

ARTICLES OF INCORPORATION

OF

HONORABLE COUNTRYPARK HOMEOWNERS ASSOCIATION
OF PINELLAS COUNTY, INC.

SECRETARY OF STATE

MAR 25 4 21 PM '98

FILED

We, the undersigned, with other persons being desirous of forming a corporation not for profit under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

ARTICLE I. NAME

The name of this association is HONORABLE COUNTRYPARK HOMEOWNERS ASSOCIATION OF PINELLAS COUNTY, INC., hereinafter referred to as the Homeowners Association.

ARTICLE II. PURPOSE

The general purpose of the Homeowners Association shall be to provide for the management, maintenance and care of certain property subject to its jurisdiction.

The specific purposes for which the Homeowners Association is organized are:

- (a) To promote the health, safety and general welfare of the residents and owners of a community to be known as Countrypark, which is being developed in Clearwater, Florida by McNay Brothers Investment Company, a Florida corporation ("Developer"); and

(b) To provide overall supervision, management and control of Countrypark in accordance with a certain written Declaration of Covenants, Conditions and Restrictions for Countrypark which shall be recorded in the Public Records of Pinellas County, Florida, as such document may be amended from time to time (the "Declaration").

The foregoing paragraph enumerates the specific purposes of the Homeowners Association, but it is expressly provided hereby that such enumeration shall not be held to limit or restrict in any manner the purposes or powers of the Homeowners Association otherwise permitted by law.

ARTICLE III. POWERS AND DUTIES

The Homeowners Association shall have all of the common law and statutory powers, rights and duties of a corporation not for profit as lawfully modified by these Articles of Incorporation, the Bylaws of the Homeowners Association (the "Bylaws"), and the Declaration.

ARTICLE IV. LIMITATIONS ON ACTIVITIES

No part of the net earnings of the Homeowners Association shall inure to the benefit of, or be distributable to, any member, director or officer of the Homeowners Association; provided, however, the Homeowners Association may pay compensation in a reasonable amount for services rendered, may confer benefits on its members in conformity with its purposes, and may

make rebates of excess membership dues, fees or assessments. The amount of earnings, if any, is not to be taken into account in any manner for the purpose of determining whether there should be a rebate or the amount of any rebate.

ARTICLE V. TERM OF EXISTENCE

The Homeowners Association is to exist perpetually, unless dissolved according to law.

ARTICLE VI. MEMBERS

Every "Owner" of a "Lot", as such terms are defined in the Declaration, shall automatically and immediately become a member of the Homeowners Association, as may be more fully provided in the Declaration.

ARTICLE VII. VOTING RIGHTS

Section 1. The Homeowners Association shall have two (2) classes of voting membership:

(a) CLASS A. Every Owner with the exception of Developer shall be a Class A member. Such member, or members collectively if a Unit is owned by more than one member, shall be entitled to cast the number of votes established pursuant to the Declaration for each Lot owned.

(b) CLASS B. The Class B member shall be Developer and shall be entitled to cast the number of votes established pursuant to the Declaration for each Lot owned.

Section 2. The Class B membership shall cease and be converted to Class A membership as provided in the Declaration.

ARTICLE VIII. BOARD OF DIRECTORS

Section 1. The business affairs of the Homeowners Association shall be managed by the Board of Directors (the "Board").

Section 2. The Homeowners Association shall have three (3) directors initially. The number of directors may be changed from time to time as provided by the Bylaws, but their number may never be less than three (3).

Section 3. The names and addresses of the initial directors who are to serve as the initial Board are as follows:

NAME	ADDRESS
Terence M. McNay	2901 Enterprise Rd. Clearwater, Florida 33519
Rosemary M. McNay	2901 Enterprise Rd. Clearwater, Florida 33519
Stephen C. Chumbris	360 Central Avenue, Suite 1500 St. Petersburg, Florida 33701

Section 4. Each director shall hold office as provided in these Articles of Incorporation and the Bylaws.

ARTICLE IX. OFFICERS

Section 1. The officers of the Homeowners Association shall be a President, one or more Vice Presidents (if determined to be necessary by the Board), a Secretary and a Treasurer. Such

other officers, assistant officers and agents as may be deemed necessary may be elected or appointed from time to time as may be provided in the Bylaws.

Section 2. The names of the persons who are to serve as officers of the Homeowners Association until the first annual meeting of the Board are:

OFFICE	NAME
President	Terence M. McNay
Secretary	Terence M. McNay
Treasurer	Terence M. McNay

Section 3. The officers shall be elected at each annual meeting of the Board or as provided in the Bylaws, and each shall serve until his successor is chosen and qualified, or until his earlier resignation, disqualification, removal from office or death.

ARTICLE X. AMENDMENTS

These Articles of Incorporation may be amended as set forth in the Florida Statutes, as amended from time to time.

ARTICLE XI INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Homeowners Association is 360 Central Avenue, Suite 1500, St. Petersburg, Florida 33701 and the name of the initial registered agent of the Homeowners Association located at that address is Stephen C. Chumbris.

ARTICLE XII. INCORPORATORS

The name and address of the incorporator are:

NAME	ADDRESS
Stephen C. Chumbris	360 Central Avenue, Suite 1500 St. Petersburg, Florida 33701

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IN WITNESS WHEREOF, for the purpose of forming a corporation not for profit under the provisions of Chapter 17 of the Florida Statutes, the undersigned executed these Articles of Incorporation on this 12th day of March, 1986.


 _____ (SEAL)
 STEPHEN C. CHUMBRIS

STATE OF FLORIDA)
 COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 12th day of March, 1986, by Stephen C. Chumbris.



 Notary Public

(SEAL)

My Commission Expires: 6-3-86

ACCEPTANCE

I hereby accept to act as initial Registered Agent for HONORABLE COUNTRYPARK HOMEOWNERS ASSOCIATION OF PINELLAS COUNTY, INC. as stated in these Articles of Incorporation.



 STEPHEN C. CHUMBRIS