

ARTICLES OF INCORPORATION

OF

QUEEN ANNE GATE HOMEOWNERS ASSOCIATION, INC.
(A Florida Corporation Not-For Profit)

ARTICLE I

The name of the corporation is QUEEN ANNE GATE HOMEOWNERS ASSOCIATION, INC. (the "Homeowners Association").

ARTICLE II

The corporation is incorporated as a corporation not-for-profit under the provisions of Chapter 617, Florida Statutes, as amended from time to time.

ARTICLE III

The registered office and address of the corporation shall be 2181 Oak Forest Lane, Palm Harbor, Florida 34683.

ARTICLE IV

ROGER HARRIS, whose address is 2181 Oak Forest Lane, Palm Harbor, Florida 34683, is hereby appointed the initial Registered Agent of this corporation.

ARTICLE V

The purpose for which this corporation is organized is to act on behalf of its Members in operating and governing QUEEN ANNE GATE HOMEOWNERS ASSOCIATION, INC., and to have and to exercise any and all powers, rights and privileges which a corporation organized under Chapter 617, Florida Statutes, and By-Laws may now or hereafter have and exercise, including but not limited to, the following:

- (a) Own and convey property;
- (b) Operate and maintain common property, specifically the surface water management system as permitted by the Southwest Florida Water Management District including all lakes, retention areas, culverts and related appurtenances;
- (c) To establish rules and regulations;
- (d) To assess members and enforce said assessments;

(e) To sue and be sued;

(f) To contract for services to provide for operation and maintenance if the Association contemplates employing a maintenance company;

(g) To require all the homeowners, lot owners, property owners or unit owners to be members;

(h) To exist in perpetuity; however, in the event that the Association is dissolved, the property consisting of the Surface Water Management System shall be conveyed to an appropriate agency of local government, and if not accepted by same, then the Surface Water Management System shall be dedicated to a similar non-profit corporation;

(i) To collect assessments from each Member for the maintenance, repair and replacement of certain property (hereinafter referred to as "Common Area"), title to which shall be held by QUEEN ANNE GATE HOMEOWNERS ASSOCIATION, INC., its successors and assigns, and to assist Association in promoting the health, safety and welfare of the residents using the common property and any additions thereto;

(j) To exercise all of the powers and privileges and to perform all of the duties and obligations of this corporation as set forth in the Declaration of Covenants and Conditions executed by SOMERSET ESTATES, INC., a Florida Corporation (hereinafter referred to as "Declarant") and to be filed in the Official Records Book of Pinellas County, Florida (hereinafter referred to as "Declaration"), and the Subdivision Restrictions to be executed by Declarant and to be filed in Official Records Book of Pinellas County, Florida (hereinafter referred to as the "Restrictions"), both applicable to the plat of the property to be recorded in the Office of the Clerk of the Circuit Court of Pinellas County, Florida, and as the same may be amended from time to time as therein provided;

(k) To collect and enforce payment by any lawful means, all charges and assessments pursuant to the terms of the

Declaration and Restrictions; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the corporation, including all licenses, taxes or governmental charges levied or imposed against any properties of the corporation; and

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

(m) Surface Water Management System. The Homeowners Association shall own, maintain and operate a surface water management system which shall be part of the common property of the Homeowners Association, and the cost shall be included in assessments payable by the homeowners to the Homeowners Association. Prior approval of the Southwest Florida Water Management District shall be obtained as to any Amendment hereto that would affect the surface water management system, including the water management portions of the common areas.

ARTICLE VI

The Members of the corporation shall consist of all of the record owners of each and every fee or undivided fee interest in any Lot subject to the Declaration and to the Restrictions in QUEEN ANNE GATE. Membership shall be held by the person or entity, or in common by the persons or entities, owning such property interest. Membership in the corporation is limited to Owner(s), as defined in Article I of the Declaration of Covenants and Conditions of QUEEN ANNE GATE, and as evidenced by the filing of a deed to such Lot. Membership is an incident of ownership and is not separately transferable.

The corporation shall have two (2) classes of voting membership:

Class A. Class A Member(s) shall be all Owners, with the exception of the Declarant, and shall be entitled to one (1) vote for each Lot owned. When more than one (1) person holds an interest in any Lot, all such persons shall be Members.

The vote for such Lot shall be exercised as said persons determine, but in no event shall more than one (1) vote be cast with respect to any one Lot.

Class B. The Class B members shall be the Declarant and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership in the happening of either of the following event, whichever occurs earlier:

(a) When the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership, or

(b) Five years following conveyance of the first Lot.

ARTICLE VII

The term for which the corporation is to exist is perpetual.

ARTICLE VIII

The affairs of the corporation shall be governed by a Board of Directors, which Board shall consist of not less than three (3) and not more than seven (7) persons. The initial Board of Directors may consist of one (1) Director. With the exception of the initial Board, Directors shall be elected from among the Lot Owners; or if a Lot Owner shall be a corporation, partnership, or trust, then an officer, partner, or beneficiary of such Lot Owner shall be qualified to be a Director. The Board of Directors shall have all of the powers and duties necessary for the administration of the affairs of the corporation and shall have all of the powers and duties referred to in the Statutes of the State of Florida respecting corporations not-for-profit.

Provisions for the election of Directors and provisions respecting the removal and resignation of Directors, and for filling vacancies in the Board, shall be established by the By-Laws.

ARTICLE IX

The initial Board of Directors of the corporation shall consist of the following persons, each of whom shall serve until

June 30, 1996, or the first regular meeting of the Membership, whichever shall first occur:

Roger Harris

ARTICLE X

The operation of the corporation shall be governed by the By-Laws.

The By-Laws may be altered, amended or supplemented in any duly called meeting of the Members provided;

1) Notice of the meeting shall contain a statement of the proposed amendment;

2) If the amendment has received the unanimous approval of the Board of Directors, then it shall be approved upon the affirmative vote of the Members casting a majority of the total votes of the Members of the Corporation;

3) If the amendment has received less than unanimous approval by the Board of Directors, then the amendment shall be approved by the affirmative vote of the Members of the corporation casting not less than fifty (50%) percent of the total vote of the Members of the corporation; and

4) Said amendment shall be certified and recorded among the Public Records of Pinellas County, Florida.

ARTICLE XI

The affairs of the corporation shall be administered by the President of the corporation, assisted by a Vice President, a Secretary and a Treasurer, and if any, the Assistant Secretary and the Assistant Treasurer subject to the directions of the Board of Directors. The Board of Directors, or President with prior approval of the Board of Directors, may employ a managing agent and/or such other managerial and supervisory personnel or entities to administer or assist in the administration of the exclusive, singular and unique operation or management of the corporation, provided that no such person or principal or entity employed as managing agent or personnel of the corporation shall be a Member of the corporation.

The Board of Directors shall elect the officers of the

corporation at the first meeting of the Board of Directors following the annual meeting of the Members. The President shall be elected from the membership of the Board of Directors, but no other Officer need be a Director. The same person may hold two (2) offices, the duties of which are not incompatible; provided, however, that the Office of President and Vice President shall not be held by the same person, nor shall the Office of President and Secretary or Assistant Secretary be held by the same person.

The initial Officers of this corporation shall be as follows:

<u>NAME</u>	<u>TITLE</u>
Roger Harris	President/Secretary/Treasurer

ARTICLE XII

These Articles of Incorporation may be altered, amended, changed, added to or repealed, in the manner as herein set forth, at any duly called meeting of the Members of this corporation, provided that notice of the meeting is given in the manner provided for in the By-Laws and that the notice contain a full statement of the proposed alteration, amendment, change, addition or repeal of any provision of these Articles, and that at such meeting, there is an affirmative vote of three-quarters (3/4) of the Members, qualified to vote, present in person or by proxy in favor of said alteration, amendment, change, addition or repeal, provided that any amendment must be approved in writing by Declarant to have any effect if said amendment is passed prior to January 1, 1997.

ARTICLE XIII

This corporation shall not have or issue shares of stock. No dividend shall be paid, and no part of the income of the corporation shall be distributed to its Members, Directors or Officers. This corporation must pay compensation in a reasonable amount to its Members, Directors and Officers for services rendered, may confer benefits upon its Members in conformity with its purposes, and upon dissolution or final liquidation, pursuant to Chapter 617, Florida Statutes, as amended from time to time, may make distribution to its Members, and no such payment, benefit or distribution shall be deemed to be a dividend or a distribution of

income; provided, however, no compensation may be paid for services rendered solely in the capacity of a Director, Officer, or Member.

ARTICLE XIV

The name and address of the incorporator of this corporation is as follows:

Somerset Estates, Inc., a Florida Corporation
c/o Roger Harris, President
2181 Oak Forest Lane
Palm Harbor, Florida 34683

We, the undersigned, being the incorporator hereinabove named, for the purposes of forming a corporation not-for-profit pursuant to Chapter 617, Florida Statutes, do hereby subscribe to these Articles of Incorporation and have hereunto set our hand and seal this 4th day of November, 1994.

SOMERSET ESTATES, INC.,
A Florida Corporation

By

Roger Harris, President

(CORPORATE SEAL)

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing was acknowledged before me this 4th day of Nov, 1994, by ROGER HARRIS, as President of SOMERSET ESTATES, INC., a Florida Corporation, on behalf of said Corporation, who is personally known to me, and who acknowledged that he did subscribe to the foregoing Articles of Incorporation freely and voluntarily for the purposes therein expressed, and did not take an oath.

Connie A. Swarts
Notary Public

My Commission Expires:



CONNIE A. SWARTS
MY COMMISSION # GC406918 EXPIRES
October 14, 1998
BONDED THRU TROY FAIN INSURANCE, INC.

CERTIFIED BY INITIAL REGISTERED AGENT

Having been named as the initial Registered Agent of QUEEN ANNE GATE HOMEOWNERS ASSOCIATION, INC., I hereby agree to act in this capacity and agree to maintain said corporation's initial registered office at 2181 Forest Oak Lane, Palm Harbor, Florida 34683, and agree to comply with the provisions of the Florida Statutes relative to keeping open said office.

Roger Harris
ROGER HARRIS

income; provided, however, no compensation may be paid for services rendered solely in the capacity of a Director, Officer, or Member.

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The name and address of the incorporator of this corporation is as follows:

Somerset Estates, Inc., a Florida Corporation
c/o Roger Harris, President
2181 Oak Forest Lane
Palm Harbor, Florida 34683

We, the undersigned, being the incorporator hereinabove named, for the purposes of forming a corporation not-for-profit pursuant to Chapter 617, Florida Statutes, do hereby subscribe to these Articles of Incorporation and have hereunto set our hand and seal this ____ day of _____, 1994.

SOMERSET ESTATES, INC.,
A Florida Corporation

By _____
Roger Harris, President

(CORPORATE SEAL)

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing was acknowledged before me this ____ day of _____, 1994, by ROGER HARRIS, as President of SOMERSET ESTATES, INC., a Florida Corporation, on behalf of said Corporation, who is personally known to me, and who acknowledged that he did subscribe to the foregoing Articles of Incorporation freely and voluntarily for the purposes therein expressed, and did not take an oath.

My Commission Expires:

_____, Notary Public

CERTIFIED BY INITIAL REGISTERED AGENT

Having been named as the initial Registered Agent of QUEEN ANNE GATE HOMEOWNERS ASSOCIATION, INC., I hereby agree to act in this capacity and agree to maintain said corporation's initial registered office at 2181 Forest Oak Lane, Palm Harbor, Florida 34683, and agree to comply with the provisions of the Florida Statutes relative to keeping open said office.

ROGER HARRIS