



Department of State

I certify that the attached is a true and correct copy of the Articles of Incorporation of
VILLAS OF BONNIE BAY HOMEOWNERS ASSOCIATION, INC.

filed on August 23, 1979.

The Charter Number for this corporation is 748613.



Given under my hand and the Great
Seal of the State of Florida, at
Tallahassee, the Capital, this the
23rd day of August, 1979.

[Signature]
Secretary of State

ARTICLES OF INCORPORATION
OF

FILED
AUG 23 3 31 PM 1979
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VILLAS OF BONNIE BAY HOMEOWNERS ASSOCIATION, INC.

A NOT-FOR-PROFIT FLORIDA CORPORATION

In compliance with the requirements of Chapter 617 of the Florida Statutes 1975, 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 VILLAS OF BONNIE BAY HOMEOWNERS ASSOCIATION, INC., hereinafter called the "Association".

ARTICLE II

PRINCIPAL OFFICE AND REGISTERED AGENT

The principal office of the Association is located at 6400 71st Street North, Pinellas Park, Florida.

CORPORATION INFORMATION SERVICES, INC., whose address is 216 South Duval Street, Suite 208, Tallahassee, Florida 32301, is hereby appointed the initial registered agent of this Association.

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 residence lots and common area within that certain tract of property described as:

VILLAS OF BONNIE BAY PHASE I, a subdivision of Pinellas County, Florida, according to the plat thereof as recorded among the public records of Pinellas County, Florida.

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 powers 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 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;

(e) dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, 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 and consolidations with other nonprofit corporations organized for the same 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) have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Florida, by law may now or hereafter have or exercise;

(h) 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.

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 to assessment by the Association, including contract

sellers, 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 fee simple title to a unit or lot in the subdivision. Transferor shall automatically have his membership in the Association terminated upon such transfer of such unit or 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 perpetually.

ARTICLE VI

SUBSCRIBERS

The name and address of each subscriber is:

John L. McParland	P.O. Box 8398 Madeira Beach, Florida 33706
Richard M. Samec	P.O. Box 8398 Madeira Beach, Florida 33706
Bette J. Runnels	P.O. Box 8398 Madeira Beach, Florida 33706

ARTICLE VII

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:

John L. McParland	P.O. Box 8398 Madeira Beach, Florida 33706
Richard M. Samec	P.O. Box 8398 Madeira Beach, Florida 33706
Bette J. Runnels	P.O. Box 8398 Madeira Beach, Florida 33706

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

ARTICLE VIII

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	John L. McParland
Vice President	Bette J. Runnels
Secretary/Treasurer	Richard M. Samec

ARTICLE IX

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; and except that the Federal Housing Administration and Veterans Administration shall have the right to veto any amendment while there is Class B membership.

ARTICLE X

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 Lot 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 three (3) 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, 1986.

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.

ARTICLE XIII

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 XIII

FHA/VA APPROVAL

AS long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution and amendment of these Articles.

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 16 day of August, 1979.

Signed, Sealed and Delivered
in the Presence of:

D. Michael Spear
Anna P. Stayer

John L. McParland
John L. McParland

Bette J. Runnels
Bette J. Runnels

Richard M. Samec
Richard M. Samec

Sheryl S. Deason
CORPORATION INFORMATION SERVICES, INC.
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: JOHN MCPARLAND, RICHARD M. SAMEC, and BETTE RUNNELS, to me well known and known to me to be the persons described in and who executed the foregoing instrument and they acknowledged before me that they executed the said instrument as their free and voluntary act and deed for the use and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and
official seal on this 16th day of August, 1979.

Samuel P. [Signature]
Notary Public
My Commission Expires:
NOTARY PUBLIC STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES NOV 14 1981
BONDED THRU GENERAL INS. UNDERWRITERS