, FLORIDA 33701

with any subsequent amendments thereto, to condominium ownership under the restrictions, reservations, covenants, conditions and easements as contained therein, which shall be applicable to said property and all interest therein, to-wit:

A. Legal descriptions as more fully set forth in the Declaration of Condominium.

B. All improvements erected or installed on said land will contain One Hundred and Forty (140) condominium units and related facilities.

C. Initially, such Three (3) persons as the Developer may name shall be the members of the corporation who shall be the sole voting members of the corporation. The members of the Association shall have the right to have the control of the Association transferred to them in accordance with §2-16.02, Rules of the Department of Legal Affairs, State of Florida. For the purposes of §2-16.02, Rules of the Department of Legal Affairs, State of Florida, the Developer will be regarded as having a substantial retained economic interest justifying retention of control of the Association until he holds less than Two (2) apartment units for sale in the ordinary course of business.

The following shall govern the manner in which directors are elected until an event occurs which is specified in the following sentence:

(a) When apartment owners other than the Developer own Fifteen Percent (15%) or more of the apartments of the condominium apartments that will be operated ultimately by the Association, the apartment owners other than the Developer shall be entitled to elect one-third (1/3) of the members of the Board of Directors and the Developer shall be entitled to elect two-thirds (2/3) of the members of the Board of Directors.

(b) Apartment owners other than the Developer shall be entitled to elect a majority of the members of the Board of Directors Three (3) years after sales by the Developer have been closed on Fifty Percent (50%) of the condominium apartments that will be operated ultimately by the Association, or Three (3) months after sales have been closed by the Developer on Ninety Percent (90%) of the apartments that will be operated ultimately by the Association. The Developer shall be entitled to elect the balance of the members to the Board of Directors.

(c) So long as the Developer holds one (1) unit in the condominium for sale in the ordinary course of business, the Developer shall be entitled to elect one (1) member to the Board of Directors.

D. Within Sixty (60) days after unit owners other than the Developer are entitled to elect a member or members of the Board of Directors of the Association, the Association shall call, and give not less than Thirty (30) days nor more than Forty (40) days notice of a meeting of the unit owners for this purpose. Such meeting may be called and the notice given by any unit owner if the Association fails to do so.

E. If the Developer holds units for sale in the ordinary course of business, none of the following actions may be taken without approval in writing by the Developer.

(1) Assessment of the Developer as a unit owner for capital improvements.

TWO.

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1005 CENTRAL AVENUE  
POST OFFICE BOX 16300  
ST. PETERSBURG, FLORIDA 33711

(2) Any action by the Association that would be detrimental to the sales or lease of units by the Developer; provided, however, that an increase in assessments for common expenses without discrimination against the Developer shall not be deemed to be detrimental to the sales of units.

F. Prior to or within Sixty (60) days after unit owners other than the Developer elect a majority of the members of the Board of Directors of the Association, the Developer shall relinquish control of the Association and shall deliver to the Association all property of the unit owners and of the Association held by or controlled by the Developer, except buildings under construction or that have construction loans, including but not limited to the following items, if applicable, as to each condominium operated by the Association:

(1) The original, a certified copy or a photocopy of the recorded Declaration of Condominium; if a photocopy is provided, the same shall reflect the recording information and shall be certified by affidavit by the Developer or officer or agent of the Developer as being a true and complete copy of the actual recorded Declaration, and including any and all amendments; the Association's Articles of Incorporation and By-Laws, including any and all amendments; minute books and other corporate books and records of the Association, if any; and any house rules and regulations which may have been promulgated.

(2) Resignations of officers and members of the Board of Directors who may be required to resign for reason of the requirement that the Developer relinquish control of the Association.

(3) An Accounting or accountings for Association funds. The Developer shall be liable to the Association for all of the funds of the Association that are not properly expended or accounted for and which were collected during the period of time that the Developer controlled the Board of Directors of the Association.

(4) Association funds or control thereof.

(5) All tangible personal property that is represented by the Developer to be part of the common elements, or that is ostensibly part of the common elements, or that is property of the Association, and inventories of these properties.

G. Insurance Policies.

H. Copies of any certificates of occupancy which may have been issued within One (1) year of the date of creation of the condominium.

I. Any other permits issued by governmental bodies applicable to the condominium property and which are currently in force or were issued within One (1) year prior to the date upon which the unit owners other than the Developer took control of the Association.

J. A roster of unit owners and their addresses and telephone numbers, if known, as shown on the Developer's records.

K. Leases, if any, of the common elements, or in which the Association is lessor or lessee.

L. Employment contracts in which the Association is

one of the contracting parties.

M. Service contracts in which the Association is one of the contracting parties or service contracts in which the Association or the unit owners have directly or indirectly an obligation or responsibility to pay some or all of the fee or charge of the person or persons performing the services.

N. Other contracts in which the Association is one of the contracting parties, such as the Service and Maintenance Contractor.

O. The By-Laws of this corporation may not change or alter this Article.

IV.

The term for which this corporation shall exist shall be perpetual.

V.

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

RICHARD L. CHAMBERS 2100 62nd Avenue North  
St. Petersburg, Florida 33702

GARY R. BURNS 2100 62nd Avenue North  
St. Petersburg, Florida 33702

BEVERLY WETSKY 2100 62nd Avenue North  
St. Petersburg, Florida 33702

VI.

The affairs of the corporation shall be managed by a President, Vice President, Secretary and Treasurer. The officers of the corporation shall be elected annually by the Board of Directors of the corporation in accordance with the provisions provided therefor in the By-Laws of the corporation.

VII.

The business of the corporation shall be conducted by a Board of Directors, referred to sometimes herein as the Board of Administrators, which shall consist of not less than Three (3) members, as the same shall be provided for by the By-Laws of the corporation. The members of the Board of Directors shall be elected annually by a majority vote of the members of the corporation. The names and addresses of the first Board of Directors and officers who shall serve as Directors and officers, until the first election of directors and officers, are as follows:

President RICHARD L. CHAMBERS 2100 62nd Avenue North  
St. Petersburg, FL 33702

Vice President GARY R. BURNS 2100 62nd Avenue North  
St. Petersburg, FL 33702

Treasurer  
FOUR. LAW OFFICES  
PARKER AND PARKER  
3005 CENTRAL AVENUE  
POST OFFICE BOX 1548  
ST. PETERSBURG, FLORIDA 33702



Secretary BEVERLY WETSKY 2100 62nd Avenue North  
St. Petersburg, FL 33702

The name and address of the registered agent for the  
said corporation is as follows:

CARL G. PARKER 3835 Central Avenue  
P.O. Box 15339  
St. Petersburg, FL 33733

VIII.

The By-Laws of the corporation are to be made, altered or rescinded by a three-fourths (3/4) vote of the members of this corporation save and except as provided for in the Declaration of Condominium of TOWN SHORES OF GULFPORT, NO. 218, recorded among the Public Records of Pinellas County, Florida, as it pertains to correcting errors and/or omissions in the Declaration of Condominium or in any other documentation required by law to establish the condominium form of ownership.

IX.

The amendments of these Articles of Incorporation may be proposed by the Board of Directors or by a majority vote of the members of this corporation, provided, however, that no amendment shall be effective unless adopted pursuant to Article VIII or Article XI of these Articles of Incorporation.

Section 1. The members of the Association shall consist of all of the record owners of condominium parcels in the condominium.

Section 2. After receiving approval as required by the Declaration of Condominium, a 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 record title to a condominium parcel in the condominium and the certificate as required showing said approval. The owner designated by such instrument thus becomes a member of the Association and the membership of the prior owner is terminated.

Section 3. No officer, director or member shall be personally liable for any debt or other obligation of this corporation, except as provided in the Declaration of Condominium.

Section 4. Each member shall be restricted to One (1) vote, in person or by proxy, for each vacant position on the Board of Directors required to be filled.

Section 5. A membership may be owned by more than One (1) owner provided that membership shall be held in the same manner as title to the unit. In the event ownership is in more than One (1) person, all of the owners of such membership shall be entitled collectively to only One (1) vote or ballot in the management of the affairs of the corporation in accordance with the Declaration of Condominium and the vote may not be divided between plural owners of a single condominium.

Section 6. The members of this corporation shall be subject to assessment for the costs and expenses of the corporation

FIVE.

LAW OFFERS  
PARKER AND PARKER  
3835 CENTRAL AVENUE  
POST OFFICE BOX 15339  
ST. PETERSBURG, FLORIDA 33733



in operating the multi-unit building, in accordance with the Declaration of Condominium, these Articles of Incorporation, and the By-Laws of the corporation. The By-Laws of the corporation may not change or alter this Section 6, Article X.

Section 7. This corporation shall not be operated for profit, no dividends shall be paid, and no part of the income of the corporation shall be distributed to its members, directors or officers.

Section 8. The members of the corporation, individually, are responsible for all maintenance and repair within and about their condominium units.

Section 9. Any matter of controversy or dispute between members or between a member and the corporation shall be settled by arbitration in accordance with the rules provided therefor by the American Arbitration Association and the Statutes of the State of Florida.

Section 10. The members of this corporation shall be subject to all of the terms, conditions, covenants, and restrictions contained in the Declaration of Condominium, these Articles of Incorporation and the By-Laws of the corporation.

XI.

These articles of Incorporation may not be amended, altered, modified, changed or rescinded by a vote of less than three-fourths (3/4) of the then present members of the corporation, which may be accomplished at any regular or special meeting of the corporation, provided that written notice of the proposed change shall have been mailed to each member of the corporation Fourteen (14) days prior to said meeting of the corporation, provided, however, that no such alteration, amendment, modification, change or rescission of Article II hereinabove, and of Sections 6, 7, 8 and 10 of Article X, may be made without the unanimous approval of the then members of the corporation together with the written unanimous approval of all mortgagees holding a valid enforceable first mortgage lien against any condominium unit, provided such mortgagees are institutional mortgagees, such as a bank, life insurance company, federal savings and loan association, institutional investor, mortgage bankers and/or real estate investment trust authorized to transact business in the State of Florida.

XII.

The Association may acquire and enter into agreements whereby it acquires leaseholds, memberships and 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. All of such leaseholds, memberships and other possessory or use interests existing or brought into existence at the time of recording of the Declaration shall be set forth and fully described therein.

XIII.

In the event this corporation shall become dormant,

SIX. LAW OFFICES  
PARKER AND PARKER  
1001 CENTRAL AVENUE  
FOURTH FLOOR BOX 1000  
ST. PETERSBURG, FLORIDA 33703

inactive and fail to perform its duties and carry out its contractual covenants and conditions as set forth herein, together with those matters required to be performed of this corporation in accordance with the Declaration of Condominium, and all matters in connection therewith, including, but not limited to, the provisions of the Service and Maintenance Agreement as it may pertain to this corporation, then the said corporation shall revert back to the original incorporators or their designated attorney-in-fact for purposes of reactivating said corporation by electing new officers and directors of this condominium as provided for in these Articles of Incorporation and the By-Laws of this corporation.

XIV.

The principal place of business of this corporation shall be at 2100 62nd Avenue North, St. Petersburg, Florida 33702, Pinellas County, Florida, or at such other place or places as may be designated from time to time.

IN WITNESS WHEREOF, the subscribing incorporators have hereunto set their hands and seals and caused these Articles of Incorporation to be executed this 18 day of October, 1979.

Signed, Sealed, and Delivered in the presence of:

<u>Margaret Springs</u>	<u>Richard L. Chambers</u> RICHARD L. CHAMBERS
<u>Paul Han</u>	<u>Gary H. Burns</u> GARY H. BURNS
	<u>Beverly Wetsky</u> BEVERLY WETSKY
<u>Jean L. Head</u>	<u>Carl G. Parker</u> CARL G. PARKER Registered Agent
<u>Sharon L. Rhodes</u>	

STATE OF FLORIDA  
COUNTY OF PINELLAS

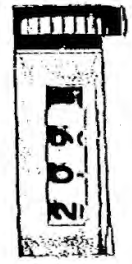
The foregoing instrument, was acknowledged before me this 18 day of October, 1979, by RICHARD L. CHAMBERS, as incorporator of TOWN SHORES OF GULFPORT, NO. 218, INC., a non-profit Florida corporation.

Paul Miller  
NOTARY PUBLIC

My Commission expires:

NOTARY PUBLIC STATE OF FLORIDA  
MY COMMISSION EXPIRES DATE  
RECORDED 1979-10-18 12:53

LAW OFFICES  
SEVEN, PARKER AND PARKER  
604 CENTRAL AVENUE  
POST OFFICE BOX 1500  
ST. PETERSBURG, FLORIDA 33702



STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me  
this 18 day of October, 1979, by GARY . BURNS,  
as incorporator of TOWN SHORES OF GULFPORT, NO. 218, INC.,  
a non-profit Florida corporation.

Don M. Wright  
NOTARY PUBLIC

My Commission Expires:  
NOTARY PUBLIC STATE OF FLORIDA AT LARGE  
MY COMMISSION EXPIRES JAN. 23 1982  
BONDED THRU GENERAL INS. UNDERWRITERS

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me  
this 18 day of October, 1979, by BEVERLY WETSKY,  
as incorporator of TOWN SHORES OF GULFPORT, NO. 218, INC., a  
non-profit Florida corporation.

Don M. Wright  
NOTARY PUBLIC

NOTARY PUBLIC STATE OF FLORIDA AT LARGE  
MY COMMISSION EXPIRES JAN. 23 1982  
BONDED THRU GENERAL INS. UNDERWRITERS

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me  
this 23<sup>rd</sup> day of October, 1979, by CARL G. PARKER,  
as Resident Agent of TOWN SHORES OF GULFPORT, NO. 218, INC., a  
non-profit Florida corporation.

Jean L. Head  
NOTARY PUBLIC

Notary Public, State of Florida at Large  
MY COMMISSION EXPIRES JAN. 8, 1980  
BONDED THRU GENERAL INS. UNDERWRITERS

EIGHT.

LAW OFFICES  
PARKER AND PARKER  
200 CENTRAL AVENUE  
POST OFFICE BOX 1268  
ST. PETERSBURG, FLORIDA 33703



AFFIDAVIT

STATE OF FLORIDA )  
COUNTY OF PINELLAS )

BEFORE ME, the undersigned authority, this day personally appeared PHILIP LEVY; who after being duly sworn as required by law, deposes and says:

1. That he is President of METRO COMMUNITIES CORPORATION, a Florida corporation.
2. That as such officer of METRO COMMUNITIES CORPORATION, a Florida corporation, he has no objection to said corporation being mentioned in the Articles of Incorporation filed with the Secretary of State, State of Florida, Tallahassee, Florida, known as TOWN SHORES OF GULFPORT, NO. 218, INC., and hereby consents to the use of said corporate name in the aforesaid condominium corporation.
3. That this consent shall be attached to and made a part of the charter of TOWN SHORES OF GULFPORT, NO. 218, INC., as though set forth in full therein.

FURTHER AFFIANT SAITH NOT.

*Philip Levy*  
PHILIP LEVY, President

SWORN TO AND SUBSCRIBED BEFORE ME THIS 18 day of October, 1979.

*Jan M Wright*  
NOTARY PUBLIC

NOTARY PUBLIC STATE OF FLORIDA AT LARGE  
MY COMMISSION EXPIRES JAN. 23 1982  
BONDED THRU GENERAL INS. UNDER #71155

LAW OFFICES  
NINE. PARKER AND PARKER  
3000 CENTRAL AVENUE  
POST OFFICE BOX 15400  
ST. PETERSBURG, FLORIDA 33711



COPY