

ARTICLES OF INCORPORATION
OF
MEADOWS OF TARPON WOODS HOMEOWNERS ASSOCIATION INC.

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

ARTICLE I - NAME AND PLACE OF BUSINESS

The name of the corporation shall be THE MEADOWS OF TARPON WOODS HOMEOWNERS ASSOCIATION, INC. For convenience, the Corporation shall be referred to in these Articles as the "Association". The place of business shall be Unit 101, 1000 Tarpon Woods Boulevard, Palm Harbor, Florida, or at such other place as the Board of Directors may from time to time designate.

ARTICLE II - PURPOSE

The Association does not contemplate pecuniary gain or profit to the members thereof and shall make no distributions of income to its members, directors or officers. The Association is formed to provide maintenance and preservation of the recreation and common areas, and to provide for and promote the health, safety and welfare of the residents within the property described by the Declaration of Covenants, Conditions, Restrictions and Easements for the Subdivision.

ARTICLE III - POWERS

The powers of the Association shall include and be governed by the following:

A. The Association shall have all of the common law and statutory powers of a corporation not-for-profit provided those powers do not conflict with the terms of these Articles. The Association shall exercise all of the powers and privileges and to perform all of the duties and obligations set forth in the Declaration of Covenants and Restrictions made by the Developer, dated December 6, 1979.

B. The Association shall have all of the powers reasonably necessary to carry out its duties pursuant to the Declaration as it may be amended from time to time including, but not limited to the following:

1. To make and collect assessments against members to defray the costs and expenses incident to the conduct of its business.
2. To use the proceeds of assessments in the exercise of its powers and duties.
3. To provide for maintenance, repair, replacement and operation of the subdivision's common and recreational areas and such areas subject to private ownership as required by the

Declaration.

4. To purchase insurance upon the common and recreational areas and insurance for the protection of the Association and its members.

5. To reconstruct improvements after casualty and to further improve the property whether such property is owned or leased by the Association.

6. To make and amend reasonable regulations respecting the subdivision.

7. To enforce the provisions of the Declaration of Covenants, Conditions, Restrictions and Easements, these Articles, the By-Laws of the Association and the regulations for the subdivision.

8. To contract for the management and maintenance of the subdivision property and to delegate to such management contractors all powers and duties of the association as required for it to perform its contract.

9. To employ personnel to perform the services required for proper operation of the subdivision.

C. All funds and the titles to all property acquired by the association shall be held in trust for the members by the Association.

D. The powers of the Association shall be subject to and exercised in accordance with the provisions of the Declaration of Covenants, Conditions, Restrictions and Easement and these Articles of Incorporation and the By-Laws of the Corporation.

ARTICLE IV - MEMBERS

A. The members of the Association shall be all of the record owners of lots in each phase of the subdivision development.

B. 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 lot in the subdivision and the delivery to the Association of a certified copy of such instrument. The owner designated by such instrument shall at that time become a member of the Association and the membership of the prior owner shall be terminated.

C. The share of a member in the funds and assets of the Association shall not be assigned, hypothecated or transferred in any manner except as an appurtenance to his lot.

D. The record owners of each lot shall be entitled to one vote as a member of the Association.

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E. It is recognized the Developer intends to construct the subdivision in seven (7) phases as indicated in the Declaration. As each phase becomes subject to the Declaration by Amendment of the Declaration, the owners of lots in that phase shall become members of this Association with all the rights, benefits and obligations thereunto appertaining.

ARTICLE V - DIRECTORS

A. The affairs of the Association will be managed by a Board consisting of not less than three Directors. The first Board of Directors shall have four (4) members. Directors need not be members of the Association.

B. Directors of the association shall be elected at the annual meeting of 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.

C. Unit owners other than the developer shall be entitled to elect Directors in accordance with the following schedule:

Upon closing of the sale by the Developer of 50% of the lots in a phase, the owners of lots in that phase shall be entitled to elect an advisory member to the Board of Directors. The advisory member shall have no vote in the affairs of the Association, but shall keep the Board apprised of matters concerning the owners he or she represents.

Upon closing of the sale by the Developer of 40 lots within the subdivision, unit owners other than the Developer shall be entitled, within 60 days of the closing of the sale of the 40th lot, to elect one third (1/3) of the voting membership of the Board. Upon closing of the sale by the Developer of all lots in the subdivision, unit owners other than the Developer shall be entitled, within 60 days of closing of the last sale, to elect all members of the Board.

Should the Developer or its successor at any time, announce in writing, its intention to cease its development of the subdivision, then within 60 days of that announcement, the unit owners other than the Developer shall be entitled to elect all members of the Board.

D The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected or until removed are:

- (1) RICHARD N. COLHOUN
Unit 101, 1000 Tarpon Woods Blvd.
Palm Harbor, Florida
- (2) ROBERT P. CRISP
Unit 101, 1000 Tarpon Woods Blvd.
Palm Harbor, Florida
- (3) LORRAINE M. CRISP

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Unit 101, 1000 Tarpon Woods Blvd.
Palm Harbor, Florida

- (4) CRAIG COLHOUN
Unit 101, 1000 Tarpon Woods Blvd.
Palm Harbor, Florida

ARTICLE VI - OFFICERS

The affairs of the Association shall be administered by the officers designated in the By-Laws. The Officers shall be elected at 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 of the officers who shall serve until their successors are elected by the Board of Directors are as follows:

- (1) President - ROBERT P. CRISP
(2) Secretary/Treasurer - RICHARD N. COLHOUN

Directors and officers may lawfully and properly exercise the powers set forth in Article 3 notwithstanding that some of all of them may be directly or indirectly involved in the exercise of such powers, some or all are involved in the negation and consumption of agreements executed pursuant to such powers, some or all are persons with whom the Association has entered into such agreement and some or all own proprietary interests in the entity or entities with whom the Association enters into such an agreement. All such agreements shall be presumed to have been made and entered by the Directors and Officers of the Association in the valid exercise of their lawful authority.

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 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. This indemnity shall contain whether or not he is a Director or Officer of the Association at the time such expenses are incurred, except when the Director or Officer is adjudged guilty of gross misfeasance or malfeasance in the performance of his duties. Provided further that, in the event of a settlement, the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being in 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 - BYLAWS

The By-laws of the Association may be made, altered or rescinded by a majority of the Board of Directors. The By-laws may provide an amendment shall be effective only upon approval by a 75% majority of the membership. The first By-laws of the Association shall be adopted by the initial Board of Directors.

ARTICLE IX - AMENDMENTS

Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

A. The subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered.

B. The resolution for the adoption of a proposed amendment may be offered 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, such approvals must be by not less than 75% of the entire membership of the Association.

C. No amendment shall make any change in the qualification for membership or the voting rights of members or any change in Section C of Article V without the prior written approval of all members and the Developer while he holds lots for sale in the ordinary course of business and the joinder of all record holders of mortgages upon the lots of the subdivision.

D. No amendment shall be made to these Articles which would result in their conflict with the Declaration of Covenants, Conditions, Restrictions and Easements.

E. A copy of each amendment shall be certified by the Secretary of State of Florida, as required by law and shall be recorded in the Public Records of Pinellas County, Florida.

ARTICLE X - TERM

The Association shall operate the subdivision perpetually. The Association shall have perpetual existence.

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ARTICLE XI - SUBSCRIBERS

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

ROBERT P. CRISP	Unit 101, 1000 Tarpon Woods Blvd. Palm Harbor, Florida
RICHARD N. COLHOUN	Unit 101, 1000 Tarpon Woods Blvd. Palm Harbor, Florida
LORRAINE M. CRISP	Unit 101, 1000 Tarpon Woods Blvd. Palm Harbor, Florida
CRAIG COLHOUN	Unit 101, 1000 Tarpon Woods Blvd. Palm Harbor, Florida

ARTICLE XII - EFFECTIVE DATE

These Articles of Incorporation and the corporate existence shall begin and be effective upon filing at the office of the Secretary of State in Tallahassee, Florida.

ARTICLE XIV - ADDRESS AND RESIDENT AGENT

The address of the principal office of the corporation is: Unit 101, 1000 Tarpon Woods Boulevard, Palm Harbor, Florida. The street address of the initial registered office of this corporation is: Unit 101, 1000 Tarpon Woods Boulevard, Palm Harbor, Florida. The name of the initial registered agent of the corporation at that address is: RICHARD N. COLHOUN. His having been so named to accept said service of process, said registered agent hereby accepts said designation to act in said capacity and agrees to comply with the provisions of the Florida Statutes relating to keeping open said office and so accepts by signing the Articles of Incorporation hereunder.

IN WITNESS WHEREOF, the subscribers have affixed their signatures this 6th day of December, 1979.

/s/ Richard N. Colhoun (SEAL)
RICHARD N. COLHOUN

/s/ Robert P. Crisp (SEAL)
ROBERT P. CRISP

/s/ Lorraine M. Crisp (SEAL)
LORRAINE M. CRISP

/s/ Craig Colhoun (SEAL)
CRAIG COLHOUN

/s/ Richard N. Colhoun (SEAL)
RICHARD N. COLHOUN
Registered Agent

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STATE OF FLORIDA)
COUNTY OF PINELLAS) SS.

Before me the undersigned authority, personally appeared RICHARD N. COLHOUN, as Registered Agent, to me known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and who acknowledged before me that he signed the same for the purposes therein expressed.

SWORN TO AND SUBSCRIBED this 6th day of December, 1979, at New Port Richey, County of Pinellas, State of Florida.

/s/ C. Allen Kynes, Jr.
NOTARY PUBLIC, State of Florida

My Commission Expires:
February 28, 1980

THIS DOCUMENT, IN ITS ENTIRETY, WAS RECORDED ON MARCH 10, 1980, IN O. R. BOOK 4992, PAGES 2077 THROUGH 2085, INCLUSIVE, OF THE PUBLIC RECORDS OF PINELLAS COUNTY, FLORIDA.