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ARTICLES OF INCORPORATION
OF
MARILYN PINES UNIT 1 CONDOMINIUM ASSOCIATION, INC.

FILED
 JUN 12 9 25 AM '60
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

This document constitutes the Articles of Incorporation of MARILYN PINES UNIT 1 CONDOMINIUM ASSOCIATION, INC., for the purpose of establishing the corporate existence of the previously unincorporated legal entity by the similar name (less the words "Condominium" and "Inc.").

ARTICLE I

The name of the corporation shall be MARILYN PINES UNIT 1 CONDOMINIUM ASSOCIATION, INC. The corporation is referred to as the Association in the remaining Articles herein.

ARTICLE II

(1) The purpose for which the Association exists, and for which its predecessor unincorporated association was organized, is and was to provide the entity under the Condominium Act, for the operation of MARILYN PINES CONDOMINIUM APARTMENTS, UNIT 1, A CONDOMINIUM. The subject condominium is located in Clearwater, Pinellas County, Florida. The condominium consists of thirty-four (34) condominium units, developed as one of two separate condominiums in the MARILYN PINES condominium complex. The predecessor unincorporated association jointly purchased with its sister association, the recreational facility used by residents of both condominiums, which facility was not submitted at any time to the condominium form of ownership. The corporate Association hereby created shall exist to succeed to the title and interest of its predecessor unincorporated association, in and to the recreation facility and all other property of said predecessor unincorporated association.

(2) The Association shall make no distribution of income to its members, directors or officers.

ARTICLE III

(1) The members of the Association shall consist of all the record owners of apartments in the condominium and after

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termination of the condominium shall consist of those owners who are members at the time of such termination and their successors and assigns.

(2) After receiving approval of the Association required by the said 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 a record title to an apartment in the condominium and the delivery to the Association of a certified copy of such instrument. The owner designated by such instrument thus becomes a member of the Association and the membership of the prior owner is terminated.

(3) 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 apartment.

(4) The owner(s) of each apartment shall be entitled to one vote as a member of the Association. The exact number of votes to be cast by owners of an apartment and the manner of exercising voting rights shall be determined in accordance with the said Declaration and the By-Laws of the Association.

ARTICLE IV

The term of the Association shall be perpetual.

ARTICLE V

The names and residence addresses of the subscribers of these Articles of Incorporation are the hereinafter listed and named persons, who also certify by their signatures hereto, that they are current officers of the said predecessor unincorporated association and that all requisite approvals were secured in accordance with the said Declaration and By-Laws for the filing and recording of this document to incorporate the previously unincorporated condominium association.

ARTICLE VI

The affairs of the Association shall be administered by the officers designated in the By-Laws. The officers shall be

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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 current officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
NORMAN SHULMAN	Apartment #202 2060 Marilyn Street Clearwater, Florida 33515	President
GEORGE SCHUSTER	Apartment #205 2060 Marilyn Street Clearwater, Florida 33515	Vice President
FRANCES SULLIVAN	Apartment #107 2060 Marilyn Street Clearwater, Florida 33515	Treasurer
MARGARET WILLIAMS	Apartment #118 2060 Marilyn Street Clearwater, Florida 33515	Secretary

ARTICLE VII

(1) The affairs of the Association will be managed by a board consisting of the number of directors determined by the By-Laws, but not less than three (3) directors, and in the absence of such determination shall consist of three (3) directors. Directors need not be members of the Association.

(2) 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 on the Board of Directors shall be filled in the manner provided by the By-Laws.

(3) The current directors of the predecessor unincorporated association, named below, shall serve as the directors of the corporate Association until the next election of directors, and any vacancies in their number occurring before the next election shall be filled by the remaining directors:

<u>NAME</u>	<u>ADDRESS</u>
NORMAN SHULMAN	Apartment #202 2060 Marilyn Street Clearwater, Florida 33515
GEORGE SCHUSTER	Apartment #205 2060 Marilyn Street Clearwater, Florida 33515

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ROBERTA LAUER	Apartment #105 2060 Marilyn Street Clearwater, Florida 33515
HAROLD DENEEN	Apartment #208 2060 Marilyn Street Clearwater, Florida 33515
GEORGINA JOEL	Apartment #109 2060 Marilyn Street Clearwater, Florida 33515
JOE BUCHANAN (alternate)	Apartment #110 2060 Marilyn Street Clearwater, Florida 33515

ARTICLE VIII

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 party or in which he may become 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 that in the 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 IX

The present By-Laws of the Association shall continue in existence, but may be altered, amended or rescinded in the manner provided by the By-Laws.

ARTICLE X

Amendments to these 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.

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(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, provided such approval is delivered to the secretary at or prior to the meeting. Except as elsewhere provided,

(a) Such approvals must be by not less than a majority of the Board of Directors and by not less than 75% of the votes of the entire membership of the Association; or

(b) By not less than eighty per cent (80%) of the votes of the entire membership of the Association (which requirement for amendment to these Articles is less restrictive than the requirements in paragraph 14.3 of the Declaration of Condominium for amendment to the Declaration of Condominium itself).

(c) Provided, however, that 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 any mortgage upon any unit within the condominium or upon the recreation area. No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium.

(4) A copy of these Articles shall be recorded in the Public Records of Pinellas County, Florida, subsequent to approval by the Secretary of State and thereafter each amendment to these Articles shall be certified by the Secretary of State and subsequently also recorded in the Public Records of Pinellas County, Florida.

ARTICLE XI

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

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duties set forth in the Condominium Act except as limited by these Articles and the Declaration of Condominium of MARILYN PINES CONDOMINIUM APARTMENTS, UNIT 1, and all of the powers and duties reasonably necessary to operate the condominium pursuant to the said Declaration, as the latter may be amended from time to time, including but not limited to the following:

(a) To make and collect assessments against members as apartment owners to defray the costs, expenses and losses of the Condominium.

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

(c) To maintain, repair, replace and operate the condominium property.

(d) To purchase insurance upon the condominium property and insurance for the protection of the Association and its members as apartment owners.

(e) To reconstruct improvements after casualty and make further improvement of the property.

(f) To make and amend reasonable regulations respecting the use of the property in the condominium; provided, however, that all such regulations and their amendments shall be approved by vote of the membership of the Association in accordance with the said Declaration before such shall become effective.

(g) To approve or disapprove the transfer, mortgage and ownership of apartments as may be provided by the said Declaration of Condominium and the By-Laws of the Association.

(h) To enforce by legal means the provisions of the Condominium Act, the said Declaration of Condominium, these Articles, the By-Laws of the Association and the Regulations for the use of the property in the condominium.

(i) To contract for the management of the condominium and the maintenance, repair and operation of the condominium property, and to delegate to such contractors all powers and duties of the Association except such as are specifically required by the said Declaration of Condominium to have approval of the Board of Directors or of the membership of the Association.

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(j) To contract for the management or operation either of the jointly-owned recreational facility, or of portions of the common elements susceptible to separate management or operation, and to lease such portions of the common elements or, with approval of the Association's sister association, such jointly-owned recreational facility.

(k) To employ personnel to perform the services required for proper operation of the condominium.

(3) The Association shall have the power to purchase an apartment of the condominium.

(4) All funds and the titles of all properties acquired by the Association and their proceeds shall be held in trust for the members consistent with the provisions of the said Declaration of Condominium, these Articles of Incorporation and the By-Laws.

(5) The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the said Declaration of Condominium and the By-Laws.

IN WITNESS WHEREOF, the subscribers have affixed their signatures this 16th day of May, A. D. 1980.

Witness whereof:

Donna M. M. M.
Registered Agent
305A S. Osceola Ave.
Clearwater, FL 33716

Norman Shulman
NORMAN SHULMAN, President

George Schuster
GEORGE SCHUSTER, Vice President

Frances Sullivan
FRANCES SULLIVAN, Treasurer

STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, personally appeared NORMAN SHULMAN, GEORGE SCHUSTER and FRANCES SULLIVAN, who, after being first duly sworn, acknowledge that they executed the foregoing Articles of Incorporation for the purposes expressed therein. WITNESS my hand and official seal this 16th day of May, A. D. 1980.

My Commission Expires:

Donna M. M. M.
Notary Public,
State of Florida at Large
Notary Public, State of Florida at Large
My Commission Expires Sept. 5, 1982
Issued by American Bar & County Company

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