

# STATE OF FLORIDA

DEPARTMENT OF STATE



I, RICHARD (DICK) STONE, Secretary of State of the State of Florida, do hereby certify that the following is a true and correct copy of

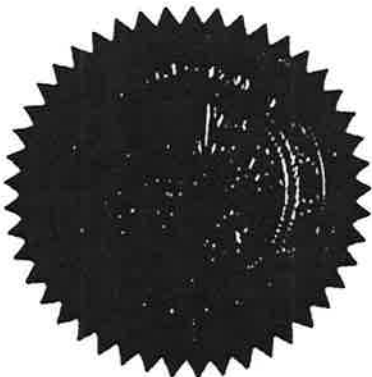
CERTIFICATE OF INCORPORATION

OF

VALENCIA PARK HOMEOWNERS' ASSOCIATION, INC.

a corporation not for profit organized and existing under the Laws of the State of Florida, filed on the 22nd day of August, A.D., 19 72, as shown by the records of this office.

GIVEN under my hand and the Great Seal of the State of Florida, at Tallahassee, the Capital, this the 23rd day of August, A.D., 19 72.



*Richard (Dick) Stone*

SECRETARY OF STATE

ARTICLES OF INCORPORATION

OF

VALENCIA PARK HOMEOWNERS' ASSOCIATION, INC.

The undersigned subscribers to these articles of incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation not for profit under Chapter 617, Florida Statutes.

ARTICLE I. Name and Address

Section 1. Name. The name of this corporation is VALENCIA PARK HOMEOWNERS' ASSOCIATION, INC. For convenience, the corporation shall be referred to in these Articles as the "Association."

Section 2. Address. The street address of the principal office of the Association is 1610 North Fort Harrison Avenue, Clearwater, Florida.

ARTICLE II. Purposes and Powers.

Section 1. Purposes. The Association does not have as its purpose to create or to distribute pecuniary gain or profit to the members thereof and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residence Lots and Common Area within that certain tract of property described as:

Unit One, Valencia Park, according to the Plat thereof recorded in Plat Book 69, Page 4, public records of Pinellas County, Florida, and Units 2, 3, and 4 as they come into existence,

and to promote the health, safety and welfare of the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Section 2. Powers. In furtherance of the purposes of the Association, the Association may:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the Office of Clerk of Circuit Court, Pinellas County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(b) fix, levy, collect and enforce payment by any lawful means, all charges of assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(c) acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(d) borrow money, and with the assent of two-thirds (2/3) of each class of members mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;

(f) participate in mergers and consolidations with

other non-profit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members;

(g) have and to exercise any and all powers, rights, and privileges which a corporation organized under Chapter 617, Florida Statutes, may now or hereafter have or exercise.

#### ARTICLE III. Non-Profit Nature.

The Association shall not exist or be operated for pecuniary profit, and no part of the net earnings of the Association or the net assets upon liquidation shall inure to the benefit of any member. The Association may, however, reimburse its members for actual expenses incurred for or in behalf of the Association, and may pay compensation in a reasonable amount to its members for actual services rendered to the Association, as permitted by law.

#### ARTICLE IV. Membership.

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

#### ARTICLE V. Voting Rights.

The Association shall have two classes of voting membership:

Class A. Class A members shall be all Owners with the

exception of the Declarant (as defined in the Declaration), and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. The Class B member(s) shall be the Declarant and shall be entitled to three votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

(a) when the total votes outstanding in the Class A membership are equal the total votes outstanding in the Class B membership; or

(b) on January 1, 1979.

ARTICLE VI. Term of Existence.

The corporation is to exist perpetually.

ARTICLE VII. Subscribers.

The name and residence address of each subscriber to these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
James B. Stacy	Imperial Cove, Bldg. #2, Apt. #11 Clearwater, Florida
Galen O. Ballard	1967 Santiago Way, North Clearwater, Florida
Sylvia Morawski	6420 Casitas Court, Apt. #211 Clearwater, Florida

ARTICLE VIII. Board of Directors.

The affairs of the Association shall be managed by a Board of three Directors who need not be members of the Association. The number of directors may be increased or decreased from time to time, by by-laws approved by the members, but shall never be less than three. The names and addresses of the initial directors, who shall hold office until the first meeting of members or until their successors are elected or qualified are:

<u>Name</u>	<u>Address</u>
James B. Stacy	Imperial Cove, Bldg. #2, Apt. #11 Clearwater, Florida
Galen O. Ballard	1967 Santiago Way, North Clearwater, Florida
Sylvia Morawski	6420 Casitas Court, Apt. #211 Clearwater, Florida

At the first annual meeting the members shall elect one director for a term of one year, one director for a term of two years, and one director for a term of three years; and at each annual meeting thereafter the members shall elect one director for a term of three years.

#### ARTICLE IX. 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 of the initial officers who shall serve until the first meeting of the board of directors or until their successors are elected and qualified are:

<u>Name</u>	<u>Office</u>
Galen O. Ballard	President
James B. Stacy	Vice President
Sylvia Morawski	Secretary-Treasurer

#### ARTICLE X. By-Laws.

The first by-laws of the corporation shall be adopted by the board of directors, and may be altered, amended or rescinded

in the manner provided by the by-laws.

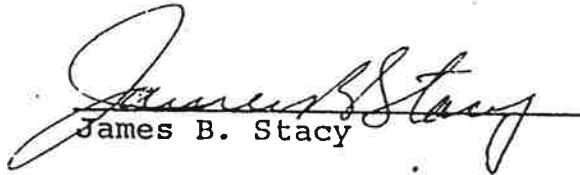
ARTICLE XI. Dissolution.

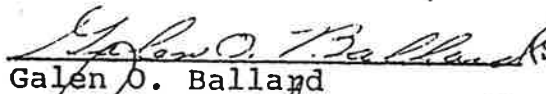
The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization devoted to such similar purposes.

ARTICLE XII. Amendments.

The members may amend these articles of incorporation at any regular or special meeting, provided that notice of the meeting has been given to all members at least ten days in advance of the meeting, and provided that such notice states that an amendment or amendments to the articles of incorporation will be considered, and provided that at least 75% of the entire membership approve any amendment. Any amendment shall be certified to the Secretary of the State of Florida, as provided by law.

IN WITNESS WHEREOF, we, the undersigned subscribers, have executed these Articles of Incorporation this 16th day of August, 1972.

 (SEAL)  
James B. Stacy

 (SEAL)  
Galen O. Ballard

 (SEAL)  
Sylvia D. Morawski

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act.

First--That VALENCIA PARK HOMEOWNERS' ASSOCIATION, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at the City of Clearwater, County of Pinellas, State of Florida, has named Galen O. Ballard, located at 1967 Santiago Way, North, City of Clearwater, County of Pinellas, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and to comply with the provision of said Act relative to keep open said office.

By Galen O. Ballard  
(Resident Agent)

Aug 22 4 44 PM 1972  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED



STATE OF FLORIDA  
COUNTY OF PINELLAS

Before me, the undersigned authority, personally appeared JAMES B. STACY, GALEN O. BALLARD, and SYLVIA D. MORAWSKI, who acknowledged that they executed the foregoing Articles of Incorporation for the purposes therein expressed, this 16<sup>th</sup> day of August, 1972.

Rosa Lee Korbner  
Notary Public, State of Florida at Large  
NOTARY PUBLIC STATE OF FLORIDA AT LARGE  
MY COMMISSION EXPIRES OCT 13, 1975  
GENERAL INSURANCE UNDERWRITERS,