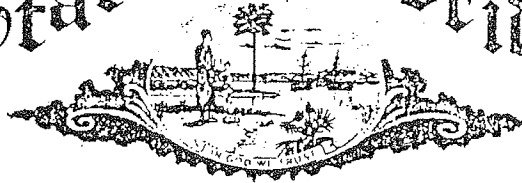


State of Florida



Department of State

I certify that the attached is a true and correct copy of the Articles of Incorporation of

BORDEAUX VILLAGE ASSOCIATION, NO. 1, INC.

filed on July 16, 1979.

The Charter Number for this corporation is 748084.



CORP 104 Rev 1-79

Given under my hand and the Great
Seal of the State of Florida, at
Tallahassee, the Capital, this the
16th day of July, 1979.

[Signature]
Secretary of State

FLORIDA — STATE OF THE ARTS

EXHIBIT "F"
TO DECLARATION

ARTICLES OF INCORPORATION

OF

BORDEAUX VILLAGE ASSOCIATION, NO. 1, INC.

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:

BORDEAUX VILLAGE ASSOCIATION, NO. 1, INC.

II.

The purposes for which this corporation is organized shall be to buy, sell, lease or sublease, 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, certain multi-unit residential buildings and the land upon which said building shall be situated in Pinellas County, State of Florida, a condominium, which multi-unit residential condominium shall be known as:

BORDEAUX VILLAGE CONDOMINIUM, NO. 1

and the land on which said buildings shall be located being more particularly described in the Declaration of Condominium thereto; 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 wellbeing 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 standards of occupancy by and for its member residents; and to maintain a high standard of physical appearance of the buildings; 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 the conduct of its business and for the accomplishment of its purposes as set forth herein and as permitted by Chapter 617, Florida Statutes, entitled "Corporations Not For Profit".

III.

SOUND SOUTH, INC., a Florida corporation, hereinafter referred to as the "Developer", shall make and shall declare a certain Declaration of Condominium, submitting the property described within the Declaration of Condominium to condominium ownership, from time to time, under the restrictions, reservations, covenants, conditions and easements as contained

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St. Petersburg, Florida 33742

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therein, which shall be applicable to said property and all interest therein, to-wit:

A. Phases I through V and related facilities thereto, descriptions of which are set forth more fully in the Declaration of Condominium of BORDEAUX VILLAGE CONDOMINIUM, NO. 1, as the same are submitted to condominium ownership from time to time.

B. All improvements erected or installed on said land, which shall include up to six (6) residential buildings containing approximately forty-four (44) condominium units and related facilities.

IV.

A. 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 unit owners other than the Developer own fifteen percent (15%) or more of the units that will be operated ultimately by the Association, at which time the unit owners other than the Developer shall then be entitled to elect not less than one-third (1/3) of the members of the Board of Directors of the Association. Unit owners other than the Developer shall be entitled to elect not less than a majority of the members of the Board of Directors of the Association three (3) years after sales by the Developer have been closed of not less than fifty percent (50%) of the units that will be operated ultimately by the Association, or three (3) months after sales have been closed by the Developer of not less than ninety percent (90%) of the units that will be operated ultimately by the Association, or when all of the units that will be operated ultimately by the Association have been completed and some of them have been sold and none of the others are being offered for sale by the Developer in the ordinary course of business, whichever shall first occur. The Developer shall be entitled to elect not less than one (1) member of the Board of Directors of the Association as long as the Developer holds for sale in the ordinary course of business any units in a condominium operated by the Association.

B. Within sixty (60) days after the unit owners other than the Developer are entitled to elect a member or members of the Board of Directors of the Association, the Association shall call, and give not less than thirty (30) days nor more than forty (40) days notice of a meeting of the unit owners for this purpose. Such meeting may be called and the notice given by any unit owner if the Association fails to do so.

C. If the Developer holds units for sale in the ordinary course of business, none of the following actions may be taken without approval, in writing, by the Developer:

(1) Assessment of the Developer as a unit owner for capital improvements.

(2) Any action by the Association that would be detrimental to the sale of units by the Developer; provided, however, that an increase in assessments for common expenses without discrimination against the Developer shall not be deemed to be detrimental to the sales of the units.

D. Prior to or within a reasonable time after the time that unit owners other than the Developer elect a majority of the members of the Board of Directors of the Association, such reasonable time not to exceed sixty (60) days, the Developer shall relinquish control of the Association and shall deliver to the Association all property of the unit owners and of the Association held by or controlled by the Developer, including, but not limited to, the following items, if applicable, as to

each condominium operated by the Association:

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(1) (a) The original, a certified copy or a photocopy of the recorded Declaration of Condominium; if a photocopy is provided, the same shall reflect the recording information and shall be certified by affidavit by the Developer or officer or agent of the Developer as being a true and complete copy of the actual recorded Declaration;

(b) A certified copy of the Association's Articles of Incorporation;

(c) By-laws;

(d) Minute books and other corporate books and records of the Association, if any; and

(e) Any house rules and regulations which may have been promulgated.

(2) Resignations of officers and members of the Board of Directors who may be required to resign for reason or the requirement that the Developer relinquish control of the Association;

(3) An accounting or accountings for Association funds. The Developer shall be liable to the Association for all of the funds of the Association that are not properly expended and which were collected during the period of time that the Developer controlled the Board of Directors of the Association;

(4) Association funds or control thereof;

(5) All tangible personal property that is represented by the Developer to be part of the common elements, or that is ostensibly part of the common elements, or that is property of the Association, and inventories of these properties;

(6) A copy of the plans and specifications utilized in the construction of improvements and the supplying of equipment to the condominium and for the construction and installation of all mechanical components serving the improvements and the site, with a certificate in affidavit form of the Developer or of his agent, or of an architect or engineer authorized to practice in this State, that such plans and specifications represent to the best of his knowledge and belief the actual plans and specifications utilized in and about the construction and improvements of the condominium property and for the construction and installation of the mechanical components serving the improvements;

(7) Insurance policies;

(8) Copies of any certificate of occupancy which may have been issued within one (1) year of the date of creation of the condominium;

(9) Any other permits issued by governmental bodies applicable to the condominium property and which are currently in force or were issued within one (1) year prior to the date upon which the unit owners other than the Developer took control of the Association;

(10) Written warranties of the contractor, subcontractors, suppliers and manufacturers that are still effective;

(11) A roster of unit owners and their addresses and telephone numbers, if known, as shown on the Developer's records;

(12) Leases, if any, of the common elements, or in which

the Association is lessor or lessee;

(13) Employment contracts or service contracts in which the Association is one of the contracting parties, or service contracts in which the Association is one of the contracting parties or service contracts in which the Association or the unit owners have directly or indirectly an obligation or responsibility to pay some or all of the fee or charge of the person or persons performing the service;

(14) Other contracts in which the Association is one of the contracting parties;

E. The By-laws of this corporation may not change or alter this Article.

V.

The term for which this corporation shall exist shall be perpetual.

VI.

The names and post office addresses of the subscribers to these Articles of Incorporation are as follows:

NAME	ADDRESS
FRED B. BULLARD, JR.	2555 Ulmerton Road Clearwater, Florida 33520
ANTHONY CARLUCCI	2555 Ulmerton Road Clearwater, Florida 33520
MARGARET A. FLETCHER	2555 Ulmerton Road Clearwater, Florida 33520

VII.

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 therefor in the By-laws of the corporation.

VIII.

The business of the corporation shall be conducted by a Board of Directors, referred to sometimes herein as the Board of Administrators, which shall consist of not less than three (3) members, as the same shall be provided for in 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 as directors and officers, until the first election of directors and officers, are as follows:

NAME	ADDRESS
FRED B. BULLARD, JR. Director/President	2555 Ulmerton Road Clearwater, Florida 33520
ANTHONY CARLUCCI Director/Vice President	2555 Ulmerton Road Clearwater, Florida 33520
MARGARET A. FLETCHER Director/Secretary- Treasurer	2555 Ulmerton Road Clearwater, Florida 33520

IX.

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, save and except as provided for in the Declaration of Condominium of BORDEAUX VILLAGE CONDOMINIUM, NO. 1, recorded among the Public Records of Pinellas County, Florida, as it pertains to correcting errors and/or omissions in the Declaration of Condominium or in any other documentation required by law to establish the condominium form of ownership.

X.

The amendments to these Articles of Incorporation may be proposed by the Board of Directors or by a majority vote of the membership of this corporation, provided, however, that no amendment shall be effective unless adopted pursuant to Article IX or Article XII of these Articles of Incorporation. Notwithstanding anything to the contrary herein, no amendment may be made to these Articles of Incorporation or the By-laws of the Association which affects the rights and privileges provided to the Developer without the consent of the Developer.

XI.

Section 1. The members of the Association shall consist of all of the record owners of condominium parcels in the condominium.

Section 2. After receiving approval as required by the Declaration of Condominium a 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 parcel in the condominium and the certificate as required showing said approval. The owner designated by such instrument thus becomes a member of the Association and the membership of the prior owner is terminated.

Section 3. No officer, director, or member shall be personally liable for any debt or other obligation of this corporation, except as provided in the Declaration of Condominium.

Section 4. Each member shall be restricted to one (1) vote except in all elections for director, each member shall have the right to vote, in person or by proxy, as set forth in the By-laws, for as many persons as there are directors to be elected, or to distribute them on the same principal among as many candidates as he shall see fit.

Section 5. 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.

Section 6. 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 6, Article XI.

Section 7. This 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 8. The members of the corporation, individually, are responsible for all maintenance and repair within and about

their condominium units.

Section 9. 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 therefor by the American Arbitration Association and the Statutes of the State of Florida.

Section 10. 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.

XII.

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 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 fourteen (14) days prior to said meeting of the corporation, provided, however, that no such alteration, amendment, modification, change or rescission of Article II hereinabove, and of Sections 6, 7, 8, and 10 of Article XI, may be made without an unanimous approval of the then members of the corporation together with the written unanimous approval of all mortgagees holding a valid, enforceable first mortgage lien against any condominium unit, provided such mortgagees are institutional mortgagees, such as a bank, life insurance company, federal savings and loan association, institutional investor, mortgage banker, and/or a real estate investment trust authorized to transact business in the State of Florida.

XIII.

The Association may acquire and enter into agreements whereby it acquires leaseholds, memberships, and other possessory or use interests in lands or facilities including but not limited to country clubs, golf courses, marinas, and other recreational facilities, whether or not contiguous to the lands of the condominium, intended to provide for the enjoyment, recreation or other use or benefit of the unit owners. All of such leaseholds, memberships and other possessory or use interests existing or brought into existence at the time of recording of the Declaration shall be set forth and fully described therein.

XIV.

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 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 these Articles of Incorporation and the By-laws of this corporation.

XV.

The principal place of business of this corporation and its registered office shall be at 2555 Ulmerton Road, Clearwater, Pinellas County, Florida 33520, or at such other place or places as may hereafter be designated from time to time.

The registered agent for the corporation at the above

address shall be MARGARET A. FLETCHER.

IN WITNESS WHEREOF, the subscribing incorporators and the registered agent have hereunto set their hands and seals and caused these Articles of Incorporation to be signed this 10th day of July, A.D., 1979.

Signed, Sealed and Delivered in the presence of:

Susan Rawls

Barbara Bittner

Fred B. Bullard, Jr.
FRED B. BULLARD, JR.
Subscriber

Anthony Carlucci
ANTHONY CARLUCCI
Subscriber

Margaret A. Fletcher
MARGARET A. FLETCHER
Subscriber

Margaret A. Fletcher
MARGARET A. FLETCHER
Registered Agent

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared the following persons: FRED B. BULLARD, JR., ANTHONY CARLUCCI, and MARGARET A. FLETCHER as subscribers, and MARGARET A. FLETCHER as Registered Agent, to me well known and known to me to be the persons who executed the foregoing Articles of Incorporation of BORDEAUX VILLAGE ASSOCIATION, NO. 1, INC., and have severally acknowledged before me that they executed the same for the purposes therein mentioned.

WITNESS my hand and official seal at St. Petersburg, in the County of Pinellas, and State of Florida, this 10th day of July, A.D., 1979.

Barbara M. Pugh
Notary Public

My Commission Expires:

MY COMMISSION EXPIRES MAY 21, 1983