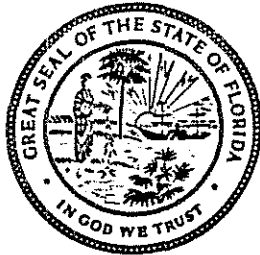


State of Florida

Department of State



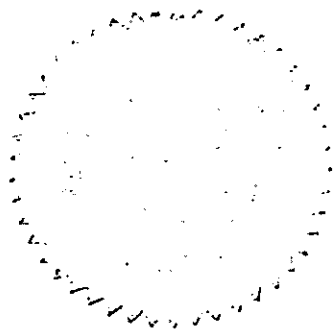
I, Tom Adams, Secretary of State of the State of Florida,
Do Hereby Certify That the following is a true and correct copy of

Certificate of Incorporation
of

SEVILLE CONDOMINIUM 2, INC.

a corporation not for profit organized and existing under the Laws of the
State of Florida, filed on the 13th day of April
A.D., 1970 as shown by the records of this office.

Given under my hand and the Great Seal of the
State of Florida, at Tallahassee, the Capital,
this the 13th day of April
A.D. 1970



Tom Adams
Secretary of State

EXHIBIT NO. A-2 (Part 1)
(See paragraph 3 of Declaration)

ARTICLES OF INCORPORATION
OF
SEVILLE CONDOMINIUM 2, INC.

The undersigned by these Articles associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes 1967, hereinafter referred to as The Condominium Act, and certify as follows:

ARTICLE 1 - NAME

The name of the corporation shall be SEVILLE CONDOMINIUM 2, INC., hereinafter referred to as the Association.

ARTICLE 2 - PURPOSE

The purpose for which the Association is organized is to provide an entity as required by The Condominium Act located on the following described property, hereinafter referred to as the Condominium Property:

From the Southwest corner of Section 17, Township 29 South, Range 16 East, run North 01° 03' 04" East along the West line of said Section 17, 810 feet; thence run South 88° 57' 02" East parallel to the South line of said Section 17, 864.93 feet for a Point of Beginning: thence continue South 88° 57' 02" East 240.07 feet; thence run South 01° 02' 58" West 348 feet; thence run North 88° 57' 02" West 166.89 feet; thence run North 50° 27' 02" West 116.42 feet; thence run Northerly along a curve to the left of 110 feet radius (Chord bearing North 17° 42' 39" East, chord distance 63.08 feet) 69.98 feet; thence run North 01° 02' 58" East 214.98 feet to the P.O.B.

ALSO: A driveway easement over the following described: A strip of land 100 feet in width lying 50 feet right and left of a centerline described as follows: From the Southwest corner of Section 17, Township 29 South, Range 16 East, run North 01° 03' 04" East along the West line of Section 17, 810 feet; thence run South 88° 57' 02" East parallel to the South line of said Section 17, 100 feet for a Point of Beginning; thence continue South 88° 57' 02" East 1266.99 feet for a Point of Ending.

SUBJECT TO easements for ingress and egress, drainage and utilities over the Northerly 50 feet and the Westerly 20 feet and the Easterly 5 feet of captioned lands; and an easement for ingress and egress over the Northerly 20 feet of the Southerly and Southwesterly 43 feet thereof, and an easement over the Westerly 20 feet of the Easterly 70 feet of the Southerly 22 feet thereof. SUBJECT to drainage and utility easements as may be required.

ARTICLE 3 - POWERS

The powers of the Association shall include and be governed by the following provisions:

1. The Association shall have all of the common-law

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TALLAHASSEE, FLORIDA

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 duties set forth in The Condominium Act except as limited by these Articles and the Declaration of Condominium, and all of the powers and duties reasonably necessary to operate the Condominium Property pursuant to the Declaration of Condominium as it may be amended from time to time, including but not limited to the following:

- A. To make and collect assessments against Members as Owners (Leasehold-Owners) to defray the cost, 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 and replace the Condominium Property.
- D. To purchase insurance upon the Condominium Property and insurance for the protection of the Association and its Members.
- E. To reconstruct improvements after casualty in accordance with the Declaration of Condominium.
- F. To approve or disapprove the transfer, mortgage and ownership of Apartment interests as may be provided in the Declaration of Condominium and the By-Laws. The approval as required by the Declaration of Condominium may be delegated by the Association to an agent if the delegation of said authority is a part of the comprehensive development plan, and if Association deems to be in its best interests to make said delegation.
- G. To enforce by legal means, the provisions of the Condominium Act, the Declaration of Condominium, these Articles, the By-Laws of the Association and the Regulations for the use of the property in the Condominium.
- H. To enter into a long term management contract for the management of the Condominium Property, and said contract may be for a period of time up to the length of any long term leasehold interests in the Condominium Parcels.
- I. To enter into recreation leases for recreation facilities in the development of SEVILLE.

3. The Association shall have the power to purchase an Apartment interest as set forth in the Declaration of Condominium, and any Apartment interest so purchased shall be held in the name of the Association and shall be held in trust for the Members in accordance with their ownership in the Condominium Property, or percentage of leasehold ownership as set forth in the Declaration of Condominium.

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

ARTICLE 4 - MEMBERS

1. The Members of Association shall consist of all of the record Owners (Leasehold-Owners) of Apartment interest in the Condominium.

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 an Apartment interest in the Condominium and the certificate as required showing said approval. The Owner (Leasehold-Owner) designated by such instrument thus becomes a Member of the Association and the membership of the prior Owner (Leasehold-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 interest.

4. The Owner (Leasehold-Owner) of each Apartment shall be entitled to at least one vote as a Member of the Association. The exact number of votes to be cast by Owners (Leasehold-Owners) of an Apartment interest and the manner of exercising voting rights shall be determined by the By-Laws of the Association.

ARTICLE 5 - DIRECTORS

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 directors, and in the absence of such determination shall consist of three directors. Directors need not be Members of the Association.

2. The names and addresses of the Members of the first Board of Directors, the subscribers, and officers of the Association who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

S. H. Vuncannon, President
999 South U. S. Highway 19
Clearwater, Florida

Wallace W. Blackburn, Secretary
532 South Missouri Street
Clearwater, Florida

William Albrecht, Vice President & Ass't. Sec'y.
705 Court Street
Clearwater, Florida

ARTICLE 6 - OFFICERS

The affairs of the Association shall be administered by the officers designated in the By-Laws. The officers shall be elected by the Board of Directors at its first meeting following the first 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 are named above.

ARTICLE 7 - INDEMNIFICATION

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 8 - BY-LAWS

The first By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the By-Laws.

ARTICLE 9 - AMENDMENTS

Amendments to the 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.

2. A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the Members of Association. Directors and Members 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. Except as elsewhere provided,

A. such approvals must be by not less than 75% of the entire membership 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 80% of the votes of the

entire membership of the Association.

3. No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium.

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

ARTICLE 10 - CONTRACTUAL POWERS

In the absence of fraud, no contract of other transaction between Association and any other person, firm, corporation or partnership shall be affected or invalidated by the fact any director or officer is pecuniarily or otherwise interested therein. Any director may be counted in determining the existence of a quorum at any meeting of the Board of Directors of Association for the purpose of authorizing such contract or transaction with like force and effect as if he were not so interested or were not a director, member or officer of such firm, association, corporation or partnership. It is specifically intended that officers of this corporation shall also be officers in or have interest in the corporation with which a long term management contract is to be entered into with respect to the management of the Condominium Property, and that the officers of this corporation also have fee simple interest in and to the above described lands.

ARTICLE II - TERM

The term of the Association shall be perpetual.

The names and addresses of the subscribers of these Articles of Incorporation are shown above.

IN WITNESS WHEREOF, the subscribers have affixed their signatures hereto this 1st day of April, 19 .

S. H. Vuncannon
S. H. Vuncannon

Wallace W. Blackburn
Wallace W. Blackburn

William B. Albrecht
William Albrecht

STATE OF FLORIDA
COUNTY OF PINELLAS

Before me the undersigned authority, personally appeared S. H. Vuncannon, Wallace W. Blackburn and William Albrecht, who after being duly sworn, acknowledged that they executed the foregoing Articles of Incorporation for the purposes expressed therein.

WITNESS my hand and official seal in the State and County last aforesaid this 1st day of April, 19 .

William A. [Signature]
Notary Public - State of Florida
My commission expires:

Notary Public, State of Florida at Large
My Commission Expires Aug. 26, 1972
Bonded by Transamerica Insurance Co.

State of Florida

Secretary of State



I, Tom Adams, Secretary of State of the State of Florida,
Do Hereby Certify That the following is a true and correct copy of

Certificate of Amendment to Certificate of Incorporation
of SEVILLE CONDOMINIUM 2, INC., a corporation not for
profit, organized and existing under the Laws of the
State of Florida, Amending paragraph 2, filed on the 22nd
day of April, A.D., 1970, as shown by the records of this
office.

Given under my hand and the Great Seal of the
State of Florida at Tallahassee, the Capital,
this the 22nd day of April
A.D. 1970



Tom Adams
Secretary of State

EXHIBIT NO. A-2 (Part 1-A)
(See paragraph 3 of Declaration)