

ARTICLES OF INCORPORATION

OF

TOWNHOMES AT NORTHEAST ASSOCIATION, INC..

A NOT-FOR-PROFIT FLORIDA CORPORATION

In compliance with the requirements of Chapter 617, *Florida Statutes*, the undersigned, all of whom are residents of Pinellas County, Florida, and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I  
NAME OF CORPORATION

The name of the corporation is:

TOWNHOMES AT NORTHEAST ASSOCIATION, INC.

hereinafter called the "Association".

ARTICLE II  
PRINCIPAL OFFICE AND REGISTERED AGENT

The principal office of the Association is located at:

4900 H Creekside Drive  
Clearwater, FL 33760

Thomas L. Quartetti is hereby appointed the initial registered agent of the Association at that address.

ARTICLE III  
PURPOSE AND POWERS OF THE ASSOCIATION

The Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residences Lots and Common Area within that certain tract of property described in the attached Legal Description, Exhibit A attached hereto, 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 this purpose to:

(a) exercise all of the power 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" applicable to the property and recorded or to be recorded in the Office of the Clerk of the Circuit Court of Pinellas County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(b) fix, levy, collect and enforce payment by any lawful means, all charges, fees, fines 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;

(c) acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(d) borrow money, and with the assent of two-thirds (2/3) of each class of members mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred:

Prepared By:  
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SK Development 1, LC  
4900 Creekside Dr., Ste. H.  
Clearwater, FL 33760

Page 1

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Return To:  
Linco Title, Inc.  
2655 McCormick Dr.  
Clearwater, FL 33759  
(727)793-9853

(e) dedicate, all or any part of the Common Use Area to any public agency, authority, owners association or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an Instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;

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

(g) the Association is organized and shall be operated exclusively for the purposes set forth above. The activities of the Association will be financed by assessments against members as provided in the Declaration and as part of any net earnings of the Association will inure to the benefit of any member.

(h) operate and maintain the surface water management system facilities including all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, floodplain compensation areas, wetlands and any associated buffer areas and wetland mitigation areas

**ARTICLE IV**  
**MEMBERSHIP**

Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is subject by covenants of record and subject to assessment by the Association including contract sellers and including Overlook LC for all lots which it owns, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to assessment by the Association.

Transfers of membership in the Association shall be made on the books of the corporation and shall be established by the recording among the public records of Pinellas County, Florida, of a deed or other instrument establishing a fee simple title to a lot in the subdivision. Transferor shall automatically have this membership in the Association terminated upon such transfer of such lot ownership.

No officer, director, or member shall be personally liable for any debt or other obligation of this corporation, except as provided for in the Declaration of Covenants, Conditions and Restrictions; the By-Laws and the Articles of Incorporation.

**ARTICLE V**  
**DURATION**

The corporation shall exist in perpetuity.

**ARTICLE V**  
**SUBSCRIBERS**

Thomas L. Quartettl  
4900H Creekside Drive  
Clearwater, Florida  
33760

Ralph W. Quartettl  
4900H Creekside Drive  
Clearwater, Florida  
33760

Erika D. Hunter  
4900H Creekside Drive  
Clearwater, Florida  
33760

**ARTICLE VI**  
**DIRECTORS**

The affairs and property of this corporation shall be managed and governed by a Board of Directors composed of not less than three (3) nor more than nine (9) persons who need not be members of the Association. The first Board of Directors shall have three (3) members, and in the future, that number will be determined from time to time in accordance with the provisions of the By-Laws.

The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

Thomas L. Quartetti  
4900 H Creekside Drive  
Clearwater, FL 33760

Ralph W. Quartetti  
4900 H Creekside Drive  
Clearwater, FL 33760

Erika D. Hunter  
4900 H Creekside Drive  
Clearwater, FL 33760

At the first annual meeting the members shall elect one (1) director for a term of one (1) year, one (1) director for a term of two (2) years and one (1) director for a term of three (3) years; and at each annual meeting thereafter the members shall elect one (1) director for a term of three (3) years.

#### **ARTICLE VII OFFICERS**

The officers of this Association shall be a President and a Vice President, who shall at all times be members of the Board of Directors, a Secretary, a Treasurer and such other officers as the Board may from time to time by resolution create. The election of officers shall take place at the first meeting of the Board of Directors, which shall follow each annual meeting of the members. The names of the officers who are to serve until the first election or appointments are:

President  
Vice President  
Secretary/Treasurer

Thomas L. Quartetti  
Ralph W. Quartetti  
Erika D. Hunter

#### **ARTICLE VIII AMENDMENT OF BY-LAWS**

The By-Laws of the Association may be made, altered or rescinded at any annual meeting of the Association, or at any special meeting duly called for such purpose, on the affirmative vote of fifty-one percent (51%) of all the members existing at the time of and present at such meeting except that the initial By-Laws of the Association shall be made and adopted by the Board of Directors.

#### **ARTICLE IX VOTING RIGHTS**

The Association shall have two (2) classes of voting membership.

Class A. Class A members shall be all Owners, with the exception of the Declarant and shall be entitled to one vote for each Lot owned. When more than one person holds an Interest in any Lot, all such persons shall be members. The vote for such shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. The Class B member(s) shall be the Declarant (as defined in the Declaration), and shall be entitled to twenty one (21) votes for each Lot owned. The Class B Membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

- (a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or
- (b) on January 1, 2007.

#### **ARTICLE XI DISSOLUTION**

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. 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 this Association was created. In the event that such 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.

In case of any conflict between these Articles and the By-Laws, these Articles shall control; and In the case of any conflict between the Declaration of Covenants, Conditions, Restrictions and Easements, the Declaration shall control

**ARTICLE XI  
AMENDMENT TO ARTICLES**

Proposals for the alteration, amendment or rescission of these Articles of Incorporation may be made by not less than twenty-five percent (25%) of the membership or by a majority of the Board of Directors. Amendments to the Articles of Incorporation shall be adopted by not less than two-thirds (2/3) of the entire membership. Members may vote In person or by proxy at a special or regular meeting of the members.

**ARTICLE XII  
INCORPORATOR**

The name of the incorporator to these articles is as follows:

Thomas L. Quartetti  
4900 H Creekside Drive  
Clearwater, Florida 33760

IN WITNESS WHEREOF, for the purposes of forming this corporation under the laws of the State of Florida, we the undersigned, constituting the Incorporators of this Association, have executed these Articles of Incorporation this 11<sup>th</sup> day of April, 2007

[Signature]  
Thomas L. Quartetti - President

[Signature]  
Ralph W. Quartetti - Vice President

[Signature]  
Erika D. Hunter - Secretary/Treasurer

THE UNDERSIGNED, named as resident agent in Article XII of the Articles of Incorporation hereby accepts the appointment as such resident agent, and acknowledges that he is familiar with and accepts the obligations imposed upon registered agents under the Florida Business Corporation Act, including specifically Section 607.0505.

[Signature]  
Thomas L. Quartetti - Registered Agent

STATE OF FLORIDA  
COUNTY OF PINELLAS)

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, the following named persons, to wit: Thomas L. Quartetti, Ralph W. Quartetti and Erika D. Hunter, to me well known and known to me to be the persons described in and who executed the foregoing Instrument and they acknowledged before that they executed the said Instrument as their free and voluntary act and deed for the use and purposes therein set forth and expressed, and who have not taken the oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on this 11<sup>th</sup> day of April, 2007

My commission expires:

[Signature]  
Linda F. Roebelt

