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State of Florida



Department of State

I certify that the attached is a true and correct copy of the Articles of Incorporation of LAKE FOREST CONDOMINIUM ASSOCIATION OF PINELLAS COUNTY, INC., a corporation organized under the Laws of the State of Florida, filed on April 19, 1985, as shown by the records of this office.

The charter number of this corporation is N08824.

Given under my hand and the Great Seal of the State of Florida, at Tallahassee, the Capital, this the 19th day of April, 1985.



CER-101

George Firestone
Secretary of State

EXHIBIT "C"

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ARTICLES OF INCORPORATION
 OF
 LAKE FOREST CONDOMINIUM ASSOCIATION
 OF PINELLAS COUNTY, INC.
 (a Florida not for profit corporation)

FILED
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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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 1

NAME

The name of the corporation shall be LAKE FOREST CONDOMINIUM ASSOCIATION OF PINELLAS COUNTY, INC.

ARTICLE 2

DEFINITIONS

Section 2.1. The terms used in these Articles of Incorporation shall be defined in accordance with Chapter 718, Florida Statutes and as follows unless the context otherwise requires:

- (a) Articles: This document.
- (b) Association: Lake Forest Condominium Association of Pinellas County, Inc.
- (c) Board: The board of directors for the Association.
- (d) Bylaws: The Bylaws of the Association.
- (e) Condominium: Lake Forest, a Condominium.
- (f) Condominium Act: Chapter 718, Florida Statutes.
- (g) Declaration: The Declaration of Condominium for the condominium.
- (h) Developer: INTER-COASTAL INVESTMENTS INCORPORATED.
- (i) Turnover: Where, as provided and allowed, by the Condominium Act and the Declaration, the Developer has transferred control of the Association to a board, the majority of whom have been elected by the members of the Association.

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

ARTICLE 3

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PURPOSE

The purpose for which the Association is organized is to provide an entity for the operation of the condominium to be created pursuant to the Condominium Act.

ARTICLE 4

QUALIFICATION OF MEMBERS AND MANNER OF ADMISSION

Section 4.1. The members of the Association shall constitute all the record owners of residential condominium units in the condominium.

Section 4.2. A 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 condominium unit 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 of such condominium unit shall thereupon be terminated.

ARTICLE 5

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. Anything herein to the contrary notwithstanding however, any limitation of the Condominium Act provided in the Declaration, these Articles or the Bylaws, shall not be effective if inconsistent or in conflict with the provisions of the Condominium Act.

Section 5.2. All of the powers and duties provided to a condominium association by the Condominium Act (including the operation of more than one condominium) except as may be limited by the Declaration, these Articles, or the Bylaws. Anything herein to the contrary notwithstanding however, any limitation of the Condominium Act provided in the Declaration, these Articles or the Bylaws, shall not be effective if inconsistent or in conflict with the provisions of the Condominium Act.

Section 5.3. The powers of the Association shall specifically include the following:

- (a) adopt and amend bylaws and rules and regulations;

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- (b) adopt and amend budgets for revenues, expenditures, and reserves and collect assessments for common expenses from unit owners;
- (c) hire and terminate managing agents and other employees, agents, and independent contractors;
- (d) institute, defend, or intervene in litigation or administrative proceedings in its own name on behalf of itself or two or more unit owners on matters affecting the condominium;
- (e) make contracts and incur liabilities;
- (f) regulate the use, maintenance, repair, replacement, and modification of common elements;
- (g) cause additional improvements to be made as a part of the common elements;
- (h) acquire, hold, encumber, and convey in its own name any right, title, or interest to real or personal property;
- (i) grant easements, leases, licenses, and concessions through or over the common elements;
- (j) impose and receive any payments, fees, or charges for the use, rental, or operation of the common elements other than limited common elements described in the Declaration;
- (k) impose charges for late payment of assessments and, after notice and an opportunity to be heard, levy reasonable fines for violations of the Declaration, Bylaws, and rules and regulations of the association;
- (l) impose reasonable charges for the preparation and recordation of amendments to the Declaration, information supplied to sellers or prospective purchasers of a condominium unit, or preparation of statements of unpaid assessments;
- (m) provide for the indemnification of its officers and executive board and maintain directors' and officers' liability insurance;
- (n) exercise any other powers conferred by the Declaration or Bylaws;
- (o) exercise all other powers that may be exercised in this State by legal entities of the same type as the Association; and

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

Section 5.4. Except as limited by the Declaration, 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. Anything herein to the contrary notwithstanding however, any limitation of the Condominium Act provided in the Declaration, these Articles or the Bylaws, shall not be effective if inconsistent or in conflict with the provisions of the Condominium Act.

ARTICLE 6

CORPORATE EXISTENCE

The Association shall have perpetual existence.

ARTICLE 7

INCORPORATOR

The name and address of the incorporator to these articles is:

NAMES:

D. Michael Spears

ADDRESSES:

100 Second Avenue South
Suite 701
St. Petersburg, Florida 33701

ARTICLE 8

BOARD OF DIRECTORS

Section 8.1. The affairs of the Association shall be managed by the board. The number of directors on the board may be changed from time to time as provided by the Bylaws, but their number shall never be less than three nor more than seven.

Section 8.2. The unit owner directors of the board shall be elected at the annual meeting of members of the Association in the manner provided by the Bylaws.

Section 8.3. All members of the board elected by unit owners shall be members of the Association, except as is provided in the Bylaws. Any member of the board appointed by the Developer need not be a member of the Association.

Section 8.4. The first election of directors to the board shall not be held until after the Developer has closed the sales of, and the unit owners, other than the Developer, own fifteen percent or more of the units that will be operated

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ultimately by the Association, and at that time the unit owners, other than the Developer, shall be entitled to elect not less than one-third of the members of the board of the Association. The directors named in these Articles shall serve until the first election of directors and any vacancies shall be filled as is provided by the Bylaws.

Section 8.5. The names and addresses of the members of the first board are as follows:

NAMES:	ADDRESSES:
William H. Howell	1700 - 66th Street North Suite 204 St. Petersburg, Florida 33710
C. Allen Peele	1700 - 66th Street North Suite 204 St. Petersburg, Florida 33710
Patricia H. Kelledeas	1700 - 66th Street North Suite 204 St. Petersburg, Florida 33710

ARTICLE 9

OFFICERS OF 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.

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

President:	Patricia H. Kelledeas
Vice-President:	C. Allen Peele
Secretary:	William H. Howell
Treasurer:	William H. Howell

Section 9.4. The officers shall have such duties, responsibilities, and powers as provided by the Bylaws and the Condominium Act.

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ARTICLE 10

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 the 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. The foregoing right of indemnification shall be in addition to and exclusive of all other rights and remedies to which such director or officer may be entitled.

ARTICLE 11

BYLAWS

The board named in these Articles shall adopt bylaws for the Association. The Bylaws may be altered or rescinded by the board until a majority of the members of the board have been elected by the members of the association rather than Developer appointed members of the board at which time the members of the Association shall have the power to alter or rescind the Bylaws as further specified in the Bylaws.

ARTICLE 12

AMENDMENT TO ARTICLES

These Articles may be amended by the board until turnover of the Association as provided by the Declaration and the Condominium Act has been effected. After turnover, these Articles shall be amended only by vote of a 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; PROVIDED, HOWEVER, all proposed amendments to these Articles shall first be considered by the board at a duly constituted meeting with a majority of the board members voting to place the proposed amendment to these Articles before the membership of the Association for adoption.

IN WITNESS WHEREOF, the incorporator has affixed his signature hereto this 12 day of April, 1985.

D. Michael Spear (SEAL)
D. Michael Spear

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STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing Articles of Incorporation were acknowl-
edged before me this 12th day of April, 1985, by
D. MICHAEL SPEARS.

Barbara Ann Cecil
Notary Public - State of Florida

My Commission Expires:

Notary Public, State of Florida
My Commission Expires 12th 31 1987
Notary Public, State of Florida, Inc.

DMS:cam

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes,
the following is submitted:

Name of Corporation: Lake Forest Condominium Association of
Pinellas County, Inc.

Registered Office Address: Suite 701, City Center
100 Second Avenue South
St. Petersburg, Florida 33701

Registered Agent: D. Michael Spears

The above Corporation at its listed registered office
address hereby names the individual listed above as its agent
to accept service of process within the State of Florida.

Dated: April 12, 1985

D. Michael Spears
D. Michael Spears
Incorporator

ACKNOWLEDGMENT

Having been named to accept service of process for the
above stated Corporation, at place designated in this certificate,
I hereby accept to act in this capacity, and agree to comply
with the provisions of all statutes relative to the proper
and complete performance of my duties.

D. Michael Spears
D. Michael Spears
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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