

ARTICLES OF INCORPORATION

We, the undersigned, jointly and severally agree with each other to associate ourselves and our successors together as a corporation not for profit under the laws of the State of Florida, and do hereby subscribe, acknowledge and file in the office of the Secretary of State, of the State of Florida, the following Articles of Incorporation:

I.

The name of the Corporation shall be:

TOWN APARTMENTS, INC., NO. 3, a condominium.

II.

The purposes for which the corporation is organized shall be to buy, sell, lease or sub-lease, or to acquire, maintain or operate as fee owner or as owner of a leasehold interest, or solely to maintain or operate without any interest in real property, certain multi-unit residential buildings and the land upon which said buildings shall be situated, in Pinellas County, Florida, a condominium, which multi-unit residential buildings shall be known as Apartments J and K of TOWN APARTMENTS NO. 3, a condominium, the land on which said buildings shall be situated being legally described as follows:

Commencing at the West 1/4 corner of Section 36, Township 30 South, Range 16 East, said point being the intersection of 62nd Avenue North and 22nd Street North; thence along the centerline of 62nd Avenue North, South 89 deg. 53' 06" East, 488.84 feet; thence South 0 deg. 07' 49"

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OFFICE OF THE SECRETARY OF STATE
TALLAHASSEE, FLORIDA
APPROVED AND FILED
C. J. [Signature]

West 50.00 feet to the P.O.B.; thence continue South 0 deg. 07' 49" West 829.00 feet; thence South 89 deg. 53' 06" East, 142.33 feet; thence North 0 deg. 07' 49" East 629.00 feet; thence North 89 deg. 53' 06" West, 112.33 feet; thence North 0 deg. 07' 49" East 200.00 feet to the South R.O.W. of 62nd Avenue North; thence with said R.O.W. North 89 deg. 53' 06" West 30.00 feet to the P.O.B.; less the West 30.00 feet and less the South 30.00 feet and less the North 45.00 feet of the East 112.33 feet for ingress and egress subject to such easements as noted for utilities and drainage; Pinellas County, Florida; and to erect such additional buildings and structures on said real estate as the corporation may deem best, and to transact all business necessary and proper in connection with the operation of said property for the mutual benefit of its members; to operate said property for the sole use and benefit of its members, without attempting to make any profit or other gains for the corporation, and to perform any other act for the well-being of member residents, without partiality or undue inconvenience as between member residents; and to perform any other act in maintaining an atmosphere of congeniality and high standard of occupancy by and for its member residents, and maintenance of a high standard of the physical appearance of the buildings, to formulate By-Laws, rules or regulations, and to provide for the enforcement thereof. The Corporation shall also have such other power and authority to do and perform every act and thing necessary and proper in the conduct of its business for the accomplishment of its purposes as set forth

herein and as permitted by Chapter 617, Florida Statutes, 1961.

III.

GALT CONSTRUCTION CO., INC., hereinafter referred to as the Developer, shall make and declare a certain Declaration of Condominium submitting the property described herein to condominium ownership under the restrictions, reservations, covenants, conditions and easements set out therein, which shall be applicable to said property and all interests therein, to-wit:

(a) Legal Description as more fully set forth in Article II herein.

(b) All improvements erected or installed on said land, including two (2) buildings, J and K, containing nineteen (19) condominium units each and related facilities.

Initially, such three (3) persons as the Developer may name shall be the members of the Corporation who shall be the sole voting members of the Corporation until such time as the Developer has conveyed twenty (20) condominium units to the individual grantees, as said condominium units are defined in the proposed Declaration of Condominium, or for a period of two (2) years after completion of improvements upon the property hereinabove described in Article II, whichever event shall occur first. Thereafter, such three (3) named persons shall cease to be members of the Corporation, unless they are either the Developer or a Grantee of the Developer, and the individuals to whom the condominium units have been conveyed shall be voting members of the Corporation. The By-Laws of the Corporation may not change or alter this Article.

IV.

The term for which this Corporation shall exist shall be perpetual.

V.

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

Julius Green	2100 - 62nd Avenue North St. Petersburg, Florida
Herbert Green	2100 - 62nd Avenue North St. Petersburg, Florida
Herman Geller	2100 - 62nd Avenue North St. Petersburg, Florida

VI.

The affairs of the Corporation shall be managed by a President, Vice President, Secretary and Treasurer. The officers of the corporation shall be elected annually by the Board of Directors of the Corporation in accordance with the provisions provided therefor in the By-Laws of the Corporation.

VII.

The business of the Corporation shall be conducted by a Board of Directors which shall consist of not less than five (5) members, as the same shall be provided for by the By-Laws of the Corporation. The members of the Board of Directors shall be elected annually by a majority vote of the members of the Corporation. The names and addresses of the first Board of Directors and Officers, who shall serve as Directors and Officers until the first election of Directors and Officers, are as follows:

Julius Green	2100 62nd Avenue North St. Petersburg, Florida	President and Director
Herman Geller	2100 62nd Avenue North St. Petersburg, Florida	Secretary and Director
Herbert Green	2100 62nd Avenue North St. Petersburg, Florida	Treasurer and Director

Anthony S. Battaglia 3835 Central Avenue Vice President
St. Petersburg, Florida and Director

Howard P. Ross 3835 Central Avenue Director
St. Petersburg, Florida

VIII.

The By-Laws of the Corporation are to be made, altered or rescinded by a three-fourths (3/4) vote of the members of the Corporation.

IX.

Amendments to the Articles of Incorporation may be proposed by the Board of Directors or by a majority vote of the members of the Corporation, provided, however, that no such amendments to the Articles of Incorporation shall be effective unless adopted pursuant to Article XI hereinafter.

X.

Section 1. No officer, director or member shall be personally liable for any debt or other obligation of the corporation, except as provided in the proposed Declaration of Condominium.

Section 2. Each member shall be restricted to one (1) vote, except in all elections for Directors, each member shall have the right of cumulative voting; that is to say, each member shall have the right to vote, in person or by proxy, for as many persons as there are Directors to be elected, or to distribute them on the same principle among as many candidates as he shall see fit.

Section 3. A membership may be owned by more than one owner, provided that membership shall be held in the same manner as title to the unit. In the event ownership is in more

one (1) person, all of the owners of such membership shall be entitled collectively to only one (1) voice or ballot in the management of the affairs of the Corporation in accordance with the Declaration of Condominium, and the vote may not be divided between plural owners of a single membership.

Section 4. The members of this Corporation shall be subject to assessment for the costs and expenses of the Corporation in operating the multi-unit buildings, in accordance with the Declaration of Condominium, these Articles of Incorporation, and the By-Laws of the Corporation. The By-Laws of the Corporation may not change or alter this Section 4, Article X.

Section 5. The Corporation shall not be operated for profit, no dividends shall be paid, and no part of the income of the Corporation shall be distributed to its members, Directors or Officers.

Section 6. The members of the Corporation, individually, are responsible for all maintenance and repair within and about their condominium unit.

Section 7. Any matter of controversy or dispute between members or between a member and the Corporation shall be settled by arbitration in accordance with the rules therefor provided by the American Arbitration Association and the Statutes of the State of Florida.

Section 8. The members of this Corporation shall be subject to all of the terms, conditions, restrictions and covenants contained in the Declaration of Condominium, these Articles of Incorporation, and the By-Laws of the Corporation.

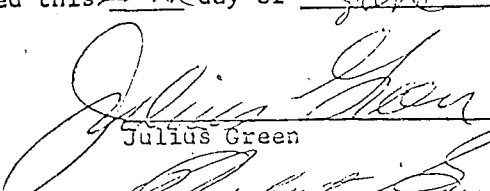
XI.

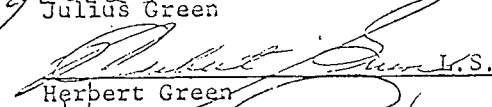
These Articles of Incorporation of the Corporation may not be amended, altered, modified, changed or rescinded by a vote of less than three-fourths (3/4) of the then present members of the Corporation, which may be accomplished at any regular or special meeting of the Corporation, provided that written notice of the proposed change shall have been mailed to each member of the Corporation, ten (10) days prior to said meeting of the Corporation, provided, however, that no such alteration, amendment, modification, change or rescision of Article II hereinabove and of Sections 4, 5, 6 and 8 of Article X may be made without the unanimous approval of the then members of the Corporation, together with the written unanimous approval of all mortgagees holding a valid, enforceable first mortgage lien against any condominium unit, provided such mortgagees are institutional mortgagees such as a bank, savings and loan association or insurance company authorized to transact business in the State of Florida.

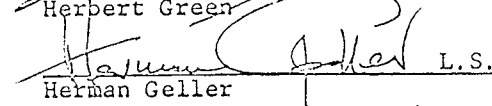
XII.

This Corporation shall provide and may contract for recreational facilities to be used by the condominium unit owners for recreational and social purposes.

IN WITNESS WHEREOF, the subscribing incorporators have hereunto set their hands and seals and caused these Articles of Incorporation to be executed this 22nd day of June, 1965.


Julius Green L.S.


Herbert Green L.S.


Herman Geller L.S.

STATE OF FLORIDA)
) SS
 COUNTY OF PINELLAS)

Before me, the undersigned authority, this day personally appeared JULIUS GREEN, HERBERT GREEN and HERMAN GELLER, each well known to me to be the persons who executed the foregoing Articles of Incorporation and have severally acknowledged before me that they executed the same for the purposes therein mentioned.

WITNESS my hand and official seal at St. Petersburg, in the County of Pinellas, and State of Florida, this 22nd day of June, A.D., 1965.

Marilyn X. [Signature]
 Notary Public
 Notary Public State of Florida at Large
 My Commission Expires Sept. 14, 1968

A F F I D A V I T

STATE OF FLORIDA)
 SS
COUNTY OF PINELLAS)

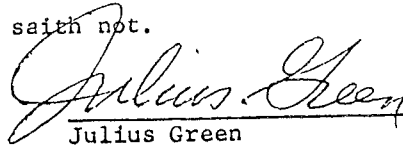
Before me, the undersigned authority, this day personally appeared JULIUS GREEN, who after being duly sworn as required by law, deposes and says:

1. That he is the President of GALT CONSTRUCTION CO., INC., a Florida Corporation.

2. That as President of said GALT CONSTRUCTION CO. INC., a Florida Corporation, he has no objections to said corporation being mentioned in the Articles of Incorporation filed with the Secretary of State of Florida, Tallahassee, Florida, known as TOWN APARTMENTS, INC., NO. 3, a condominium, and hereby consents to the use of said corporate name in the aforesaid condominium corporation.

3. That this consent shall be attached to and made a part of the charter of TOWN APARTMENTS, INC., NO. 3, a condominium, as though set forth therein in full.

4. Further Affiant saith not.


Julius Green

Sworn to and subscribed before me this 22nd day of June, A.D., 1965.


Notary Public

My commission expires:
Notary Public, State of Florida at Large
My Commission Expires July 9, 1967.

