

ARTICLES OF INCORPORATION

OF

SUNFISH BAY CONDOMINIUM ASSOCIATION, INC.

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

ARTICLE I

NAME

1.1 Name. The name of the corporation shall be SUNFISH BAY CONDOMINIUM ASSOCIATION, INC. For convenience the corporation shall herein be referred to as the Association.

ARTICLE II

PURPOSE

2.1 Purpose. The purpose for which the Association is organized is to provide an entity for the operation of SUNFISH BAY CONDOMINIUM I, a condominium located upon the property in Pinellas County, Florida described in Exhibit "A" attached hereto, and for the operation of other condominiums adjacent to said condominium and not adjacent but in the vicinity thereof, being or to be developed by the Developer referred to in the Declaration of said condominium, or its assigns, and the Declarations of which may provide for operation thereof by this Association. Although SUNFISH BAY CONDOMINIUM I and each of such other condominiums is and shall be a self-contained condominium and there shall be no merger of the common elements of said condominium and such other condominiums, all of said condominiums may be united for management purposes through this Association.

2.2 Distribution of Income. The Association shall make no distributions of income to its Members, Directors or Officers.

ARTICLE III

POWERS AND DUTIES

3.1 Common Law and Statutory Powers. 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 of Incorporation.

3.2 Specific Powers and Duties. The Association shall have all the powers and duties set forth in the Condominium Act of the State of Florida and in these Articles of Incorporation and the Declaration of Condominium of SUNFISH BAY CONDOMINIUM I and the Declarations of the foregoing other condominiums.

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and all of the powers and duties reasonably necessary to operate the condominium(s) pursuant to such Declaration(s) as it (or they) may be amended from time to time, except as such powers and duties under such Act may be limited by these Articles of Incorporation and said Declarations, including, but not limited to, the following:

- (a) To make and collect assessments against Members as Unit Owners to defray the cost, expenses and losses of the Condominium and to so assess in sums sufficient to permit the operation of the condominiums in a first-class and efficient manner and to permit their maintenance as first-class condominium communities, the cost and expense of so operating and maintaining the condominiums being common expenses thereof.
- (b) To use the proceeds of assessments in the exercise of its powers and duties.
- (c) To maintain, repair, replace and operate in a first-class manner and condition the condominium property, which shall include Units and common elements as defined and provided for in the Declarations, and, as determined by its Board of Directors, to enter into contracts with a Management Contractor or third parties for the performance of the foregoing and for the maintenance, repair, replacement and operation of the common elements of such condominiums and of streets and other facilities used by such condominiums, whether or not such streets and facilities are located on the condominium property.
- (d) To purchase insurance upon the condominium property and insurance for the protection of the Association, its Officers and Directors, and its Members as Unit Owners.
- (e) To reconstruct improvements after casualty and to further improve the property.
- (f) To make and amend rules and regulations respecting and governing the use of the property in the condominiums so long as not substantially inconsistent with the Condominium Declarations.
- (g) To approve or disapprove the sale, leasing or rental of Units in SUNFISH BAY CONDOMINIUM I and such other condominiums.
- (h) To enforce by legal means the provisions of the Condominium Act of the State of Florida, the Declaration of Condominium of SUNFISH BAY CONDOMINIUM I, such other Declarations, these Articles of Incorporation, the By-Laws of the Association and the Regulations for the use of the property in the Condominiums.
- (i) To contract through its Board of Directors for the management of the Condominiums and to delegate to such contractor, to the extent permitted by law, all powers and duties of the Association, except such as are specifically required by the Declaration of Condominium of SUNFISH BAY CONDOMINIUM I, and such other Declarations, to have approval of the Board of Directors or the Membership of the Association and in consideration for such Management Contract guaranteeing the operation and maintenance of the condominium during the first year of operation of the condominium in exchange for such monthly assessments as may be then due and payable, the Association may provide in the Management Contract that the Management Contractor need not render an accounting to the Association for such period.

(j) To employ personnel to perform the services required for proper operation of the condominiums.

(k) To make arrangements for garbage and trash pickups.

(l) To receive from Developer, at such time as Developer may in its discretion determine before or at any time following completion of said condominiums, and all units therein, conveyance of any land or property located on or in the approximately 14-acre tract on which said condominiums are located, except for the property which is a part of said condominiums, and of any other property which may serve, or be available to serve, said condominiums or any of them.

3.3 Assets Held in Trust. All funds and the title of all properties acquired by the Association and the proceeds thereof shall be held in trust for the members in accordance with the provisions of the Declaration of Condominium of SUNFISH BAY CONDOMINIUM I, such other Declarations, these Articles of Incorporation and the By-Laws of the Association.

3.4 Limitation on Exercise of Powers. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration of Condominium of SUNFISH BAY CONDOMINIUM I, such other Declarations and the By-Laws of the Association.

ARTICLE IV

MEMBERS

4.1 Members. The Members of the Association shall consist of all of the record Owners and holders of Units in the Condominium, and said other condominiums, including the Developer.

4.2 Change of Membership. After receiving approval of the Association required by the Declaration of Condominium (which term shall hereinafter mean the Declaration specifically described in 3.2 above and the other Declarations referred to therein), change of membership in the Association shall be established by the recording in the Public Records of Pinellas County, Florida, a deed or other instrument establishing a change of record title to a Unit in the Condominium (which term shall hereinafter include the Condominium specifically described in 2.1 above and the other condominiums referred to therein) and the delivery to the Association of a certified copy of such instrument. The owner designated by such instrument thereby becomes a Member of the Association, and the membership of the prior owner is terminated, subject to the provisions of the Declaration of Condominium.

4.3 Limitation on Transfer of Share of Assets. 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 the Member's Unit.

4.4 Voting. The Owner or Owners of each Unit shall be entitled to one vote for each Unit owned as a Member of the Association. The term "owner" of a Unit, as used in this section 4.4 and in section 4.1 above, shall include and mean the Developer regarding Units until such time as same have been sold by the Developer.

ARTICLE V

DIRECTORS

5.1 Board of Directors. The affairs of the Association shall be managed

by a Board consisting of a number of directors determined by the By-Laws but not less than three (3) Directors, and in the absence of such determination shall consist of three (3) Directors. Directors need not be Members of the Association.

5.2 Election of Directors. Except as otherwise provided herein, Directors of the Association shall be elected at the annual meeting of the Members, and Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws of the Association.

5.3 First Election of Directors. The first election of Directors shall not be held until after the Developer has closed the sale of all of the Units of the Condominiums referred to in Article II, Sec. 2.1 or until Developer elects to terminate his control of the Condominiums, or until after January 1, 1993, 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 or, if none, by the Developer.

5.4 First Board of Directors. 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>NAME</u>	<u>ADDRESS</u>
David G. Tibma	4801 Culbreath Isles Way Tampa, Florida 33609
Allen B. Carr	1564 Santa Monica Dunedin, Florida 33528
Sandra G. Carr	1564 Santa Monica Dunedin, Florida 33528

ARTICLE VI

OFFICERS

6.1 Officers. The affairs of the Association shall be administered by Officers designated in the By-Laws of the Association. 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:

<u>NAME</u>		<u>ADDRESS</u>
David G. Tibma	President	4801 Culbreath Isles Way Tampa, Florida 33609
Allen B. Carr	Vice-Pres.	1564 Santa Monica Dunedin, Florida 33528
Sandra G. Carr	Secretary	1564 Santa Monica Dunedin, Florida 33528
Sandra G. Carr	Treasurer	1564 Santa Monica Dunedin, Florida 33528

ARTICLE VII

INDEMNIFICATION

7.1 Indemnification. Every Director and every Officer of the Association shall be indemnified by the Association against all expenses and liabilities, including legal 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 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 interests 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

8.1 By-Laws. The 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

9.1 Amendments. Subject to the provisions of Section 9.2 of this Article IX, 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 the Members of the Association. Adoption of amendments must be by not less than two-thirds (2/3) of the votes of the entire membership of the Association.

9.2 Limitation on Amendments. 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 of the State of Florida or the Declaration of Condominium.

ARTICLE X

TERM

10.1 Term. The term of the Association shall be perpetual.

ARTICLE XI

SUBSCRIBERS

11.1 Names and Addresses. The names and addresses of the Subscribers of these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
David G. Tibma	4801 Culbreath Isles Way Tampa, Florida 33609
Allen B. Carr	1564 Santa Monica Dunedin, Florida 33528
Sandra G. Carr	1564 Santa Monica Dunedin, Florida 33528

IN WITNESS WHEREOF, the Subscribers have hereto affixed their signatures this 25 day of Oct, 1973.

David G. Tibma

David G. Tibma

Allen B. Carr

Allen B. Carr

Sandra G. Carr

Sandra G. Carr

STATE OF FLORIDA
COUNTY OF Pinellas

I HEREBY CERTIFY that on this date before me, a Notary Public duly authorized to take acknowledgments, personally appeared

to me known to be the persons described as Subscribers in and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they subscribed to the same.

WITNESS my hand and official seal at Safety Harbor, Florida, this 25 day of Oct, 1973.

Charles E. Trulock

Notary Public, State of Florida at Large
My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES JULY 5, 1977
REGULATED BY GENERAL INSURANCE UNDERWRITERS

