

FILED  
JUL 15 2 44 PM '60  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

PALMA DEL MAR CONDOMINIUM ASSOCIATION NO. 5

OF ST. PETERSBURG, INC.

We, the undersigned, with other persons being desirous of forming a corporation not for profit, under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

ARTICLE I. NAME

The name of this corporation is PALMA DEL MAR CONDOMINIUM ASSOCIATION NO. 5 OF ST. PETERSBURG, INC. For convenience the corporation shall be referred to in this instrument as the "Association"

ARTICLE II. PURPOSE

The Association is organized as a corporation not for profit under the terms and provisions of Chapter 617, Florida Statutes, and is a condominium association, as referred to and authorized by Section 718.111, Florida Statutes. The purpose for which the corporation is organized is to provide an entity responsible for the operation of a condominium in Pinellas County, Florida, known as PALMA DEL MAR V, A CONDOMINIUM ("Condominium"). The Declaration of Condominium and any amendments thereto whereby said Condominium has or will be created is herein called the "Declaration".

ARTICLE III. QUALIFICATIONS OF MEMBERS AND MANNER OF ADMISSION

Section 1. The members of the Association shall constitute all the record owners of residential condominium units in the Condominium. After receiving the approval of the Association, as required under the Declaration, 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 record title to a condominium unit 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 of such condominium unit shall thereupon be terminated.

Section 2. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated, or transferred in any manner whatsoever except as an appurtenance to his condominium unit.

Section 3. The owner of each condominium unit shall be entitled to at least one (1) vote as a member of the Association. The exact number of votes to be cast by owners of a condominium unit and the manner of exercising voting rights shall be determined by the bylaws of the Association.

#### ARTICLE IV. CORPORATE EXISTENCE

The Association shall commence upon the filing of these Articles of Incorporation with the Secretary of State, State of Florida. The corporation shall exist perpetually.

#### ARTICLE V. DIRECTORS AND OFFICERS

The affairs of the Association shall be managed by its Board of Directors. The directors and officers may lawfully and properly exercise the powers set forth in Article "XI", Sections "3" and "4", notwithstanding the fact that some or all of them who may be directly or indirectly involved in the exercise of such powers and in the negotiations and/or consummation of the agreements executed pursuant to such powers are some or all of the persons with whom the corporation enters into such agreements or who own some or all of the proprietary interest in the entity or entities with whom the corporation enters into such agreements. Disclosure of such agreements by setting forth the same in the Declaration and/or the Amended Declaration of the Condominium, as initially declared or subsequently redeclared or amended, shall stand as an absolute confirmation of such agreements and the valid exercise by the directors and officers of the corporation of the powers pertinent thereto.

#### ARTICLE VI. BOARD OF DIRECTORS

Section 1. The business affairs of this corporation shall be managed by the Board of Directors.

Section 2. This corporation shall have five (5) members of the Board initially. The number of directors may be changed from time to time as provided by the bylaws, but their number may never be less than three (3).

Section 3. Directors of the Association shall be elected at the annual meeting of members in the manner determined by

the bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the bylaws.

Section 4. The first election of directors shall not be held until unit owners other than the developer own fifteen percent (15%) or more of the units in the Condominium that will ultimately be operated by the Association. 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.

Section 5. Directors need not be members of the Association.

Section 6. The names and addresses of the initial Board of Directors are as follows:

John J. Feeley, Jr.  
111 Fontainbleau Boulevard  
Miami, Florida 33172

Julio Gundian  
111 Fontainbleau Boulevard  
Miami, Florida 33172

Vicki E. Tucker  
111 Fontainbleau Boulevard  
Miami, Florida 33172

Ramon Diago  
111 Fontainbleau Boulevard  
Miami, Florida 33172

Alice Wood  
6025 Sun Boulevard  
St. Petersburg, Florida 33715

#### ARTICLE VII. OFFICERS

Section 1. The officers of the corporation shall be a President, a Vice President, a Secretary, a Treasurer and such number of additional Vice Presidents and other officers as may be provided in the bylaws. The same person may hold the offices of Secretary and Treasurer simultaneously.

Section 2. The names of the persons who are to serve as officers of the Association until their successors are elected by the Board of Directors are as follows:

<u>Office</u>	<u>Name</u>
President	John J. Feeley, Jr.
Vice President	Julio Gundian
Secretary	Alice Wood
Treasurer	Ramon Diago

Section 3. 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.

Section 4. The officers shall have such duties, responsibilities, and powers as provided by the bylaws and by Chapter 718, Florida Statutes.

#### ARTICLE VIII. BYLAWS

The membership shall adopt bylaws for the Association at the first meeting of the Association after the approval of these Articles of Incorporation by the Secretary of State. Additional bylaws or alterations or rescission of the first bylaws shall be enacted by the membership in the manner provided in the bylaws.

#### ARTICLE IX. AMENDMENT TO ARTICLES

The Articles of Incorporation may be amended at any special or regular meeting by approval of not less than 75 percent of the entire membership of the Board of Directors and 75 percent of the members of the Association, or by not less than 80 percent of the votes of the entire membership of the Association. Any amendment to these Articles will be voted upon only after notice of any meeting as required by the bylaws of the Association.

#### ARTICLE X. INITIAL REGISTERED OFFICER AND AGENT

The street address of the initial registered office of the Association is:

The Tenth Floor, Florida Federal Building  
Fourth Street and Central Avenue  
St. Petersburg, Florida 33701

and the name of the initial registered agent of the Association at the address is:

R. Donald Mastry

ARTICLE XI. POWERS

The Association shall have the following additional powers:

Section 1. All the powers set forth and described in Section 617.021, Florida Statutes, not repugnant to any of the provisions of Chapter 718, Florida Statutes.

Section 2. All the powers of an association as set forth in Chapter 718, Florida Statutes.

Section 3. To acquire and enter into agreements whereby it acquires leaseholds, membership or other possessory or use interests in lands or facilities including, but not limited to, country clubs, golf courses, marinas, tennis clubs, 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 to the unit owners.

Section 4. To contract for the management and maintenance of the condominium property and to authorize a management agent to assist the association in carrying out its powers and duties by performing such functions as the submission of proposals, collection of assessments, preparation of records, enforcement of rules and maintenance, repair and replacement of the common elements with funds as shall be made available by the association for such purposes. The association and its officers shall, however, retain at all times the powers and duties granted by the condominium documents and the Condominium Act, including but not limited to the making of assessments, promulgation of rules and execution of contracts on behalf of the association.

Section 5. To acquire by purchase or otherwise, condominium units of the Condominium, subject, nevertheless, to the provisions of the Declaration and/or Bylaws relative thereto.

Section 6. To operate and manage the Condominium in accordance with the sense, meaning, direction, purpose, and intent of the Declaration as the same may from time to time be amended, and to otherwise perform, fulfill and exercise the powers, privileges, options, rights, duties, obligations, and responsibilities entrusted to or delegated to it by the Declaration and/or Bylaws.

ARTICLE XII. SUBSCRIBERS

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

R. Donald Mastry  
The Tenth Floor, Florida Federal Building  
Fourth Street and Central Avenue  
St. Petersburg, Florida 33701

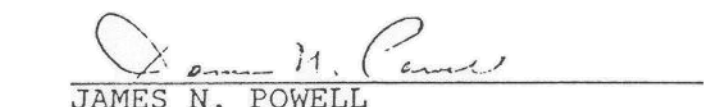
Roy G. Harrell, Jr.  
The Tenth Floor, Florida Federal Building  
Fourth Street and Central Avenue  
St. Petersburg, Florida 33701

James N. Powell  
The Tenth Floor, Florida Federal Building  
Fourth Street and Central Avenue  
St. Petersburg, Florida 33701

We, the undersigned, being each of the subscribers hereto, do hereby subscribe to these Articles of Incorporation, and in witness whereof, we have hereunto set our hands and seals this 8th day of July, 1980.

  
\_\_\_\_\_  
R. DONALD MASTRY

  
\_\_\_\_\_  
ROY G. HARRELL, JR.

  
\_\_\_\_\_  
JAMES N. POWELL

STATE OF FLORIDA )  
COUNTY OF PINELLAS )

8<sup>th</sup> The foregoing instrument was acknowledged before me this day of July, 1980, by R: DONALD MASTRY.

Jeanne M. Riskey  
Notary Public

(SEAL)

My Commission Expires: NOTARY PUBLIC STATE OF FLORIDA AT LARGE  
MY COMMISSION EXPIRES JULY 21 1982  
BONDED THRU GENERAL INS. UNDERWRITERS

STATE OF FLORIDA )  
COUNTY OF PINELLAS )

8<sup>th</sup> The foregoing instrument was acknowledged before me this day of July, 1980, by ROY G. HARRELL, JR.

Jeanne M. Riskey  
Notary Public

(SEAL)

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MY COMMISSION EXPIRES JULY 21 1982  
BONDED THRU GENERAL INS. UNDERWRITERS

STATE OF FLORIDA )  
COUNTY OF PINELLAS )

8<sup>th</sup> The foregoing instrument was acknowledged before me this day of July, 1980, by JAMES N. POWELL.

Jeanne M. Riskey  
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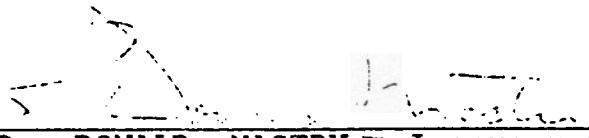
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TALLAHASSEE, FLORIDA

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


In compliance with Section 48.091, Florida Statutes, the following is submitted:

That PALMA DEL MAR CONDOMINIUM ASSOCIATION NO. 5 OF ST. PETERSBURG, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of St. Petersburg, State of Florida, has named R. DONALD MASTRY, located at The Tenth Floor, Florida Federal Building, Fourth Street and Central Avenue, St. Petersburg, Florida 33701, as its agent to accept service of process within Florida.

  
\_\_\_\_\_  
R. DONALD MASTRY, Incorporator of  
PALMA DEL MAR CONDOMINIUM ASSOCIATION  
NO. 5 OF ST. PETERSBURG, INC.

Dated this 8th day of July, 1980.

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
\_\_\_\_\_  
R. DONALD MASTRY, Resident Agent for  
PALMA DEL MAR CONDOMINIUM ASSOCIATION  
NO. 5 OF ST. PETERSBURG, INC.

Dated this 8th day of July, 1980.



ARTICLES OF INCORPORATION

OF

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Section 1. The members of the Association shall constitute all the record owners of residential condominium units in the Condominium. After receiving the approval of the Association, as required under the Declaration, 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 record title to a condominium unit 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 of such condominium unit shall thereupon be terminated.

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R. Donald Mastry

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Section 2. All the powers of an association as set forth in Chapter 718, Florida Statutes.

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Section 4. To contract for the management and maintenance of the condominium property and to authorize a management agent to assist the association in carrying out its powers and duties by performing such functions as the submission of proposals, collection of assessments, preparation of records, enforcement of rules and maintenance, repair and replacement of the common elements with funds as shall be made available by the association for such purposes. The association and its officers shall, however, retain at all times the powers and duties granted by the condominium documents and the Condominium Act, including but not limited to the making of assessments, promulgation of rules and execution of contracts on behalf of the association.

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R. Donald Mastry  
The Tenth Floor, Florida Federal Building  
Fourth Street and Central Avenue  
St. Petersburg, Florida 33701

Roy G. Harrell, Jr.  
The Tenth Floor, Florida Federal Building  
Fourth Street and Central Avenue  
St. Petersburg, Florida 33701

James N. Powell  
The Tenth Floor, Florida Federal Building  
Fourth Street and Central Avenue  
St. Petersburg, Florida 33701

We, the undersigned, being each of the subscribers hereto, do hereby subscribe to these Articles of Incorporation, and in witness whereof, we have hereunto set our hands and seals this \_\_\_\_\_ day of \_\_\_\_\_, 1981.

\_\_\_\_\_  
R. DONALD MASTRY

\_\_\_\_\_  
ROY G HARRELL JR

\_\_\_\_\_  
JAMES N. POWELL

STATE OF FLORIDA )  
COUNTY OF PINELLAS )

The foregoing instrument was acknowledged before me this  
\_\_\_\_\_ day of \_\_\_\_\_, 1981, by R. DONALD MASTRY.

\_\_\_\_\_  
Notary Public

(SEAL)

My Commission Expires:

STATE OF FLORIDA )  
COUNTY OF PINELLAS )

The foregoing instrument was acknowledged before me this  
\_\_\_\_\_ day of \_\_\_\_\_, 1981, by ROY G. HARRELL, JR.

\_\_\_\_\_  
Notary Public

(SEAL)

My Commission Expires:

STATE OF FLORIDA )  
COUNTY OF PINELLAS )

The foregoing instrument was acknowledged before me this  
\_\_\_\_\_ day of \_\_\_\_\_, 1981, by JAMES N. POWELL.

\_\_\_\_\_  
Notary Public

(SEAL)

My Commission Expires:

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

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That PALMA DEL MAR CONDOMINIUM ASSOCIATION NO. 5 OF ST. PETERSBURG, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of St. Petersburg, State of Florida, has named R. DONALD MASTRY, located at The Tenth Floor, Florida Federal Building, Fourth Street and Central Avenue, St. Petersburg, Florida 33701, as its agent to accept service of process within Florida.

R. DONALD MASTRY, Incorporator of  
PALMA DEL MAR CONDOMINIUM ASSOCIATION  
NO. 5 OF ST. PETERSBURG, INC.

Dated this \_\_\_\_ day of \_\_\_\_\_, 1981.

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

R. DONALD MASTRY, Resident Agent for  
PALMA DEL MAR CONDOMINIUM ASSOCIATION  
NO. 5 OF ST. PETERSBURG, INC.

Dated this \_\_\_\_ day of \_\_\_\_\_, 1981.