

**[THESE ARTICLES OF INCORPORATION ARE A RESTATEMENT OF THE ORIGINAL ARTICLES RECORDED AT O.R. BOOK 4941, PAGE 38, ET SEQ., OF THE OFFICIAL RECORDS OF PINELLAS COUNTY, FLORIDA, AND INCLUDING ALL AMENDMENTS RECORDED THROUGH MAY 26, 2006]**

ARTICLES OF INCORPORATION  
OF  
VILLAGE ON THE GREEN  
CONDOMINIUM III ASSOCIATION, INC,

The undersigned by these Articles of Incorporation 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 VILLAGE ON THE GREEN CONDOMINIUM III 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 VILLAGE ON THE GREEN CONDOMINIUM III, a condominium to be located upon those certain lands in Pinellas County, Florida, legally described on Sheet 2 of Exhibit "A" to the Declaration of Condominium under the heading DESCRIPTION OF LAND THAT MAY BE INCLUDED IN PHASE I.

2.2 The condominium is a phase condominium and may be expanded to include additional Land in subsequent Phases II through X inclusive, which are also legally described in Said Exhibit "A".

2.3 The Association shall make no distribution of income to its members, directors or officers.

ARTICLE III

Power

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 or a corporation not for profit 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 necessary to operate the condominium pursuant to the Declaration 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 the 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 improvement of the property.
- f. The Board of Directors shall have the authority to make and amend reasonable regulations concerning use of the condominium property.
- 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 enter into agreement with the Developer, other Condominium Associations, or any other legal entity for the maintenance, replacement or repair of properties of any used in common with others, such as but not limited to subdivision-type improvements.

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 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 one 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" and "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. The initial directors need not be members of the Association. All subsequent directors shall be members of the Association.

5.1.1 Notwithstanding anything to the contrary contained herein, only one natural person may be elected to the Board of Directors per condominium parcel owned, regardless of how many parcels are owned, or how many owners per parcel there are. The intent of this provision is to fairly distribute representation on the Board among the entire ownership of the Association.

5.2 Directors of the Association, other than the initial directors and directors elected pursuant to Section 5.3 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 of the land and Developer of the condominium property is U.S. Home Corporation, a Delaware corporation authorized to do business in the State of Florida.

Association control shall be transferred from the Developer to unit owners, other than the Developer, in the manner provided for in Florida Statutes 718.301. The Directors named in these Articles and Directors elected pursuant to the provisions of said 718.301 shall serve until the first annual election of directors, and any vacancies in their number occurring before the first election shall be filled by the remaining Directors.

5.4 The name 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>
President	Pamela W. Droste	19450 Gulf Boulevard Indian Shores, Florida 33535
Vice-President	Frank Collins	1015 Damrosch Street Largo, Florida 33541
Secretary	Sheila L, McLaughlin	1804 Sunset Road Clearwater, Florida 33515

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	Pamela W. Droste	19450 Gulf Boulevard Indian Shores, Florida 33535
Vice-President	Frank Collins	1015 Damrosch Street Largo, Florida 33541
Secretary	Sheila L. McLaughlin	1804 Sunset Road Clearwater, Florida 33515

## 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 part 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 any 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 by a vote of 75% of the members as provided in 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

### Subscribers

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

<u>Names</u>	<u>Addresses</u>
Pamela w. Droste	19450 Gulf Boulevard Indian Shores, Florida 33535
Frank Collins	1015 Damrosch St. Largo, Florida 33541
Sheila L. McLaughlin	1804 Sunset Road Clearwater, Florida 33515

## ARTICLE XI

### Association Address

The office of the Association shall be at 1437 South Belcher Road, Suite 301, Clearwater, Florida 33516, Attn: Southwest Management, Inc.

## ARTICLE XII

### Registered Office – Registered Agent

The registered office of the Association is at 1452 U.S. Highway 19 South, Suite 520, Clearwater, Florida 33516. The registered agent is Pamela W. Droste, a resident of the State of Florida whose business office is identical with that of the registered office.

## ARTICLE XIII

### Term

The term for which this corporation shall exist is perpetual.

IN WITNESS WHEREOF, the subscribers have affixed their signatures this 24<sup>th</sup> day of July, A.D. 1979.

END OF RESTATED ARTICLES OF INCORPORATION