

ARTICLES OF INCORPORATION
OF
THE UNITED ASSOCIATIONS OF TOWN APARTMENTS NORTH, INC.

(a Florida not for profit corporation)

The undersigned do hereby associate themselves for the purpose of forming a corporation not for profit. Pursuant to the provisions and laws of the State of Florida, we certify as follows:

ARTICLE I
NAME

The name of the corporation shall be THE UNITED ASSOCIATIONS OF TOWN APARTMENTS NORTH, INC.

ARTICLE II
DEFINITIONS

Section 2.1. The terms used in these Articles of Incorporation shall be defined as follows unless the context otherwise requires:

- (a) Articles: This document.
- (b) Association: The United Associations of Town Apartments North, Inc.
- (c) Board: The Board of Directors of the Association.
- (d) Bylaws: The Bylaws of the Association.
- (e) Town Apartments North Condominium Project: Those eighteen certain Condominiums located within Pinellas County Florida, together with the recreational facilities, paved roadways and all contiguous and noncontiguous property.
- (f) Director: A member of the Board.
- (g) Recreational Facility: The recreational facilities including paved areas located at Town Apartments North Condominium project.
- (h) Member: A member of the Association.

Section 2.2. Whenever the context so permits, the use of the singular shall include plural, and the plural shall include the singular, and the use of any gender shall be deemed to include all genders.

ARTICLE III
PURPOSE

The purpose for which the Association is organized is to provide an entity for the ownership and operation of the private non-profit recreational facilities located at the Town Apartments North Condominium Project, Pinellas County, Florida. Furthermore, the Association is empowered to provide management and maintenance to the Town Apartments North Condominium Project as well as accomplish all other purposes that are allowed by the laws of the state of Florida.

ARTICLE IV
QUALIFICATION OF MEMBERS AND MANNER OF ADMISSION

The qualification and manner of admission of members of the Association shall be determined and regulated by the Bylaws of the Association in a manner that is not in conflict with the laws of the state of Florida.

ARTICLE V
POWERS AND DUTIES

The Association shall have the following powers:

Section 5.1. All of the powers and duties provided by Chapter 617 Florida Statutes (or its successor) to a corporation not for profit, except as limited by the Bylaws.

Section 5.2. The powers of the Association shall specifically include the power to:

- (a) adopt and amend Bylaws and reasonable rules and regulations pursuant to the terms of the Articles and Bylaws;
- (b) adopt and amend budgets for revenues, expenditures, and reserves and collect assessments for common expenses from Members;
- (c) hire and terminate managing agents and other employee agents, and independent contractors;
- (d) institute, defend or intervene in litigation or administrative proceedings in its own name, on behalf of its self or one or more members on matters affecting the Town Apartments North Project;
- (f) regulate the use, maintenance, repair, replacement and modification of the Town Apartments North Project;
- (g) cause additional improvements to be made as part of the Town Apartments North Project;
- (h) acquire, hold, encumber, and convey in its own name any right, title, or interest to real or personal property;
- (i) impose and receive any payments, fees or charges, for the use or operation of the recreational facilities;
- (j) impose charges for late payment of assessments and, after notice and an opportunity to be heard by the Board, levy reasonable fines for violations of the Articles and the Bylaws including the rules and regulations of the Association;
- (k) provide for the indemnification of its officers and maintain Directors' and officers' liability insurance if reasonably available;
- (l) exercise any other powers conferred by the Bylaws;
- (m) exercise all others powers that may be exercised in this State by legal entities of the same type as the Association; and

- (n) exercise any other powers necessary and proper for the governance and operation of the Association.

Section 5.3. Except as limited by these Articles or the Bylaws, the powers and duties of the Association may be effected through the actions of the Board without the concurrence or ratification by the Members of the Association.

ARTICLE VI
CORPORATE EXISTENCE

The Association shall have perpetual existence.

ARTICLE VII
INCORPORATORS

The names and addresses of the incorporators of the Association are:

<u>Ana-Mae Strong</u>	5970 21 Street North #B17 St. Petersburg, FL 33714
<u>James R. Ball</u>	5970 21 Street North #D6 St. Petersburg, FL 33714
<u>Concha Obregon</u>	6055 21 Street North #J3 St. Petersburg, FL 33714
<u>George W. Ranslow</u>	5940 21 Street North #E12 St. Petersburg, FL 33714
<u>Norman L. Gilbert</u>	5900 21 Street North #F2 St. Petersburg, FL 33714
<u>Charles D. MacDonald</u>	5850 21 Street North #H16 St. Petersburg, FL 33714
<u>John M. Scott</u>	6000 20 Street North, Manor 128 St. Petersburg, FL 33714
<u>Walter T. Ratcliffe</u>	5810 21 Street North #I12 St. Petersburg, FL 33714
<u>Kenneth E. Ducker</u>	1921 58 Avenue North #T12 St. Petersburg, FL 33714
<u>Angelo A. Crispino</u>	2050 58 Avenue North #N12 St. Petersburg, FL 33714
<u>Dorris A. Kress</u>	1950 58 Avenue No., Nautilus 116 St. Petersburg, FL 33714
<u>George F. Leadbeater</u>	5955 18 Street North, Atlas 14 St. Petersburg, FL 33714
<u>Mary E. Marple</u>	5850 18 Street North, Ivy 20 St. Petersburg, FL 33714
<u>Minnie O'Brien</u>	1900 58 Avenue North #S14 St. Petersburg, FL 33714
<u>Everett J. Nelson</u>	6015 19 Street North, Park 217 St. Petersburg, FL 33714
<u>Henry E. Conrad</u>	1900 59 Avenue North, Oasis 117 St. Petersburg, FL 33714

Martin K. Alpert

5855 18 Street North, Florian 20
St. Petersburg, FL 33714

Aaron Cohen

5875 18 Street North, Emerald 1
St. Petersburg, FL 33714

ARTICLE VIII
BOARD OF DIRECTORS

Section 8.1. The affairs of the Association shall be managed by the Board. The initial Board shall consist of eighteen (18) Directors. The number of Directors may be changed from time to time as provided by the Bylaws, but the authorized number of Directors shall never be less than the number of Members of the Association.

Section 8.2. The Directors of the Association shall be the president or appropriate alternate of each of the Condominium Associations located at the Town Apartments North Condominium Project. Each president shall be a duly elected member of the Board of Directors of a respective Condominium Association and shall be the duly elected officer representing that particular Condominium Association. Each incorporator named herein within Article VII is a president representing one of the eighteen (18) Condominium Associations located within the complex.

Section 8.3. The names and addresses of the initial members of the Board are as follows:

<u>NAMES</u>	<u>ADDRESSES</u>
<u>Ana-Mae Strong</u>	5970 21 Street North #B17 St. Petersburg, FL 33714
<u>James R. Ball</u>	5970 21 Street North #D6 St. Petersburg, FL 33714
<u>Concha Obregon</u>	6055 21 Street North #J3 St. Petersburg, FL 33714
<u>George W. Ranslow</u>	5940 21 Street North #E12 St. Petersburg, FL 33714
<u>Norman L. Gilbert</u>	5900 21 Street North #F2 St. Petersburg, FL 33714
<u>Charles D. MacDonald</u>	5850 21 Street North #H16 St. Petersburg, FL 33714
<u>John M. Scott</u>	6000 20 Street North, Manor 128 St. Petersburg, FL 33714
<u>Walter T. Ratcliffe</u>	5810 21 Street North #I12 St. Petersburg, FL 33714
<u>Kenneth E. Ducker</u>	1921 58 Avenue North #T12 St. Petersburg, FL 33714
<u>Angelo A. Crispino</u>	2050 58 Avenue North #N12 St. Petersburg, FL 33714
<u>Dorris A. Kress</u>	1950 58 Avenue No., Nautilus 116 St. Petersburg, FL 33714
<u>George F. Leadbeater</u>	5955 18 Street North, Atlas 14 St. Petersburg, FL 33714

<u>Mary E. Marple</u>	5850 18 Street North, Ivy 20 St. Petersburg, FL 33714
<u>Minnie O'Brien</u>	1900 58 Avenue North #S14 St. Petersburg, FL 33714
<u>Everett J. Nelson</u>	6015 19 Street North, Park 217 St. Petersburg, FL 33714
<u>Henry E. Conrad</u>	1900 59 Avenue North, Oasis 117 St. Petersburg, FL 33714
<u>Martin K. Alpert</u>	5855 18 Street North, Florian 20 St. Petersburg, FL 33714
<u>Aaron Cohen</u>	5875 18 Street North, Emerald 1 St. Petersburg, FL 33714

ARTICLE IX
OFFICERS OF THE ASSOCIATION

Section 9.1. The affairs of the Association shall be administered by a president, a vice-president, a secretary and a treasurer, and such other officers as the Board may from time to time designate. Any person may hold two offices, excepting that the same person shall not hold the office of president and vice-president.

Section 9.2. Officers of the Association shall be elected by the Board at its first meeting following the annual meeting of the Members of the Association, and shall serve at the pleasure of the Board. In addition and unless prohibited in the Bylaws, the Board of Administration may appoint other officers and grant them the duties it deems appropriate. Unless otherwise provided in the Bylaws, the officers shall serve without compensation and at the pleasure of the Board of Administration.

Section 9.3. The names of the officers who shall serve until their successors are designated by the Board are as follows:

President:	Walter T. Ratcliffe
Vice-President:	Aaron Cohen
Secretary:	George F. Leadbeater
Treasurer:	Henry E. Conrad

ARTICLE X
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 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 at the time such expenses are incurred, except when the Director or officer is adjudged guilty of willful malfeasance in the performance of his duties. The foregoing right of indemnification shall be in addition to any other rights and remedies to which such Director or officer may be entitled; provided, however, any indemnification provided herein shall be limited solely to the assets of the Association and no Director, officer, or Member shall be liable pursuant to this Article to any other Director, officer, or Member.

ARTICLE XI
BYLAWS

The Board named in these Articles shall adopt

Bylaws for the Association. The Bylaws may be altered or rescinded only in the manner provided in the Bylaws.

ARTICLE XII
AMENDMENT TO ARTICLES

These Articles shall be amended only by vote of a two-thirds majority of the Members of the Association at any meeting of the Association duly called for such purposes and in conformance with the procedures for such meeting as is provided in the Bylaws.

ARTICLE XIII
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Association shall be 1900 61 Avenue North, St. Petersburg, Florida 33714. The name of the initial registered agent of the Association at such address shall be Richard A. Zacur, Esquire.

IN WITNESS WHEREOF, the incorporators have affixed their signature hereto this 6th day of March, 1986.

Ana-Mae R. Strong
Ana -Mae Strong

James R. Ball
James R. Ball

Concha Obregon
Concha Obregon

George W. Ranslow
George W. Ranslow

Norman L. Gilbert
Norman L. Gilbert

Charles D. MacDonald
Charles D. MacDonald

John M. Scott
John M. Scott

Walter T. Ratcliffe
Walter T. Ratcliffe

Kenneth E. Ducker
Kenneth E. Ducker

Angelo A. Crispino
Angelo A. Crispino

Dorris A. Kress
Dorris A. Kress

George F. Leadbeater
George F. Leadbeater

Mary E. Marple
Mary E. Marple

Minnie O'Brien
Minnie O'Brien

Everett J. Nelson
Everett J. Nelson

Henry E. Conrad
Henry E. Conrad

Martin K. Alpert
Martin K. Alpert

Aaron Cohen
Aaron Cohen

STATE OF FLORIDA)
) ss.
COUNTY OF PINELLAS)

The foregoing Articles of Incorporation were acknowledged before me this 17th day of February, 1986, by Ana - Mae Strong.

Rae M. Oschkan
Notary Public

My Commission Expires: Notary Public, State of Florida
My Commission Expires Nov. 6, 1988
 bonded Jan 1987 F&G Insurance, Inc.

STATE OF FLORIDA)
) ss.
COUNTY OF PINELLAS)

The foregoing Articles of Incorporation were acknowledged before me this 17th day of February, 1986, by James R. Ball.

Elaine A. King
Notary Public

My Commission Expires: Notary Public, State of Florida
My Commission Expires Nov. 27, 1987
 bonded Jan 1987 F&G Insurance, Inc.

STATE OF FLORIDA)
) ss.
COUNTY OF PINELLAS)

The foregoing Articles of Incorporation were acknowledged before me this 17th day of February, 1986, by Concha Obregon.

Elaine A. King
Notary Public

My Commission Expires:
Notary Public, State of Florida
My Commission Expires Nov. 27, 1987

STATE OF FLORIDA)
) SS.
COUNTY OF PINELLAS)

The foregoing Articles of Incorporation were acknowledged before me this 17th day of February, 1986, by George W. Ranslow.

Rose M. Caschger
Notary Public

My Commission Expires: Notary Public, State of Florida
My Commission Expires Nov. 6, 1988
Bonded thru 1987 thru insurance, inc.

STATE OF FLORIDA)
) SS.
COUNTY OF PINELLAS)

The foregoing Articles of Incorporation were acknowledged before me this 17th day of February, 1986, by Norman L. Gilbert.

Rose M. Caschger
Notary Public

My Commission Expires: Notary Public, State of Florida
My Commission Expires Nov. 6, 1988
Bonded thru 1987 thru insurance, inc.

STATE OF FLORIDA)
) SS.
COUNTY OF PINELLAS)

The foregoing Articles of Incorporation were acknowledged before me this 17th day of February, 1986, by Charles D. MacDonald.

Rose M. Caschger
Notary Public

My Commission Expires: Notary Public, State of Florida
My Commission Expires Nov. 6, 1988
Bonded thru 1987 thru insurance, inc.

STATE OF FLORIDA)
) SS.
COUNTY OF PINELLAS)

The foregoing Articles of Incorporation were acknowledged before me this 17th day of February, 1986, by John M. Scott.

Elaine A. King
Notary Public

My Commission Expires: Notary Public, State of Florida
My Commission Expires Nov. 27, 1987
Bonded thru 1987 thru insurance, inc.

STATE OF FLORIDA)
) SS.
COUNTY OF PINELLAS)

The foregoing Articles of Incorporation were acknowledged before me this 17th day of February, 1986, by Walter T. Ratcliffe.

Rose M. Caschger
Notary Public

My Commission Expires: Notary Public, State of Florida
My Commission Expires Nov. 8, 1988
Bonded thru 1987 thru insurance, inc.

STATE OF FLORIDA)
) ss.
COUNTY OF PINELLAS)

The foregoing Articles of Incorporation were acknowledged before me this 6th day of March, 1986, by Kenneth E. Ducker.

Elaine A King
Notary Public

My Commission Expires: ~~Notary Public, State of Florida~~ My Commission Expires Nov. 8, 1988
~~My Commission Expires Nov. 8, 1988~~ ~~Notary Public, State of Florida~~ My Commission Expires Nov. 27, 1987

STATE OF FLORIDA)
) ss.
COUNTY OF PINELLAS)

The foregoing Articles of Incorporation were acknowledged before me this 17th day of February, 1986, by Angelo A. Crispino.

Rose M. Caschgan
Notary Public

My Commission Expires: ~~Notary Public, State of Florida~~ My Commission Expires Nov. 8, 1988
~~My Commission Expires Nov. 8, 1988~~ ~~Notary Public, State of Florida~~

STATE OF FLORIDA)
) ss.
COUNTY OF PINELLAS)

The foregoing Articles of Incorporation were acknowledged before me this 17th day of February, 1986, by Dorris A. Kress.

Rose M. Caschgan
Notary Public

My Commission Expires: ~~Notary Public, State of Florida~~ My Commission Expires Nov. 8, 1988
~~My Commission Expires Nov. 8, 1988~~ ~~Notary Public, State of Florida~~

STATE OF FLORIDA)
) ss.
COUNTY OF PINELLAS)

The foregoing Articles of Incorporation were acknowledged before me this 17th day of February, 1986, by George F. Leadbeater.

Rose M. Caschgan
Notary Public

My Commission Expires: ~~Notary Public, State of Florida~~ My Commission Expires Nov. 8, 1988
~~My Commission Expires Nov. 8, 1988~~ ~~Notary Public, State of Florida~~

STATE OF FLORIDA)
) ss.
COUNTY OF PINELLAS)

The foregoing Articles of Incorporation were acknowledged before me this 17th day of February, 1986, by Mary E. Marple.

Rose M. Caschgan
Notary Public

My Commission Expires: ~~Notary Public, State of Florida~~ My Commission Expires Nov. 8, 1988
~~My Commission Expires Nov. 8, 1988~~ ~~Notary Public, State of Florida~~

STATE OF FLORIDA)
) ss.
COUNTY OF PINELLAS)

The foregoing Articles of Incorporation were acknowledged before me this 17th day of February, 1986, by Minnie O'Brien.

Rose M. Caschga
Notary Public

My Commission Expires: Notary Public, State of Florida
My Commission Expires Nov. 6, 1988
Revised Jan. 1987 per Statute, Inc.

STATE OF FLORIDA)
) ss.
COUNTY OF PINELLAS)

The foregoing Articles of Incorporation were acknowledged before me this 17th day of February, 1986, by Everett J. Nelson.

Rose M. Caschga
Notary Public

My Commission Expires: Notary Public, State of Florida
My Commission Expires Nov. 6, 1988
Revised Jan. 1987 per Statute, Inc.

STATE OF FLORIDA)
) ss.
COUNTY OF PINELLAS)

The foregoing Articles of Incorporation were acknowledged before me this 17th day of February, 1986, by Henry E. Conrad.

Rose M. Caschga
Notary Public

My Commission Expires: Notary Public, State of Florida
My Commission Expires Nov. 6, 1988
Revised Jan. 1987 per Statute, Inc.

STATE OF FLORIDA)
) ss.
COUNTY OF PINELLAS)

The foregoing Articles of Incorporation were acknowledged before me this 17th day of February, 1986, by Martin K. Alpert.

Rose M. Caschga
Notary Public

My Commission Expires: Notary Public, State of Florida
My Commission Expires Nov. 6, 1988
Revised Jan. 1987 per Statute, Inc.

STATE OF FLORIDA)
) ss.
COUNTY OF PINELLAS)

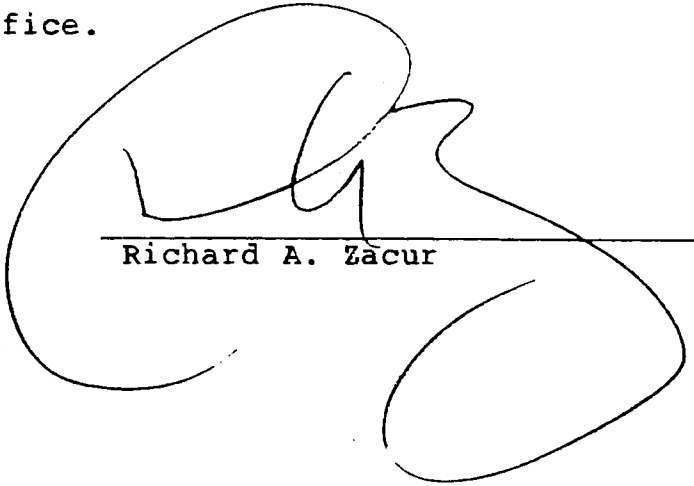
The foregoing Articles of Incorporation were acknowledged before me this 17th day of February, 1986, by Aaron Cohen.

Elaine A. King
Notary Public

My Commission Expires: Notary Public, State of Florida
My Commission Expires Nov. 27, 1987
Revised Jan. 1987 per Statute, Inc.

REGISTERED AGENT ACKNOWLEDGEMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.



Richard A. Zăcur