


State of Florida



Department of State

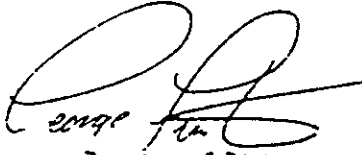
I certify that the attached is a true and correct copy of the Articles of Incorporation of CHATEAUX VERSAILLES CONDOMINIUM ASSOCIATION, INC., a corporation not for profit organized under the Laws of the State of Florida, filed on February 25, 1981, as shown by the records of this office.

The charter number for this corporation is 756507.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
26th day of February, 1981.



CER 101 Rev. 12-80


Secretary of State

FILED

ARTICLES OF INCORPORATION
OF

CHATEAUX VERSAILLES CONDOMINIUM ASSOCIATION, INC. 55 A11 '81

(A FLORIDA CORPORATION NOT FOR PROFIT)
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN ORDER TO FORM A CORPORATION NOT FOR PROFIT UNDER AND IN ACCORDANCE WITH CHAPTER 617 OF THE FLORIDA STATUTES, WE, THE UNDERSIGNED, HEREBY ASSOCIATE OURSELVES INTO A CORPORATION NOT FOR PROFIT FOR THE PURPOSES AND WITH THE POWERS HEREINAFTER SET FORTH AND TO THAT END, WE DO, BY THESE ARTICLES OF INCORPORATION, CERTIFY AND SET FORTH THE FOLLOWING:

ARTICLE I

NAME

THE NAME OF THIS CORPORATION SHALL BE CHATEAUX VERSAILLES CONDOMINIUM ASSOCIATION, INC., A CORPORATION NOT FOR PROFIT, (REFERRED TO HEREIN AS THE "ASSOCIATION").

ARTICLE II

PURPOSE OF ASSOCIATION

THE PURPOSE OF THE ASSOCIATION IS TO ADMINISTER, MANAGE AND OPERATE CHATEAUX VERSAILLES CONDOMINIUM.

ARTICLE III

POWERS

IN FURTHERANCE OF THE FOREGOING PURPOSES, THE ASSOCIATION SHALL HAVE THE FOLLOWING POWERS:

THE ASSOCIATION SHALL HAVE ALL OF THE COMMON LAW AND STATUTORY POWERS OF A FLORIDA CORPORATION NOT FOR PROFIT WHICH ARE NOT IN CONFLICT WITH THE CONDOMINIUM ACT OR THE TERMS AND CONDITIONS OF THE CONDOMINIUM DOCUMENTS;

THE ASSOCIATION SHALL HAVE ALL OF THE POWERS OF A CONDOMINIUM ASSOCIATION UNDER THE CONDOMINIUM ACT AND ALL OF THE POWERS GRANTED TO THE ASSOCIATION UNDER ANY OF THE CONDOMINIUM DOCUMENTS;

THE ASSOCIATION SHALL HAVE ALL OF THE POWERS REASONABLY NECESSARY TO IMPLEMENT THE PURPOSES OF THE ASSOCIATION SET FORTH IN THESE ARTICLES AND IN ANY OF THE CONDOMINIUM DOCUMENTS, INCLUDING BUT NOT LIMITED TO THE FOLLOWING POWERS, WHICH POWERS WILL BE EXERCISED IN ACCORDANCE WITH THE CONDOMINIUM ACT AND THE CONDOMINIUM DOCUMENTS;

(1) TO MAKE, ESTABLISH, AMEND AND ENFORCE REASONABLE RULES AND REGULATIONS GOVERNING CHATEAUX VERSAILLES CONDOMINIUM AND THE USE OF CONDOMINIUM PROPERTY;

(2) TO MAKE, LEVY, COLLECT AND ENFORCE ASSESSMENTS AGAINST OWNERS TO PROVIDE FUNDS TO PAY FOR THE EXPENSES OF THE ASSOCIATION AND THE ADMINISTRATION, MANAGEMENT, OPERATION AND MAINTENANCE OF CHATEAUX VERSAILLES CONDOMINIUM AND TO USE AND EXPEND THE PROCEEDS OF SUCH ASSESSMENTS IN THE EXERCISE OF THE POWERS AND DUTIES OF THE ASSOCIATION;

(3) TO ADMINISTER, MANAGE AND OPERATE CHATEAUX VERSAILLES CONDOMINIUM AND TO MAINTAIN, REPAIR AND REPLACE THE CONDOMINIUM PROPERTY;

TO CONSTRUCT AND RECONSTRUCT CONDOMINIUM PROPERTY IN THE EVENT OF CASUALTY OR OTHER LOSS;

TO EMPLOY PERSONNEL, RETAIN INDEPENDENT CONTRACTORS AND PROFESSIONAL PERSONNEL, AND ENTER INTO ANY SUPPLY, SERVICE, MANAGEMENT OR OTHER AGREEMENTS AND CONTRACTS CONSISTENT WITH THE PURPOSES OF THE ASSOCIATION TO PROVIDE FOR THE ADMINISTRATION, MANAGEMENT AND OPERATION OF CHATEAUX VERSAILLES CONDOMINIUM AND THE ASSOCIATION AND THE MAINTENANCE, CARE AND REPAIR OF CONDOMINIUM

ARTICLE IV

MEMBERS

THE QUALIFICATION OF MEMBERS, THE MANNER OF THEIR ADMISSION TO MEMBERSHIP IN THE ASSOCIATION, THE MANNER OF THEIR TERMINATION OF SUCH MEMBERSHIP, AND THE MANNER OF VOTING BY MEMBERS SHALL BE AS FOLLOWS:

TRANSFER OF CONTROL OF THE ASSOCIATION FROM THE ORIGINAL SUBSCRIBERS HERETO THE UNIT OWNERS SHALL BE AS STATED IN ARTICLE VIII OF THESE ARTICLES AND UNTIL SUCH TRANSFER HAS BEEN ACCOMPLISHED, IN THE EVENT OF THE RESIGNATION OR TERMINATION OF ANY SUBSCRIBER MEMBER, THE REMAINING SUBSCRIBER MEMBERS MAY NOMINATE AND DESIGNATE A SUCCESSOR SUBSCRIBER MEMBER. EACH OF THE SUBSCRIBER MEMBERS SHALL BE ENTITLED TO CAST ONE VOTE ON ALL MATTERS REQUIRING A VOTE OF THE MEMBERSHIP.

MEMBERSHIP IN THE ASSOCIATION FOR OWNERS OTHER THAN DEVELOPER SHALL BE ESTABLISHED BY THE ACQUISITION OF OWNERSHIP OF FEE TITLE TO AN UNIT IN CHATEAUX VERSAILLES CONDOMINIUM AS EVIDENCED BY THE RECORDING OF AN INSTRUMENT OF ACQUISITION AMONGST THE PUBLIC RECORDS OF PINELLAS COUNTY, FLORIDA. WHERE TITLE TO AN UNIT IS ACQUIRED BY CONVEYANCE FROM A PARTY OTHER THAN DEVELOPER BY MEANS OF SALE, GIFT, INHERITANCE, DEVISE, JUDICIAL DECREE OR OTHERWISE, THE PERSON, PERSONS OR ENTITY THEREBY ACQUIRING SUCH UNIT SHALL NOT BE A MEMBER UNLESS AND UNTIL SUCH OWNER SHALL DELIVER A TRUE COPY OF A DEED OR OTHER INSTRUMENT OF ACQUISITION OF TITLE TO THE ASSOCIATION.

NO MEMBER MAY ASSIGN, HYPOTHECATE OR TRANSFER IN ANY MANNER HIS MEMBERSHIP IN THE ASSOCIATION EXCEPT AS AN APPURTENANCE TO HIS UNIT.

ANY MEMBER WHO CONVEYS OR LOSES TITLE TO AN UNIT BY SALE, GIFT, BEQUEST, JUDICIAL DECREE OR OTHERWISE SHALL IMMEDIATELY UPON SUCH CONVEYANCE OR LOSS OF TITLE NO LONGER BE ENTITLED TO BE A MEMBER OF THE ASSOCIATION, SHALL NOT BE SUCH A MEMBER, AND SHALL LOSE ALL RIGHTS AND PRIVILEGES OF A MEMBER OF THE ASSOCIATION.

IF THERE IS ONE MEMBER WITH RESPECT TO AN UNIT, SUCH MEMBER SHALL BE ENTITLED TO ONE VOTE. IF THERE IS MORE THAN ONE MEMBER WITH RESPECT TO AN UNIT AS A RESULT OF THE FEE INTEREST IN SUCH UNIT BEING HELD BY MORE THAN ONE PERSON, SUCH MEMBERS COLLECTIVELY SHALL BE ENTITLED TO ONLY ONE VOTE. THE VOTE OF THE OWNERS OF AN UNIT OWNED BY MORE THAN ONE NATURAL PERSON OR BY A CORPORATION OR OTHER LEGAL ENTITY SHALL BE CAST BY THE PERSON NAMED IN A CERTIFICATE SIGNED BY ALL OF THE OWNERS OF THE UNIT, OR IF APPROPRIATE, BY PROPERLY DESIGNATED OFFICERS, PARTNERS OR PRINCIPALS OF THE RESPECTIVE LEGAL ENTITY, AND FILED WITH THE SECRETARY OF THE ASSOCIATION, AND SUCH CERTIFICATE SHALL BE VALID UNTIL REVOKED BY A SUBSEQUENT CERTIFICATE. IF SUCH A CERTIFICATE IS NOT FILED WITH THE SECRETARY OF THE ASSOCIATION, THE VOTE OF SUCH UNIT SHALL NOT BE CONSIDERED FOR ANY PURPOSE.

ARTICLE V

TERM

THE TERM FOR WHICH THE ASSOCIATION IS TO EXIST SHALL BE PERPETUAL.

ARTICLE VI

SUBSCRIBERS

NAME
PETER LIMONGELLO

ADDRESS
2312 HERON CIRCLE
CLEARWATER, FLORIDA 33520

O.R. 5212 PAGE 480

MICHAEL LIMONGELLO

2312 HERON CIRCLE
CLEARWATER, FLORIDA 33520

RONALD DAMICO

13466 SOL VISTA DRIVE
LARGO, FLORIDA 33540

ARTICLE VII

OFFICERS

THE AFFAIRS OF THE ASSOCIATION SHALL BE MANAGED BY A PRESIDENT, A SECRETARY AND A TREASURER, AND, IF ELECTED BY THE BOARD AN ASSISTANT SECRETARY, AN ASSISTANT TREASURER AND SUCH OTHER OFFICERS AND ASSISTANT OFFICERS DESIGNATED BY THE BOARD, WHICH OFFICERS SHALL BE SUBJECT TO THE DIRECTIONS OF THE BOARD.

THE BOARD SHALL ELECT THE PRESIDENT, A SECRETARY, AND A TREASURER, AND AS MANY OTHER ASSISTANT SECRETARIES AND ASSISTANT TREASURERS AS THE BOARD SHALL FROM TIME TO TIME DETERMINE APPROPRIATE. SUCH OFFICERS SHALL BE ELECTED ANNUALLY BY THE BOARD AT THE FIRST MEETING OF THE BOARD; PROVIDED, HOWEVER, SUCH OFFICERS MAY BE REMOVED BY THE BOARD AND OTHER PERSONS MAY BE ELECTED BY THE BOARD AS SUCH OFFICERS IN THE MANNER PROVIDED IN THE BYLAWS. THE PRESIDENT SHALL BE A DIRECTOR OF THE ASSOCIATION, BUT NO OTHER OFFICER NEED BE A DIRECTOR. THE SAME PERSON MAY HOLD TWO OFFICES THE DUTIES OF WHICH ARE NOT INCOMPATIBLE; PROVIDED, HOWEVER, THE OFFICES OF PRESIDENT AND SECRETARY SHALL NOT BE HELD BY THE SAME PERSON.

THE NAMES OF THE OFFICERS WHO ARE TO SERVE UNTIL THE FIRST ELECTION OF OFFICERS BY THE BOARD ARE AS FOLLOWS:

PRESIDENT	PETER LIMONGELLO
SECRETARY	MICHAEL LIMONGELLO
TREASURER	RONALD DAMICO

ARTICLE VIII

BOARD OF DIRECTORS

THE NUMBER OF DIRECTORS ON THE FIRST BOARD OF DIRECTORS SHALL BE THREE (3). THE NUMBER OF DIRECTORS ON THE BOARD THEREAFTER SHALL BE NOT LESS THAN THREE (3).

THE NAMES AND ADDRESSES OF THE PERSONS WHO ARE TO SERVE AS DIRECTORS ON THE FIRST BOARD UNTIL THE FIRST ELECTION OF THEIR RESPECTIVE SUCCESSORS IN ACCORDANCE WITH THIS ARTICLE VIII ARE AS FOLLOWS:

NAMES	ADDRESSES
PETER LIMONGELLO	2312 HERON CIRCLE CLEARWATER, FLORIDA 33520
MICHAEL LIMONGELLO	2312 HERON CIRCLE CLEARWATER, FLORIDA 33520
RONALD DAMICO	13466 SOL VISTA DRIVE LARGO, FLORIDA 33520

THE FIRST BOARD SHALL SERVE UNTIL THE EARLIEST TO OCCUR OF THE FOLLOWING EVENTS:

THE SENDING BY DEVELOPER TO THE ASSOCIATION AND TO EACH MEMBER OF A WRITTEN NOTICE THAT DEVELOPER VOLUNTARILY RELINQUISHES ITS RIGHT TO CONTINUE TO DESIGNATE ANY OF THE MEMBERS OF THE BOARD OF DIRECTORS OF THE ASSOCIATION; OR

A. INITIALLY, SUCH THREE (3) PERSONS AS THE DEVELOPER MAY NAME SHALL BE THE MEMBERS OF THE CORPORATION WHO SHALL BE THE SOLE VOTING MEMBERS OF THE CORPORATION UNTIL SUCH TIME AS THE UNIT OWNERS OTHER THAN THE DEVELOPER OWN FIFTEEN PERCENT (15%) OR MORE OF THE UNITS THAT WILL BE OPERATED ULTIMATELY BY THE ASSOCIATION, AT WHICH TIME THE UNIT OWNERS OTHER THAN THE DEVELOPER SHALL THEN BE ENTITLED TO ELECT NOT LESS THAN ONE-THIRD (1/3) OF THE MEMBERS OF THE BOARD OF DIRECTORS OF THE ASSOCIATION. UNIT OWNERS OTHER THAN THE DEVELOPER SHALL BE ENTITLED TO ELECT NOT LESS THAN A MAJORITY OF THE MEMBERS OF THE BOARD OF DIRECTORS OF THE ASSOCIATION THREE (3) YEARS AFTER SALES BY THE DEVELOPER HAVE BEEN CLOSED OF NOT LESS THAN FIFTY PERCENT (50%) OF THE UNITS THAT WILL BE OPERATED ULTIMATELY BY THE ASSOCIATION, OR THREE (3) MONTHS AFTER SALES HAVE BEEN CLOSED BY THE DEVELOPER OF NOT LESS THAN NINETY PERCENT (90%) OF THE UNITS THAT WILL BE OPERATED ULTIMATELY BY THE ASSOCIATION, OR WHEN ALL OF THE UNITS THAT WILL BE OPERATED ULTIMATELY BY THE ASSOCIATION HAVE BEEN COMPLETED AND SOME OF THEM HAVE BEEN SOLD AND NONE OF THE OTHERS ARE BEING OFFERED FOR SALE BY THE DEVELOPER IN THE ORDINARY COURSE OF BUSINESS, WHICHEVER SHALL FIRST OCCUR. THE DEVELOPER SHALL BE ENTITLED TO ELECT NOT LESS THAN ONE (1) MEMBER OF THE BOARD OF DIRECTORS OF THE ASSOCIATION AS LONG AS THE DEVELOPER HOLDS FOR SALE IN THE ORDINARY COURSE OF BUSINESS ANY UNITS IN A CONDOMINIUM OPERATED BY THE ASSOCIATION.

B. WITHIN SIXTY (60) DAYS AFTER THE UNIT OWNERS OTHER THAN THE DEVELOPER ARE ENTITLED TO ELECT A MEMBER OF THE BOARD OF DIRECTORS OF THE ASSOCIATION, THE ASSOCIATION SHALL CALL, AND GIVE NOT LESS THAN THIRTY (30) DAYS NOR MORE THAN FORTY (40) DAYS NOTICE OF A MEETING OF THE UNIT OWNERS FOR THIS PURPOSE. SUCH MEETING MAY BE CALLED AND THE NOTICE GIVEN BY ANY UNIT OWNER IF THE ASSOCIATION FAILS TO DO SO.

C. IF THE DEVELOPER HOLDS UNITS FOR SALE IN THE ORDINARY COURSE OF BUSINESS, NONE OF THE FOLLOWING ACTIONS MAY BE TAKEN WITHOUT APPROVAL, IN WRITING, BY THE DEVELOPER:

(1) ASSESSMENT OF THE DEVELOPER AS A UNIT OWNER FOR CAPITAL IMPROVEMENTS.

(2) ANY ACTION BY THE ASSOCIATION THAT WOULD BE DETRIMENTAL TO THE SALE OF UNITS BY THE DEVELOPER; PROVIDED, HOWEVER, THAT AN INCREASE IN ASSESSMENTS FOR COMMON EXPENSES WITHOUT DISCRIMINATION AGAINST THE DEVELOPER SHALL NOT BE DEEMED TO BE DETRIMENTAL TO THE SALES OF THE UNITS.

D. PRIOR TO OR WITHIN A REASONABLE TIME AFTER THE TIME THAT UNIT OWNERS OTHER THAN THE DEVELOPER ELECT A MAJORITY OF THE MEMBERS OF THE BOARD OF DIRECTORS OF THE ASSOCIATION, SUCH REASONABLE TIME NOT TO EXCEED SIXTY (60) DAYS, THE DEVELOPER SHALL RELINQUISH CONTROL OF THE ASSOCIATION AND SHALL DELIVER TO THE ASSOCIATION ALL PROPERTY OF THE UNIT OWNERS AND OF THE ASSOCIATION HELD BY OR CONTROLLED BY THE DEVELOPER.

DEVELOPER RESERVES THE RIGHT TO DESIGNATE AND ELECT SUCCESSOR DIRECTORS TO SERVE ON THE FIRST BOARD UPON THE RESIGNATION OR REMOVAL OF DIRECTORS FROM THE FIRST BOARD OR UPON THE ELECTION OF THE FIRST BOARD AT ANNUAL MEETINGS OF THE MEMBERS OF THE ASSOCIATION FOR SO LONG AS THE FIRST BOARD IS TO SERVE; PROVIDED, HOWEVER, THE MEMBERS OF THE ASSOCIATION, OTHER THAN DECLARANT SHALL HAVE SUCH RIGHT OF DESIGNATION AND ELECTION TO THE EXTENT SET FORTH IN SECTION 718.301, FLORIDA STATUTES, THE CONDOMINIUM ACT.

AFTER THE TERMINATION OF THE FIRST BOARD, THE BOARD SHALL SERVE UNTIL SUCH TIME AS STATED IN SECTION 718.301(4), FLORIDA STATUTES, THE CONDOMINIUM ACT; WHEREUPON THE MEMBERS SHALL ELECT ALL OF THE DIRECTORS TO SERVE ON THE BOARD IN ACCORDANCE WITH THE BYLAWS OF THE ASSOCIATION, AND THE BOARD SHALL CONTINUE TO BE SO ELECTED AT SUBSEQUENT ANNUAL MEETINGS OF THE MEMBERS OF THE ASSOCIATION.

ARTICLES OF INCORPORATION OF
CHATEAUX VERSAILLES FORE CONDOMINIUM ASSOCIATION, INC

The undersigned, by these Articles, associates themselves for the purpose of forming a Corporation not under Chapter 617, Florida Statutes, and certify as

REC'D
NOTARY PUBLIC
STATE OF FLORIDA
JAN 27 1983

ARTICLE I

Name and Definitions

The name of the Corporation shall be Chateaux Versailles Fore Condominium Association, Inc. For convenience, the Corporation shall be referred to in this instrument as the Association, these Articles of Incorporation as Articles, and the Bylaws of the Association as Bylaws.

ARTICLE II

Purpose

The purpose for which the Association is organized is to provide an entity pursuant to F.S. 718.111 for the operation of Chateau Versailles Fore, a condominium, located upon the following lands in Pinellas County, Florida: Legally described as:

From the Northwest Corner of Lot 1,
Block 1 Meadowlawn 62nd Avenue Addition,
and recorded in Plat Book 69, Page 36,
Public Records of Pinellas County, Florida.

ARTICLE III

Powers

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

The Association shall have all of the common law and statutory powers of a corporation not for profit under the Laws of Florida.

The Association shall have all of the powers and duties set forth in the Condominium Act and all of the powers and duties reasonably necessary to operate the Condominium pursuant to the Declaration and as it may be amended from time to time, including but not limited to the following:

- a. To make and collect assessments against members as unit owners to defray the costs, expenses and losses of the Condominium.
- b. To use the proceeds of assessments and charges in the exercise of its powers and duties.
- c. To buy or lease both real and personal property for condominium use, and to sell or otherwise dispose of property so acquired.
- d. To maintain, repair, replace, and operate the Condominium property and property acquired or leased.

By the Association for use by unit owners.

- e. To purchase insurance upon the Condominium property and insurance for the protection of the Association and its members as unit owners.
- f. To reconstruct and repair improvements after casualty and to construct additional improvements of the Condominium property.
- g. To make and amend reasonable regulations respecting the use and appearance of the property in the Condominium; provided, however, that all those regulations and their amendments shall be approved by not less than 75% of the votes of the entire membership of the Association before they shall become effective.
- h. To approve or disapprove the leasing, transfer, mortgaging, ownership and possession of units as may be provided by the Declaration of Condominium and the Bylaws.
- i. To enforce, by legal means, the provisions of the Condominium Act, the Declaration of Condominium, these Articles, the Bylaws of the Association and the Regulations for the use of the property in the Condominium.
- j. To contract for the management of the Condominium and to delegate to the contractor all powers and duties of the Association except those that are specifically required by the Declaration of Condominium to have approval of the Board of Directors or the membership of the Association.
- k. To contract for the management or operation of portions of the common elements susceptible to separate management or operation and to grant leases of those portions for this purpose.
- l. To employ personnel to perform the services required for proper operation of the Condominium.

ARTICLE IV

Members

The members of the Association, the manner of their admission to membership in the Association, the manner of their termination of such membership, and the manner of voting by members shall be as follows:

Transfer of control of the Association from the original subscribers hereto, the unit owners shall be as stated in Article VIII of these Articles and until such transfer has been accomplished in the event of the resignation or termination of any subscriber member, the remaining subscriber members may nominate and designate a successor subscriber member. Each of the subscriber members shall be entitled to cast one vote on all matters requiring a vote of the membership.

Membership in the Association for Owners other than Developer shall be established by the acquisition of ownership of

evidenced by recording of an instrument of acquisition amongst the public records of Pinellas County, Florida. Where title to a unit is acquired by conveyance from a party owner other than Developer by means of sale, gift, inheritance, devise, judicial decree or otherwise, the person, persons or entity thereby acquiring such unit shall not be a member unless or until such owner shall deliver a true copy of a deed or other instrument of acquisition of title to the Association.

No member may assign, hypothecate or transfer in any manner, his membership in the Association, except as an appurtenance to his unit.

Any member who conveys or loses title to a unit by sale, gift, bequest, judicial decree or otherwise shall, immediately upon such conveyance or loss of title, no longer be entitled to be a member of the Association, shall not be such a member, and shall lose all rights and privileges of a member of the Association.

If there is one member with respect to a unit, such member shall be entitled to one vote. If there is more than one member with respect to a unit as a result of the fee interest in such unit being held by more than one person, such members collectively shall be entitled to only one vote. The vote of the owners of a unit owned by more than one natural person or by a corporation or other legal entity shall be cast by the person named in a certificate signed by all of the owners of the unit, or if appropriate, by properly designated officers, partners or principals of the respective legal entity, and filed with the secretary of the Association, and such certificate shall be valid until revoked by a subsequent certificate.

If such a certificate is not filed with the secretary of the Association, the vote of such unit shall not be considered for any purpose.

ARTICLE V

Term

The term of the Association shall be perpetual.

ARTICLE VI

Subscribers

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

John F. Pearce
9071 Park Blvd. N.
Seminole, Florida

Michael Kashton
9071 Park Blvd. N.
Seminole, Florida

Jeffrey Chadwick
9071 Park Blvd. N.
Seminole, Florida

ARTICLE VII

BOARD OF DIRECTORS

The number of directors on the first board of directors shall be three (3). The number of directors on the Board thereafter shall not be less than three (3).

The names and addresses of the persons who are to serve as directors on the first board until the first election of their respective successors in this Article VII are as follows:

<u>Name</u>	<u>Address</u>
John F. Pearce	9071 Park Blvd., Seminole, Florida
Michael Kashton	9071 Park Blvd., Seminole, Florida
Jeffrey Chadwick	9071 Park Blvd., Seminole, Florida

The first board shall serve until the earliest to occur of the following:

The sending by developer to the Association and to each member, a written notice that developer voluntarily relinquishes its right to continue to designate any of the members of the board of directors of the Association; or

(a) Initially, such three (3) persons as the Developer may name shall be the members of the Corporation until such time as the unit owners, other than the Developer, own fifteen percent (15%) or more of the units that will be operated ultimately by the Association, at which time the unit owners, other than the Developer, shall then be entitled to elect not less than one-third (1/3) of the members of the Board of Directors of the Association. Unit owners, other than the Developer, shall be entitled to elect not less than a majority of the members of the Board of Directors of the Association three (3) years after sales by the Developer have been closed of not less than fifty percent (50%) of the units that will be operated ultimately by the Association, or three (3) months after sales have been closed by the Developer of not less than seventy percent (70%) of the units that will be operated ultimately by the Association, or when all of the units that will be operated ultimately by the Association have been completed and some of them have been sold and none of the others are being offered for sale by the Developer in the ordinary course of business, whichever shall first occur. The Developer shall be entitled to elect not less than one (1) member of the Board of Directors of the Association as long as the Developer holds for sale in the ordinary course of business at least five (5%) percent of the units in a condominium operated by the Association.

(b) Within sixty (60) days after the unit owners, other than the Developer, are entitled to elect a member of the Board of Directors of the Association, the Association shall call, and give not less than thirty (30) days or more than forty (40) days notice of a meeting of the unit owners for this purpose. Such meeting may be called and the notice given by any unit owner if the Association fails to do so.

(c) If the Developer holds units for sale in the ordinary course of business, none of the following actions may be taken without approval, in writing, by the Developer:

(1) Assessment of the Developer as a unit owner for capital improvements.

(2) Any action by the Association that would be detrimental to the sale of units by the Developer; provided however, that an increase in assessments for common expenses without discrimination against the Developer shall not be deemed to be detrimental to the sales of the units.

(d) Prior to or within a reasonable time after the time that unit owners, other than the Developer, elect a majority of the members of the Board of Directors of the Association, such reasonable time not to exceed sixty (60) days, the Developer shall relinquish control of the Association and shall deliver to the Association all property of the unit owners and of the Association held by or controlled by the Developer.

Developer reserves the right to designate and elect successor directors to serve on the first board upon the resignation or removal of directors from the first board or upon the election of the first board at annual meetings of the members of the Association for so long as the first board is to serve; provided, however, the members of the Association, other than Developer, shall have such right of designation and election to the extent set forth in Section 718.301, Florida Statutes, the Condominium Act; whereupon the members shall elect all of the directors to serve on the board in accordance with the bylaws of the Association, and the board shall continue to be so elected at subsequent annual meetings of the members of the Association.

ARTICLE VIII

Officers

The affairs of the Association shall be administered by a president, a secretary and a treasurer, and if elected by the board, an assistant secretary, an assistant treasurer and such other officers and assistant officers designated by the board, which officers shall be subject to the direction of the board.

The board shall elect the president, a secretary and a treasurer, and as many other assistant secretaries and assistant treasurers as the board shall from time to time determine appropriate. Such officers shall be elected annually by the board at the first meeting of the board, provided, however, such officers may be removed by the board and other persons may be elected by the board as such officers in the manner provided in the bylaws. The president shall be a director of the Association, but no other officer need be a director. The same person may hold two offices, the duties of which are not incompatible; provided, however, the offices president and secretary shall not be held by the same person.

The names of the officers who are to serve until the first election of officers by the board are as follows:

President:	Jeffrey Chadwick
Secretary:	John P. Pearce
Treasurer:	Michael Kashtan

ARTICLE IX

Bylaws

The Bylaws of the Association shall be adopted by the first board, and thereafter may be altered, amended or rescinded by a majority of the board and a majority of the members present at a meeting of each of such bodies in the manner provided for in the bylaws.

ARTICLE X

Amendment

Prior to the conveyance by Developer of a unit, these Articles may be amended only by an instrument in writing signed by all of the Subscriber members and filed in the office of the Secretary of State of the State of Florida.

After the conveyance by Developer of a unit, these articles may be amended in the following manner:

(1) An amendment may be first considered by either the board or the members, and notice of the subject matter of the proposed amendment shall be set forth in the notice of the meeting (whether of the board or of the membership at which time such proposed amendment shall be considered. Upon approval of a proposed amendment by either the board or the members, such proposed amendment shall be submitted for approval to the other of said bodies. Approval by the members must be by a vote of two-thirds (2/3) of the members present at a meeting of the members at which a quorum is present, and approval by the board must be by two-thirds (2/3) of the directors present at a meeting of the directors at which a quorum is present.

Notwithstanding any provision of this Article X to the contrary, these articles shall not be amended in any manner which shall abridge, amend or alter the rights or priorities of any institutional first mortgagee, or developer, including the rights of Developer to designate the directors of the first board as provided in Article VIII hereof without the prior written consent to such amendment by Developer or such institutional first mortgagee as the case may be.

Notwithstanding any provision of this Article X to the contrary, these Articles shall not be amended in any manner which shall amend, modify or affect any provisions, terms, conditions, rights and obligations set forth in any other condominium document, as the same

provisions thereof.

Any instrument amending the Articles shall identify the particular section or sections being amended and give the exact language of such amendment. A certified copy of each of such amendment shall be attached to any certified copy of these Articles and a copy of each amendment certified by the Secretary of State shall be recorded amongst the Public Records of Pinellas County, Florida.

ARTICLE XI

Registered Office and Registered Agent

The Association hereby appoints Jeffrey Chadwick at 9071 Park Blvd. N., Seminole, Florida 33543, as its registered agent to accept service of process within this state.

Agency accepted:

Jeffrey Chadwick
Jeffrey Chadwick

ARTICLE XII

Indemnification

The Association shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted under law. Without limiting the foregoing, each and every director and officer of the Association shall be indemnified by the Association against all costs, expenses and liabilities, including counsel fees at all trial and appellate levels, reasonably incurred by or imposed upon him in connection with any threatened, pending or completed proceeding or litigation or any settlement in which he is a party by reason of his being or having been a director or officer of the Association, and the foregoing provision for indemnification shall apply whether or not such a person is a director or officer of the Association, at the time such costs, expense, or liability is incurred. Notwithstanding the foregoing, in the event a director or officer admits or is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, the indemnification provision of the Article XII shall not apply.

IN WITNESS WHEREOF, the Subscribers have hereunto affixed their signatures this 29th day of July, 1983.

Subscribers:


John F. Pearce


Jeffrey Chadwick


Michael Kashtan

STATE OF FLORIDA)

COUNTY OF PINELLAS)

JOHN F. PEARCE, JEFFREY CHADWICK, and MICHAEL KASHTAN, appeared before me, and after being duly sworn, they acknowledged that they executed the foregoing Articles of Incorporation for the purposes therein expressed, this 29th day of July, 1983.


Notary Public

My Commission Expires:

NOTARY PUBLIC, State of Florida At Large
My Commission Expires Sept. 15th, 1984

FILED

AUG 3 3 55 PM '82

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF
CHATEAUX VERSAILLES TOO CONDOMINIUM ASSOCIATION, INC.

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

ARTICLE I

Name and Definitions

The name of the Corporation shall be Chateaux Versailles Too Condominium Association, Inc. For convenience, the Corporation shall be referred to in this instrument as the Association, these Articles of Incorporation as Articles, and the Bylaws of the Association as Bylaws.

ARTICLE II

Purpose

The purpose for which the Association is organized is to provide an entity pursuant to F.S. 718.111 for the operation of Chateau Versailles Too, a condominium, located upon the following lands in Pinellas County, Florida: Legally described as:

Portion of Lot 2, Block 1, Meadowlawn 62nd Avenue Addition, as recorded in Plat Book 69, Page 36, Public Records of Pinellas County, Florida.

ARTICLE III

Powers

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

The Association shall have all of the common law and statutory powers of a corporation not for profit under the Laws of Florida that are not in conflict with the terms of these Articles.

The Association shall have all of the powers and duties set forth in the Condominium Act except as limited by these Articles and the Declaration of Condominium and all of the powers and duties reasonably necessary to operate the Condominium pursuant to the Declaration and as it may be amended from time to time, including but not limited to the following:

- a. To make and collect assessments against members as unit owners to defray the costs, expenses and losses of the Condominium.
- b. To use the proceeds of assessments and charges in the exercise of its powers and duties.
- c. To buy or lease both real and personal property for condominium use, and to sell or otherwise dispose of property so acquired.
- d. To maintain, repair, replace and operate the Condominium property and property acquired or leased

by the Association for use by unit owners.

e. To purchase insurance upon the Condominium property and insurance for the protection of the Association and its members as unit owners.

f. To reconstruct and repair improvements after casualty and to construct additional improvements of the Condominium property.

g. To make and amend reasonable regulations respecting the use and appearance of the property in the Condominium; provided, however, that all those regulations and their amendments shall be approved by not less than 75% of the votes of the entire membership of the Association before they shall become effective.

h. To approve or disapprove the leasing, transfer, mortgaging, ownership and possession of units as may be provided by the Declaration of Condominium and the Bylaws.

i. To enforce, by legal means, the provisions of the Condominium Act, the Declaration of Condominium, these Articles, the Bylaws of the Association and the Regulations for the use of the property in the Condominium.

j. To contract for the management of the Condominium and to delegate to the contractor all powers and duties of the Association except those that are specifically required by the Declaration of Condominium to have approval of the Board of Directors or the membership of the Association.

k. To contract for the management or operation of portions of the common elements susceptible to separate management or operation and to grant leases of those portions for this purpose.

l. To employ personnel to perform the services required for proper operation of the Condominium.

ARTICLE IV

Members

The members of the Association, the manner of their admission to membership in the Association, the manner of their termination of such membership, and the manner of voting by members shall be as follows:

Transfer of control of the Association from the original subscribers hereto, the unit owners shall be as stated in Article VIII of these Articles and until such transfer has been accomplished, in the event of the resignation or termination of any subscriber member, the remaining subscriber members may nominate and designate a successor subscriber member. Each of the subscriber members shall be entitled to cast one vote on all matters requiring a vote of the membership.

Membership in the Association for Owners other than Developer shall be established by the acquisition of ownership of fee title to a unit in Chateaux Versailles Too Condominium as evidenced by recording

of an instrument of acquisition amongst the public records of Pinellas County, Florida. Where title to a unit is acquired by conveyance from a party owner other than Developer by means of sale, gift, inheritance, devise, judicial decree or otherwise, the person, persons or entity thereby acquiring such unit shall not be a member unless or until such owner shall deliver a true copy of a deed or other instrument of acquisition of title to the Association.

No member may assign, hypothecate or transfer in any manner, his membership in the Association, except as an appurtenance to his unit.

Any member who conveys or loses title to a unit by sale, gift, bequest, judicial decree or otherwise shall, immediately upon such conveyance or loss of title, no longer be entitled to be a member of the Association, shall not be such a member, and shall lose all rights and privileges of a member of the Association.

If there is one member with respect to a unit, such member shall be entitled to one vote. If there is more than one member with respect to a unit as a result of the fee interest in such unit being held by more than one person, such members collectively shall be entitled to only one vote. The vote of the owners of a unit owned by more than one natural person or by a corporation or other legal entity shall be cast by the person named in a certificate signed by all of the owners of the unit, or if appropriate, by properly designated officers, partners or principals of the respective legal entity, and filed with the secretary of the Association, and such certificate shall be valid until revoked by a subsequent certificate.

If such certificate is not filed with the secretary of the Association, the vote of such unit shall not be considered for any purpose.

ARTICLE V

Term

The term of the Association shall be perpetual.

ARTICLE VI

Subscribers

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

John F. Pearce
9071 Park Blvd. N
Seminole, Florida

Michael Kashtan
9071 Park Blvd. N
Seminole, Florida

Ronald Damico
13466 Sol Vista Drive
Largo, Florida

ARTICLE VII

BOARD OF DIRECTORS

The number of directors on the first board of directors shall be three (3). The number of directors on the Board thereafter shall not be less than three (3).

The names and addresses of the persons who are to be as directors on the first board until the first election of their respective successors in this Article VII are as follows:

<u>Name</u>	<u>Address</u>
John P. Pearce	9071 Park Blvd., Seminole, Florida
Michael Kashtan	9071 Park Blvd., Seminole, Florida
Ronald Damico	13466 Sol Vista Drive, Largo, Florida

The first board shall serve until the earliest to occur of the following:

The sending by developer to the Association and to each member, a written notice that developer voluntarily relinquishes its right to continue to designate any of the members of the board of directors of the Association; or

(a) Initially, such three (3) persons as the Developer may name shall be the members of the Corporation until such time as the unit owners, other than the Developer, own fifteen percent (15%) or more of the units that will be operated ultimately by the Association, at which time the unit owners, other than the Developer, shall then be entitled to elect not less than one-third (1/3) of the members of the Board of Directors of the Association. Unit owners, other than the Developer, shall be entitled to elect not less than a majority of the members of the Board of Directors of the Association three (3) years after sales by the Developer have been closed of not less than fifty percent (50%) of the units that will be operated ultimately by the Association, or three (3) months after sales have been closed by the Developer of not less than ninety percent (90%) of the units that will be operated ultimately by the Association, or when all of the units that will be operated ultimately by the Association have been completed and some of them have been sold and none of the others are being offered for sale by the Developer in the ordinary course of business, whichever shall first occur. The Developer shall be entitled to elect not less than one (1) member of the Board of Directors of the Association as long as the Developer holds for sale in the ordinary course of business at least five (5) percent of the units in a condominium operated by the Association.

(b) Within sixty (60) days after the unit owners, other than the Developer, are entitled to elect a member of the Board of Directors of the Association, the Association shall call, and give not less than thirty (30) days or more than forty (40) days notice of a meeting of the unit owners for this purpose. Such meeting may be called and the notice given by any unit owner if the Association fails to do so.

(c) If the Developer holds units for sale in the ordinary course of business, none of the following actions may be taken without approval, in writing, by the Developer:

(1) Assessment of the Developer as a unit owner for capital improvements.

(2) Any action by the Association that would be detrimental to the sale of units by the Developer; provided however, that an increase in assessments for common expenses without discrimination against the Developer shall not be deemed to be detrimental to the sales of the units

(d) Prior to or within a reasonable time after the time that unit owners, other than the Developer, elect a majority of the members of the Board of Directors of the Association, such reasonable time not to exceed sixty (60) days, the Developer shall relinquish control of the Association and shall deliver to the Association all property of the unit owners and of the Association held by or controlled by the Developer.

Developer reserves the right to designate and elect successor directors to serve on the first board upon the resignation or removal of directors from the first board or upon the election of the first board at annual meetings of the members of the Association for so long as the first board is to serve; provided, however, the members of the Association, other than Developer, shall have such right of designation and election to the extent set forth in Section 718.301, Florida Statutes, the Condominium Act.

After the termination of the first board of directors, the board shall serve until such time as stated in Section 718.301 (4), Florida Statutes, the Condominium Act; whereupon the members shall elect all of the directors to serve on the board in accordance with the bylaws of the Association, and the board shall continue to be so elected at subsequent annual meetings of the members of the Association.

ARTICLE VIII

Officers

The affairs of the Association shall be administered by a president, a secretary and a treasurer, and if elected by the board, an assistant secretary, an assistant treasurer and such other officers and assistant officers designated by the board, which officers shall be subject to the direction of the board.

The board shall elect the president, a secretary and a treasurer, and as many other assistant secretaries and assistant treasurers as the board shall from time to time determine appropriate. Such officers shall be elected annually by the board at the first meeting of the board, provided, however, such officers may be removed by the board and other persons may be elected by the board as such officers in the manner provided in the bylaws. The president shall be a director of the Association, but no other officer need be a director. The same person may hold two offices, the duties of which are not incompatible; provided, however, the offices president and secretary shall not be held by the same person.

The names of the officers who are to serve until the first election of officers by the board are as follows:

President:	John F. Pearce
Secretary:	Ronald Damico
Treasurer:	Michael Kashtan

ARTICLE IX

Bylaws

The Bylaws of the Association shall be adopted by the first board, and thereafter may be altered, amended or rescinded by a majority of the board and a majority of the members present at a meeting of each of such bodies in the manner provided for in the bylaws.

ARTICLE X

Amendment

Prior to the conveyance by Developer of a unit, these Articles may be amended only by an instrument in writing signed by all of the Subscriber members and filed in the office of the Secretary of State of the State of Florida.

After the conveyance by Developer of a unit, these articles may be amended in the following manner:

(1) An amendment may be first considered by either the board or the members, and notice of the subject matter of the proposed amendment shall be set forth in the notice of the meeting (whether of the board or of the membership) at which time such proposed amendment shall be considered. Upon approval of a proposed amendment by either the board or the members, such proposed amendment shall be submitted for approval to the other of said bodies. Approval by the members must be by a vote of two-thirds (2/3) of the members present at a meeting of the members at which a quorum is present, and approval by the board must be by two-thirds (2/3) of the directors present at a meeting of the directors at which a quorum is present.

Notwithstanding any provision of this Article X to the contrary, these articles shall not be amended in any manner which shall abridge, amend or alter the rights or priorities of any institutional first mortgagee, or developer, including the rights of Developer to designate the directors of the first board as provided in Article VIII hereof without the prior written consent to such amendment by Developer or such institutional first mortgagee as the case may be.

Notwithstanding any provision of this Article X to the contrary, these Articles shall not be amended in any manner which shall amend, modify or affect any provisions, terms, conditions, rights and obligations set forth in any other condominium document, as the same may be amended from time to time in accordance with the respective

provisions thereof.

Any instrument amending the Articles shall identify the particular section or sections being amended and give the exact language of such amendment. A certified copy of each of such amendment shall be attached to any certified copy of these Articles and a copy of each amendment certified by the Secretary of State shall be recorded amongst the Public Records of Pinellas County, Florida.

ARTICLE XI

Registered Office and Registered Agent

The Association hereby appoints John Pearce at 9071 Park Blvd., Seminole, Florida 33543, as its registered agent to accept service of process within this state.

Agency accepted:


John Pearce


ARTICLE XII


Indemnification

The Association shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted under Law. Without limiting the foregoing, each and every director and officer of the Association shall be indemnified by the Association against all costs, expenses and liabilities, including counsel fees at all trial and appellate levels, reasonably incurred by or imposed upon him in connection with any threatened, pending or completed proceeding or litigation or any settlement in which he is a party by reason of his being or having been a director or officer of the Association, and the foregoing provision for indemnification shall apply whether or not such a person is a director or officer of the Association, at the time such costs, expense, or liability is incurred. Notwithstanding the foregoing, in the event a director or officer admits or is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, the indemnification provision of the Article XII shall not apply.

IN WITNESS WHEREOF, the Subscribers have hereunto affixed their signatures this 27 day of July, 1982.

Subscribers:


John F. Pearce



Michael Kashtan


Ronald Damico

STATE OF FLORIDA)

COUNTY OF PINELLAS)

JOHN F. PEARCE, MICHAEL KASHTAN and RONALD DAMICO, appeared before me, and after being duly sworn, they acknowledged that they executed the foregoing Articles of Incorporation for the purposes therein expressed, this 27th day of July, 1982.


Notary Public

My Commission Expires:
NOTARY PUBLIC, State of Florida At Large
My Commission Expires Sept. 15th, 1984

State of Florida

No. 5495 Rev. 1317



Department of State

I certify that the attached is a true and correct copy of
Certificate of Amendment to Articles of Incorporation of
CHATEAUX VERSAILLES TOO CONDOMINIUM
ASSOCIATION, INC., a Florida corporation, filed on
December 28, 1982, as shown by the records of this office.

The charter number of this corporation is 764408.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
3rd day of January, 1983.



CES 101

George Firestone
George Firestone
Secretary of State

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF CHATEAUX VERSAILLES TOO CONDOMINIUM ASSOCIATION, INC.
FILED
DEC 28 03 29 PM '82
SECRETARY OF STATE
TALLAHASSEE FLORIDA

TO: Department of State
Tallahassee, Florida 32304

Pursuant to the provisions of Section 617.013 (2)(j), the undersigned corporation adopts the following Article of Amendment to its Articles of Incorporation:

1. The name of the Corporation is Chateaux Versailles Too Condominium Association, Inc., a corporation not for profit filed August 3, 1982.
2. That Article X of the Articles of Incorporation of Chateaux Versailles Too Condominium Association, Inc., states "Prior to the conveyance by the Developer of a unit, these Articles may be amended only by an instrument in writing, signed by all subscriber members and filed in the Office of Secretary of State, State of Florida.
3. That there has not been a conveyance of a unit by the Developer.
4. That the Article III of the Articles of Incorporation of Chateaux Versailles Too Condominium Association, Inc., is to be amended to state as follows:

~~ARTICLE III~~
Powers

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

The Association shall have all of the common law and statutory powers of a corporation not for profit under the Laws of Florida.

The Association shall have all of the powers and duties set forth in the Condominium Act and all of the powers and duties reasonably necessary to operate the Condominium pursuant to the Declaration and as it may be amended from time to time, including but not limited to the following:

- a. To make and collect assessments against members as unit owners to defray the costs, expenses and losses of the Condominium.
- b. To use the proceeds of assessments and charges in the exercise of its powers and duties.
- c. To buy or lease both real and personal property for

condominium use, and to sell or otherwise dispose of property so acquired.

d. To maintain, repair, replace and operate the Condominium property and property acquired or leased by the Association for use by unit owners.

e. To purchase insurance upon the Condominium property and insurance for the protection of the Association and its members as unit owners.

f. To reconstruct and repair improvements after casualty and to construct additional improvements of the Condominium property.

g. To make and amend reasonable regulations respecting the use and appearance of the property in the Condominium; provided, however, that all those regulations and their amendments shall be approved by not less than 75% of the votes of the entire membership of the Association before they shall become effective.

h. To approve or disapprove the leasing, transfer, mortgaging, ownership and possession of units as may be provided by the Declaration of Condominium and the by-laws.

i. To enforce, by legal means, the provisions of the Condominium Act, the Declaration of Condominium, these Articles, the By-laws of the Association and the Regulations for the use of the property in the Condominium.

j. To contract for the management of the Condominium and to delegate to the contractor all powers and duties of the Association except those that are specifically required by the Declaration of Condominium to have approval of the Board of Directors or the membership of the Association.

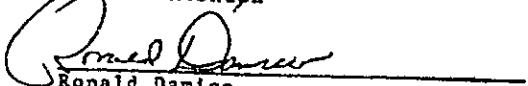
k. To contract for the management or operation of portions of the common elements susceptible to separate management or operation and to grant leases of those portions for this purpose.

l. To employ personnel to perform the services required for proper operation of the Condominium.

IN WITNESS WHEREOF, the subscribers have hereunto affixed their signatures this 21st day of November, 1982.


John F. Pearce


Michael Kashtan

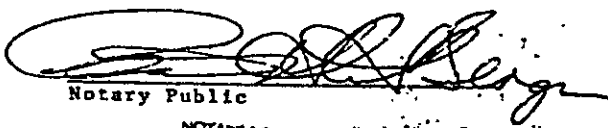

Ronald Damico

STATE OF FLORIDA)

COUNTY OF PINELLAS)

JOHN F. PEARCE, MICHAEL KASHTAN and RONALD DAMICO, appeared before me, and after being duly sworn, they acknowledged that they

executed the foregoing Articles of Amendment to the Articles of
Incorporation of Chateaux Versailles Too Condominium Association,
Inc., on this 22nd day of November, 1982.



Notary Public

My Commission Expires:

NOTARY PUBLIC State of Florida At Large
My Commission Expires Sept. 1, 1984