ARTICLES OF INCORPORATION
OF
DRUID OAKS ASSOCIATION, INC.

The undersigned, by these Articles of Incorporation, hereinafter referred to as the "Articles," associate themselves for the purpose of forming a corporation not for profit under Chapter 617 of the Florida Statutes.

ARTICLE I

NAME

The name of the corporation shall be DRUID OAKS ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Association."

ARTICLE II

Purpose

The purpose for which the Association is organized is to provide the entity required by the Florida Condominium Act (the "Condominium Act") for the operation of Druid Oaks Condominium, hereinafter referred to as the "Condominium."

ARTICLE III

Powers

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

SECTION 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.

SECTION 2. The Association shall have all of the powers and duties set forth in the Condominium Act, and those set forth in these Articles and the Declaration of Condominium for Druid Oaks Condominium, hereinafter referred to as the "Declaration," and all of the powers and duties reasonably necessary to operate the Condominium pursuant to its Declaration as such may be amended from time to time, including, but not limited to, the following:

a. To make and collect assessments against members to defray the costs, 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. This also includes the irrevocable right of access to each unit during reasonable hours when necessary for the maintenance, repair or replacement of any common elements, or at any time for making emergency repairs necessary to prevent damage to the common elements or to another unit.

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 and to further improve the property.

f. To make and amend reasonable regulations respecting the use of the property in the Condominium.

g. To enforce by legal means the provisions of the Condominium Act, the Declaration, these Articles, the bylaws of the Association, hereinafter referred to as the "Bylaws," and the regulations adopted by the Association for the use of the property in the Condominium.

h. To contract for the management and maintenance of the Condominium and to authorize a management agent to assist the Association in carrying out its powers and duties by performing such functions as the submission of proposals, collection of assessments, preparation of records, enforcement of rules and maintenance, repair and replacement of the common elements with funds as shall be made available by the Association for such purposes. Provided, however, that the Association and its officers shall retain at all times the powers and duties granted by the condominium documents and the Condominium Act, including, but not limited to, the making of assessments, promulgation of rules and execution of contracts on behalf of the Association.

i. To employ personnel to perform the services required for proper operation of the Condominium.

j. To acquire and enter into agreements whereby the Association acquires leaseholds, memberships or 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.

k. To acquire by purchase, or otherwise, condominium parcels of the Condominium.

l. To approve or disapprove the leasing of units as may be provided by the Declaration or the Bylaws.

SECTION 3. All funds and the titles of all properties acquired by the Association shall be held in trust for the members of the Association in accordance with the provisions of the Declaration, these Articles and the Bylaws.

ARTICLE IV

Members

SECTION 1. Every person or entity owning a unit in the Condominium is a member of the Association; membership in the Association ceases when a member's title to a unit is conveyed.

SECTION 2. 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 unit.

SECTION 3. The owner, or owners, collectively, of each unit shall be entitled to one (1) vote. The manner of exercising voting rights shall be determined by the Bylaws.

ARTICLE V

Directors

SECTION 1. The affairs of the Association will be managed by a board consisting of the number of directors determined by the Bylaws, but not less than three (3) directors. So long as the Developer is in control of the Association, directors need not be members of the Association.

SECTION 2. Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the board of directors shall be filled in the manner provided by the Bylaws.

SECTION 3. The names and addresses of the three members of the first board of directors, who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

Axel R. Johnson	2517 Gary Circle Dunedin, FL 33528

Douglas V. Zelman	2517 Gary Circle Dunedin, FL 33528
Mary Lou Johnson	2517 Gary Circle Dunedin, FL 33528

ARTICLE VI

Officers

The affairs of the Association shall be administered by a president, a vice president, a secretary, a treasurer and such other officers as may be designated by the Bylaws, and at the times and in the manner prescribed in the Bylaws. The names and addresses of the initial officers who shall serve until their successors are designated are as follows:

Axel R. Johnson	2517 Gary Circle Dunedin, FL 33528
Douglas V. Zelman	2517 Gary Circle Dunedin, FL 33528

ARTICLE VII

Registered Agent

The name and address of the initial registered agent of the Association is Douglas V. Zelman, 2517 Gary Circle, Dunedin, FL 33528.

ARTICLE VIII

Indemnification

The Association shall, and does hereby, indemnify any person ("Indemnitee") for any and all liability arising from his official capacity or from any acts committed or failure to act by him in his official capacity as an officer or director of the Association, including acts which are adjudged by a court of law to have constituted negligence or misconduct in the performance of his duty to the Association, and resulting from judgments, fines, or amounts paid in settlement which are incurred in any action, suit or

proceeding, whether civil, criminal, administrative or investigative, and whether such action, suit or proceeding is brought by or in the right of the Association, or other parties, and whether such action, suit or proceeding is commenced during or subsequent to his tenure as an officer or director of the Association ("Proceedings").

The Association will reimburse Indemnitees for any and all actual and reasonable expenses, including, without limitation, attorneys' fees and court costs ("Expenses") as Expenses are incurred by Idemnitees in Proceedings. Notwithstanding anything to the contrary herein, the Association will not indemnify Indemnitees for any liability or expenses for actions which constitute gross negligence or willful misconduct, as such terms are used in Section 607.014(6) of the Florida Statutes, except where such actions are undertaken at the request of the Association. The indemnification provided in this Article shall be in addition to and shall not limit or modify any other rights to indemnity to which Indemnitees are entitled, including, without limitation, those conferred by the Florida Statutes or the Bylaws, Articles or any agreement executed by the Association.

ARTICLE IX

Bylaws

The Bylaws shall be made, altered or rescinded by a majority of the board of directors or by unit owners representing a majority of the units in the Condominium.

ARTICLE X

Amendments

Amendments to the Articles, not inconsistent with the Condominium Act or the Declaration, may be proposed by the board of directors or the

members of the Association, and may be adopted by the affirmative vote of two-thirds (2/3) of the unit owners at a regular or special meeting called and noticed in accordance with the Bylaws, or as evidenced by a consent executed by such number of unit owners.

ARTICLE XI

Subscribers

The names and residences of the subscribers of these Articles are as follows:

Axel R. Johnson	2517 Gary Circle Dunedin, FL 33528
Douglas V. Zelman	2517 Gary Circle Dunedin, FL 33528
Mary Lou Johnson	2517 Gary Circle Dunedin, FL 33528

ARTICLE XIII

Term

The term for which this corporation shall exist is perpetual.

IN WITNESS WHEREOF, the subscribers have affixed their signatures this _____ day of _____, 1981.

_____
Axel R. Johnson

_____
Douglas V. Zelman

_____
Mary Lou Johnson

STATE OF FLORIDA)

COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority personally appeared Axel R. Johnson, Mary Lou Johnson and Douglas V. Zelman, who, after being first duly sworn, acknowledged that they executed the foregoing Articles of Incorporation for the purposes therein expressed, this _____ day of _____, 1981.

_____
Notary Public

My commission expires:

I hereby consent to the appointment as registered agent of Druid Oaks Association, Inc.

_____
Douglas V. Zelman