



Property of

AMBERLEA HOMEOWNERS ASSOCIATION, INC.

ARTICLES OF INCORPORATION
OF

AMBERLEA HOMEOWNER'S ASSOCIATION, INC.

The undersigned by these Articles of Incorporation associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, and certify as follows:

ARTICLE I - NAME

The name of the corporation shall be AMBERLEA HOMEOWNER'S ASSOCIATION, INC., hereinafter referred to as the Association, and the principal office shall be 1630 Oak Circle North, Dunedin Pinellas County, Florida. 33528.

ARTICLE II - PURPOSE

The purpose for which the Association is organized is as follows:

Section 1. This Association is non-partisan and non-sectarian, organized by and for the homeowners of Amberlea to promote the interests of its members through various activities including, but not limited to the following:

a. To provide a forum where subjects of community interest and concern may be brought up discussed and appropriate action taken in behalf of its membership.

b. To keep the membership informed of actions or plans which affect, or may affect their interests.

c. To engender a spirit of neighborliness and friendship among the members through informal activities and to stimulate the members to participate in community activities.

d. To represent the Association, when approved by the membership, before various governmental agencies and civic groups and to cooperate with them in making the Association area a better, safer place in which to live.

Section 2. The Association shall make no distribution of income to its members, Directors or Officers.

ARTICLE 3 - POWERS

The powers of the Association shall include and be governed by the following provisions:

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.

2. The Association shall have all of the powers and duties reasonably necessary to operate AMBERLEA HOMEOWNER'S ASSOCIATION, INC. including but not limited to the following:

a. To make and collect assessments against Members

to owners to defray the cost, expense and losses of the Association

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

c. To maintain, repair and replace the Association's property.

d. To enforce the deed restrictions on file in Pinellas County Courthouse for Units I, II, III, and IV of Amberlea Subdivision.

e. To make and amend reasonable regulations respecting the use of the property in Amberlea Subdivision; provided, however, that all such regulations and their amendments shall be approved by not less than 75% of the votes of the entire membership of the Association before such shall become effective.

f. To employ personnel to perform services required for proper operation of the Association.

ARTICLE 4 - MEMBERS

1. The Members of Association shall consist of all of the record owners of lots in Amberlea Subdivision I, II, III, and IV as recorded in Public Records of Pinellas County.

2. The owner of each lot shall be entitled to one vote as a member of the Association provided said member is paid current of all assessments of the Association. The exact number of votes to be cast by owner of a lot interest and the manner of exercising voting right shall be determined by the By-Laws of the Association.

ARTICLE 5 - DIRECTORS

1. The affairs of the Association will be managed by a Board of Directors consisting of the number of directors determined by the By-Laws, but not less than seven directors, nor more than eleven directors, and in the absence of such determination shall consist of seven directors. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided in the By-Laws.

2. Directors of the Association shall be elected at annual meeting of the members in a manner determined by the By-Laws. The first election of Directors shall be held on the second Monday of January, 1976. 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.

3. The names and addresses of the Members of the first Board of Directors who shall hold office until their successors are elected in a qualified, or until removed, are as follows:

NAMES	ADDRESSES
1. RONALD REICH	1640 Summit Way, Dunedin, Florida 33528
2. HERSCHEL JONES.	1611 Brook Drive, Dunedin, Florida 33528
3. ROBERT GOODWIN	1174 Brook Drive East, Dunedin, Florida 33528
4. RICHARD REID	1622 Dale Circle South, Dunedin, Florida 33528
5. JAMES BODINO	1630 Dale Circle North, Dunedin, Florida 33528
6. LEO WHALEY	1688 Amberlea Drive South, Dunedin, Fla. 33528
7. WILLIAM COFFMAN	1604 Dale Circle, Dunedin, Florida 33528
8. KENNETH REJKO	1290 Amberlea Court West, Dunedin, Fla. 33528
9. SUSAN LUCAS	1331 Glendale Drive, Dunedin, Florida 33528
10. WILFRED GAGNON	1693 Amberlea Drive North, Dunedin, Fla. 33528
11. WILLIAM TINNELLY	1391 Amberlea Drive East, Dunedin, Fla. 33528

ARTICLE 6 - OFFICERS

The affairs of the Association shall be administered by the officers designated in the By-Laws. 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 first Board of Directors are as follows:

President :	Robert Goodwin	1174 Brook Drive East, Dunedin, Florida 33528
Vice President:	William Coffman	1604 Dale Circle, Dunedin, Florida 33528
Secretary:	Susan Lucas	1331 Glendale Drive, Dunedin, Florida 33528
Treasurer:	James Bodino	1630 Dale Circle North, Dunedin, Florida 33528

ARTICLE 7 - 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 any settlement of any proceeding to which he may be a part or in which he may be 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 in that event of a settlement the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests 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.

ARTICLE 8 - BY-LAWS

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

ARTICLE 9 - AMENDMENTS

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

→ 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.

→ 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. Directors and 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 else where

provided,

a. Such approval must be by not less than seventy-five percent of the entire membership of the Board of Directors and by not less than seventy-five percent of the votes of the entire membership voting upon such amendments; or

b. By not less than eighty percent of the votes of the entire membership of the Association.

3. Provided, however, that no amendment will make any changes in the qualification for membership nor the voting right of the member, without the approval in writing by all members. No amendment shall be made that is in conflict with Florida Statute Chapter 617.

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.

ARTICLE 10 - TERM

The term of the Association shall be perpetual.

ARTICLE 11 - SUBSCRIBERS

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

NAME	ADDRESS
1. Robert Goodwin	1174 Brook Drive East, Dunedin, Fla. 33528
2. William Coffman	1604 Dale Circle, Dunedin, Florida 33528
3. Susan Lucas	1331 Glendale Drive, Dunedin, Florida 3352

IN WITNESS WHEREOF, the subscribers have affixed their signatures this 2ND day of JANUARY, 1975.

Signed, sealed and delivered in the presence of:

151 Ray Penick

Robert W. Goodwin (SEAL)

151 Kenneth Everett

William J. Coffman (SEAL)

Susan Lucas (SEAL)

STATE OF FLORIDA
COUNTY OF PINELLAS

Before me, the undersigned authority, personally appeared Robert Goodwin, William Coffman and Susan Lucas who being duly sworn, acknowledged that they executed the foregoing Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal in the State and County last aforesaid this 2ND day of JANUARY, 1975.

(4)

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First-- That Amberle's Homeowner's Association, Inc.
desiring to organize under the laws of the State of Florida
with its principal office, as indicated in the Articles of
Incorporation at City of Dunedin County
of Pinellas, State of Florida
has named RAY PEACOCK
located at 50 S. Belcher Road, Clearwater, Florida 33518
(Street Address and number of building)
(Post Office Box address not acceptable)
City of Clearwater, County of Pinellas
State of Florida, as its agent to accept service of process within
this State.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the
above stated corporation, at place designated in this certificate, I
hereby accept to act in this capacity, and agree to comply with the
provision of said Act relative to keeping open said office.

BY RS/ RAY PEACOCK
Resident Agent

BY-LAWS

AMBERLEA HOMEOWNER'S ASSOCIATION, INC.

a corporation not for profit
under the laws of the State of Florida

ARTICLE I.

Identity

Section 1. These are the By-Laws of AMBERLEA HOMEOWNER'S ASSOCIATION, INC., called "Association" in these By-Laws, a corporation not for profit under the Laws of the State of Florida, the Articles of Incorporation of which were, or will be filed in the office of the Secretary of State in the month of January, 1975. The Association has been organized for the purpose of administering AMBERLEA HOMEOWNER'S ASSOCIATION which is described as Amberlea Subdivision, Unit I, II, III, and IV as recorded in Pinellas County, Public Records.

Section 2. The office of the Association shall be at the residence of the President of Assoc. Dunedin, Florida .

Section 3. The corporation shall operate upon the calendar year beginning the first day of January and ending on the 31st day of December of each year. The Board of Directors is expressly authorized to change from a calendar year to that of a fiscal year basis whenever deemed expedient for the best interest of the corporation.

Section 4. The seal of the corporation shall bear the name of the corporation, the word "Florida", and the words "Corporation not for profit" and the year of incorporation, an impression of which is as follows:

SEAL

ARTICLE II.

The Association

Section 1. Members. The owners of the lots in Amberlea Subdivision as recorded in the Public Records of Pinellas County shall be the members of this Association.

a. Any legal entity capable of ownership of real property under the laws of the State of Florida shall be eligible for membership.

b. Any legal entity, upon acquiring title to a lot in Amberlea Subdivision, shall ipso facto become a member of the Association, and upon the conveyance or transfer of said ownership, said owner's membership in the Association shall ipso facto cease.

Section 2. Place of Meeting. Meetings of the membership shall be held at the principal office or place of business of the Association, or at such other suitable place convenient to the membership and may be designated by the Board of Directors.

Section 3. Annual Meetings. The first annual meeting of the Association shall be January 13, 1975. Thereafter, the annual meetings of the Association shall be held on the second Monday of January of each succeeding year. At the annual meeting the members may transact such business of the Association as may properly come before them. The time of all meetings shall be set by the Directors, and the Directors by majority vote may change the date of the annual meeting.

Section 4. Special Meetings. Special meetings of the members may be called by the President and shall be called by the President or Secretary at the request in writing of the Board of Directors or at its request in writing of 75% of the members. Such request shall state the purpose or purposes of the proposed meeting.

Section 5. Notice of Meetings. It shall be the duty of the Secretary to mail or otherwise deliver a notice of each annual meeting or special meeting, stating the purpose thereof as well as the time and place where it is to be held, to each member of record, at his address as it appears in the membership book of the Association, or if no address appears, at his last known place of

address, at least ten, but not more than twenty, days prior to such meeting. The mailing of a notice in the manner provided in this section shall constitute notice served.

Section 6. Vote required to transact business. When a quorum is present at any meeting, the majority of the votes of the individuals entitled to vote present in person or represented by written proxy shall decide any question brought before the meeting, unless the question is one upon which, by express provision of the Articles of Incorporation or by these By-Laws, a different vote is required, in which case such express provision shall govern and control the decision of such question.

Section 7. Quorum. Fifty-one percent (51%) of the ownership of the lots in Amberlea Subdivision, of the Association present in person or by proxy shall be requisite to and shall constitute a quorum at all meetings of the owners for the transaction of business, except as otherwise provided by the Articles of Incorporation, or these By-Laws. If, however, such quorum shall not be present or represented at any meeting of the owners, the members entitled to vote thereat, present in person or represented by written proxy, shall have power to adjourn the meeting from time to time, without notice other than the announcement at the meeting, until a quorum shall be presented or represented. At such adjourned meeting of which a quorum shall be present or represented, any business shall be transacted which might have been transacted at the meeting originally called.

Section 8. Waiver and Consent. Whenever the vote of the owners at a meeting is required or permitted by any provision of the Statutes or the Articles of Incorporation whereby these By-Laws to be taken in connection with any action of the Association, the meeting and vote of the owners may be dispensed with if all the owners who would have been entitled to vote upon the action of such meeting was held shall consent in writing to such action being taken.

Section 9. Voting. At every meeting of the members, the owners or owner of each lot, either in person or by proxy, shall provided said member is paid current for all assessments of the association, have the right to cast one vote. The vote of the majorit of those present, in person or by proxy, shall decide any question brought before such meeting, unless the question is one upon which, by express provisions of the Articles of Incorporation or by these Statute a different vote is required, in which case such express vote shall govern and control.

Section 10. Proxies. A member may appoint any resident of Amberlea as a proxy. All proxies must be in writing and must be filed with the Secretary at any meeting or meetings for which the proxy was given before the proxy may vote.

Section 11. Order of Business. The order of business at all annual or special meetings of the members shall be as follows:

- a. Roll call.
- b. Proof of notice of the meeting or waiver of notice.
- c. Reading of the minutes of preceding meeting.
- d. Reports of officers.
- e. Reports of committees.
- f. Election of officers (if election is to be held).
- g. Unfinished business.
- h. New business.

ARTICLE III.

Administration

Section 1. Number and Qualification. The affairs of the Association shall be governed by the Board of Directors. The number of Directors which shall constitute the Board shall not be less than seven nor more than eleven.

Section 2. All Directors must own a lot in Amberlea Subdivision at the time they act as a Director. Directors shall be elected from eleven areas as designated in Amberlea Directory. Each of these eleven Directors shall be elected by the members residing in the beforementioned area, by secret ballot, for a one

year term.

Section 3. Any Director may be removed by concurrence of 75% of the members of the Directors respective area, ratified by the Board of Directors, at a special meeting called for that purpose. The vacancy in the Board of Directors so created shall be filled by the members of the Association of the respective area and said vacancy shall be filled by a person residing in the same area as the one removed

Section 4. Except as to vacancies provided by removal of Directors by members, vacancies in the Board of Directors shall be filled by majority vote of the members of the Board of Directors at any regular or special meeting. The vacancy shall be filled by a person residing in the same area where the vacancy occurred and that person shall serve until the next election.

Section 5. The term of each directors's service shall extend until the next annual meeting of the members and thereafter until his successor is duly elected and qualified or until he is removed in the manner elsewhere provided.

Section 6. Power and duties. The Board of Directors shall have the powers and duties necessary for the administration of the affairs of the Association, and may do all such acts and things as are not by the Articles of Incorporation or these By-Laws directed to be exercised and done by the members or officers. The power of the Board shall include, but not limited to, the following:

a. All powers and duties of the Association as set forth in the Articles of Incorporation of the Association, except as limited as provided above.

b. To prepare and adopt an annual operating budget, which budget shall be sufficient in amount to pay for all necessary expenses and expenditures.

c. To prepare a detailed report of the acts, accounts, and statements of income and expenses for the previous year, and present same at the annual meeting of the members.

d. To determine who will act as legal counsel for the Association whenever necessary.

e. To determine the depository for the funds of the Association.

f. To acquire the necessary personnel needed for the maintenance, care, and upkeep of the common areas of the Association, and set the salaries of said personnel.

g. Assess and collect all assessments pursuant to the By-Laws.

Section 7. Compensation. No compensation shall be paid to directors for their services as directors. No remuneration shall be paid a director for services performed by him for the Association in any other capacity, unless a resolution authorizing such remuneration shall have been unanimously adopted by the Board of Directors before the services are undertaken.

Section 8. Organization Meeting. The first meeting of the Board of Directors elected by the Association members shall be held within ten (10) days after such election, at such place as shall be fixed by the Board and no notice shall be necessary to the newly elected Directors in order legally to constitute such meeting, providing all of the Board of Directors shall be present in person or by proxy.

Section 9. Regular Meeting. Regular meetings of the Directors may be held as such time and place as shall be determined, from time to time, by a majority of the Directors, but at least four such meetings shall be held during each fiscal year. Notice of regular meetings of the Board of Directors shall be given to each Director, personally or by mail, telephone or telegraph, at least three days prior to the date named for such meeting.

Section 10. Special Meetings. Special meetings of the Board of Directors may be called by the President on three days' notice to each Director, given personally or by mail, telephone or telegraph, which notice shall state the time, place (as hereinabove provided), and purpose of the meeting. Special meetings of the Board of Directors shall be called by the President or Secretary, in like manner and on like notice, on the written request of at least five Directors.

Section 11. Waiver of Notice. Before or at any meeting of the Board of Directors, any director may, in writing, waive notice of such meeting, and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a Director at any meeting of the Board of Directors shall be a waiver of notice by

him of the time and place thereof. If all the Directors are present at any meeting of the Board, no notice shall be required and any business may be transacted at such meeting.

Section 12. Quorum. At all meetings of the Board of Directors, a majority of the Directors shall constitute a quorum for the transaction of business, and the acts of the majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. If at any meeting of the Board of Directors there be less than a quorum present, the majority of those present may adjourn the meeting from time to time. At such adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted without further notice.

Section 13. Fidelity Bonds. The Board of Directors may require that all officers and employees of the Association handling or responsible for Association funds shall furnish adequate fidelity bonds. The premiums on such bonds shall be paid by the Association.

Section 14. Designation of Officers. The principal officers of the Association shall be a President, a Vice-President, a Secretary and a Treasurer, all of whom shall be elected by and from the Board of Directors. The Board of Directors may appoint an Assistant Treasurer and an Assistant Secretary, and such other officers as in their judgment may be necessary.

Section 15. Election of Officers. The officers of the Association shall be elected annually by the Board of Directors at the organization meeting of each new Board, and shall hold office at the pleasure of the Board.

Section 16. Removal of Officers. Upon an affirmative vote of a majority of the members of the Board of Directors, any officer may be removed, either with or without cause, and his successor elected at any regular meeting of the Board of Directors, or at any special meeting of the Board called for such purpose.

Section 17. President. The President shall be the chief executive officer of the Association. He shall preside at

all meetings of the Association and of the Board of Directors. He shall have all of the general powers and duties which are usually vested in the office of President of an Association.

Section 18. Vice-President. The Vice-President shall take the place of the President and perform his duties whenever the President shall be absent or unable to act. If neither the President nor the Vice-President is able to act, the Board of Directors shall appoint some other member of the Board to do so on an interim basis. The Vice-President shall also perform such other duties as shall from time to time be imposed upon him by the Board of Directors.

Section 19. Secretary. The Secretary shall keep the minutes of all meetings of the Board of Directors, and the minutes of all meetings of the Association; he shall have charge of such books and papers as the Board of Directors may direct; and he shall, in general, perform all the duties incident to the office of Secretary.

Section 20. Treasurer. The Treasurer shall have responsibility for Association funds and securities, and shall be responsible for keeping full and accurate accounts of all receipts and disbursements in books belonging to the Association. He shall be responsible for the deposit of all moneys and other valuable effects in the name, and to the credit, of the Association in such depositories as may from time to time be designated by the Board of Directors.

Section 21. Amendment to By-Laws. Amendments to the By-Laws shall be proposed and adopted in the following manner:

a. 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.

b. 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. Directors and members of the Association 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;

i. such approvals must be by not less than 75%

c. Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of members of the Association without approval in writing by all members. No amendment shall be made that is in conflict with Chapter 617 Florida Statute.

d. A copy of each amendment shall be prepared in recordable form, and a copy of each amendment certified and sworn to by the Secretary of the Association shall be recorded in the Public Records of Pinellas County, Florida in order to become effective.

ARTICLE IV.

Finances

Section 1. All checks or demands for money and notes of the Association shall be signed by any two of the following officers: President, Secretary or Treasurer, whereby such officer or officers or such other persons the Board of Directors may from time to time designate.

Section 2. The amount of the annual membership dues shall be determined and established by the Board of Directors at the annual meeting of each fiscal year. Approved by the general membership. Suggested dues for the first year shall be \$10.00.

Section 3. Dues shall be payable January 15th of each year and shall be considered delinquent February 15th each year.

ARTICLE V.

Miscellaneous

Section 1. Register. The Secretary of the Association shall maintain a register in the Association's office showing the names and addresses of all members.

Section 2. Minutes of Meetings. Minutes of all meetings of the Board of Directors shall be kept in the minute book, and any resolution passed by the Association shall be signed by the appropriate officers.

Section 3. Dispute. Any dispute arising as to the construction of the By-Laws, or whether or not any house rules have been violated, shall be reviewed by the Board of Directors and their decision, as determined by the majority vote shall be final.

Section 4. Accounts, Books, and Records. Each member shall be entitled to examine the books and records upon written request. The accounts of the Treasurer shall be audited annually prior to the annual meeting. The auditing committee will be composed of two members appointed by the Board of Directors (not Board members). This committee will submit its report to the members at the annual meeting.

Section 5. Parliamentary authority. The Robert Rules of Order shall govern all meetings.

The foregoing was adopted as the By-Laws of AMBERLEA HOMEOWNER'S ASSOCIATION, INC., a corporation not for profit under the laws of the State of Florida, at the first meeting of the Board of Directors on the 13th day of January, 1978.

AMBERLEA HOMEOWNER'S
ASSOCIATION, INC.,
a corporation not for profit
under the Laws of the State
of Florida

By: Susan Lucas
Secretary