

ARTICLES OF INCORPORATION
OF
THE RESIDENCES AT WINDWARD PASSAGE
CONDOMINIUM 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 THE RESIDENCES AT WINDWARD PASSAGE CONDOMINIUM 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 the Florida Condominium Act, which is Chapter 718, Florida Statutes, for the operation of WINDWARD PASSAGE CONDOMINIUM, according to the Declaration 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, these Articles and the Declaration of Condominium, and all of the powers and duties reasonably necessary to operate the condominium 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 unit owners to defray the costs, expenses and losses of the condominium, and to account to each member for assessments against that member's unit.

b. To use the proceeds of assessments in the exercise of its powers and duties.

c. To maintain, repair, replace and operate the property of the condominium, including easements, specifically, the surface water management system facilities as permitted by the

Southwest Florida Water Management District, including, but not limited to, all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, flood plain compensation areas, wetlands and any associated buffer areas, and wetland mitigation areas.

d. To purchase insurance upon the property of the condominium and insurance for the protection of the Association and its members as unit owners.

e. To reconstruct the improvements after casualty and to further improve the property.

f. To make and amend reasonable rules and regulations respecting the use of the property in the condominium, other than the restrictions contained in the Declaration of Condominium; provided, however, that all such rules and regulations and their amendments shall be approved by not less than seventy-five percent of the votes of the entire membership of the Association before such shall become effective.

g. To enforce by legal means the provisions of the Condominium Act, the Declaration of Condominium, these Articles, the Bylaws of the Association and the Regulations for the use of the property in the condominium.

h. 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.

i. To employ personnel to perform the services required for proper operation of the condominium.

3.3 All funds and titles of all properties acquired by the Association and their proceeds shall be held in trust for the members of the condominium in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation, and the Bylaws.

IV. Members

4.1 The members of the Association shall consist of all the record owners, by deed or otherwise, of condominium units in THE RESIDENCES AT WINDWARD PASSAGE CONDOMINIUM; and after termination of the condominium shall consist of those who are members at the time of such termination and their successors and assigns.

4.2 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, or other instrument establishing a record title to the unit in the

condominium and the delivery to the Association of a copy of such instrument. The owner designated by such instrument thus becomes a member of the Association and the membership of the prior owner is terminated.

4.3 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 unit.

4.4 The owner of each unit shall be entitled to one vote as a member of the Association. The manner of exercising voting rights shall be determined by the Bylaws of the Association.

V.

Directors

5.1 The affairs of the Association will be managed by a Board consisting of the number of directors determined by the Bylaws, but not less than three directors, and in the absence of such determination shall consist of three 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 Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided in the Bylaws.

5.3 When unit owners, other than the Developer, own fifteen percent (15%) or more of the units that will be operated by the Association, the unit owners, other than the Developer, shall be entitled to elect not less than one-third (1/3) of the members of the Board of Directors. The unit owners, other than the Developer, shall be entitled to elect not less than a majority of the members of the Board of Directors after the first of the following occurs: (a) three (3) years after sales by the Developer have been closed on at least fifty percent (50%) of the units to be operated by the Association; (b) three (3) months after sales have been closed by the Developer of ninety percent (90%) of the units that will be operated by the Association, (c) when all of the units that will be operated by the Association have been completed and some of them conveyed to purchasers, and none of the others are being offered for sale by the developer in the ordinary course of business; (d) when some of the units have been conveyed to purchasers and none of the others are being constructed or offered for sale by the developer in the ordinary course of business; or (e) seven (7) years after recording the Declaration of Condominium in the public records of the county in which the condominium is located. The Developer shall be entitled to elect at least one (1) member of the Board of Directors as long as the Developer holds for sale in the ordinary course of business five percent (5%) of the units in a condominium operated by the Association.

5.4 Within seventy-five (75) days after unit owners other than the Developer are entitled to elect a member or members to the Board of Directors, the Association shall call and give not less than sixty (60) days notice of an election for the members of the Board. The election shall proceed as provided in Section 718.112 (2) (d), Florida Statutes.

5.5 The names and addresses of the members of the first 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>
Larry Cooper	140 Island Way, #299 Clearwater, FL 33767
Salman Haider	140 Island Way, #299 Clearwater, FL 33767
Samina Haider	140 Island Way, #299 Clearwater, FL 33767
Monica Cooper	140 Island Way, #299 Clearwater, FL 33767

VI.
Officers

The affairs of the Association shall be administered by the officers designated in the Bylaws. 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. The names and addresses of the Officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President	Larry Cooper	140 Island Way, #299 Clearwater, FL 33767
Vice President	Salman Haider	140 Island Way, #299 Clearwater, FL 33767
Secretary	Monica Cooper	140 Island Way, #299 Clearwater, FL 33767
Treasurer	Samina Haider	140 Island Way, #299 Clearwater, FL 33767

VII.
Registered Agent and Office

The street address of the initial registered office of the Association shall be 1253 Park Street, Clearwater, FL, 33756. The initial registered agent for the Association at the above address shall be R. Carlton Ward.

VIII.
Principal Office and Corporation Address

The street address of the Principal office and the corporation shall be 140 Island Way, #299, Clearwater, Florida, 33767.

IX
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.

X.
Bylaws

The first Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the Bylaws.

XI.
Amendments

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

11.1 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.

11.2 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. 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 two thirds (2/3) of the entire membership of the Board of Directors and by not less than two thirds (2/3) of the votes of the entire membership of the Association; or

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

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

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

XII.
Term

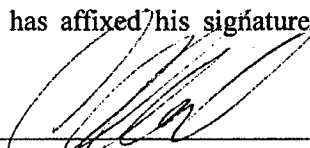
The term of the Association shall be perpetual.

XIII.
Subscribers

The name and address of the subscriber of these Articles of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
R. Carlton Ward	1253 Park Street Clearwater, FL 33756

IN WITNESS WHEREOF, the undersigned has affixed his signature, this 19th day of September, 2006.

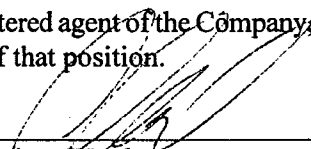


R. Carlton Ward

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, R. Carlton Ward, accept the appointment as registered agent of the Company, and state that I am familiar with and accept the duties and obligations of that position.

Date: 9/19/06



R. Carlton Ward,
Registered Agent