

ARTICLES OF INCORPORATION
OF
SANDAL COVE ASSOCIATION, INC.

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

I.

Name

The name of the corporation shall be SANDAL COVE ASSOCIATION, INC. For convenience the corporation shall be referred to in this instrument as the Association.

II.

Purpose

2.1 The purpose for which the Association is organized is to provide an entity pursuant to Section 12 of the Condominium Act, which is Chapter 711, Florida Statutes, for the operation of SANDAL COVE ASSOCIATION, INC. according to Declarations of Condominium now or hereafter recorded in the Public Records of Pinellas County, Florida, located upon lands in Pinellas County, Florida.

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

III.

Power

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.

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 condominiums pursuant to the Declaration as 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 condominiums.
- b. To determine which expenses and surpluses are common to all members and which expenses and surpluses are common to only one apartment building.
- c. To use the proceeds of assessments in the exercise of its powers and duties.
- d. The maintenance, repair, replacement and operation of the property of the condominiums, including easements.
- e. The purchase of insurance upon the property of the condominiums and insurance for the protection of the Association and its members as apartment owners.
- f. The reconstruction of improvements after casualty and the further improvement of the property.
- g. To make and amend reasonable regulations respecting the use of the property in the condominiums; provided, however, that all such regulations and their amendments shall be approved by not less than seventy-five per cent (75%) of the votes of the entire membership of the Association before such shall become effective.
- h. 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 condominiums.

i. To contract for the management of the Condominiums 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 manage same effectively.

j. To employ personnel to perform the services required for proper operation of the condominiums.

k. In no event shall the members of a particular condominium be charged with any portion of the expenses for any other condominium, but shall be charged only for the expenses of their particular condominium and their equitable share of the expenses of any common elements, easements, recreational facilities, or other areas used in common by more than one condominium.

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 of the particular condominium involved in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation, and the By-laws.

IV.

Members

4.1 SOUTHERN PROPERTIES, hereinafter referred to as the Developer, has made and declared a Declaration of Condominium as contemplated by Section 2.1 of these Articles. The Developer may name the members of the corporation who shall be the sole voting members of the corporation until such time as the Developer has conveyed, by warranty leasehold estate deed or otherwise, eighty-seven and five-tenths per cent (87.5%) of the condominium units in the condominiums to be erected as part of the project known as SANDAL

CONDOMINIUM I, until Developer elects to terminate its control of this corporation, or until after July 1, 1977. It is understood that this provision shall be enforceable only as it appears necessary for the Developer to control the Association to allow development of the entire phase or to avoid conflict between the three (3) buildings which would retard development or sale of the SANDAL COVE CONDOMINIUM I project. Thereafter, such three (3) persons named by the Developer shall cease to be members of the corporation unless they meet all of the membership requirements set forth herein and the members shall be as provided hereinafter. The By-Laws of the corporation may not change or alter this paragraph.

4.2 After the time provided in paragraph 4. 1 above, the members of the Association shall consist of all of the record owners, by leasehold or otherwise, of condominium apartments in SANDAL COVE CONDOMINIUM I, but shall in no event exceed two hundred (200) members; and after termination of the condominiums shall consist of those who are members at the time of such termination and their successors and assigns.

4.3 After the time provided in paragraph 4.1 above, change of membership in the Association shall be established, after receiving approval of the Association required by the Declaration of Condominium, by recording in the Public Records of Pinellas County, Florida, a deed, either fee simple warranty or warranty leasehold estate deed, or otherwise, or other instrument establishing a record title to the apartment in the condominiums and the delivery to the Association of a certified copy of such instrument. After recordation, the transferee becomes a member of the Association and the membership of the prior owner is terminated.

Change of Membership

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

4.5 The owner of each apartment shall be entitled to one (1) vote as a member of the Association and be consistent with the Declaration. The manner of exercising voting rights shall be determined by the By-laws of the Association.

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

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 (3) directors, and in the absence of such determination shall consist of three (3) 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 first election of directors shall not be held until after the representatives of the Developer have ceased to be members of the Association pursuant to the provisions of paragraph 4.1 hereof. Until such time, the directors named in these Articles shall serve 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

*U. for
11/19
change
in By-laws*

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> |
|--------------------|---|
| Rollen Weakley | 439 S. Paula Drive, Apt. 102 Dunedin, Florida |
| Thomas J. McEnery | 32-24 81st Street, J.H. Queens, New York 11370 |
| Herman L. Gaillard | 1820 Lombardy Drive Clearwater, Florida 33515 |

VI.

Officers

The affairs of the Association shall be administered by the officers designed 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 as 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:

| | |
|--------------------|---------------------|
| Rollen Weakley | President |
| Thomas J. McEnery | Vice President |
| Herman L. Gaillard | Secretary-Treasurer |

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.

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.

IX.

Amendments

Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

9.1 Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

9.2 A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing such approval is delivered to the secretary at or prior to the meeting. Except as elsewhere provided:

a. Such approvals must be by not less than seventy-five per cent (75%) of the entire membership of the Board of Directors

and by not less than seventy-five per cent (75%) of the votes of the entire membership of the Association; or

b. By not less than eighty per cent (80%) of the votes of the entire membership of the Association.

9.3 Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of members, nor any change in Section 3.3 of paragraph III, without approval in writing by all members and the joinder of all owners of mortgage upon the condominiums. No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium.

9.4 A copy of each amendment shall be certified by the Secretary of State and be recorded in the Public Records of Pinellas County, Florida.

X.

Term

The term of the Association shall be perpetual.

XI.

Subscribers

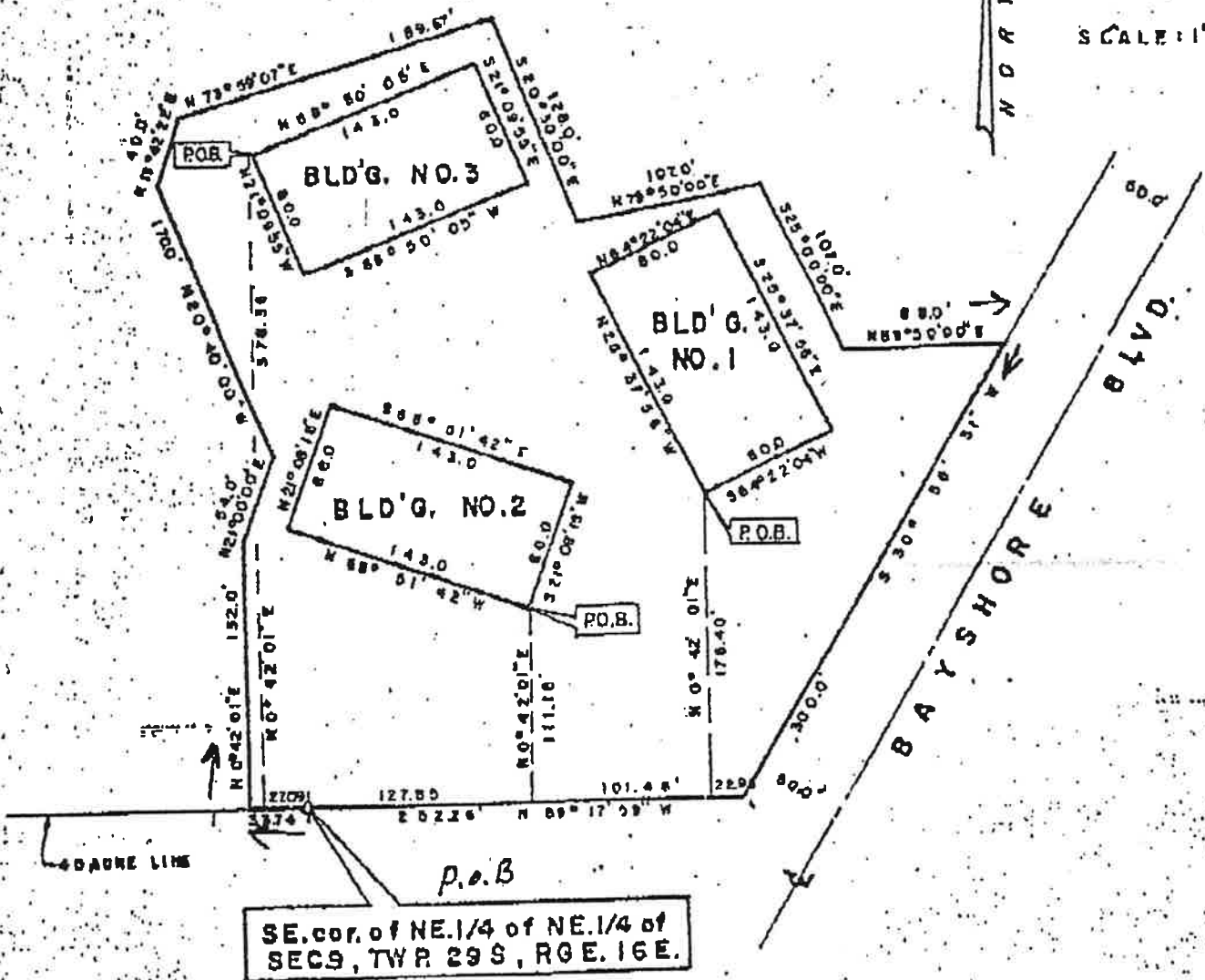
The names and addresses of the subscribers of these Articles of Incorporation are as follows:

| <u>Names</u> | <u>Addresses</u> |
|--------------------|--|
| Allen Weakley | 439 S. Paula Drive, Apt. 102 Dunedin, Florida |
| Thomas J. McEnery | 32-24 81st Street, J. H. Queens, New York 11370 |
| Thomas L. Gaillard | 1620 Lombardy Drive Clearwater, Florida 33515 |

IN WITNESS WHEREOF, the subscribers have affixed their

SCALE: 1" = 100'

NORTH



SE. cor. of NE. 1/4 of NE. 1/4 of SECS, TWP. 29 S, RGE. 16 E.

BOUNDARY DESCRIPTION:

Begin at the Southeast corner of the Northeast Quarter (NE 1/4) of the Northeast Quarter (NE 1/4) of Section Nine (9), Township Twenty-nine (29) South, Range Sixteen (16) East, for the Point of Beginning; thence North 89°17'59" West, along the Forty Acre Line, 33.74 feet; thence North 0°42'01" East, 152.0 feet; thence North 21°00'00" East, 54.0 feet; thence North 20°40'00" West, 170.0 feet; thence North 19°42'22" East, 40.0 feet; thence North 73°59'07" East, 189.67 feet; thence South 20°30'00" East, 128.0 feet; thence North 79°50'00" East, 107.0 feet; thence South 25°00'00" East, 107.0 feet; thence North 89°50'00" East, 88.0 feet to the Westerly Right-of-Way of Bayshore Boulevard; thence South 30°58'31" West, along said Westerly Right-of-Way, 300.0 feet to the Forty Acre Line; thence North 89°17'59" West, along said Forty Acre Line, 252.26 feet to the Point of Beginning; LESS the following parcels within the above described boundary:

BUILDING NO. 1:

From the Southeast corner of the Northeast Quarter (NE 1/4) of the Northeast Quarter (NE 1/4) of Section Nine (9), Township Twenty-nine (29) South, Range Sixteen (16) East, run thence South 89°17'59" East, along the Forty Acre Line, 229.31 feet; thence North 0°42'01" East, 176.40 feet for the Point of Beginning; thence North 25°37'56" West, 143.0 feet; thence North 64°22'04" East, 80.0 feet; thence South 25°37'56" East, 143.0 feet; thence South 64°22'04" West, 80.0 feet to the Point of Beginning.

BUILDING NO. 2:

From the Southeast corner of the Northeast Quarter (NE 1/4) of the Northeast Quarter (NE 1/4) of Section Nine (9), Township Twenty-nine (29) South, Range Sixteen (16) East, run thence South $89^{\circ}17'59''$ East, along the Forty Acre Line, 127.85 feet; thence North $0^{\circ}42'01''$ East, 111.18 feet for the Point of Beginning; thence North $68^{\circ}51'42''$ West, 143.0 feet; thence North $21^{\circ}08'18''$ East, 80.0 feet; thence South $68^{\circ}51'42''$ East, 143.0 feet; thence South $21^{\circ}08'18''$ West, 80.0 feet to the Point of Beginning.

BUILDING NO. 3:

From the Southeast corner of the Northeast Quarter (NE 1/4) of the Northeast Quarter (NE 1/4) of Section Nine (9), Township Twenty-nine (29) South, Range Sixteen (16) East, run thence North $89^{\circ}17'59''$ West, along the Forty Acre Line 27.09 feet; thence North $0^{\circ}42'01''$ East, 378.36 feet for the Point of Beginning; thence North $68^{\circ}51'42''$ West, 143.0 feet; thence South $21^{\circ}09'55''$ East, 80.0 feet; thence South $68^{\circ}51'42''$ East, 143.0 feet; thence South $21^{\circ}08'18''$ West, 80.0 feet to the Point of Beginning.

Prepared By and Return to:
Michael J. Brudny, Esquire
Brudny & Rabin, P.A.
28100 U.S. Highway 19 N., Suite 300
Clearwater, Florida 33761

**CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION
OF SANDAL COVE ASSOCIATION, INC.**

This is to certify that at a duly called meeting of the members of Sandal Cove Association, Inc. (the "Association") held on January 22, 2004, in accordance with the requirements of the applicable Florida Statutes and the governing documents, the Amendment to Article IX, Section 9.2 of the Articles of Incorporation of Sandal Cove Association, Inc., attached hereto as Exhibit A, was duly adopted by the membership. The Articles of Incorporation were originally recorded in Official Records Book 4044, Page 1336; Official Records Book 4151, Page 784; and Official Records Book 4178, Page 67, Public Records of Pinellas County, Florida, and are attached as exhibits to the Declarations of Condominium for Building 1001 Sandal Cove Condominium I; Building 1003 Sandal Cove Condominium I; and Building 1005 Sandal Cove Condominium I. Pursuant to F.S. Section 617.1006(3), the number of votes cast for the amendment was sufficient for approval. The Articles of Incorporation were originally filed with the Secretary of State on April 7, 1973, bearing document number 726039.

IN WITNESS WHEREOF, SANDAL COVE ASSOCIATION, INC., has caused this instrument to be signed by its duly authorized officer on this 20 day of February, 2004.

SANDAL COVE ASSOCIATION, INC.

Teresa L. Ozyu
Signature of Witness #1
TERESA L. OZBYU
Printed Name of Witness #1
Simon Johnson
Signature of Witness #2
Simon Johnson
Printed Name of Witness #2

By: PACampbell
Signature
PATLY A. CAMPBELL
Printed Name and Title PRESIDENT

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 20 day of February, 2004, by Patty A. Campbell as President of SANDAL COVE ASSOCIATION, INC., on behalf of the corporation, who acknowledged that he/she executed this document on behalf of the corporation. He/She is personally known to me or has produced _____ as identification.

Joyce M. Gillen
Notary Public
Joyce M Gillen
My Commission DD043732
Expires October 02, 2005
Printed Name
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ADOPTED AMENDMENT TO THE ARTICLES OF INCORPORATION
OF
SANDAL COVE ASSOCIATION, INC.

The following is an adopted amendment to the Articles of Incorporation of Sandal Cove Association, Inc., which were originally recorded in Official Records Book 4044, Page 1336; Official Records Book 4151, Page 784; and Official Records Book 4178, Page 67, Public Records of Pinellas County, Florida
(New Wording Underlined; Deleted Wording ~~Stricken Through~~)

Item No. 1: Article IX, Section 9.2 of the Articles of incorporation is hereby amended to read as follows:

IX.

Amendments

Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

9.2 A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by a petition signed by at least twenty-five percent (25%) of the members of the Association. ~~Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing such approval is delivered to the secretary at or prior to the meeting.~~ Except as elsewhere provided:

a. ~~Such approvals must be by not less than seventy-five per cent (75%) of the entire membership of the Board of Directors and by not less than seventy-five per cent (75%) of the votes of the entire membership of the Association~~ who participate in the voting at a membership meeting, in person or by proxy, provided that at least a majority of the entire membership participates in the voting. A copy of the proposed amendment and a notice of the meeting and proxy form shall be provided to the owners of all of the units at least fourteen (14) days, and not more than sixty (60) days, prior to the meeting where the proposed amendment is to be considered. ~~or~~

b. ~~By not less than eighty per cent (80%) of the votes of the entire membership of the Association.~~

END OF ADOPTED AMENDMENT

**Exhibit "A" to Certificate of Amendment
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