

5057 FILE 1478

This instrument Prepared By:  
C. PINELL JENNINGS, of  
Tampa, Jennings, Mackintosh & Ruggles  
P. O. Box 1184  
Dunedin, Fla. 33528

ARTICLES OF INCORPORATION  
FOR  
HEATHER RIDGE WEST III ASSOCIATION INC.

The undersigned parties do hereby associate themselves for the purpose of forming a corporation not for profit under the laws of the State of Florida established with the structure set forth below:

ARTICLE I

Name and Principal Place of Business.

The name of the corporation is HEATHER RIDGE WEST III ASSOCIATION, INC., and its principal place of business shall be: 990 Broadway, Dunedin, Florida 33528.

ARTICLE II

Purpose

The Corporation is organized as a Condominium Association to provide for the operation of HEATHER RIDGE WEST III, A CONDOMINIUM, which shall exist according to the Declaration of Condominium to be recorded in the Public Records of Pinellas County, Florida. The Corporation is organized for the principal purpose of providing a convenient means of administering and managing the Condominium property and common elements of this Condominium.

ARTICLE III

Powers

The Corporation shall have the following powers:

A. All of the common law and statutory powers of a Corporation Not For Profit under the laws of the State of Florida.

B. All powers and authority which are now or may hereafter be granted to a Condominium Association under the Condominium Act of the laws of the State of Florida.

C. All powers and authority granted to it under and by virtue of the terms of the Declaration of Condominium of HEATHER RIDGE WEST III, A CONDOMINIUM, to be recorded among the Public Records of Pinellas County, Florida.

D. To enforce by legal means the provisions of the Condominium Documents, these Articles, the By-Laws of the Association and the Rules and Regulations for the use of the property of HEATHER RIDGE WEST III CONDOMINIUMS.

E. To contract for the management and maintenance of the Condominium.

F. All funds and the titles to all property acquired by the Association and the proceeds thereof shall be held only for the benefit of the members in accordance with the provisions contained herein and in the said described Declaration of Condominium.

G. The Association shall make no distribution of its income to its members, directors or officers other than through payment of reasonable compensation for services rendered.

ARTICLE IV

Term

The existence of the Corporation shall be perpetual, unless the described Condominium shall be terminated; and in the event of such termination the Corporation shall be dissolved in accordance with law.

## ARTICLE V

### Membership and Voting

A. The members of the Association shall consist of all of the record owners of Condominium Apartments in HEATHER RIDGE WEST III, A CONDOMINIUM, and after termination of the Condominium, shall consist of those parties who are members at the time of such termination and their successors and assigns.

B. After receiving approval of the Association required by the Declaration of Condominium, change of membership in the Association shall be established by recording in the Public Records of Pinellas County, Florida a deed or other instrument establishing record title to a Condominium Apartment, and delivering to the Association a copy of such instrument. The owner designated by such instrument shall thereupon become a member of the Association and membership of the prior owner shall be terminated.

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

D. Each owner or owning entity of each Condominium Apartment shall be entitled to at least one (1) vote as a member of the Association. The exact number of votes to be cast by owners of an Apartment and the manner of their exercising voting rights shall be determined by the By-Laws of the Association.

## ARTICLE VI

### Board of Directors

A. The affairs of the Association shall be managed by a Board of Directors consisting of the number of Directors determined by the By-Laws, but not less than three (3) persons. The initial members of the Board of Directors need not be members of the Association.

B. The Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the By-Laws. Directors may be removed and vacancies shall be filled in the manner provided by the By-Laws.

C. The names and addresses of the first members of the Board of Directors, who shall hold office until their successors shall have been elected, or until removed, are as follows:

Daniel A. Engelhardt, 990 Broadway, Dunedin, Florida 33528  
Jimmy L. Nichols, 990 Broadway, Dunedin, Florida 33528  
G. Penfield Jennings, 1960 Bayshore Blvd., Dunedin, Florida 33528

D. The first election of the Board of Directors of this Association shall not be held until at least one (1) year from the date on which this Corporation shall have been duly incorporated, or until such election shall be required to be held in accordance with the laws of the State of Florida.

## ARTICLE VII

### Corporate Officers and the Management of Corporate Affairs

A. The affairs of the Association shall be administered by such officers as shall be designated in the By-Laws, but shall consist of at least the following: President, Vice President, Secretary and Treasurer. 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.

B. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

President & Treasurer: Daniel A. Engelhardt, 990 Broadway, Dunedin, Florida 33528  
Vice Pres. & Secretary: Jimmy L. Nichols, 990 Broadway, Dunedin, Florida 33528

ARTICLE VIII

By-Laws

The By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded by the Board of Directors in accordance with the provisions contained therein.

ARTICLE IX

Amendment of Articles

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

A. Notice of the subject matter of the 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 by either the Board of Directors of the Association or by the members of the Association. Members of the Board of Directors or 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.

C. Approval of an amendment must be by not less than seventy-five percent (75%) of the entire membership of the Board of Directors and in addition, by not less than seventy-five percent (75%) of the votes of the entire membership of the Association; or in the alternative by not less than eighty percent (80%) of the votes of the entire membership of the Association.

D. No amendment shall make any changes in the qualifications for membership nor the voting rights of members without approval in writing by all members and the joinder of all record owners of mortgages or other interests in the Condominium Apartments, the common elements or the Condominium Properties herein described. No amendment to the Articles of Incorporation shall be made which is in conflict with any of the laws of the State of Florida or which is in conflict with any of the terms and provisions of the Declaration of Condominium of HEATHER RIDGE WEST III, A CONDOMINIUM, as the same shall hereafter be recorded in the Public Records of Pinellas County.

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

ARTICLE X

Subscribers

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

Daniel A. Engelhardt, 990 Broadway, Dunedin, Florida 33528  
Jimmy L. Nichols, 990 Broadway, Dunedin, Florida 33528  
G. Penfield Jennings, 1960 Bayshore Blvd., Dunedin, Florida 33528.

ARTICLE XI

Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 1960 Bayshore Blvd., Dunedin, Florida 33528, and the name of the individual Registered Agent of this Corporation at that address is: G. Penfield Jennings. The Corporation shall have the privilege of establishing such other branches or offices in any other location or in any other city or town in this state or any other state or country as may be approved by the Board of Directors.

IN WITNESS WHEREOF, the undersigned have hereunto affixed their hands and seals this \_\_\_\_\_ day of \_\_\_\_\_, 1979.

*[Handwritten signatures]*

STATE OF FLORIDA  
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgments personally appeared Daniel A. Engelhardt, Jimmy L. Nichols and G. Penfield Jennings, who upon being first duly sworn by me acknowledged that they executed the foregoing Articles of Incorporation freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal in the State and County aforesaid this 27 day of January, 1979.

NOTARY PUBLIC STATE OF FLORIDA AT LARGE  
MY COMMISSION EXPIRES JULY, 14 1981  
BONDED THRU GENERAL INS. UNDERWRITERS

*[Handwritten signature]*  
Notary Public  
My Commission Expires:

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I HEREBY ACCEPT the designation as Registered Agent to accept service of process for the Florida Non Profit Corporation, HEATHER RIDGE WEST III ASSOCIATION, INC.

*[Handwritten signature]*  
G. Penfield Jennings

STATE OF FLORIDA  
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared G. PENFIELD JENNINGS, to me known to be the person who executed the foregoing Acceptance of Designation as Registered Agent and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal in the State and County aforesaid this 27 day of January, 1979.

NOTARY PUBLIC STATE OF FLORIDA AT LARGE  
MY COMMISSION EXPIRES JULY, 14 1981  
BONDED THRU GENERAL INS. UNDERWRITERS

*[Handwritten signature]*  
Notary Public  
My Commission Expires:

BY-LAWS  
OF  
HEATHER RIDGE WEST III ASSOCIATION, INC.

ARTICLE I

Membership

All owners of Condominium Apartments in HEATHER RIDGE WEST III, A CONDOMINIUM, shall be members of this Association. Transfers of membership shall be made only by a transfer of ownership of a Condominium Apartment. When the Association has approved of the transfer and proper notification has been furnished to it in accordance with the provisions of the Declaration of Condominium for HEATHER RIDGE WEST III, A CONDOMINIUM, the transferee will thereupon become a member. Membership shall be held in the same manner as title to the Apartment; however, in the event ownership shall be in more than one person, all the owners shall be entitled collectively to only one (1) vote or voice in the management of the affairs of the Association, and the vote may not be divided between plural owners of a single membership. In the event the owner shall not be a natural person, the owning entity shall designate a natural person who shall be entitled to occupy the Apartment, and such natural person shall then be the designated member of the Association.

ARTICLE II

Meetings of Membership

Section 1. Annual Meeting. An annual meeting of the membership shall be held on the first Monday in December of each year, or as otherwise designated during the month of December, for the purpose of electing Directors, adopting a budget for the next ensuing year, and for transacting such other business as the members or the Board of Directors may deem appropriate.

Section 2. Special Meetings. Special meetings shall be held whenever called by the President, Vice President, or by a majority of the Board of Directors, and must be called by such officers upon receipt of a written request from one-third (1/3) of the membership of the Association.

Section 3. Notice of Meetings. Notice of all meetings, indicating the time and place and the purpose for which the meeting is called, shall be given to each member by the President, Vice President or Secretary of the Board of Directors, unless waived in writing. This notice shall be in writing to each member at his address as the same appears on the books for the Association, and shall be mailed not less than fourteen (14) days nor more than sixty (60) days prior to the date of the meeting. Notice of any meeting in which the adoption of an annual budget shall be considered shall be mailed at least thirty (30) days in advance of the scheduled date thereof. Notice shall be sent by United States Mail which need not be certified. In addition a copy of such notice shall be posted at a conspicuous place on the Condominium Property within the time period prescribed for the mailing of notice.

Section 4. 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 be valid only for such meeting or subsequent adjourned meetings thereof. All proxies shall be in writing and signed by the person entitled to vote. Where a unit is owned jointly by a husband and wife and if they have not designated one of them as a voting member, a proxy must be signed by both husband and wife.

Section 5. Quorum. A majority of the total number of the members of the Association shall be present in person or represented by written proxy to constitute a quorum at all meetings of the members for the transaction of business. If quorum shall not be present the members present in person or represented by proxy shall have the power to adjourn the meeting and reschedule the same without notice other than announcement at the meeting, until a quorum shall be present or represented. When a quorum is present, 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, by express provision of Florida Statutes, the Declaration of Condominium, the Articles of Incorporation or these By-Laws, a different vote is required, in which case such express provision shall control.

Section 4. Waiver and Consent. Whenever the vote of the members at a meeting is required by any provision of the Florida Statutes, the Articles of Incorporation, the Declaration of Condominium, or these By-Laws to be taken in connection with any action of the Association, the meeting and vote of members may be dispensed with if not less than three-fourths (3/4) of the members who would have been entitled to vote upon the action of such meeting shall consent in writing to such action being taken.

### ARTICLE III

#### BOARD OF DIRECTORS

Section 1. Number and Term. The number of directors who shall constitute the whole board shall be not less than three (3) nor more than five (5). The initial board shall consist of three (3) persons who need not be members of the Association; however, after the first annual meeting of members, directors shall be members of the Association. A director shall be elected at the annual meeting of the members, and each director shall be elected to serve for the term of one (1) year or until his successor shall be elected and shall qualify.

Section 2. Vacancy and Replacement. If the office of any director becomes vacant for any reason, a majority of the remaining directors, though less than a quorum, at any regular or special meeting of directors shall choose a successor who shall hold office for the unexpired term with respect to such vacancy.

Section 3. Removal. Directors may be removed with or without cause by an affirmative vote or an agreement in writing of a majority of the members. Special meetings for this purpose may be called upon petition of ten percent (10%) of the unit owners, giving notice as required under these By-Laws. In the event of the removal of a director, the vacancy shall be filled in the manner set forth by the preceding paragraph.

Section 4. Powers of the Board of Directors. The property and business of the Association shall be managed by the Board of Directors, who may exercise all corporate powers not specifically prohibited by statute, the Articles of Incorporation or the Declaration of Condominium to which these By-Laws are annexed. The powers of the Board of Directors shall specifically include but not be limited to the following items:

A. To make and collect assessments and establish the time within which payment of the same are due.

B. To use and expend the assessments collected; to maintain, improve, replace and preserve the Condominium Property not under the exclusive responsibility of Unit Owners; and to purchase, lease or otherwise obtain equipment, materials and supplies appropriate for such purposes.

C. To enter into and upon individual Condominium Units when necessary and at as little inconvenience to the owner as possible in connection with the duties described in the preceding paragraph.

D. To make and amend rules and regulations for the use of the Condominium Property, personal property and common elements of the Condominium.

E. To approve and disapprove proposed purchasers, lessees and mortgagees of apartments in the manner provided for by the Declaration of Condominium.

F. To contract for management of the Condominium.

G. To enforce by legal means the provisions of the Condominium Declaration, the Articles of Incorporation, these By-Laws and the Rules and Regulations adopted by the Board of Directors of the Association.

H. To pay all taxes and assessments which may become liens against any part of the Condominium Property other than individual apartments, and to assess the same against the members.

I. To carry insurance for the protection of apartment owners and the Association against loss or damage by casualty, and liabilities, and for such other protection as the Board of Directors may deem appropriate.

J. To employ personnel for reasonable compensation to perform the services required for the proper administration of this Condominium or the Association.

#### Section 5. Meetings.

A. The first meeting of the Board of Directors shall be held immediately upon adjournment of the meeting of the membership at which the Board is elected, provided a quorum shall then be present, or as soon thereafter as may be practicable. The annual meeting of the Board of Directors shall be held at the place designated for the meeting of the general members, and immediately after the adjournment of the same.

B. The Board of Directors may establish a schedule of regular meetings to be held at such time and place as it may designate. Notice of such regular meeting shall, nevertheless, be given to each Director personally or by mail, telephone or other appropriate method, at least five (5) days prior to the date named for the meeting.

C. Special meetings of the Board of Directors may be called by the President on three (3) days notice to each Director. Special meetings shall be called by the President or Secretary in a like manner and on a like notice upon the written request of two (2) or more Directors.

D. At all meetings of the Board, a majority of the Directors shall be necessary to constitute a quorum for the transaction of business and the act of a secretary of an association or as may be required by the Directors.

### ARTICLE IV

#### Officers

Section 1. Executive Officers. The executive officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer, all of whom shall be Directors. After the election of the first Board of Directors, all officers shall be elected by a majority of the members of the Board of Directors, and no person shall hold more than one office at any one time.

Section 2. The President. The President shall be the chief executive officer of the Association. He shall have all of the powers and duties which are usually vested in the office of the President of a corporation, including but not limited to the power to appoint committees from among the members as he may in his discretion determine appropriate to assist in the conduct of the affairs of the Association.

Section 3. The Vice President. The Vice President shall exercise all powers and duties of the President in his absence and shall exercise such powers and perform such other duties as shall be prescribed by the Directors.

Section 4. The Secretary. The Secretary shall keep minutes of all proceedings of the Directors and of the members of the Association. He shall issue and cause to be served all required notices. He shall have custody of the seal of the Association and shall affix the same to instruments requiring such, when duly signed. He shall keep the records of the Association and perform such other duties incident to the office of secretary of an Association or as may be required by the Directors.

Section 5. The Treasurer. The Treasurer shall have custody of the Association's property, funds and securities, and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Association and shall receipt and deposit all monies and other valuable effects in the name of and to the credit of the Association in such depositories as may be designated from time to time by the Board of Directors.

The Treasurer shall disburse the funds of the Association as may be required by the Board of Directors, and shall render to the Board at regular meetings or whenever

required, an account of all transactions and of the financial condition of the Association. The Treasurer shall promptly report to the Board of Directors all delinquencies of members in the payment of assessments levied by the Association.

**Section 6. Removal and Vacancies.** Any officer elected or appointed by the Board of Directors may be removed for cause at any time by the affirmative vote of a majority of the whole Board of Directors. If the office of any officer shall become vacant, the remaining Directors by majority vote may choose a successor or successors who shall hold office for the unexpired term.

**Section 7. Resignations.** Any officer or any director may resign his office at any time, such resignation to be made in writing and to take effect from the time of its receipt by the Association, unless some time shall be fixed in the resignation, and then from that date. The acceptance of a resignation shall not be required to make it effective.

## ARTICLE V

### Finances

**Section 1. Fiscal Year.** The fiscal year of the Association shall be the calendar year. The Board of Directors is expressly authorized to change this fiscal year at any time for the convenience of the Association.

**Section 2. Adoption of Budget.** The Board of Directors of the Association shall adopt a budget for each calendar year which shall contain the items required to be budgeted under the Condominium Act of the State of Florida, and notice thereof shall be furnished to each unit owner as required by such statute.

**Section 3. Method of Collection of Assessments.** When adopted, the budget shall be reduced to a monthly amount per apartment, which shall be computed on the basis of the provisions of the Declaration of Condominium. Each apartment owner shall be notified of such amount, and the same shall be due and payable on the first of each month, in advance, to the Association or its management company delegate, without notice. Special assessments made in accordance with the provisions of the Declaration of Condominium and these By-Laws shall be due and payable in the manner provided by the Board of Directors of the Association.

**Section 4. Accounting.** The Association shall maintain accounting records according to good accounting practices, which shall be open to inspection by unit owners or their authorized representatives with written authorization at reasonable times, and written summaries of such accounting records shall be supplied annually to the unit owners or to their designated representatives. Such records shall include a record of all receipts and expenditures of the Association and an account for each unit or apartment which shall designate the amount of each assessment, the dates and amounts on which the assessments shall become due, the amounts paid on the account and the balances due at any period.

**Section 5. Fidelity Bonds.** Fidelity bonds may be required by the Board of Directors from any officers and employees of the Association, and from any contractor handling or responsible for the Association funds. The amount of such bond shall be determined by the Directors, and the premiums shall be paid by the Association.

## ARTICLE VI

### Legal Actions

All attorneys fees and court costs, whether incurred for trial or appellate litigation, or otherwise, which shall be incurred by the Association, its officers and its Board of Directors, whether individually or in their representative capacities, shall be assessable against the members as an ordinary expense of the Association.

## ARTICLE VII

Amendment of By-Laws

The By-Laws of the Association may be altered, amended or repealed at any regular or special meeting of the members, by a vote of two-thirds (2/3) of all members of the Association, unless a greater percentage vote is required pursuant to the Articles of Incorporation or Florida Statutes, and provided that notice of said membership meeting has been given in accordance with these By-Laws, and that the notice as aforesaid shall contain a full statement of the proposed amendment drafted in accordance with the provisions of Chapter 718, Florida Statutes, 1978. Amendments to the By-Laws shall be effective upon enactment without recordation of the same; however, recordation shall be made as required by law.

These By-Laws shall be effective as of the date and time on which the corporation commenced its legal existence.

HEATHER RIDGE WEST II ASSOCIATION, INC.

By: 

President

ATTEST: 