

ARTICLES OF INCORPORATION
OF
BOOT RANCH NORTH ASSOCIATION, INC.
a not-for-profit Florida corporation

The undersigned subscribers, desiring to form a corporation not-for-profit under Chapter 617, Florida Statutes, as amended, hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of this Corporation is:

BOOT RANCH NORTH ASSOCIATION, INC.

The Corporation is hereinafter sometimes referred to as the "Association".

ARTICLE II

PURPOSES

The Association does not contemplate pecuniary gain or profit, direct or indirect, to its Members. The purpose for which it is formed is to:

1. promote the health, safety and welfare of the property owners in those certain subdivisions in Pinellas County, Florida, to be known as Boot Ranch-Eagle Ridge, Boot Ranch-Eagle Trace and Boot Ranch-Eagle Watch, all of which is hereinafter referred to as the "Property", and which is part of a total community called "Boot Ranch";
2. own, acquire, mortgage, convey, build, operate and maintain streets, roads, security, lighting, drainage and recreation facilities, all for the benefit of the owners of the Property, including but not limited to: parks, playgrounds, lakes, open spaces, streets, paths and footways (including buildings, structures and personal properties incident thereto), hereinafter referred to as the "Common Properties"; and
3. fix assessments (or charges) to be levied against the Property and/or the owners of any part or parcel within the Property;
4. enforce the Declaration of Covenants and Restrictions for Boot Ranch North (the "Declaration") and any and all rules and regulations and other agreements applicable thereto;
5. pay taxes, if any, and insurance on the Common Properties and any other portions of the Property provided for in the recorded covenants and restrictions applicable to the Property;
6. supplement municipal services;
7. insofar as permitted by law, to do any other thing

that, in the opinion of the Board of Directors, will promote the common benefit and enjoyment of the residents of the Property.

ARTICLE III

POWERS

The powers of the Association shall include the following:

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 the powers and duties set forth in the covenants and restrictions recorded against the Property in addition to all of the powers and duties reasonably necessary to own, operate, maintain, repair and replace the Common Properties and to provide such services as are required for the benefit of the owners of Lots or Dwelling Units contained in the Property from time to time including, but not limited to, the following:

(a) To establish, levy and assess, and collect such assessments as may be necessary to operate the Association and carry on its activities, and to create such reserves for extraordinary expenditures as may be deemed appropriate in the discretion of the Board of Directors.

(b) To purchase insurance upon the Common Properties and for the protection of the Association and its Members;

(c) To reconstruct improvements after casualty and to make additional improvements to the Common Properties;

(d) To promulgate and amend reasonable regulations respecting the use of the Common Properties and all the Property;

(e) To enforce by legal means the provisions of the covenants and restrictions recorded against the Property, these Articles, the Bylaws of the Association and the Rules and Regulations of the Association;

(f) To contract for the management of the Property and to delegate to such contractor all powers and duties of the Association except such as are specifically required by the covenants and restrictions recorded against the Property to have approval of the Board of Directors or the Membership of the Association;

(g) To contract for the management or operation of portions of the Property susceptible to separate management or operation, and to lease such portions;

(h) To employ personnel to perform the services required for proper operation of the Property;

(i) To adopt and establish Bylaws for the operation of the Association; and

3. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the covenants and restrictions recorded against the Property and the Bylaws of the Association.

ARTICLE IV

MEMBERSHIP

1. Regular Membership:

(a) Every person or entity who is or shall become a record owner of a fee or undivided fee interest in any Dwelling Unit or Lot in the Property (as defined in the Declaration), which is or shall be subject to the Declaration, shall be a Member of this Association from the date such Member acquires record title to a Lot, provided that any such person or entity who holds an interest merely as security for the performance of an obligation shall not be a Member.

(b) A change in 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 Lot in the Property. Upon the delivery to the Association of a recorded copy of such instrument, the owner designated by such instrument shall thereby become a Member of the Association, and the Membership of the prior owner shall at that time be terminated.

(c) The interest of any Member in the Common Properties or in the funds and assets of the Association cannot be conveyed, assigned, mortgaged, hypothecated or transferred in any manner, except as authorized by the Declaration, these Articles, or the Bylaws of the Association.

2. Additional Membership Categories: The Bylaws may provide for additional Membership categories, which categories shall not have any voting privileges. The term "Member" or "Membership" as used in the Declaration, the Bylaws or these Articles shall not apply to any such additional Membership categories. The Bylaws shall provide for the rights and obligations of any additional Membership categories.

ARTICLE V

TERM

This Corporation shall have perpetual existence.

ARTICLE VI

THE SUBSCRIBERS

The names and post office addresses of each subscriber of these Articles of Incorporation are as follows:

Neil F. Brennan	10800 Brookpark Road Cleveland, Ohio 44130
Robert F. Monchein	10800 Brookpark Road Cleveland, Ohio 44130
Richard E. Prechtel	10800 Brookpark Road Cleveland, Ohio 44130

ARTICLE VII

OFFICERS

The Officers shall be a President, a Vice President, a Secretary and a Treasurer, The President and the Secretary shall be members of the Board of Directors. The officers shall be chosen by a majority vote of the directors. All officers shall hold office during the pleasure of the Board of Directors. The offices of Secretary and Treasurer may be held by the same individual.

The affairs of the Association shall be administered by the officers designated in the Bylaws. 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. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>OFFICE</u>	<u>NAME</u>	<u>ADDRESS</u>
President	Neil F. Brennan	10800 Brookpark Road Cleveland, Ohio 44130
Secretary/ Treasurer	Richard E. Prechtel	10800 Brookpark Road Cleveland, Ohio 44130
Vice President	Robert F. Monchein	10800 Brookpark Road Cleveland, Ohio 44130

ARTICLE VIII

BOARD OF DIRECTORS

Amended 5/29/98

The affairs of the Association shall be managed by a Board of Directors consisting of not less than three (3) nor more than seven (7) persons, who need not be Members of the Association. The initial Board of Directors shall consist of three (3) members who shall hold office until the election of their successors at the "Turnover Meeting" provided for in Section B of Article XI, or until their prior resignation.

At the "Turnover Meeting" the Board of Directors shall be increased to five (5) members, two (2) of which shall serve for a period of two (2) years and three (3) of which shall serve for a period of one (1) year. At the Annual Membership Meeting after the Turnover Meeting and at every other Annual Membership Meeting thereafter, three (3) Board members shall be elected for a period of two (2) years each; and at the Annual Membership Meeting for the alternate years, two (2) Board members shall be elected for a period of two (2) years each. In accordance with the provisions of Article III of the Declaration, the Declarant as defined in the Declaration shall be entitled to appoint one Director to the Board of Directors as long as it owns at least one Lot or Dwelling Unit. The Board of Directors may increase the number of members of the Board of Directors effective as of the next Annual Membership Meeting to as many as seven (7) members provided that any decision by the Board of Directors to increase the number of Directors shall be made at least sixty (60) days prior to the next Annual Membership Meeting. The term of the sixth Board member shall be for a period of one (1) year; and the term of the seventh Board member shall be for a period of two (2) years.

The names and addresses of those persons who are to act as Directors until the election of their successors are:

Neil F. Brennan	10800 Brookpark Road Cleveland, Ohio 44130
Robert F. Monchein	10800 Brookpark Road Cleveland, Ohio 44130
Richard E. Prechtel	10800 Brookpark Road Cleveland, Ohio 44130

ARTICLE IX

BYLAWS

The Bylaws of the Association may be made, altered, amended or rescinded by a two-thirds (2/3) vote of the members of the Board of Directors present at a duly called meeting of the Board or by two-thirds (2/3) of the votes of the representatives of the Members present in person or by proxy at a duly called meeting of the Membership; provided that those provisions of the Bylaws which are governed by these Articles of Incorporation may not be amended except as provided in these Articles of Incorporation.

ARTICLE X

AMENDMENT TO THE ARTICLES OF INCORPORATION

These Articles may be amended by the Members by two-thirds (2/3) of the votes of all the representatives of the Members present in person or by proxy at a duly called meeting of the Membership. However, as long as the Declarant owns a Lot or Dwelling Unit in the Property, no such amendment may be made without the consent of the Declarant. No such amendment shall materially affect or interfere with the rights of owners or lienors.

ARTICLE XI

VOTING RIGHTS/"TURNOVER" OF ASSOCIATION

1. Voting Rights:

The Association shall have two classes of voting Membership:

(a) Class "A". Class "A" Members shall be all those owners as defined in Section 1 of Article III of the Declaration with the exception of the Declarant. Class "A" Members shall be entitled to one vote for each Dwelling Unit in which they hold the interest required for Membership by Section 1 of Article III. When more than one person holds such interest or interests in any Dwelling Unit, all such persons shall be Members and the vote for such Dwelling Unit shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any such Dwelling Unit. The Bylaws may establish procedures for voting when the title to a Dwelling Unit is held in the name of a partnership, a corporation, or more than one person or entity.

(b) Class "B".

(i) The Class "B" Member shall be the Declar-

ant. The Class "B" Member shall be entitled to 269 votes for each Dwelling Unit in which it holds the interest required for Membership by Section 1 of Article III of the Declaration.

(ii) The Declarant shall have the right to elect or appoint all members of the Board until title to ninety-five percent (95%) of all Dwelling Units have been conveyed by the Declarant, such Dwelling Units have actually been constructed, and such Dwelling Units have been conveyed by builders to owner-occupants.

(iii) The Declarant shall have the right to elect or appoint a majority of the Board until the occurrence of the earlier of the following events: (A) one (1) year after the Declarant no longer holds title to or any interest in any portion of the Property; or (B) the relinquishment by the Declarant of its right to elect or appoint a majority of the Board.

Any Director appointed by the Class B Member shall serve at the pleasure of the Class B Member and may be removed only by action of the Class B Member, and may be removed from office and a successor Director appointed at any time by the Class B Member.

2. Turnover. Within ninety (90) days after the Declarant no longer has the right to elect or appoint a majority of the Board, the Members shall assume control of the Association and the Association shall conduct a Special Meeting of the Membership (the "Turnover Meeting") for the purpose of electing the Board. However, as long as the Declarant is the owner of one Dwelling Unit, the Declarant shall be entitled to appoint one member of the Board.

ARTICLE XII

ADDITIONS TO PROPERTIES

Additions to the Property may be made only in accordance with the provisions of the Declaration or any other recorded covenants and restrictions applicable to the Property. Such additions, when properly made under the Declaration or other applicable covenants and restrictions, shall extend the jurisdiction, functions, duties and Membership of this Association to such properties.

ARTICLE XIII

MERGER AND CONSOLIDATIONS

Subject to the provisions of the Declaration or any other recorded covenants and restrictions applicable to the Property, and to the extent permitted by law, the Association may participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, provided that any such merger or consolidation shall have the assent of two-thirds (2/3) of the votes of each class of Members who are voting in person or by their representatives at a meeting duly called for this purpose.

ARTICLE XIV

DEDICATION OF PROPERTIES OR TRANSFER OF FUNCTION TO PUBLIC AGENCY OR UTILITY

The Association shall have power to dispose of its real properties only as authorized under the Declaration.

ARTICLE XV

DISPOSITION OF ASSETS UPON DISSOLUTION

Upon dissolution of the Association which shall require the consent of two-thirds (2/3) of the Members of each class of Membership, the assets, both real and personal, of the Association shall be dedicated to an appropriate public agency or utility to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust, or other organization to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association. No such disposition of the Association's property shall be effective to divest or diminish any right or title vested in any Member under the Declaration and deeds applicable to the Property unless made in accordance with the provisions of such and deeds.

IN WITNESS WHEREOF, the said subscribers have hereunto set their hands this 25th day of August, 1988.

Neil F. Brennan
NEIL F. BRENNAN

Robert F. Monchein
ROBERT F. MONCHEIN

Richard E. Frechtel
RICHARD E. FRECHTEL

STATE OF OHIO
COUNTY OF CUYAHOGA

I HEREBY CERTIFY that this day in the next above named State and County before me, an officer duly authorized and acting, personally appeared NEIL F. BRENNAN, to me known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 25th day of August, 1988.

Edward J. Burke
Notary Public
My Commission expires:

EDWARD J. BURKE
Notary Public for the State of Ohio
My Commission Expires Feb. 3, 1991

STATE OF OHIO
COUNTY OF CUYAHOGA

I HEREBY CERTIFY that this day in the next above named State and County before me, an officer duly authorized and acting, personally appeared ROBERT F. MONCHEIN, to me known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 25TH day of August, 1988.

Edward J. Burke
Notary Public
My Commission expires:

STATE OF Ohio
COUNTY OF Cuyahoga

EDWARD J. BURKE
Notary Public for the State of Ohio
My Commission Expires Feb. 3, 1991

I HEREBY CERTIFY that this day in the next above named State and County before me, an officer duly authorized and acting, personally appeared RICHARD E. PRECHTEL, to me known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 25TH day of August, 1988.

Edward J. Burke
Notary Public
My Commission expires:

EDWARD J. BURKE
Notary Public for the State of Ohio
My Commission Expires Feb. 3, 1991

EGP: bg
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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with the laws of Florida, the following is
submitted:

That BOOT RANCH NORTH ASSOCIATION, INC., desiring to
organize under the laws of the State of Florida with its principal
place of business in the City of Tampa, State of Florida, has named
_____ as its agent to accept service of
process within Florida.

BOOT RANCH NORTH ASSOCIATION, INC.

By: Neil J. Brennan

By: John H. [unclear]

By: Richard E. [unclear]

Date: _____

Having been named to accept service of process for the
above Corporation at the place designated in this Certificate, I
hereby agree to act in this capacity, and I further agree to comply
with the provisions of Florida law relative to the proper and
complete performance of my duties.

Registered Agent