

ARTICLES OF INCORPORATION

OF

WESTCHESTER SHORES HOMEOWNERS ASSOCIATION, INC.

In compliance with the requirements of Chapter 617 of the Florida Statutes, the undersigned, all of whom are residents of Pinellas County, Florida, and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I - NAME

The name of the corporation is Westchester Shores Homeowners Association, Inc., hereinafter called the "Association".

ARTICLE II - PRINCIPAL OFFICE

The principal office of the Association is located at 2759 State Road 580, Suite 200, Clearwater, Florida 34621.

ARTICLE III - PURPOSE AND POWER OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation, and architectural control of the residential lots as described in Exhibit "A" attached hereto and incorporated herein, together with common areas associated therewith or related thereto, maintenance and use of recreational facilities and easements on adjoining property, and to promote the health, safety and welfare of the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration", applicable to the property and recorded or 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, said Declaration being incorporated herein as if set forth at length;

(b) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association, and the Association's share of such expenses for recreational properties located on adjoining properties;

(c) acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(d) borrow money, and with the assent of two-thirds (2/3) of each class of members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) grant easements over and under, dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;

(f) participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members;

(g) have and to exercise any and all powers, rights, and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Florida by law may now or hereafter have or exercise;

(h) grant access easements over the common areas to adjoining residential communities.

ARTICLE V - MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

ARTICLE VI - VOTING RIGHTS

The Association shall have two classes of voting membership:

CLASS A. Class A members shall be all Owners, with the exception of the Declarant, and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot.

CLASS B. The Class B member(s) shall be the Declarant (as defined in the Declaration), and shall be entitled to four (4) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, 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) on December 31, 1994.

ARTICLE VII - BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of not more than five (5) directors, who need not be members of the Association. The number of directors may be changed by amendment of the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

Richard Geiger	2759 S.R. 580, Suite 200 Clearwater, FL 34621
Craig Burley	2759 S.R. 580, Suite 200 Clearwater, FL 34621
Catherine Geiger	2759 S.R. 580, Suite 200 Clearwater, FL 34621

ARTICLE VIII - OFFICERS

The officers who shall manage the corporation shall be the President, Vice President, Secretary and Treasurer, who shall be elected and serve pursuant to the By-Laws.

The officers who shall serve until the first election of officers are as follows:

Richard Geiger, President
Craig Burley, Secretary/Treasurer
Catherine Geiger, Vice President

At the first annual meeting, the members shall elect three (3) directors for a term of one (1) year, three (3) directors for a term of two (2) years, and three (3) directors for a term of three (3) years; and at each annual meeting thereafter the members shall elect three (3) directors for a term of three (3) years.

ARTICLE IX - DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to

be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes. This procedure shall be subject to court approval pursuant to Florida Statutes 617.05.

ARTICLE X - DURATION

The corporation shall exist perpetually.

ARTICLE XI - AMENDMENTS

Amendment to these Articles shall require the assent of 75% of the entire membership, and shall be proposed by the Board of Directors at a regular or special meeting and shall be voted upon by the membership at the next regular or special meeting of the members of the Association (Florida Statute 617.013 (2) (J)).

ARTICLE XII - FHA/VA APPROVAL

As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration; annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution and amendment of these Articles.

ARTICLE XIII - SUBSCRIBERS

The subscribers to these Articles of Incorporation and their addresses are as follows:

Richard Geiger	2759 S.R. 580, Suite 200 Clearwater, FL 34621
Craig Burley	2759 S.R. 580, Suite 200 Clearwater, FL 34621
Catherine Geiger	2759 S.R. 580, Suite 200 Clearwater, FL 34621

ARTICLE XIV - REGISTERED AGENT

The Registered Agent shall be Craig Burley, who shall accept

service of process. The registered office shall be 2759 S.R. 580,
Suite 200, Clearwater, Florida 34621.

IN WITNESS WHEREOF, for the purpose of forming this
Corporation under the laws of the State of Florida, we, the
undersigned, constituting the Incorporators of this Association,
have executed these Articles of Incorporation this 1st day of
August, 1992.

WITNESSES:

[Signature]
[Name]
[Signature]
[Name]

[Signature]
Richard Geiger
[Signature]
Craig Burley
[Signature]
Catherine Geiger

STATE OF FLORIDA
COUNTY OF PINELLAS

Before me personally appeared Richard Geiger, Craig Burley,
and Catherine Geiger, to me well known and known to me to be the
persons described in and who executed the foregoing instrument, and
acknowledged to and before me that they executed said instrument
for the purposes therein expressed.

WITNESS my hand and official seal this 1st day of
August, 1992.

[Signature]
Notary Public
NOTARY PUBLIC, STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES MARCH 17, 1993
BONDED THRU HUCKLEBERRY & ASSOCIATES

My Commission Expires: