

THIS INSTRUMENT PREPARED BY:

A. Lee Crouch  
IMPERIAL LAND CORPORATION  
1425 S. W. PALM BEACH ROAD  
CLEARWATER, FLORIDA 33516

ARTICLES OF INCORPORATION

of

CHATEAU BELLEAIR CONDOMINIUM ASSOCIATION, INC.

The undersigned by these Articles associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes 1967, and certify as follows:

ARTICLE I.

Name

The name of the corporation shall be CHATEAU BELLEAIR CONDOMINIUM ASSOCIATION, INC. For convenience the corporation shall be referred to in this instrument as the "Association".

ARTICLE II.

Purpose

2.1 The purpose for which the Association is organized is to provide an entity pursuant to the Condominium Act of the State of Florida, for the operation of CHATEAU BELLEAIR CONDOMINIUM, a Condominium located upon those certain leased lands in Pinellas County, Florida, legally described on Exhibit "A" attached hereto and made a part hereof.

2.2 The Association shall make no distribution of income to its members, directors or officers.

ARTICLE III.

Powers

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

3.1 The Association shall have all of the common-law and statutory powers of a corporation not for profit not in conflict with the terms of these Articles.

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FLORIDA

3.2 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 apartment owners to defray the costs, expenses and losses of the condominium.
- b. To use the proceeds of assessments in the exercise of its powers and duties.
- c. The maintenance, repair, replacement and operation of the condominium property, including easements.
- d. The purchase of insurance upon the condominium property and insurance for the protection of the Association and its members as apartment owners.
- e. The reconstruction of improvements after casualty and the further improvements of the property.
- f. To make and amend reasonable regulations respecting the use of the property in the condominium; provided, however, that all such regulations and their amendments shall be approved by not less than 75% of the votes of the entire membership of the Association before such shall become effective.
- g. 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.

h. To contract for the management of the Condominium and to delegate to such manager all such powers and duties of the Association that are necessary in the opinion of the directors of the Association for manager to effectively manage same.

i. To employ personnel to perform the services required for proper operation of the condominium.

j. To acquire and enter into agreements whereby it acquires leaseholds, memberships or other possessory or use interests in lands or facilities including, but not limited to, country clubs, golf courses, marinas, and other recreational facilities, whether or not contiguous to the lands of the condominium, intended to provide for the enjoyment, recreation or other use or benefit of the unit owners.

k. To acquire by purchase or otherwise condominium parcels of the Condominium, subject, nevertheless, to the provisions of the Declaration and/or By-Laws relative thereto.

l. To approve or disapprove the transfer, mortgage and ownership of apartments as may be provided by the Declaration of Condominium and the By-Laws.

m. To employ personnel to perform the services required for proper operation of the condominium.

n. To enforce, comply with, and abide by all the terms and conditions of the lease, creating the leasehold estate constituting (together with the leasehold improvements constructed, or to be constructed, thereon) the Condominium property.

3.3 All funds and the titles of all properties acquired by the Association and their proceeds shall be held in trust for the members in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation and the By-Laws.

3.4 The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration of Condominium and the By-Laws.

ARTICLE IV.

Members

4.1 The members of the Association shall consist of all of the record owners of apartments in the condominium; and after termination of the condominium, shall consist of those who are members at the time of such termination and their successors and assigns.

4.2 After receiving approval of the Association, if required by the Declaration of Condominium, 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 a record title to an apartment in the condominium 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 is terminated.

4.3 The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to his apartment.

4.4 The owner of each apartment shall be entitled to the vote as a member of the Association. The manner of exercising voting rights shall be determined by the By-Laws of the Association.

4.5 The terms "apartment" and "apartment owner" or "owners" shall have the same meaning as "unit" or "unit owner" or "owners" as same are defined in the Condominium Act.

ARTICLE V.

Directors

5.1 The affairs of the Association will be managed by a Board consisting of the number of Directors determined by the By-Laws, but not less than three Directors, and in the absence of such determination

shall consist of three Directors. Directors need not be members of the Association.

5.2 Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

5.3 The Lessee and Developer of the condominium property is Imperial Land Corporation, a Florida corporation.

The first election of Directors shall not be held until after the Developer has sold all of the respective condominium parcels, or until Developer elects to terminate its control of the condominium, or until after December 31, 1973, whichever occurs first. The Directors named in these Articles shall serve until the first election of Directors, and any vacancies in their number occurring before the first election shall be filled by the remaining directors.

5.4 The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

<u>Names</u>	<u>Addresses</u>
Jack E. Porter	1424 Ambassador Drive Clearwater, Florida
John G. Woolley	11517 Areca Road Tampa, Florida 33618
Helen I. Sarver	1344 Summerlin Drive Clearwater, Florida

ARTICLE VI.

Officers

The affairs of the Association shall be administered by the officers designated in the By-Laws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and shall serve at the

pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

President	Jack E. Porter	1424 Ambassador Drive Clearwater, Florida
Vice- President	John G. Woolley	11517 Areca Road Tampa, Florida 33618
Secretary	Helena I. Sarver	1344 Summerlin Drive Clearwater, Florida

#### ARTICLE VII.

##### Indemnification

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or 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 or malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

#### ARTICLE VIII.

##### By-Laws

The first By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the By-Laws.

ARTICLE X.

Term

The term of the Association shall be perpetual.

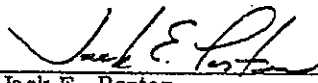
ARTICLE XI.

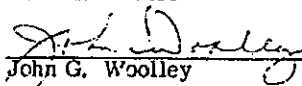
Subscribers

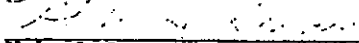
The names and addresses of the subscribers of these Articles of Incorporation are as follows:

<u>Names</u>	<u>Addresses</u>
Jack E. Porter	1424 Ambassador Drive Clearwater, Florida
John G. Woolley	11517 Areca Road Tampa, Florida 33618
Helen I. Sarver	1344 Summerlin Drive Clearwater, Florida

IN WITNESS WHEREOF, the subscribers have affixed their signatures this 31 day of March, A. D., 1972.

  
 \_\_\_\_\_  
 Jack E. Porter

  
 \_\_\_\_\_  
 John G. Woolley

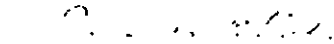
  
 \_\_\_\_\_  
 Helen I. Sarver

STATE OF FLORIDA    )  
                              : ss  
COUNTY OF PINELLAS )

BEFORE ME, the undersigned authority, personally appeared JACK E. PORTER, JOHN G. WOOLLEY and HELEN I. SARVER, who, after being first duly sworn, acknowledged that they executed the foregoing Articles of Incorporation for the purpose therein expressed, this 31 day of March, A. D., 1972.

My Commission Expires:

Notary Public, State of Florida at Large  
My Commission Expires March 12, 1973  
Notary Public, State of Florida Co.

  
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 Notary Public, State of Florida

(SEAL)