

**ARTICLES OF INCORPORATION FOR TOWNHOMES AT HIGHLAND
CROSSING HOMEOWNERS ASSOCIATION, INC.**

Article 1 - Name of Corporation and Principal Place of Business of Corporation

The name of this corporation shall be Townhomes at Highland Crossing Homeowners Association, Inc. (the "Association"). The principal office and mailing address of the Association shall be 175 Bayside Drive, Clearwater, FL 33767 (unless context clearly provides otherwise, all capitalized terms shall have the same meaning as the Declaration of Covenants, Conditions, Restrictions, and Easements for Townhomes at Highland Crossing (the "Declaration"). The Board may change the location of the principal office or mailing address from time to time.

Article 2 - Purposes and Powers

The purpose for which the Association is organized is to act as the governing "association", within the meaning of Florida Statutes, Chapter 720, for Townhomes at Highland Crossing. The general nature, objects, and purposes of the Association are as follows:

1. To administer and enforce the terms and provisions of the Declaration;
2. To take such action as may be deemed appropriate to promote the health, safety, and welfare of the Owners within Townhomes at Highland Crossing;
3. To perform all functions and duties provided for in the Declaration, as it may be amended from time to time;
4. To maintain, improve, repair, and replace those portions of the Common Areas and portions of Owners' Parcels for which the Association pursuant to its authority identified in the Declaration has the authority to repair, maintain, and replace;
5. To operate without profit and for the sole and exclusive benefit of its Members;
6. To levy and collect assessments;
7. To sue and be sued and enforce by legal means the provisions of the Declaration, these Articles, the Bylaws, the Rules and Regulations, and Florida Statutes, Chapter 720 or its successor;

8. To enter into contracts on behalf of the Association, including but not limited to a management contract to assist the Association in the performance of its duties, for the furnishing of insurance coverage, and for the furnishing of other services for the benefit of the Members;
9. To purchase, acquire, sell and lease property;
10. To employ all personnel and engage such professional services as are reasonably necessary to perform the services required for proper exercise of the rights, powers, duties, and functions of the Association; and
11. The powers and privileges granted to a corporation not for profit under the laws of the State of Florida, except as may be limited or otherwise provided for in these Articles, all common law and other statutory powers, all powers in Florida Statutes, Chapter 720 or its successor, and all powers reasonably necessary or convenient to implement and effectuate its enumerated powers and the purposes for which the Association is organized.

Article 3 - Qualifications of Members and the Manner of Their Admission

The qualification of the Members, the manner of their admission to membership, termination of their membership, and their voting rights is more particularly described in the Bylaws.

The subscriber constitutes the sole member of the Association until the recording of the Declaration. Upon the recording of the Declaration, all Owners shall be Members of the Association. At such time as the purchase price is paid and the deed to a Lot is issued, the Lot Owner thereof shall become a Member. The Owner of each Lot shall have one vote on Association matters, regardless of how many individuals may own the Lot. If a Lot is owned by more than one person or an entity, the vote for that Lot may be cast as described in the Bylaws.

Ownership of a Lot shall be a prerequisite to exercising any rights as a Member. Membership shall not be transferable, except as provided herein. The membership of any Owner shall terminate upon the termination of the Association or upon transfer of ownership of a Lot. The transferor's membership shall automatically transfer and be vested in the new Owner acquiring an ownership interest in the Lot. The Association may rely on a recorded deed as evidence of a Lot transfer and thereupon terminate the transferor's membership and recognize the membership of the transferee.

Article 4 - Subscriber

The name and address of the subscriber (initial incorporator) to these Articles is Agostino DiGiovanni: 175 Bayside Drive, Clearwater, FL 33767.

Article 5 - Board of Directors

The affairs of the Association shall be managed by the Board of Directors. The qualification, method of election, and powers of the Board shall be set forth in the Bylaws. Board members shall receive no compensation for serving on the Board. The initial directors are:

Names	Addresses
Agostino DiGiovanni	175 Bayside Dr, Clearwater, FL 33767
Steven DiGiovanni	175 Bayside Dr, Clearwater, FL 33767
Peter Tanacs	175 Bayside Dr, Clearwater, FL 33767

Article 6 - Officers

The officers designated in the Bylaws shall administer the affairs of the Association. The names and addresses of the first officers, who shall hold office until their successors are elected, or until removed, are as follows:

Office	Names	Address
President	Agostino DiGiovanni	175 Bayside Dr, Clearwater, FL 33767
Vice President	Steven Digiovanni	175 Bayside Dr, Clearwater, FL 33767
Secretary	Peter Tanacs	175 Bayside Dr, Clearwater, FL 33767
Treasurer	Steven DiGiovanni	175 Bayside Dr, Clearwater, FL 33767

Article 7 - Bylaws

The Bylaws of the Association are to be made or approved by the Board of Directors initially and thereafter may be altered, amended, or rescinded by the Members in the manner provided for in the Bylaws.

Article 8 - Indemnification of Officers and Directors

The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or contemplated action, suit or proceedings, whether civil, criminal, administrative, or investigative, by reason of the fact that the person is or was a director, officer, or committee member of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit, or proceedings, unless the director, officer, or committee member is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties. The termination of any action, suit, or proceedings by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in, or not opposed to, the best interests of the Association and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was lawful. It is the intent of the Association, by the adoption of this Article, to provide the most comprehensive indemnification possible to its officers, directors, and committee members as permitted by Florida law.

Article 9 - Amendment to the Articles of Incorporation

These Articles of Incorporation may be amended pursuant to this Article. A resolution for the adoption of a proposed amendment may be proposed either by a majority of the Board or by not less than one-third (1/3) of the voting interests of the Association. A proposed amendment may only be passed at a meeting of the Members noticed and held pursuant to the Bylaws. Notice of the subject matter of a proposed amendment shall be included in the notice of the meeting where the amendment is to be considered. A proposed amendment shall be deemed ratified and approved if passed by at least two-thirds (2/3) of the voting interests of the Association present, in person or by proxy, at a duly noticed and convened membership meeting. An amendment shall become effective upon filing with the Secretary of State and it being recorded in the Public Records. Notwithstanding anything to the contrary provided for in this Article, no amendment shall: (1) make any changes in the qualifications for membership or the Members' voting rights without approval in writing of all

Members of the Association or (2) become effective without the written consent of the Developer prior to Turnover.

Article 10 - Severability

Should any Article, or any portion thereof, of these Articles of Incorporation be held invalid, it shall not affect the validity of the remaining parts of these Articles of Incorporation or the additional instruments governing the rights and obligations of the Association, the Board, or the Members.

Article 11 - Term

The term of the Association shall be perpetual. However, this Article shall not be construed to prevent the Association's dissolution or merger.

Article 12 - No Personal Liability

No officer, director, or Member shall be personally liable for any debt or other obligation of the Association, except as provided for in the Declaration or Florida Statutes, Chapter 720, or its successor.

Article 13 - Resident Agent

Townhomes at Highland Crossing Homeowners Association, Inc. has appointed Agostino DiGiovanni, 175 Bayside Dr., Clearwater, FL 33767, as its registered agent under the laws of the State of Florida. The Board may change the Registered Agent and registered office from time to time as permitted by law.

(Signatures on the next page)

IN WITNESS HEREOF, the subscribing incorporators have hereunto set their hands and seals and caused these Articles of Incorporation to be executed this 24 day of February 2021.

TOWNHOMES AT HIGHLAND CROSSING HOMEOWNERS ASSOCIATION, INC.

By: *Augusto DiGiovanni*
Augusto DiGiovanni
Its: Director

Michael P. Brudoge
(Witness signature)
Michael P. Brudoge
(printed name)

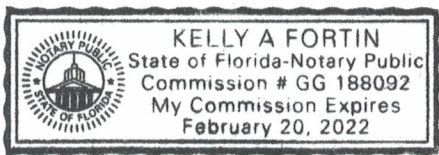
Debra M. Taylor
(Witness signature)
DEBRA M. TAYLOR
(printed name)

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY that on this 24th day of February 2021, before me personally appeared Augusto DiGiovanni, Director of TOWNHOMES AT HIGHLAND CROSSING HOMEOWNERS' ASSOCIATION, INC., a Florida corporation, to me known to be the person who signed the foregoing instrument as such officer and severally acknowledged the execution thereof to be their free act and deed as such officer for the uses and purposes therein mentioned.

WITNESS, my hand and official seal at Safety Harbor, in the County of Pinellas, State of Florida, on the day and year stated above.

Kelly Fortin
Notary Public



My commission expires: 2/20/2022