

ARTICLES OF INCORPORATION

OF

MILL RUN HOMEOWNERS' ASSOCIATION, INC.
A NOT-FOR-PROFIT FLORIDA CORPORATION

In compliance with requirements of the Florida Statutes, the undersigned, and the other below-named incorporators all of whom are residents of Pasco county, Florida, and of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit. On behalf of the below-named incorporators, the undersigned hereby certifies:

ARTICLE I

The name of the corporation is the MILL RUN HOMEOWNERS' ASSOCIATION, INC.

ARTICLE II

The principal office of the Association is located at:
160 E. Lemon Street, Tarpon Springs, FL 33589.

The registered agent is: GERALD A. FIGURSKI, 8406 Massachusetts Avenue, Suite B-1, New Port Richey, Florida 34653.

ARTICLE III

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for ownership, maintenance and preservation of the Common Area and other commonly enjoyed improvements and areas as defined in the Declaration of Restrictions, Covenants and Conditions, as the same may be amended from time to time, (hereinafter referred to as the "Declaration"), and to provide, according to the provisions of the Declaration, within that certain tract of property as shown and described on Exhibit "A" attached hereto for the promotion of the health, safety and welfare of the residents within the above-described property. In furtherance of the purposes set forth in this paragraph, this Association shall have the further powers to:

A. Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration, applicable to the property and recorded or to be recorded in the office of the Clerk of the Circuit Court of Pasco County, Florida, and as same may be amended from time to time as therein provided, said Declaration being incorporated herein by reference as though set forth in its entirety herein.

B. Fix, Levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association.

C. Acquire (by gift, purchase or otherwise), own, hold improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association.

D. Borrow money, and with the assent of fifty-one Percent (51%) of all the members, mortgage, pledge, deed in trust or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.

E. Dedicate, sell or transfer all or any part of the Common Area to public agency, authority, or utility for such purposes and subject to such conditions as may be provided in the Declaration.

F. Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, and other commonly enjoyed improvements and areas, provided that such annexation shall be in accordance with the provisions of the Declaration.

G. Have and exercise any and all powers, rights and privileges which a corporation organized under Chapter 617, Corporations Not for Profit, Laws of the State of Florida, by law may or hereafter have or exercise.

The Association is organized and shall be operated exclusively for the purposes set forth above. The activities of the Association will be financed by assessments against members as provided in the Declaration and no part of any net earnings of the Association will inure to the benefit of any member.

ARTICLE IV

Every person or entity who is a record Owner of a fee or undivided fee interest in any unit and/or residential lot which is subject by covenants of record to assessment by the Association shall be member of the Association; provided that such person's voting rights shall be as limited by the Declaration. The foregoing is not intended to include persons or entities who hold an interest merely as security for performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any unit which is subject to assessment by the Association.

ARTICLE V

The period of duration of this Association shall be perpetual.

ARTICLE VI

The name and address of the subscriber is:

George Nicholas
160 East Lemon Street
Tarpon Springs, Florida

ARTICLE VII

The affairs and property of this corporation shall be managed and governed by a Board of Directors composed of not less than three (3) persons who need not be members of the Association. The first Board of Directors shall have three (3) members, and in the future that number will be determined from time to time in accordance with the provisions of the By-laws.

The names and address of the persons who are to act initially in the capacity of directors until the selection of their successors are:

George Nicholas

160 East Lemon Street
Tarpon Springs, Florida

Frederick J. Kunder

160 East Lemon Street
Tarpon Springs, Florida

Anthony Nicholas, Jr.

160 East Lemon Street
Tarpon Springs, Florida

ARTICLE VIII

The officers of this Association shall be a President, a Secretary and a Treasurer and such other officers as the Board may from time to time by resolution create. The election of officers shall take place at the first meeting of the Board of Directors.

~~ARTICLE IX~~

The By-laws of the Association may be made, altered or rescinded at any annual meeting of the Association, or at any special meeting duly called for such purpose, on the affirmative vote of fifty-one percent (51%) of all the members existing at the time of any present at such meeting except that the initial By-laws of the Association shall be made and adopted by the Board of Directors.

Declaration 10/10

ARTICLE X

The Association shall have the classes of voting membership which shall be as defined in the Declaration and as regulated by the By-laws.

~~ARTICLE XI~~

2/1/76
The Association may be dissolved with the assent given in writing and signed by the holders of not less than two-thirds (2/3) of the total number of votes of each class of membership voting in person or by proxy at a special or regular meeting of the members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the

Association shall be dedicated to an appropriate public agency to be used for the purposes similar to those for which this Association was created. In the event such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes, or distributed to the members as appurtenances (if real property or any interest therein) to the members' lots, subject to any and all applicable loans. This Article is subject to provisions of Florida Statutes 617.0105.

ARTICLE XII

As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: Annexation of additional properties, dedication of Common Area, merger, consolidation, mortgaging of Common Area, and the dissolution and amendment of these Articles of Incorporation.

In addition, any amendment or rescission of these Articles of Incorporation may be made by no less than two-thirds (2/3rd) of the total number of votes of each class membership voting in person or by proxy at a special or regular meeting of the members.

IN WITNESS WHEREOF, for the purposes of forming this corporation under the laws or the State of Florida, the undersigned, the incorporator of this Association, has executed these Articles of Incorporation this 27th day of July, 1989.



GEORGE NICHOLAS

STATE OF FLORIDA)
COUNTY OF PINELLAS)

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, the following person, to-wit: GEORGE NICHOLAS, to me well known and known to me, to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the said instrument as his free and voluntary act and deed for the use and purposes therein set forth and expressed.

Handwritten notes:
7/10/89
STARTING WITH
(APPROVED) (NICHOLAS)