

ARTICLES OF INCORPORATION

OF

CURLEW LANDINGS HOMEOWNERS' ASSOCIATION, INC.

The undersigned, by these Articles of Incorporation, hereinafter referred to as the "Articles", associate themselves for the purpose of forming a corporation not for profit under Chapter 617 of the Florida Statutes.

ARTICLE I

Name

The name of the corporation shall be CURLEW LANDINGS HOMEOWNERS' ASSOCIATION, INC. For convenience the corporation shall be referred to in this instrument as the "Association".

ARTICLE II

Purpose

The purpose for which the Association is organized is to provide an entity for the operation of CURLEW LANDINGS, a zero lot line development, hereinafter referred to as "Curlew Landings".

ARTICLE III

Power

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

SECTION 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.

SECTION 2. The Association shall have all of the powers and duties set forth in the Bylaws of the Association as well as those set forth in the Declaration of Covenants, Conditions and Restrictions of Curlew Landings, including, but not limited to, the following:

A. To make and collect assessments against members as lot owners to defray the costs, expenses and losses of the Lot.

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

C. To maintain, repair, replace and operate the property, including easements.

D. To purchase insurance upon the Premises and insurance for the protection of the Association and its members as lot owners.

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

F. To make and amend reasonable regulations respecting the use of the property.

G. To enforce by legal means the provisions these Articles, the Bylaws of the Association, hereinafter referred to as the "Bylaws", and the regulations adopted by the Association for the use of the property.

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H. To contract for the management and maintenance of the 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 to it, 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 Premises.

J. To acquire and enter into agreements whereby the Association acquires memberships or other interests in lands or facilities, including, but not limited to, country clubs, golf courses, and other recreational facilities, whether or not contiguous to the lands of the Premises, intended to provide for the enjoyment, recreation or other use or benefit of the lot owners.

K. To acquire by purchase or otherwise lots, subject, nevertheless, to the provisions of the Bylaws relative thereto.

L. To approve or disapprove the transfer, ownership and lease of lots as may be provided by the Bylaws.

SECTION 3. All funds and the titles of all properties acquired by the Association shall be held in trust for the members of the Association in accordance with the provisions of the Articles and the Bylaws.

ARTICLE IV

Members

SECTION 1. A person or persons or entity acquiring title to a lot in the project thereby becomes a member of the Association, membership in the Association ceases when a member's title to a lot is conveyed.

SECTION 2. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to his unit.

SECTION 3. The owner, or owners collectively, of each lot shall be entitled to one vote. The manner of exercising voting rights shall be determined by the Bylaws.

ARTICLE V

Directors

SECTION 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 (3) directors. Directors need not be members of the Association.

SECTION 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 by the Bylaws.

SECTION 3. The names and addresses of the three (3) 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:

W. J. White	2400 West Bay Drive, Suite 428 Largo, Florida 33540
Dan R. Jennings	2400 West Bay Drive, Suite 428 Largo, Florida 33540
James J. Giganti	2400 West Bay Drive, Suite 428 Largo, Florida 33540

ARTICLE VI

Officers

The affairs of the Association shall be administered by a president, a secretary, a treasurer and such other officers as may be designated by the Bylaws, and at the times and in the manner prescribed in the Bylaws. The names and addresses of the initial officers who shall serve until their successors are designated are as follows:

W. J. White	President
James J. Giganti	Vice President
Dan R. Jennings	Secretary/Treasurer

ARTICLE VII

Registered Agent

The name and address of the registered agent of the Association is Ray Peacock, 2348 Sunset Point Road, Suite E, Clearwater, Florida 33575.

Agency Accepted:

By: 
Ray Peacock

ARTICLE VIII

Indemnification

The Association shall, and does hereby, indemnify any person ("Indemnitee") for any and all liability arising from his official capacity or from any acts committed or failure to act by him in his official capacity as an officer or director of the Association, including acts which are adjudged by a court of law to have constituted negligence or misconduct in the performance of his duty to the Association, and resulting from judgments, fines, or amounts paid in settlement which are incurred in any action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether such action, suit or proceeding is brought by or in the right of the Association, or other parties, and whether such action, suit or proceeding is commenced during or subsequent to his tenure as an officer or director of the Association ("Proceedings").

The Association will reimburse Indemnites for any and all actual and reasonable expenses, including, without limitation, attorney's fees and court costs ("Expenses") as Expenses are incurred by Indemnites in Proceedings. Notwithstanding anything to the contrary herein, the Association will not indemnify Indemnites for any liability or expenses for actions which constitute gross negligence or willful misconduct, except where such actions are undertaken at the request of the Association. The indemnification provided in this Article shall be in addition to and shall not limit or modify any other rights to indemnity to which Indemnites are entitled, including, without limitation, those conferred by the Florida Statutes or the Bylaws, Articles or any agreement executed by the Association.

ARTICLE IX

Bylaws

The Bylaws shall be adopted by the board of directors and may be amended by resolution adopted by a majority of the board of directors or by lot owners representing a majority of the lots, or as otherwise provided in the Bylaws.

ARTICLE X

Amendments

Amendments to the Articles may be adopted at a meeting in the following manner:

A. Notice of the subject matter of a proposed amendment shall be included in the notice of a meeting at which a proposed amendment is to be 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 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, adoption may be:

(1) by not less than a majority of the board of directors; or

(2) by lot owners representing not less than a majority of the lots, without the joinder of the board of directors.

ARTICLE XI

Subscribers

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

W. J. White	2400 West Bay Drive, Suite 428 Largo, Florida 33540
Dan R. Jennings	2400 West Bay Drive, Suite 428 Largo, Florida 33540
James J. Giganti	2400 West Bay Drive, Suite 428 Largo, Florida 33540

ARTICLE XII

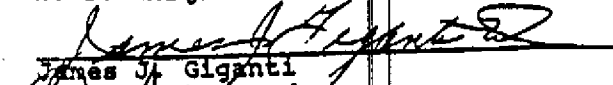
Term

The term for which this corporation shall exist is perpetual.

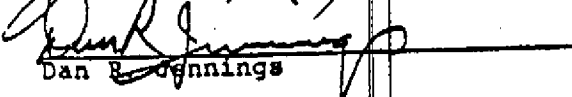
IN WITNESS WHEREOF, the subscribers have affixed their signatures this 10th day of July, 1983.



W. J. White



James J. Giganti



Dan E. Jennings

"Subscribers"