

member of the Corporation. Membership in the Corporation may be transferred only as an incident to the transfer of the transferor's condominium parcel and his undivided interest in the common elements of the condominium, and such transfers shall be subject to the procedures set forth in this Declaration.

Section 3. Voting Members: That member designated by the owner or owners, as recorded in the public records of Pinellas County, Florida, of a vested present interest in a single condominium parcel, owning the majority interest in such single condominium parcel, the designation of whom shall be by statement filed with the secretary of the Association, in writing, signed under oath, and who shall continue to cast the vote for all such owners of interests in a single condominium parcel until such time as another person is properly designated as the voting member by those persons or entities owning the majority interests in such single condominium parcel by a similar written, sworn statement filed with the Secretary.

An owner or owners of a single condominium parcel shall collectively be entitled to one (1) vote, which vote shall be cast by the voting member.

There shall not be more than forty-one (41) voting members at any one time and each may cast one (1) vote. A person who entity owning more than one (1) condominium parcel may be designated as a voting member for each such condominium parcel which he or it owns. Failure by all owners of any single condominium parcel to file the aforementioned written, sworn statement with the Secretary prior to a members' meeting will result in depriving such owners of a single condominium parcel of a vote at such meeting.

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 than one 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: In the event the owner of a condominium parcel is not a natural person, the subject entity shall designate a natural person who shall be entitled to occupy the condominium parcel, and such natural person shall be a member of the Corporation, subject to the procedures set forth in the Declaration.

ARTICLE V MEETING OF THE MEMBERSHIP

Section 1. Place: All meetings of the corporate membership shall be held at the office of the Corporation or other place as may be stated in the notice.

Section 2. Annual Meeting: The first annual meeting of the members of the Corporation shall be held on the second Monday of August, 1971, unless sooner callable in accordance with the provisions of Article III of the Articles of Incorporation.

Regular annual meetings subsequent to 1971 shall be held on the second Monday of August, of each succeeding year, if not a legal holiday and if a legal holiday, then on the next secular day following.

Section 3. Membership List: At least ten (10) days before every election of Directors, a complete list of members entitled to vote at said election, arranged numerically by apartment units with the residence of each, shall be prepared by the Secretary. Such list shall be produced and kept for said ten (10) days and throughout the election at the office of the Corporation and shall be open to examination by any member throughout such time.

Section 4. Special Meetings:

A. Special Meetings of the members for any purpose or purposes, unless otherwise prescribed by statute or by the Articles of Incorporation, may be called by the President and shall be called by the President or Secretary at the request, in writing, of a majority of the Board of Directors, or at the request, in writing, of fifteen (15) members. Such request shall state the purpose or purposes of the proposed meeting.

B. Written notice of a special meeting of members shall state the time, place and object thereof and shall be served upon or mailed to each member entitled to vote thereat, at such address as appears on the books of the Corporation, at least five (5) days before such meeting.

C. Business transacted at all special meetings shall be confined to the objects stated in the notice thereof.

Section 5. Right to Vote: At any meeting of the members, every member having the right to vote shall be entitled to vote in person or by proxy. Such proxy shall only be valid for such meeting or subsequent adjourned meeting thereof.

Section 6. Vote Required to Transact Business: When a quorum is present at any meeting, the majority of the vote of the members 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 Florida Statutes, the Declaration, the Articles of Incorporation, or 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 (51%) percent of the total number of members of the Corporation present in person or represented by written proxy, shall be requisite to and shall constitute a quorum at all meetings of the members for the transaction of business, except as otherwise provided by statute, by the Articles of Incorporation, or by these By-Laws. If, however, such quorum shall not be present or represented at any meeting of the members, the members entitled to vote thereat, present in person or represented by written proxy, shall have the power to adjourn the meeting from time to time, without notice other than the announcement at the meeting, until a quorum shall be present or represented. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting originally called.

Section 8. Waiver and Consent: Whenever the vote of members at a meeting is required or permitted by any provision of the Statutes or the Articles of Incorporation or these By-Laws to be taken in connection with any action of the Corporation, the meeting and vote of members may be dispensed with if all of the members who have been

entitled to vote upon the action if such meeting were held shall consent in writing to such action being taken.

ARTICLE VI NOTICES

Section 1. Definition: Whenever under the provisions of the Statutes or of the Articles of Incorporation or of these By-Laws notice is required to be given to any Director or member, it shall not be construed to mean personal notice, but such notice may be given in writing by mail, by depositing the same in a post office or letter box in a postpaid, sealed wrapper, addressed as appears on the books of the Corporation.

Section 2. Service of Notice - Waiver: Whenever any notice is required to be given under the provisions of the Statutes or the Articles of Incorporation or of these By-Laws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed the equivalent thereof.

ARTICLE VII FINANCES

Section 1. Fiscal Year: The Fiscal Year shall begin the first day of January of each year. The Board of Directors is expressly authorized to change this fiscal year at any time for the convenience of the Corporation.

Section 2. Checks: All checks or demands for money and notes of the Corporation shall be signed by any two of the following officers: President, Secretary or Treasurer, or by such Officer or Officers or such other person or persons as the Board of Directors may from time to time designate.

ARTICLE VIII SEAL

The seal of the Corporation shall have inscribed thereon the name of the Corporation, the year of its organization, and the words "non-profit". Said seal may be used by causing it or a facsimile thereof to be impressed, affixed, reproduced or otherwise.

ARTICLE IX ESCROW ACCOUNT FOR REAL PROPERTY TAXES

The Association shall have the option of allowing its individual members to account for the real property taxes on their condominium parcels by making payment herefor direct to the tax collector in and for Pinellas County, Florida; OR, in the alternative the Association shall provide for an escrow account for real property taxes in the following manner:

There shall be established by the Treasurer in a local federal savings and loan association and maintained, a savings deposit account for the purpose of accumulating sufficient funds to pay individual real property taxes assessed for each condominium parcel.

On the first day of each and every month, each condominium parcel

owner may deposit with the Treasurer, a sum that is determined by the Association to be calculated, upon a monthly basis for real property taxes for the year 1970, and on the 20th day of November of each year, the Treasurer shall recalculate the said sums based upon the estimated or known yearly real property tax assessments in order to establish substantially correct escrow sums for the subsequent year.

The Treasurer shall at all times maintain a current register containing, among other things, the name of each owner, together with his amount of escrow deposit paid in to the Association by said owner

Upon owner's receipt of the real property tax bill, he shall present same to the Treasurer for payment. Upon presentation, the Treasurer shall inform the owner of any tax deficiency in order to pay the said taxes and in the event of a deficiency, the owner shall deposit forthwith said deficiency sum with the Treasurer. The Treasurer shall, within three (3) days of presentation, cause a draft to be issued from the account in the amount of the tax bill payment to the taxing authority. In the event of an overage accumulated deposit of escrow funds by any owner, the Treasurer, upon owner's request, shall cause a draft to be issued from said account payable to the owner and deliver same to the owner, provided that overage may only be claimed during the month of November and December, and after said owner's current real property tax bill has been paid in full.

In the event a condominium parcel owner does not present for payment a tax bill or evidence a paid-in-full real property tax bill for his parcel on or before March 15 of each year, then the Treasurer shall, without notice, cause a draft to be issued from said account, in the sum of the tax bill, if said owner has paid a like sum into escrow, and pay said sum to the taxing authority for and on behalf of said owner. In the event said owner does not have sufficient escrow funds on hand to pay said taxes, the Treasurer shall issue an assessment against said owner for any deficiency amount, which assessment shall be payable within three (3) days of notification of same, and shall constitute and be considered a special assessment pursuant to and enforceable under the terms, conditions, and covenants of the Declaration of Condominium and these By-Laws.

The requirement for payment of escrow deposit as hereinabove stated shall be considered a special assessment levied upon the individual condominium parcel owner which shall be enforceable upon the same terms and conditions herein the owners default was for non-payment of any assessment required to be paid pursuant to the Declaration of Condominium.

Any interest earned on said escrow savings account shall be considered common surplus and be distributed in accordance with the Declaration of Condominium to those who have contributed to said escrow.

Any condominium parcel owner required to establish a separate escrow tax account by an institutional mortgagee holding a mortgage upon his parcel shall not be required to deposit to escrow funds as hereinafter set forth, provided the Treasurer is in receipt of a letter from said institution to the effect that said tax escrow account is being maintained in accordance with said institution's rules and regulations.

Each condominium unit owner shall be entitled to any benefits realized from homestead exemption for purposes of any State and County

real property taxes prorata to his ownership of the said common elements as more particularly set forth in the said Declaration of Condominium, only in the event the Condominium parcel owner qualifies for said homestead exemption.

However, whichever option the Association approves by a 51% vote of its membership shall be controlling on all members.

ARTICLE X
HOUSE RULES

In addition to the other provisions of these By-Laws, the following house rules and regulations, together with such additional rules and regulations as may be hereafter adopted by the Board of Directors, shall govern the use of the condominium units located on the property, and the conduct of all residents thereof.

A. The condominium units shall be used for residential purposes only.

B. Owners shall not use or permit the use of their premises in any manner which would be disturbing or be a nuisance to other owners, or in such a way as to be injurious to the reputation of the property.

C. The use of the condominium units shall be consistent with existing law and these restrictions, and so long as such does not constitute a nuisance.

D. Condominium units may not be used for business use or for any commercial use whatsoever.

** (11/13/92 O.R. 8089 PAGE 1271) E. No children under the age of fourteen years shall be permitted to live as permanent residents in the condominium units; provided, however, that nothing herein shall prevent owners from having children as visitors or guests for a limited period of time. Limited period of time to be defined as 30 days. The Board of Directors reserves the right to grant an extension upon request of a unit owner due to extenuating circumstances.

** (7/12/91 O.R. 7621 PAGE 1740) E.1. After the effective date of this amendment, at least 80% of all occupied units must be occupied by at least one person 55 years of age or older. Hereafter, no unit shall be sold or leased to any person or persons under the age of 55 unless the unit is to be occupied by at least one person over 55 IN ACCORDANCE WITH SECTION 807 OF THE FAIR HOUSING AMENDMENT ACT OF 1988.

Persons under the age of fifty-five (55) and more than 14 years of age may occupy and reside in a unit as long as at least one permanent occupant is fifty-five (55) years of age or older. Notwithstanding the language contained above, no person under the age of 14 shall be allowed to permanently reside in or occupy a residence.

The Board of Directors shall promulgate, from time to time, such rules, regulations and procedures as are necessary to insure continuing compliance with this restriction and consistent with an intent to comply with Section 807 of the Fair Housing Amendment Act of 1988

The Board of Directors shall have the authority to provide facilities or services specifically designed to meet the requirement of the Fair Housing Amendments Act of 1988.

It is the intent of this amendment to provide housing for persons aged 55 or older. However, this Board of Directors shall have the right to accept occupancy of up to 20% of the units by persons such as a surviving spouse or other relatives of a deceased owner or other persons IN ACCORDANCE WITH SECTION 807 OF THE FAIR HOUSING AMENDMENT ACT OF 1988.

This Restriction shall not apply to any person residing in a unit at the time this restriction was approved by the members of the Association.

F. Common elements shall not be obstructed, littered, defaced or misused in any manner.

G. No structural changes or alterations shall be made in any unit, except upon approval of the Board of Directors.

H. Parking spaces may be used in accordance with the allocations designated from time to time by the Association.

ARTICLE XI DEFAULT

A. In the event an owner of a condominium parcel does not pay the sums, charges or assessments required to be paid to the corporation within thirty (30) days after the due date, the corporation acting on its own behalf or through its Board of Directors or manager acting on behalf of the corporation, may foreclose the lien encumbering the condominium parcel created by nonpayment of the required monies in the same fashion as mortgage liens are foreclosed. The corporation shall be entitled to the appointment of a Receiver if it so requests. The corporation shall have the right to bid in the condominium parcel at a foreclosure sale and to acquire, hold, mortgage and convey the same. In lieu of foreclosure of its lien, the corporation may, through its Board of Directors, or manager acting in behalf of the corporation, or in its own behalf, bring suit to recover a money judgment for sums, charges or assessments required to be paid to the corporation without waiving its lien securing same. In any action, either to foreclose its lien or to recover a money judgment brought by or on behalf of the Corporation against a condominium parcel owner, the losing litigant shall pay the costs thereof, together with a reasonable attorney's fee.

If an action of foreclosure is brought against the owner of a condominium parcel for the nonpayment of monies due the Corporation and as a result thereof, the interest of the said owner in and to such condominium parcel is sold, then at the time of such sale, the condominium parcel owner's membership shall be canceled and membership shall be issued to the purchaser at the foreclosure sale.

If the Corporation becomes the owner of a condominium parcel by reason of foreclosure, it shall offer said unit for sale and at such time as a sale is consummated, it shall deduct from such proceeds, all sums of money due it for monthly assessments and charges, all costs incurred in the bringing of the foreclosure suit, including reasonable attorney's fees, and any and all expenses incurred in the resale of the condominium parcel, which shall include, but not be limited to; advertising expenses, real estate brokerage fees and expenses necessary for the repairing and refurbishing of the condominium parcel in question. All monies remaining after deducting the foregoing items of expense shall be returned to the former owner of the condominium parcel in question.

B. In the event of violation of the provisions of the enabling Declaration, Articles of Incorporation or restrictions and By-Laws, as the same are now or may hereafter be constituted, the Corporation, on its own behalf, may bring appropriate action to enjoin such violation or to enforce the provisions of the documents just hereinabove enumerated, or sue for damages or take all such courses of action at the same time, or for such other legal remedy it may deem appropriate.

In the event legal action is brought against a condominium parcel owner, the losing litigant shall pay the other party's reasonable attorney's fee and court costs. Each owner of a condominium parcel, for himself, his heirs, successors and assigns, agrees to the foregoing provisions relating to default and abatement of nuisance, regardless of the harshness of the remedy available to the Corporation and regardless of the availability of the other equally adequate legal procedures. It is the intent of all owners of condominium parcels to give to the Corporation a method of procedure which will enable it at all times to operate on a business-like basis, to collect those monies due and owing it from owners of condominium parcels and to preserve each owner's right to enjoy his condominium unit free from unreasonable restraint and nuisance.

ARTICLE XII REGISTERS

Section 1. The Secretary of the Corporation shall maintain a register in the corporate office showing the names and the addresses of members.

Section 2. Any application for the transfer of membership or for a conveyance of interest in a condominium parcel or a lease of a condominium parcel shall be accompanied by an application fee in the amount of Twenty-five Dollars (\$25.00) to cover the costs of contacting the references given by the applicant and such other costs of investigation that may be incurred by the Board of Directors.

Section 3. The Corporation shall maintain a suitable register for the recording of pledged or mortgaged condominium parcels. Any

pledgee or mortgagee of a condominium parcel may, but is not obligated to, notify the Corporation in writing of the Pledge or mortgage. In the event notice of default is given any member, under an applicable provision of the By-Laws, the Articles of Incorporation, or the Declaration, a copy of such notice shall be mailed to the registered pledgee or mortgagee.

ARTICLE XIII SURRENDER

In the event of the legal termination of a membership and of the occupancy rights thereunder, the member or any other person or persons in possession by or through the right of the member, shall promptly quit and surrender the owned unit to the Corporation in good repair, ordinary wear and tear and damage by fire or other casualty excepted, and the Corporation shall have the right to reenter and to reposes the owned unit. The member, for himself, and any successor in interest, by operation of law or otherwise, hereby waives any and all notice and demand for possession if such be required by the laws of Pinellas County, the State of Florida, or the United States of America.

ARTICLE XIV AMENDMENT OF BY-LAWS

The By-Laws of the Corporation may be altered, amended or repealed unless specifically prohibited herein, at any regular or special meeting of the members by a three-fourth (3/4) vote of all members of the Corporation, unless a contrary vote is required pursuant to the Articles of Incorporation, and provided that notice of said membership meeting has been given in accordance with these By-Laws and that the notice as aforesaid contained a full statement of the proposed amendment. No modification or amendment to the By-Laws shall be valid unless set forth or annexed to a duly recorded amendment to the Declaration of Condominium.

ARTICLE XV CONSTRUCTION

Wherever the masculine singular form of the pronoun is used in these By-Laws, it shall be construed to mean the masculine, feminine or neuter, singular or plural, whenever the context so requires.

Should any of the covenants herein imposed be void or be or become unenforceable at law or in equity, the remaining provisions of this instrument shall, nevertheless, be and remain in full force and effect.

A F F I D A V I T

STATE OF FLORIDA)
COUNTY OF PINELLAS)

I HEREBY CERTIFY, That on this date personally appeared before me, the undersigned authority, JOHN C. BRENDLA of JOHN C. BRENDLA AND ASSOCIATES, who, after being duly sworn as required by law, deposes and says:

1. That the plat of TOWN SHORES OF GULFPORT NO. 200, a Condominium, is as attached to and made a part of that certain Declaration of Condominium as Exhibit "A", to which this Affidavit is attached, and is a true and correct representation of the improvements therein described, and that there can be determined therefrom the identification, location, dimensions and size of the common elements and of each unit.

2. That from said survey and other documents recorded in said Declaration of Condominium of TOWN SHORES OF GULFPORT, NO. 200, INC., can be determined the location of each unit within the improvements as situated on the land.

3. That this Affidavit is given for compliance with Section 711.08 (e) Florida Statutes, 1963, and is and shall be made a part of the aforesaid Declaration of Condominium of TOWN SHORES OF GULFPORT NO. 200, INC. a Condominium.

4. Further Affiant said not.

John C. Brendla
Registered Land Surveyor No. 1269
Registered Engineer No. 8192

Sworn to and Subscribed before
me this 23th day of July, 1970.

Mary Ann Brendla
Notary Public

Commission Expiration: 4/30/73

Notary Public
SEAL

State of Florida

Department of State



I, Tom Adams, Secretary of State of the State of Florida,
Do Hereby Certify That the following is a true and correct copy of

Certificate of Incorporation

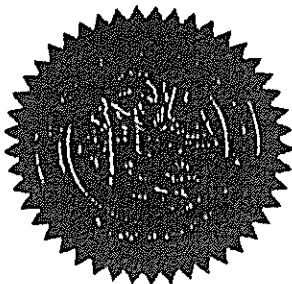
of

TOWN SHORES OF GULFPORT, NO. 200, INC., a Condominium

a corporation not for profit organized and existing under the Laws of the
State of Florida, filed on the 4th day of August,
A.D., 19 70, as shown by the records of this office.

Given under my hand and the Great Seal of the
State of Florida, at Tallahassee, the Capital,
this the 5th day of August,

A.D. 19 70.



A handwritten signature in cursive script, appearing to read "Tom Adams".

Secretary of State

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 this Corporation shall be:
TOWN SHORES OF GULFPORT NO. 200, INC., A CONDOMINIUM

II.

The purpose for which this 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, a certain multi-unit residential building and the land upon which said building shall be situated, in Pinellas County, State of Florida, a condominium, which multi-unit residential building shall be known as TOWN SHORES OF GULFPORT NO. 200, A CONDOMINIUM, the land on which said building shall be located being described as follows:

** (8/18/70 D.R. 3388 PAGE 286) From the Northeast corner of Section 32, Township 31 South, Range 16 East, run South 00 degrees 20'00" East, 2955.88 feet; thence run South 89 degrees 40' 00" West, 30.00 feet for a Point of Beginning. Thence run South 00 degrees 20'00" East, 153.33 feet; thence run South 89 degrees 40'00" West, 380.00 feet; thence run North 00 degrees 20'00" West 153.33 feet; thence run North 89 degrees 40'00" East, 380.00 feet to the Point of Beginning.

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Subject to such easement that may be noted for utilities and access which are dedicated for the use of Coral Management of Gulfport, Inc., a Florida Corporation, for such use as may be required, and for the use of the telephone, power and gas companies as they may require.

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 building; to formulate By-Laws, rules and 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 conduct of its business for the accomplishment of its purposes as set forth herein and as permitted by Chapter 617, Florida Statutes, entitled "Corporations Not For Profit".

III

GEL-MET DEVELOPMENT CORP., hereinafter referred to as the "Developer", shall make and shall declare a certain Declaration of condominium submitting the property described herein to condominium ownership under the restrictions, reservations, covenants, conditions

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and easements as set out herein, which shall be applicable to said property and all interest 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 one building containing forty-one (41) condominium units 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 thirty-eight (38) condominium units to the individual grantees, as said condominium units are defined in Declaration of Condominium, or for a period of five (5) years after date of completion of improvement upon the property 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 the voting members of the corporation. The By-Laws of this 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:

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Louis E. Stolba	3835 Central Avenue St. Petersburg, Fl.
Virginia L. Hofmann	3835 Central Avenue St. Petersburg, Fl.
Anthony S. Battaglia	3835 Central Avenue St. Petersburg, Fl.

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 therefore 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 until the first election of Directors and Officers are as follows:

Louis E. Stolba	3835 Central Avenue St. Petersburg, Florida	President and Director
Virginia L. Hofmann	3835 Central Avenue St. Petersburg, Florida	Vice President and Director
Anthony S. Battaglia	3835 Central Avenue St. Petersburg, Florida.	Treasurer and Director
Howard P. Ross	3835 Central Avenue St. Petersburg, Fl.	Secretary and Director
Jean L. Willson	3835 Central Avenue St. Petersburg, Fl.	Director

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 this 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 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 than one person, all of the owners of such membership shall be entitled collectively to only one (1) vote 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 condominium.

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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 building, 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 units.

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 provided therefore 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, covenants and restrictions contained in the Declaration of Condominium, these Articles of Incorporation and the By-Laws of the Corporation.

XI.

These Articles of Incorporation 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

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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, amendments, modifications, change or rescission of Article II hereinabove, and of Section 4, 5, 6 and 8 of Article X, may be made without the unanimous written approval of all mortgagees holding valid, enforceable first mortgage 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.

XIII.

In the event this Corporation shall become dormant, inactive and fail to perform its duties and carry out its contractual covenants and conditions as set forth herein, together with those matters required to be performed of this Corporation in accordance with the Declaration of Condominium, and all matters in connection therewith, then the said Corporation shall revert back to the original incorporators or their designated attorney-in-fact for purposes of reactivating said Corporation by electing new officers and Directors of this condominium as provided for in the Articles of Incorporation and By-Laws of this Corporation.

XIV.

The principal place of business of this Corporation shall be 5820 30th Avenue South, Gulfport, Pinellas County, Florida, or such other place or places as may be designated from time to time.

IN WITNESS WHEREOF, the subscribing incorporators have hereunto set their hands and seals and caused these Articles of Incorporation to be executed this 28th day of July, 1970.

Louis E. Stolba

Anthony S. Battaglia

Virginia L. Hofmann

STATE OF FLORIDA)
) SS.
COUNTY OF FLORIDA)

Before me, the undersigned authority, personally appeared Louis E. Stolba, Virginia L. Hofmann, and Anthony S. Battaglia, to me known and known to me to be the persons who executed the foregoing Articles of Incorporation of TOWN SHORES OF GULFPORT, NO. 200, INC. a condominium, and have severally acknowledged before me that they executed the same for the purposes therein mentioned.

RESOLUTION AMENDING ARTICLES OF INCORPORATION
OF TOWN SHORES OF GULFPORT, NO. 200, INC.,
A CONDOMINIUM, A CORPORATION NOT FOR PROFIT

WHEREAS, the undersigned, being all of the present members of the Board of Directors, Officers and members of the Corporation, at a Special Meeting duly held on the 13th day of August, A. D. 1970, at the hour of 1:00 p.m., adopted and approved by Resolution of the said present members of the Board of Directors, Officers and members of the Corporation, an Amendment to the Articles of Incorporation of this Corporation heretofore filed in the office of the Secretary of State, State of Florida, on the 4th day of August, A. D. 1970, amending the legal description set forth in Article II, to read as hereinafter set forth; and

WHEREAS, notice of said meeting was sent out in accordance with the terms of Article XI of the said Articles of Incorporation; and

WHEREAS, FIRST FEDERAL SAVINGS AND LOAN ASSOCIATION OF LARGO, a corporation, is Mortgagee as to the property hereinafter described, and other lands, and as such Mortgagee holds a valid, enforceable first Mortgage lien against said property hereinafter described, and is joining in on the execution of this instrument solely for the purpose of complying with Article XI of the aforesaid Articles of Incorporation heretofore filed pertaining to Amendment to Articles of Incorporation;

The legal description as set forth in Article II of the Articles of Incorporation of TOWN SHORES OF GULFPORT, NO. 200, INC., a Condominium, is hereby amended to read as follows:

Law Offices
Parker, Battaglia and Ross
3835 Central Shores

AUG 19 1 03 PM '70
FILED

From the Northeast corner of Section 32, Township 31 South, Range 16 East, run South 0° 20' 00" East, 2955.88 feet; thence run South 89° 40' 00" West, 30.00 feet for a Point of Beginning; thence run South 0° 20' 00" East, 153.33 feet; thence run South 89° 40' 00" West, 380.00 feet; thence run North 0° 20' 00" West, 153.33 feet; thence run North 89° 40' 00" East, 380.00 feet to the Point of Beginning.

NOW, THEREFORE, BE IT RESOLVED, That the foregoing Amendment to Articles of Incorporation be and the same is hereby approved and adopted by the undersigned, being all of the present members of the Board of Directors, Officers and members of the Corporation, and Mortgagee as to caption property and other lands, which Mortgagee is joining in on the execution of this instrument solely for the purpose of complying with Article XI of the aforesaid Articles of Incorporation.

BE IT FURTHER RESOLVED, That all other provisions and articles of the aforesaid Articles of Incorporation heretofore filed in the office of the Secretary of State, State of Florida, Tallahassee, Florida, be and they shall remain in full force and effect.

Dated this 13th day of August, A. D. 1970.

Louis E. Stolba
Louis E. Stolba

Virginia L. Hofmann
Virginia L. Hofmann

Anthony S. Battaglia
Anthony S. Battaglia

Howard P. Ross
Howard P. Ross

Jean L. Willson
Jean L. Willson

Being all of the present members of the Board of Directors

Louis E. Stolba
Louis E. Stolba, President

Virginia L. Hofmann
Virginia L. Hofmann, Vice President

Anthony S. Battaglia
Anthony S. Battaglia, Treasurer

Howard P. Ross
Howard P. Ross, Secretary

Being all of the present Officers

Louis E. Stolba
Louis E. Stolba

Virginia L. Hofmann
Virginia L. Hofmann

Anthony S. Battaglia
Anthony S. Battaglia

Being all of the present members

FIRST FEDERAL SAVINGS AND LOAN ASSOCIATION OF LARGE

By *Gary M. Sehl*
Gary M. Sehl, Vice President

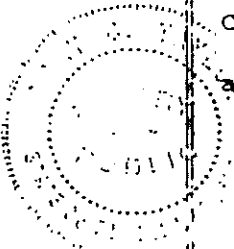
Being the underlying Mortgagee of caption property and other lands, joining in the execution hereof solely for the purpose of complying with Article XI of the afore-said Articles of Incorporation.

STATE OF FLORIDA)
 ss.
COUNTY OF PINELLAS)

I HEREBY CERTIFY, That on this 13th day of August, A. D. 1970, before me personally appeared LOUIS E. STOLBA, VIRGINIA L. HOFMANN, ANTHONY S. BATTAGLIA, HOWARD P. ROSS and JEAN L. WILLSON, being

all of the present members of the Board of Directors of TOWN SHORES OF GULFPORT, NO. 200, INC., a Condominium, and LOUIS E. STOLBA, President, VIRGINIA L. HOFMANN, Vice President, ANTHONY S. BATTAGLIA, Treasurer, and HOWARD P. ROSS, Secretary, of TOWN SHORES OF GULFPORT, NO. 200, INC., a Condominium, being all of the Officers of said Corporation; and LOUIS E. STOLBA, VIRGINIA L. HOFMANN and ANTHONY S. BATTAGLIA, being all of the present members of TOWN SHORES OF GULFPORT, NO. 200, INC., a Condominium, to me known to be the persons described in and who executed the foregoing Amendment to Articles of Incorporation, and have acknowledged before me that they executed the same freely and voluntarily and for the purposes therein mentioned.

WITNESS my hand and official seal at St. Petersburg, in the County of Pinellas, and State of Florida, the day and year last aforesaid.



Mary C. Taylor

Notary Public

Notary Public, State of Florida at Large
My Commission Expires JULY 8, 1971

STATE OF FLORIDA)
 ss.
COUNTY OF PINELLAS)

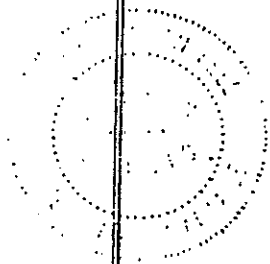
I HEREBY CERTIFY, That on this 13th day of August, A. D. 1970, before me personally appeared GARY M. SEHL, Vice President of FIRST FEDERAL SAVINGS AND LOAN ASSOCIATION OF LARGO, a corporation, to me well known and known to me to be the person described in and who executed the foregoing Amendment to Articles of Incorporation, and acknowledged before me that he executed the same for the uses and purposes set forth herein, and that he affixed

thereto the official seal of said Corporation, and the said instru-
ment is the act and deed of said Corporation.

WITNESS my hand and official seal at Largo, in the County of
Pinellas, and State of Florida, the day and year last aforesaid.

James Nelson Reed
Notary Public

NOTARY PUBLIC STATE OF FLORIDA AT LARGO
MY COMMISSION EXPIRES MAY 26, 1971
BONDED THROUGH FRED W. DISTELHORST



A RESOLUTION OF THE BOARD OF ADMINISTRATION REGARDING THE INTENTION OF THE ASSOCIATION TO QUALIFY FOR AN EXEMPTION TO THE FAIR HOUSING AMENDMENTS ACT OF 1988

REV

TOTAL 6.0000

BE IT HEREBY RESOLVED by the Board of Administration of TOWN SHORES OF GULFPORT #200, INC. - The Avalon as follows:

SECTION 1. WHEREAS it is in the best interest of this corporation to qualify for the exemption to the Fair Housing Amendments Act of 1988 by providing housing for older persons as defined in Section 807 of the Fair Housing Amendments Act of 1988.

SECTION 2. THAT the Directors and Officers of the corporation shall be authorized and empowered on behalf of the corporation to immediately take all actions necessary to qualify for the exemption to the Fair Housing Amendments Act of 1988.

SECTION 3. THAT not less than EIGHTY (80%) percent of all units shall have at least one (1) permanent occupant who is of age fifty-five (55) years or older, AND ALL PERMANENT OCCUPANTS MUST BE AT LEAST FOURTEEN (14) YEARS OF AGE. The remaining twenty (20%) percent of the units shall be occupied by any persons IN ACCORDANCE WITH SECTION 807 OF THE FAIR HOUSING AMENDMENTS ACT OF 1988 and such Rules, Regulations and procedures as promulgated by the Board of Directors as described in the following paragraphs. The term "permanent occupants" shall include all persons occupying the unit except temporary guests.

SECTION 4. THAT the Board of Directors shall promulgate, from time to time, such rules, regulations and procedures as are necessary to insure continuing compliance with this restriction and consistent with an intent to comply with Section 807 of the Fair Housing Amendments Act of 1988.

ADOPTED by the Board of Administration this 10th day of March, 1989.

15075867 RHM 03-10-89 01 RECORDING 1

11:54:00 \$6.00 \$10.00 \$4.00

MARLENE DE BLAKE CLERK OF CIRCUIT COURT PINELLAS COUNTY FLA.

TOTAL: CASH AMT. TENDERED: CHANGE:

ATTEST:

COMAR 10 PINELAS

Michael Gallo President

Louise W. Schade Secretary

(CORPORATE SEAL)

STATE OF FLORIDA COUNTY OF PINELLAS

BEFORE ME, a Notary Public in and for the State and County aforesaid, duly authorized to take acknowledgments, personally appeared Michael Gallo and Louise Schade as President and Secretary, respectively, of TOWN SHORES OF GULFPORT #200, INC. The Avalon to me well known, and they acknowledged before me that they executed, sealed and delivered the foregoing Resolution for the uses and purposes therein expressed, as such officers, by authority and on behalf of said corporation, as the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 10th day of March, 1989.

Prepared by: Address:

Gloria Nichole 5840-30 Ave S Gulfport, FL 33707

NOTARY PUBLIC

My Commission Expires:

NOTARY PUBLIC, STATE OF FLORIDA AT LARGE MY COMMISSION EXPIRES SEPT. 08, 1992 BONDED THRU AGENT'S NOTARY BROKERAGE

Michael Gallo 5840-30 Ave S Gulfport, FL 33707

The document referred to in this acknowledgment is filed in Notary Book 6 page 36437