



ARTICLES OF INCORPORATION
OF
THE TOWNHOMES AT GLENBROOK HOMEOWNERS' ASSOCIATION, INC.

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida.

ARTICLE I
Name

The name of this corporation shall be:

THE TOWNHOMES AT GLENBROOK HOMEOWNERS' ASSOCIATION, INC.

(hereinafter referred to as the "Association")

ARTICLE II
Principal Office and Mailing Address

The address of the principal office and the mailing address shall be:

107 Dunbar Avenue--Suite I
Oldsmar, Florida 34677

ARTICLE III
Purposes

(a) The purpose for which the Association is organized and operated shall be to:

(1) provide for the acquisition, construction, management, maintenance, preservation, care and architectural control of the residence Lots and Common Improvement within that certain subdivision known or to be known as The Townhomes at Glenbrook on those certain lands situate, lying, and being in Pinellas County, Florida and any additions thereto as may hereafter be brought within the jurisdiction of the Association; and

(2) exercise all of the powers and privileges and to perform all the duties and obligations of the Association set forth in the "The Townhomes at Glenbrook Declaration of Covenants, Restrictions and Assessments," as amended and supplemented from time to time, recorded or to be recorded in the Public Records of Pinellas County, Florida (the "Declaration").

(b) No part of the net earnings of the Association shall inure (other than by the acquisition, construction, management,

maintenance, preservation, care and architectural control of the properties, and other than by a rebate of excess membership dues, fees or assessments) to the benefit of any Lot Owner, director or officer of the Association, or any private individual.

(c) Notwithstanding any other provisions of these Articles of Incorporation, the Association shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 528 of the Internal Revenue Code of 1986, as amended, or any statute of similar import (the "Code") or the regulations issued thereunder.

(d) Upon the dissolution of the Association or the winding up of its affairs, 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 the Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE IV Powers

(a) The Association shall have and exercise all powers necessary or convenient to effect any and all of the purposes for which the Association is organized, including without limitation the power to:

(1) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration;

(2) fix, levy, collect and enforce payment by any lawful means all charges or assessments against members pursuant to the terms of the Declaration;

(3) enforce in its own name the provisions of these Articles of Incorporation, the by-laws of the Association that may now or hereafter be adopted, and the Declaration;

(4) pay all costs, expenses and obligations lawfully incurred in connection with the Association's affairs, including without limitation all licenses, taxes, assessments or other governmental charges levied or imposed against the property of the Association;

(5) 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;

(6) 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 the Association's real or personal property as security for money borrowed or debts incurred;

(7) dedicate, sell or transfer all or any part of the Common Improvement to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members; provided that 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;

(8) operate and manage the Common Improvement in accordance with the purpose and intent contained in the Declaration;

(9) maintain, repair, replace and operate the Common Improvement as more fully described in the Declaration;

(10) participate in mergers and consolidations with other nonprofit corporations organized for the same or similar purposes or annex additional residential property and Common Improvement; provided that any such merger, consolidation or annexation must be approved by the vote of two-thirds (2/3) of total votes entitled to be voted by members of both classes of the Association present and entitled to vote at any regular or special meeting convened for such purposes; and

(11) have and exercise any and all powers, rights and privileges which a corporation organized under the Florida Not For Profit Corporation Act, and any amendments thereto, by law may now or hereafter have or exercise which are not in conflict with the terms of these Articles of Incorporation and the Declaration.

The foregoing clauses shall be construed both as objects and powers; and it is hereby expressly provided that the foregoing enumeration of special powers shall not be held to limit or restrict in any manner the powers of the Association.

(b) The powers of the Association shall be subject to and be exercised in accordance with the provisions of the Declaration.

(c) Notwithstanding any other provisions of these Articles of Incorporation, the Association shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity that would invalidate its status as a corporation that is exempt from federal income taxation as an organization described in Section 528 of the Code.

ARTICLE V
Members

Any person or entity who is the Owner of record of any Lot and entitled to the beneficial enjoyment thereof shall be a member of the Association. Ownership of a Lot shall be sole qualification for membership and membership shall not run to persons who hold an interest in a Lot merely as security for performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment.

ARTICLE VI
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 Developer, and shall be entitled to one (1) 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 determine, but in no event shall more than one (1) vote be cast with respect to any Lot. Prior to any meeting at which a vote is to be taken, each co-owner must file the name of the voting co-owner with the Secretary of the Association to be entitled to vote at such meeting, unless such co-owners have filed a general voting authority with the Secretary applicable to all votes until rescinded.

Class B. The sole Class B member shall be the Developer, who shall be entitled to five (5) 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 first occurs:

(1) Developer elects in writing to terminate the Class B Voting Membership; or

(2) Five (5) years from the date that this Declaration is recorded in the Public Records of Pinellas County, Florida; or

(3) when seventy-five percent (75%) of the Lots are deeded or conveyed to homeowners.

Upon termination of the Class B voting membership, all provisions of these Articles of Incorporation, the Declaration and the bylaws of the Association referring to Class B voting membership shall be obsolete and without further force or effect.

ARTICLE VII
Term of Existence

The term for which the Association is to exist shall be perpetual.

ARTICLE VIII
Registered Agent and Registered Office

The initial registered agent of the Association shall be Bruce S. Goldstein and the initial registered office of the Association shall be 500 East Kennedy Boulevard--Suite 200, Tampa, Florida 33602. The Association shall have the right to change such registered agent and registered office as provided by law.

ARTICLE IX
Incorporator

The name and street address of the incorporator to these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
RYDBERG, GOLDSTEIN & BOLVES, P.A	500 East Kennedy Boulevard Suite 200 Tampa, Florida 33602

ARTICLE X
Officers and Directors

The Board of Directors of the Association shall consist of not less than one (1) nor more than fifteen (15) directors, the exact number of directors to be fixed from time to time by the members of the Association or the by-laws. The business and affairs of the Association shall be managed by the Board of Directors, which may exercise all such powers of the Association, unless the by-laws provide otherwise. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the by-laws of the Association, meetings of the directors may be held within or without the State of Florida. Directors need not be members of the Association. The manner in which the directors are to be elected or appointed shall be provided in the bylaws of the corporation.

ARTICLE XI
Directors

The initial Board of Directors shall consist of three (3) directors, such directors are to hold office until their successors have been fully elected and qualify. The name and street address of each initial director is:

<u>Name</u>	<u>Address</u>
Lonnie Herman	107 Dunbar Avenue--Suite I Oldsmar, Florida 34677
Gail Hidlago	107 Dunbar Avenue--Suite I Oldsmar, Florida 34677
Mary Glass	107 Dunbar Avenue--Suite I Oldsmar, Florida 34677

ARTICLE XII
By-Laws

(a) The power to adopt the by-laws of the Association, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of the Association; provided, however, that any by-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the members of the Association entitled to vote thereon, or a new by-law in lieu thereof may be adopted by the members of the Association, and the members of the Association may prescribe in any by-law made by them that such by-law shall not be altered, amended or repealed by the Board of Directors; provided further that at no time shall the by-laws conflict with these Articles of Incorporation or the Declaration.

(b) The by-laws of the Association shall be for the government of the Association and may contain any provisions or requirements for the management or conduct of the affairs and business of the Association, provided the same are not inconsistent with the provisions of these Articles of Incorporation or the Declaration, or contrary to the laws of the State of Florida or of the United States.

ARTICLE XIII
Amendment of Articles of Incorporation

The Association reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute; provided, however, that no such amendment shall conflict with the terms of

the Declaration; provided further that any such amendment, alteration, change or repeal must be adopted by the vote of two-thirds (2/3) of the entire membership. All rights conferred upon the members herein are subject to this reservation.

ARTICLE XIV
Declaration

The provisions of the Declaration are amplified by these Articles of Incorporation and the by-laws of the Association; but no such amplification shall alter or amend substantially any of the rights or obligations of the Owners of Lots as set forth in the Declaration. The provisions of the Declaration, on the one hand, and of these Articles of Incorporation and the by-laws of the Association, on the other hand, are intended to be interpreted, construed, and applied to avoid inconsistencies or conflicting results. If such conflicts necessarily result, however, the provisions of the Declaration shall take precedence over and supersede the provisions of these Articles of Incorporation and the by-laws of the Association.

IN WITNESS WHEREOF, I have executed these Articles of Incorporation for the uses and purposes therein expressed this _____ day of _____, 1993.

RYDBERG, GOLDSTEIN & BOVLES, P. A.

By:

Bruce S. Goldstein
Its: Vice President

(AFFIX CORPORATE SEAL)

THE TOWNHOMES AT GLENBROOK HOMEOWNERS' ASSOCIATION, INC.
ACCEPTANCE OF SERVICE OF REGISTERED AGENT

BRUCE S. GOLDSTEIN, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this ____ day of _____, 1993.

BRUCE S. GOLDSTEIN

to perform the duties of the office of President and/or other officers are unable to perform their duties, (a) the powers and duties of President shall be held and performed by that officer of the Association highest on the list of successors (adopted by the Board of Directors for such purpose) who shall be available and capable of holding and performing such powers and duties; and, absent any such prior designation, by that Vice President who shall be available and capable of holding and performing such powers and duties whose surname commences with the earliest letter of the alphabet among all such Vice Presidents; or, if no Vice President is available and capable of holding and performing such powers and duties, then by the Secretary; or, if the Secretary is likewise unavailable, by the Treasurer; (b) the officer so selected to hold and perform such powers and duties shall serve as Acting President until the President again becomes capable of holding and performing the powers and duties of President, or until the Board of Directors shall have elected a new President or designated another individual as Acting President; (c) such officer (or the President, if such person is still serving) shall have the power, in addition to all other powers granted to the President by law, the Declaration, the Articles of Incorporation, these by-laws and the Board of Directors, to appoint acting officers to fill vacancies that may have occurred, either permanently or temporarily, by reason of such disaster or emergency, each of such acting appointees to serve in such capacity until the officer for whom the acting appointee is acting is capable of performing the duties of such office, or until the Board of Directors shall have designated another individual to perform such duties or shall have elected or appointed another person to fill such office; (d) each acting officer so appointed shall be entitled to exercise all powers invested by law, the Declaration, the Articles of Incorporation, these by-laws and the Board of Directors in the office in which such person is serving; and (e) anyone transacting business with the Association may rely upon a certificate signed by any two officers of the Association that a specified individual has succeeded to the powers and duties of the President or such other specified office. Any person, firm, corporation or other entity to which such certificate has been delivered by such officers may continue to rely upon it until notified of a change by means of a writing signed by two officers of the Association.

ARTICLE VII

Executive and Other Committees

Section 1. CREATION OF COMMITTEES. The Board of Directors may designate an Executive Committee and one or more other committees, each to consist of two (2) or more of the directors of the Association.

Section 2. EXECUTIVE COMMITTEE. The Executive Committee, if there shall be one, shall consult with and advise the officers of the Association in the management of its business, and shall have,