

NEW HAVEN RECREATION ASSOCIATION

**CERTIFICATE OF AMENDMENT  
TO THE ARTICLES OF INCORPORATION OF  
NEW HAVEN RECREATION ASSOCIATION, INC.**

**NOTICE IS HEREBY GIVEN** that at a duly called special meeting of the membership on December 17, 2009, by a majority vote of the homeowners who cast their vote after the unanimous adoption of a Resolution proposing said amendment by the Board of Directors, the Articles of Incorporation of the **NEW HAVEN RECREATION ASSOCIATION, INC.** was originally recorded in O.R. Book 5696, page 1527, page 1529 respectfully, et seq, in the public records of Pinellas County, Florida, be and the same is amended as follows:

The Articles of Incorporation of **NEW HAVEN RECREATION ASSOCIATION, INC.** is hereby amended in accordance with Exhibit "A" attached hereto and entitled "**Schedule of Amendments to Articles of Incorporation of New Haven Recreation Association, Inc.**"

**IN WITNESS WHEREOF, NEW HAVEN RECREATION ASSOCIATION, INC.** has caused this Certificate of Amendment to be executed in accordance with the authority hereinabove expressed this 5 day of Jan., 2010.

**NEW HAVEN RECREATION ASSOCIATION, INC.**

BY: *Dorothy Spriggs*  
AGENT

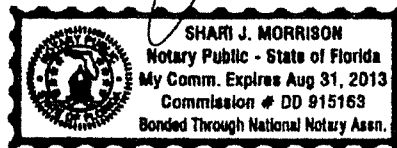
**STATE OF FLORIDA  
COUNTY OF PINELLAS**

**BEFORE ME,** a Notary Public in and for the State and County aforesaid, duly authorized to take acknowledgement, personally appeared SUNCOAST PROPERTY SERVICES representative agent

*Dorothy Spriggs* respectively, of **NEW HAVEN RECREATION ASSOCIATION, INC.,** to me well known, and they acknowledged before me that they executed, sealed and delivered the foregoing Certificate of Amendment for the uses and purposes therein expressed, by authority and on behalf of said corporation, as the free act and deed of said corporation.

**IN WITNESS WHEREOF,** have hereunto set my hand and official seal this 5 day of January, 2010.

*Shari J. Morrison*  
NOTARY PUBLIC



SCHEDULE OF AMENDMENTS  
TO  
ARTICLES OF INCORPORATION  
OF  
NEW HAVEN RECREATION ASSOCIATION, INC.

ADDITIONS INDICATED BY UNDERLINE  
DELETIONS INDICATED BY ~~STRIKE THROUGH~~  
OMISSIONS INDICATED BY ELLIPSIS....

1. ARTICLE VI, BOARD OF DIRECTORS, paragraph A, of the Articles of Incorporation, shall be amended to read as follows:

ARTICLE VI

BOARD OF DIRECTORS

A. All of the affairs of the Recreation Association, except selection of the board of directors, shall be managed by a Board of Directors consisting of five (5) Directors, who shall ~~serve one-year terms~~ be elected to staggered two-year terms. An even number of Directors constituting a minority, shall be elected for a one-year term. In the ensuing year, the even number minority of the Board shall be elected for two-year terms and thereafter all Directors shall be elected for two-year staggered terms.

2. ARTICLE X, AMENDMENT TO ARTICLES OF INCORPORATION, of the Articles of Incorporation, shall be amended to read as follows:

ARTICLE X

AMENDMENT TO ARTICLES OF INCORPORATION

These Articles may be altered, amended or repealed ~~by voting members holding at least ninety percent (90%) of the total voting rights~~ by a majority vote of voting members present in person or by proxy at a duly called meeting of the membership. No amendment diminishing the voting rights of any member shall be effective without approval of such amendment by such member.

INST # 93-241370  
AUG 23, 1993 10:27AM

CERTIFICATE OF AMENDMENT  
TO  
DECLARATION OF CONDOMINIUM  
OF  
NEW HAVEN RECREATION ASSOC.

NOTICE IS HEREBY GIVEN that at a duly called meeting of the members on January 11, 1993, by vote as required in the respective Declaration of Condominium, and after the unanimous adoption of a Resolution proposing said amendments by the Board of Directors, the Declaration of Condominium for NEW HAVEN RECREATION ASSOC. as originally recorded in O.R. Book 5696, page 1514, et seq, in the Public Records of Pinellas County, Florida be and the same is amended as follows:

The Declaration of Condominium of NEW HAVEN RECREATION ASSOC. IS HEREBY AMENDED IN ACCORDANCE WITH Exhibit A attached hereto and entitled "Schedule of Amendments to The Declaration of Recreation Assoc".

IN WITNESS WHEREOF, NEW HAVEN RECREATION ASSOCIATION, INC. HAS CAUSED THIS Certificate of Amendment to be executed in accordance with the authority hereinabove expressed this \_\_\_\_\_ day of \_\_\_\_\_ 1993.

NEW HAVEN RECREATION ASSOCIATION, INC.

By: Marie T. Weir  
President

ATTEST:

(CORPORATE SEAL)

Dorothy M. Kelly  
Secretary

STATE OF FLORIDA  
COUNTY OF PINELLAS

BEFORE ME, A Notary Public in and for the State and County aforesaid, duly authorized to take acknowledgements, personally appeared Marie T. Weir and Dorothy Kelly, respectively, of NEW HAVEN RECREATION ASSOCIATION, INC. to me well known, and the acknowledge before me that they executed, sealed and delivered the foregoing Certificate of Amendment for the uses and purposes therein expressed, as such officers, by authority and on behalf of said corporation, as the free act and deed of said corporation.

IN WITNESS WHEREOF, we have hereunto set my hand and official seal this 19th day of August 1993.



PINELLAS COUNTY FLA.  
OFF. REC. BK 8377 PG 1884

CONDOMINIUM FLAT BOOK 44 PAGE 143-144

01 RECORDING  
REC 10.50  
DR219  
DS  
HNT  
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CERT  
FEES  
MTF  
REV  
TOTAL 10.50

RETURN TO:  
Prepared by: New Haven  
Address: 1400 New Haven Drive  
Largo, Fl. 34641

Marilyn A. Dickson  
NOTARY PUBLIC  
MARILYN A. DICKSON  
My Comm Exp. 9/25/98  
Bonded By Service Ins  
No. CC231343  
1) Personally Known 1) Other L.R.

KARLEEN F. DEBLAKER, CLERK  
RECORD VERIFIED BY: [Signature]

SCHEDULE OF AMENDMENTS

TO  
BY-LAWS  
OF

PINELLAS COUNTY FLA.  
OFF. REC. BK 8377 PG 1885

NEW HAVEN RECREATION  
ASSOCIATION, INC.

Article VII, Section A shall be amended as follows:

Article VII, Section A. Term of Directors.

A. The officers of the Recreation Association, to be elected by the Board of Directors, shall be a President, a Vice-President, a Secretary, an Assistant Secretary, and a Treasurer, and such other officers as the Board shall deem appropriate from time to time. The President shall be elected from among the membership of the Board of Directors, but no other officer need be a Director. The same person may hold two or more offices, provided, however, that the Office of President and Secretary (or Assistant Secretary) shall not be held by the same person. The affairs of the Recreation Association shall be administered by such officers under the direction of the Board of Directors. ~~Officers shall be elected for a term of one (1) year in accordance with the procedure set forth in the Bylaws.~~

The term of each Director's service shall be as follows:

For the year 1994, two (2) Directors shall be elected for a term of one year, two (2) Directors shall be elected for a term of two years and one (1) Director shall be elected for a term of three years. Following the year 1994, and for all successive years thereafter, the term of all Directors elected shall be for a period of three years.

-5-

The portions of this Amendment which are stricken through with hyphens, i.e. ~~hyphens~~ are to be deleted. The portions of this Amendment which are underlined constitute new words to be inserted into the paragraph.

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RECORDING	1	\$10.50
	TOTAL:	\$10.50
CHECK AMT. TENDERED:		\$10.50
CHANGE:		\$0.00

RETURN TO: ✓

THIS INSTRUMENT PREPARED BY:  
John T. Blakely  
Johnson, Blakely, Pope, Bokor &  
Ruppel, P.A.  
911 Chestnut Street  
P.O. Box 1368  
Clearwater, Florida, 33517

84026294

O. I. 5696 PAGE 1514

NEW HAVEN

RECREATION FACILITIES AGREEMENT

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THIS AGREEMENT, made this 20th day of January, 1984, by and between NEW HAVEN CONDOMINIUM ASSOCIATION, INC., a Florida corporation not for profit (hereinafter referred to as "NCA"), NEW HAVEN CONDOMINIUM II ASSOCIATION, INC., a Florida corporation not for profit (hereinafter referred to as "NCAII"), and NEW HAVEN RECREATION ASSOCIATION, INC., a Florida corporation not for profit (hereinafter referred to as the "Recreation Association.")

W I T N E S S E T H:

WHEREAS, NCA owns recreation facilities that are more particularly described in Exhibit "A" and "A1" attached hereto; and

WHEREAS, NCA is the association responsible for the operation and maintenance of New Haven Condominium, A Condominium, according to the Declaration of Condominium recorded in Official Records Book 4581, commencing on Page 1707, and as per plat thereof contained in Condominium Plat Book 25, Page 72, Public Records of Pinellas County, Florida; and

WHEREAS, NCAII is the association responsible for the operation and maintenance of New Haven II, A Condominium, which is located on land that is part of the Future Development Parcel, which is more fully described in the Declaration of Condominium of New Haven Condominium; and

WHEREAS, at this time, there are 46 condominium units in New Haven II, and the owners of those 46 units have certain rights to use said recreation facilities, as stated in the special warranty deed by which NCA acquired title to the recreation facilities (this deed is recorded in O.R. Book 4616, Page 559, of the Public Records of Pinellas County, Florida); and

WHEREAS, in order to facilitate the operation and management of the recreation facilities on an equitable basis for the owners of the 177 units in New Haven Condominium and the owners of the 46 units in New Haven II, a Condominium, (without the consent of

NCA, no more than 46 dwelling units on the Future Development Parcel will ever be able to use said recreation facilities), NCA will transfer the recreation facilities, along with the responsibility for providing, coordinating, and paying for the cost of operating and maintaining (hereinafter "Common Expenses") the recreation facilities, including the golf course, to the Recreation Association; and

WHEREAS, the Recreation Association has been formed for this purpose and is willing to undertake such responsibility;

NOW, THEREFORE, in consideration of the premises and the mutual covenants and conditions hereinafter contained, the parties hereto agree as follows:

1. Recitals. The foregoing recitals are true and correct in every respect.

2. Recreation Facilities. Contemporaneously with the execution hereof, NCA shall execute and deliver a quit claim deed conveying to the Recreation Association all that property described in Exhibit "A" and "A1," which property is sometimes referred to herein as the "Recreation Facilities."

3. Recreation Association. The Recreation Association has been formed for the primary purpose of owning, improving, maintaining, regulating the use of, and managing the Recreation Facilities and providing, managing, and paying for the aforesaid Common Expenses. The Recreation Association shall have all the powers and duties set forth in its Articles of Incorporation and Bylaws, copies of which are attached hereto as Exhibits "B" and "C." The Recreation Association's management obligations and rights do not extend to the units or common elements of any condominium.

4. Maintenance. The Recreation Association shall assume the expense of maintaining the Recreation Facilities and all improvements situate thereon.

5. Rights of Owners of Units in New Haven Condominium and the 46 Units in New Haven II, a Condominium. All of the Recreation Facilities are provided for the use and benefit of the

owners of the 177 units in New Haven Condominium and the owners of the 46 units in New Haven II, a Condominium.

6. Regulations. The Recreation Association shall have the right to control and regulate the use of the Recreation Facilities. Reasonable rules and regulations may be adopted from time to time by the Board of Directors of the Recreation Association. The rules and regulations may not discriminate against the owners of the 177 units in New Haven Condominium as a class, nor against the owners of the 46 units in New Haven II as a class. The rules and regulations may be enforced by the Recreation Association against any user of the Recreation Facilities by injunction, or by denial of the use of the Recreation Facilities, unless or until a reasonable fine, to be determined and levied by the Board of Directors of the Recreation Association, has been paid by the violating user.

7. Annual Maintenance Assessment and Budget. Prior to the termination of any fiscal year, the Recreation Association shall establish and adopt a budget for the next fiscal year, and thereupon levy a monthly assessment against NCA and NCAII. The budget and assessments shall be in such amounts as shall be deemed sufficient in the judgment of the Recreation Association's Board of Directors to enable it to carry out its purposes, but may not exceed 115% of previous year's budget, unless approved by a majority of the owners of units in New Haven Condominium and the 46 units in New Haven II (one vote per unit). The budget may include the following:

(a) To make payment of any and all ad valorem taxes assessed against the real or personal property of the Recreation Association.



(d) To pay any and all utility charges incurred in connection with the operation of the Recreation Facilities.

(e) To pay for such amounts of casualty, liability, and other insurance as may be determined by the Recreation Association to be necessary or desirable.

(f) To provide for engineering and accounting services, legal services, and such other professional and employee services as may be deemed appropriate by the Recreation Association.

(g) To provide a reasonable contingency fund for the fiscal year, and to provide a reasonable annual reserve for anticipated major capital repairs, maintenance and improvement, and capital replacements.

(h) To pay the operating expenses of the Recreation Association, including reimbursement of actual expenses incurred by officers and directors, if authorized by the Board of Directors.

(i) To make such other expenditures as may be deemed necessary or desirable by the Recreation Association's Board of Directors for the purpose of accomplishing the intent, purposes and objectives set forth in this agreement, subject to the limitations set forth in the By-Laws.

8. Obligation for Assessments. Revenues to pay the expenses of the Recreation Association shall be derived from assessments against NCA and NCAII, and income earned on savings and investments, donations, and any other sources of income.

NCA's share of the total assessments levied for Common Expenses shall be 79.25% and NCAII's share of the total assessments levied for Common Expenses shall be 20.75%.

shall also provide with such notice a copy of the budget for such fiscal year.

9. Special Assessments. The Recreation Association may levy special assessments in the event the budget originally adopted for any fiscal year is insufficient to pay the costs and expenses of operation, maintenance, and management during such fiscal year; in the event of emergencies; or in the event the Recreation Association reserves are insufficient to cover expenditures for capital improvements or replacements. Special assessments shall be allocated between NCA and NCAII in the same manner as annual assessments. Special assessments shall be payable by NCA and NCAII at such time and in such installments as the Board of Directors of the Recreation Association may establish, but no portion of any special assessment shall be due less than sixty (60) days after giving notice thereof.

10. Enforcement of Assessments. Any assessment not paid when due shall be subject to a delinquency charge equal to ten percent (10%) of such assessment and shall further bear interest from the date of delinquency until paid at the maximum legal rate for individuals in the State of Florida. If any assessment is not paid within thirty (30) days after the same is due, then the Recreation Association, at its option, may bring suit against the delinquent member (either NCA or NCAII), and there shall be added to the amount of such assessment the aforementioned delinquency charge and interest and all costs incurred by the Recreation Association, including reasonable attorney's fees (including those incurred for appellate proceedings), in preparation for and bringing such action. As to any assessment payable in install-

remedies, during the continuance of any default in the payment of any assessment, the Recreation Association, by action of its Board of Directors, may prevent the owners of units in the Condominium (New Haven Condominium or New Haven II) in default from using the Recreation Facilities.

11. Terms. The provisions hereof will continue in perpetuity, unless a written instrument terminating the agreement, in whole or in part, has been executed by NCA and NCAII, and has been recorded in the Public Records of Pinellas County, Florida.

12. Amendments. This agreement may be amended at any time, and from time to time, upon the recordation of an instrument executed by a majority vote of the owners of units in New Haven Condominium and the 46 units of New Haven II (one vote per unit). All amendments shall reasonably conform to the general purposes of this agreement as set forth herein.

13. Use by Owners of Additional Units That Might Be Constructed on the Future Development Parcel. The parties contemplate that only the owners of the 46 units in New Haven II and the 177 units in New Haven Condominium will be entitled to use the Recreation Facilities. If additional residential dwelling units are constructed on the Future Development Parcel, whether or not they are included in New Haven II, the owners of them may only use the Recreation Facilities with the consent of NCA and NCAII, upon the terms and conditions established by NCA and NCAII. This agreement may be amended to incorporate any subsequent agreements made for the purpose of adding these additional dwelling units or their representatives as members of the Recreation Association.

14. To facilitate the proper transition and the implementa-

15. Miscellaneous. This agreement is not assignable. Whenever used herein, the singular number shall include the plural and the plural the singular, and the use of any gender shall include all genders.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be executed on the day and year first above written.

WITNESSES:

NEW HAVEN CONDOMINIUM ASSOCIATION, INC., a Florida corporation not for profit

Joahell Chaput  
Emil J. Arden

By: Robert A. Stevenson

NEW HAVEN CONDOMINIUM II ASSOCIATION, INC., a Florida corporation not for profit

Francis Van  
Fredrick Stephens

By: Hugh W. Sims

NEW HAVEN RECREATION ASSOCIATION, INC., a Florida corporation not for profit

Elizabeth M. Belotti  
Robert A. Stevenson

By: Fredrick Stephens

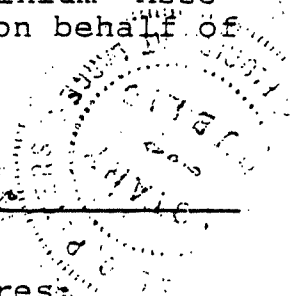
STATE OF FLORIDA )  
COUNTY OF PINELLAS )

The foregoing instrument was acknowledged before me this 20th day of JANUARY, 1984, by Robert A. Stevenson as President, of New Haven Condominium Association, Inc., a Florida corporation not for profit, on behalf of such corporation.

James J. Pitzer  
Notary Public

My commission expires:

Notary Public, State of Florida  
My Commission Expires Mar 1, 1985  
Bonded by 5000



STATE OF FLORIDA )  
COUNTY OF PINELLAS )

The foregoing instrument was acknowledged before me this 20th day of JANUARY, 1984, by HUGH W. SIMS as President, of New Haven Condominium II Association, Inc., a Florida corporation not for profit, on behalf of such corporation.

Shirley G. Pitzer  
Notary Public

My commission expires:

Notary Public, State Of Florida At Large  
My Commission Expires Mar 17, 1984  
Bonded By SAFECO Insurance Company of America

STATE OF FLORIDA )  
COUNTY OF PINELLAS )

The foregoing instrument was acknowledged before me this 20th day of JANUARY, 1984, by FREDERICK J. STEFFENS as President, of New Haven Recreation Association, Inc., a Florida corporation not for profit, on behalf of such corporation.

Shirley G. Pitzer  
Notary Public

My commission expires:

Notary Public, State Of Florida At Large  
My Commission Expires Mar 17, 1984  
Bonded By SAFECO Insurance Company of America

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## LEGAL DESCRIPTION

(RECREATION AREA)

## PARCEL "D"

A parcel of land being in Section 2, Township 30 South, Range 15 East, Pinellas County, Florida, more particularly described as follows:

Commence at the center of Section 2, Township 30 South, Range 15 East; thence N88°52'23" W along the East-West centerline of said Section 2, 1331.99 feet; thence N01°24'39" E, 1055.00 feet; thence S88°35'21"E, 278.00 feet to a point of curvature; thence 158.87 feet along the arc of a curve to the left, said curve having a radius of 546.57 feet and a central angle 16°39'15", subtended by a chord of 158.31 feet, chord bearing N83°05'01"E to a point of tangency; thence N74°45'24"E, 299.95 feet to a point of curvature; thence 16.89 feet along the arc of a curve to the right, said curve having a radius of 500.00 feet and a central angle of 01°56'08", subtended by a chord of 16.89 feet, chord bearing N75°43'28"E to a point on the curve; thence N01°46'05"E, 36.99 feet for a Point of Beginning; thence continue N01°46'05"E, 300.00 feet; thence S88°35'21"E, 288.00 feet; thence S01°46'05"W, 179.88 feet; thence S29°49'39"W, 136.56 feet; thence N88°35'21"W, 223.76 feet to the Point of Beginning.

Said parcel "D" containing 1.895 acres more or less.

LEGAL DESCRIPTION  
(RECREATION AREA)

PARCEL "E"

A parcel of land being in Section 2, Township 30 South, Range 15 East, Pinellas County, Florida, more particularly described as follows:

Commence at the center of Section 2, Township 30 South, Range 15 East; thence N88°52'23"W along the East-West centerline of said Section 2, 911.20 feet; thence N01°46'05"E, 302.14 feet for a Point of Beginning; thence continue N01°46'05"E, 2345.50 feet; thence S89°01'32"E, 200.02 feet; thence S01°46'05"W, 2409.19 feet; thence N71°17'25"W, 209.07 feet to a Point of Beginning.

Said parcel "E" containing 10.915 acres more or less.

ARTICLES OF INCORPORATION

OF

NEW HAVEN RECREATION ASSOCIATION, INC.

(A Corporation Not For Profit)

In order to form a corporation under and in accordance with the provisions of the laws of the State of Florida for the formation of Corporations Not For Profit, we, the undersigned, do hereby associate ourselves together into a corporation for the purposes and with the powers hereinafter set forth, and to accomplish that end we do hereby adopt and set forth these Articles of Incorporation, viz:

ARTICLE I

NAME OF CORPORATION

The name of this corporation shall be:

NEW HAVEN RECREATION ASSOCIATION, INC.

hereinafter in these articles referred to as the "Recreation Association."

ARTICLE II

The general nature, objects and purposes of the Recreation Association are:

A. To accept and hold title to, and thereafter to manage and administer the use of certain property located in Section 2, Township 30 South, Range 15 East, Pinellas County, Florida, which property is more particularly described in that certain document entitled "New Haven Recreation Facilities Agreement," hereinafter referred to as the "Recreation Facilities Agreement," which is to be recorded in the Public Records of Pinellas County, Florida. Said property is hereinafter referred to as the "recreation facilities."

B. To take such action as may be deemed appropriate to promote the health, safety and social welfare of the persons who are entitled to use the recreation facilities.



C. To provide, purchase, acquire, replace, improve, maintain, repair, manage and administer all improvements to the recreation facilities.

D. To undertake and carry out all of the duties and obligations which may be assigned to it as the Recreation Association under the terms and provisions of the Recreation Facilities Agreement.

E. To operate without profit and for the sole and exclusive benefit of its members.

### ARTICLE III

#### GENERAL POWERS

The general powers that the Recreation Association shall have are as follows:

A. To purchase, accept, lease, or otherwise acquire title to, and to hold, or rent, all real or personal property related to the purposes or activities of the Recreation Association; to make, enter into, perform and carry out contracts of every kind and nature with any person, firm, corporation or association; and to do any and all other acts necessary or expedient for carrying on any and all of the activities of the Recreation Association and pursuing any and all of the objects and purposes set forth in these Articles of Incorporation and not forbidden by the laws of the State of Florida.

B. To establish a budget and to fix monthly assessments to be levied against the members of the Recreation Association for the purpose of defraying the expenses and costs of effectuating the objects and purposes of the Recreation Association and to create reasonable reserves for such expenditures, including a reasonable contingency fund for the ensuing year and a reasonable annual reserve for anticipated major capital repairs, maintenance and improvement, and capital replacements.

C. To bring suit for the collection of delinquent and unpaid assessments or to otherwise enforce the collection of such assessments for the purpose of obtaining revenue for the operation of the Recreation Association's business.

D. To hold funds solely and exclusively for the benefit of the members of the Recreation Association for the purposes set forth in these Articles of Incorporation.

E. To adopt, promulgate and enforce rules, regulations, bylaws, covenants, restrictions and agreements in order to effectuate the purposes for which the Recreation Association is organized.

F. To delegate such of the powers of the Recreation Association as may be deemed to be in the Recreation Association's best interest by the Board of Directors.

G. To charge recipients of services rendered by the Recreation Association and users of property of the Recreation Association where such is deemed appropriate by the Board of Directors.

H. To pay all taxes and other charges or assessments, if any, levied against property owned, leased or used by the Recreation Association.

I. To enforce by any and all lawful means the provisions of these Articles of Incorporation, the Bylaws of the Association which may be hereafter adopted, and the terms and provisions of the Recreation Facilities Agreement.

J. In general, to have all powers which are or may be conferred upon a corporation not for profit by the laws of the State of Florida, except as prohibited herein.

#### ARTICLE IV

##### MEMBERS

Initially, there shall be two (2) members, New Haven Condominium Association, Inc. (hereinafter referred to as "NCA"), and New Haven Condominium II Association, Inc. (hereinafter referred to as "NCAII"). If more than the present 46 units in New Haven II are built on the Future Development Parcel, which is more fully described in the Declaration of Condominium of the New Haven Condominium, which is recorded in O.R. Book 4581, Page 1707, of the Public Records of Pinellas County, Florida, these Articles of Incorporation may be amended to include the owners of

these dwelling units, or their corporate representative (such as a condominium association), as additional members of this Recreation Association, but only with the consent of a majority vote of the owners of the units in New Haven Condominium and the 46 units in New Haven II (one vote per unit).

ARTICLE V

VOTING

A. Subject to the restrictions and limitations hereinafter set forth, NCA shall have four (4) votes and NCAII shall have one (1) vote.

B. All notices and other official communications from the Recreation Association to the voting members shall be to their respective presidents or other designated representatives. Only the presidents or other designated representatives shall have the right to cast votes and otherwise participate in membership meetings of the Association, although any person who is entitled to use the recreation facilities may attend such meetings.

ARTICLE VI

BOARD OF DIRECTORS

A. All of the affairs of the Recreation Association, except selection of the board of directors, shall be managed by a Board of Directors consisting of five (5) Directors, who shall serve one year terms.

B. At the annual meetings of their condominium associations, the owners of units in New Haven Condominium shall elect 4 directors of the Recreation Association, and the owners of the 46 units in New Haven II shall elect 1 director of the Recreation Association, in the same manner that they elect directors of their own condominium associations.

C. No Director of the Recreation Association may simultaneously serve as director of one of the condominium associations. Any Director may be removed from office with or without cause by majority vote of the unit owners of the condominium that selected or elected such Director, but not otherwise.

D. The names and addresses of the members of the first Board of Directors who shall hold office until the first annual meeting of members to be held in the year 1985, and until their successors are elected and have qualified, are as follows:

- Frederick J. Steffens 1208 11th Circle SE, Largo, FL.
- Philip C. Shakespeare Jr. 1507 12th Ct. SE, Largo, FL.
- Dorothy M. Bilotti 1207 10th Circle SE, Largo, FL.
- Marshall Carlson 1308 13th Circle SE, Largo, FL.
- Jeanette Dickenson 1213 9th Circle SE, Largo, FL.

ARTICLE VII

OFFICERS

A. The officers of the Recreation Association, to be elected by the Board of Directors, shall be a President, a Vice-President, a Secretary, an Assistant Secretary, and a Treasurer, and such other officers as the Board shall deem appropriate from time to time. The President shall be elected from among the membership of the Board of Directors, but no other officer need be a Director. The same person may hold two or more offices, provided, however, that the office of President and Secretary (or Assistant Secretary) shall not be held by the same person. The affairs of the Recreation Association shall be administered by such officers under the direction of the Board of Directors. Officers shall be elected for a term of one (1) year in accordance with the procedure set forth in the Bylaws.

B. The Board of Directors, or the President with the approval of the Board of Directors, may employ personnel to conduct the affairs of the Recreation Association.

C. The names of the officers who are to manage the affairs of the Recreation Association until the first meeting of the Board of Directors and until their successors are duly elected and qualified, are as follows:

- |                |                             |
|----------------|-----------------------------|
| President      | - Frederick J. Steffens     |
| Vice-President | - Philip C. Shakespeare Jr. |
| Secretary      | - Dorothy M. Bilotti        |

Assistant Secretary - Marshall Carlson  
 Treasurer - Jeanette Dickenson

ARTICLE VIII

CORPORATE EXISTENCE

The Recreation Association shall have perpetual existence.

ARTICLE IX

BYLAWS

The first Board of Directors of the Recreation Association shall adopt Bylaws consistent with these Articles. Thereafter, the Bylaws may be altered, amended or rescinded by unanimous vote of the Board of Directors.

ARTICLE X

AMENDMENT TO ARTICLES OF INCORPORATION

These Articles may be altered, amended or repealed by voting members holding at least ninety percent (90%) of the total voting rights. No amendment diminishing the voting rights of any member shall be effective without approval of such amendment by such member.

ARTICLE XI

REGISTERED OFFICE AND REGISTERED AGENT

1400

The registered office of the corporation shall be at New Haven Drive, Largo, Florida, and the registered agent at such address shall be Frederick J. Steffens. The corporation may, however, maintain offices and transact business in such other places within or without the State of Florida as may from time to time be designated by the Board of Directors.

ARTICLE XII

BUDGET AND EXPENDITURES

The Board of Directors shall annually adopt a budget for the operation of the Recreation Association for the ensuing year and for the purpose of levying maintenance assessments against NCA and NCAII.

ARTICLE XIII

## SUBSCRIBERS

The name and street addresses of the subscribers of these Articles are as follows:

Frederick J. Steffens 1208 11th Circle SE, Largo, FL.

Philip C. Shakespeare Jr. 1507 12th Court SE, Largo, FL

Dorothy M. Bilotti 1207 10th Circle SE, Largo, FL.

Marhsall Carlson 1308 13th Circle SE, Largo, FL.

Jeanette Dickenson 1213 9th Circle SE, Largo, FL.

ARTICLE XIV

## INDEMNIFICATION OF OFFICERS AND DIRECTORS

All officers and Directors shall be indemnified by the Recreation Association for and against all expenses and liabilities, including counsel fees (including appellate proceedings), reasonably incurred in connection with any proceeding or settlement thereof in which they may become involved by reason of holding such office. In no event, however, shall any officer or Director be indemnified for his own willful misconduct or, with respect to any criminal proceeding, his own knowing violation of provisions of law. The Recreation Association may purchase and maintain insurance on behalf of all officers and Directors for any liability asserted against them or incurred by them in their capacity as officers and Directors or arising out of their status as such.

ARTICLE XV

## DISSOLUTION OF THE RECREATION ASSOCIATION

A. The Recreation Association may be dissolved upon a resolution to that effect being approved by ninety percent (90%) of the members of the Board of Directors and, if a judicial decree is necessary at the time of dissolution, then after receipt of an appropriate decree, as provided for in §617.05, Florida Statutes (1979), or any statute of similar import then in effect.

B. Upon dissolution of the Recreation Association, all of its assets remaining after provision for payment of creditors and all costs and expenses of such dissolution shall be distributed to NCA and NCAII in undivided shares, as tenants in common, in the same percentages as they shared responsibility for the payment of Common Expenses of the Recreation Association.

IN WITNESS WHEREOF, the aforesaid incorporators have hereunto set their hands and seals this 13<sup>th</sup> day of December, 1983.

Frederick J. Steffen  
Philip C. Shakespeare Jr  
Dorothy M. Biloni

STATE OF FLORIDA )  
COUNTY OF PINELLAS )

I HEREBY CERTIFY that on this 13 day of December, 1983, before me, the undersigned authority, personally appeared Frederick J. Steffen, Philip C. Shakespeare Jr, and Dorothy M. Biloni, to me known to be the persons who executed the foregoing Articles of Incorporation, and acknowledged the execution of such instrument for the uses and purposes therein expressed.

WITNESS my hand and official seal at LARGO FL, in the County and State and on the date aforesaid.

Lena P. P. [Signature]  
Notary Public

My commission expires:

Notary Public, State Of Florida At Large  
My Commission Expires Mar. 17, 1984  
Bonded By SAFECO Insurance Company of America

BYLAWS  
OF  
NEW HAVEN RECREATION ASSOCIATION, INC.

New Haven Recreation Association, Inc., a corporation not for profit under the laws of the State of Florida, hereinafter referred to as the "Recreation Association," does hereby adopt the following as its Bylaws:

ARTICLE I

IDENTITY AND DEFINITIONS

The Recreation Association has been organized for the purpose of ownership, operation, improvement and management of certain recreation facilities in the development known as "New Haven," to enforce the Recreation Facilities Agreement hereinafter referred to, and to promote the health, safety and welfare of the persons who are entitled to use the recreation facilities. The terms and provisions of these Bylaws are expressly subject to the Articles of Incorporation of the Recreation Association and to the terms, provisions, conditions and authorizations contained in the "New Haven Recreation Facilities Agreement" (herein referred to as the "Recreation Facilities Agreement"), which agreement is to be recorded in the Public Records of Pinellas County, Florida.

All words and terms used herein which are defined in the Recreation Facilities Agreement shall be used herein with the same meanings as defined in said agreement.

ARTICLE II

LOCATION OF PRINCIPAL OFFICE

The principal office of the Recreation Association shall be located at New Haven Drive, Largo, Florida, or at such other place as may be established by resolution of the Board of Directors of the Recreation Association.



ARTICLE III

## BOARD OF DIRECTORS

1. All of the affairs of the Recreation Association, except selection of the Directors, shall be managed by a Board of Directors. A majority of the Board of Directors shall constitute a quorum to transact business at any meeting of the Board, and the action of a majority present at a meeting at which a quorum is present shall constitute the action of the Board of Directors.

ARTICLE IV

## POWERS AND DUTIES OF THE BOARD OF DIRECTORS

1. The Board of Directors shall have power:

(a) To appoint and remove all officers, agents and employees of the Recreation Association, prescribe their duties, fix their compensation, and require of them such security or fidelity bond as it may deem expedient.

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

(c) To adopt and publish reasonable rules and regulations governing the use of the common areas of any portion thereof and the personal conduct of persons thereon.

(d) To enforce the rules and regulations in the manner set forth in the Recreation Facilities Agreement.

(e) To authorize and cause the Recreation Association to enter into contracts for the day-to-day operation of the Recreation Association and the discharge of its responsibilities and obligations.

(f) To appoint such committees as the Board of Directors may desire and to grant to such committees such duties and responsibilities as the Board of Directors may deem advisable.

(g) To exercise for the Recreation Association all powers, duties and authority vested in or delegated to the Recreation Association.

2. It shall be the duty of the Board of Directors:

(a) To cause to be kept a complete record of all its acts and corporate affairs.

(b) To supervise all officers, agents and employees of this Recreation Association, and to see that their duties are properly performed.

(c) With reference to assessments of the Recreation Association:

(1) To fix the amount of the assessment for each fiscal year in accordance with the provisions of the Recreation Facilities Agreement; and

(2) To send written notice of assessments to NCA and NCAII.

(d) To make payment of all ad valorem taxes assessed against Recreation Association property, real or personal.

(e) To pay all expenses incurred by the Recreation Association for repairs, maintenance, services, insurance and other operating expenses.

(f) To enforce by appropriate legal means the provisions of the Recreation Facilities Agreement, the Articles of Incorporation and these Bylaws and collect any legal fees incurred by such legal action.

#### ARTICLE V

##### MEETINGS OF DIRECTORS

1. Regular meetings of the Board of Directors shall be held at such time and place as provided by appropriate resolution of the Board of Directors.

2. Special meetings of the Board of Directors shall be held when called by any two (2) Directors.

3. Notice of regular or special meetings of the Board shall be given to each Director, personally or by mail, telephone or telegram, at least three (3) days prior to the day named for such meeting, which notice shall state the time and place of the meeting and, as to special meetings, the purpose of the meeting, unless such notice is waived.

4. The transaction of any business at any meeting of the Board of Directors, however called and noticed, or wherever held, and any Board action taken in lieu of a meeting, shall be as valid as though made at a meeting duly held after regular call and notice, provided that, either before or after the meeting or the effective date of the action taken, each of the Directors not present signs a written waiver of notice and consent to the holding of such meeting, or an approval of the minutes thereof, or consent to the action in lieu of a meeting. All such waivers, consents or approvals shall be filed with the corporate records.

#### ARTICLE VI

##### OFFICERS

1. The officers of the Recreation Association shall be a President, a Vice-President, a Secretary, an Assistant Secretary, and a Treasurer, and such other officers as may be elected in accordance with the Articles of Incorporation. The President shall be a member of the Board of Directors.

2. All of the officers of the Recreation Association shall be elected by the Board of Directors. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and qualified, or until his earlier resignation or removal.

3. A vacancy in any office because of death, resignation, or other termination of service may be filled by the Board of Directors for the unexpired portion of the term.

4. All officers shall hold office at the pleasure of the Board of Directors.

5. The President shall preside at all meetings of the Board of Directors, shall see that orders and resolutions of the Board of Directors are carried out, and shall sign all written instruments.

6. The Vice-President, or the Vice-President so designated by the Board of Directors if there is more than one Vice-President, shall perform all the duties of the President in

his absence. The Vice-President(s) shall perform such other acts and duties as may be assigned by the Board of Directors.

7. The Secretary shall be ex officio the Secretary of the Board of Directors and shall record the votes and keep the minutes of all proceedings in a book to be kept for that purpose. He shall keep the records of the Recreation Association.

8. The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Recreation Association, and shall disburse such funds as may be directed by resolution of the Board of Directors; provided, however, that a resolution of the Board of Directors shall not be necessary for disbursements made in the ordinary course of business conducted within the limits of a budget adopted by the Board. The Treasurer, or his appointed agent, shall keep proper books of account and shall prepare an annual budget, a statement of receipts and disbursements, and a balance sheet, and the same shall be available for inspection upon reasonable request of any owner of a unit in New Haven Condominium or New Haven II.

#### ARTICLE VII

##### FISCAL MANAGEMENT

The provisions for fiscal management of the Recreation Association, as set forth in the Recreation Facilities Agreement and Articles of Incorporation, shall be supplemented by the following provisions:

1. The fiscal year of the Recreation Association shall be the calendar year.

2. The Board of Directors shall adopt a budget for each fiscal year, which shall contain estimates of the cost of performing the functions of the Recreation Association. The adoption of a budget shall not, however, be construed as restricting the right of the Board of Directors, at any time in their sole discretion, to levy any additional or special assessment in the event that the budget originally adopted shall appear to be insufficient to pay costs and expenses of operation, maintenance, and management; in the event of emergencies; or in the event the

Recreation Association's reserves are insufficient to cover expenditures for capital improvements or replacements.

3. No single expenditure may exceed \$5,000.00, except to repair, replace or maintain existing equipment and facilities, without the prior approval of one-third of the owners of units in New Haven Condominium and New Haven II.

4. No loans shall be contracted on behalf of the Recreation Association and no evidences of indebtedness shall be issued in its name.

5. All checks, drafts or other orders for payment of money issued in the name of the Recreation Association shall be signed by such officer or officers, agent or agents, of the Recreation Association and in such manner as shall from time to time be determined by resolution of the Board of Directors.

6. All funds of the Recreation Association not otherwise employed shall be deposited from time to time to the credit of the Recreation Association in such savings and loans associations, banks, trust companies, or other depositories as the Board of Directors may select.

7. Fidelity bonds may be required by the Board of Directors from all officers and employees of the Recreation Association and from any contractor handling or responsible for Recreation Association funds. The amount of such bonds shall be determined by the Directors. The premiums on such bonds shall be paid by the Recreation Association and shall be a Common Expense of the Recreation Association.

ARTICLE VIII

OFFICIAL SEAL

The Recreation Association shall have an official seal, which shall be in circular form bearing the name of the Recreation Association, the word "Florida," the words "Corporation Not For Profit," and the year of incorporation.

An impression of such official seal is set forth to the right hereof:



ARTICLE IX

BOOKS AND RECORDS

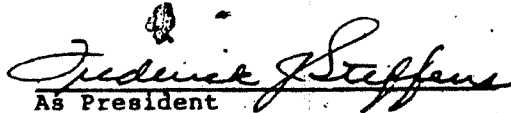
The books, records and other papers of the Recreation Association shall be available at the Recreation Association's office and subject to the inspection of any of the owners of units in New Haven Condominium or New Haven II during regular business hours.

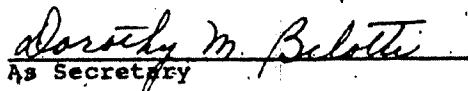
ARTICLE X

AMENDMENTS

These Bylaws may be altered, amended or repealed by the unanimous approval of the Board of Directors.

The foregoing were adopted as the Bylaws of New Haven Recreation Association, Inc., a Corporation Not For Profit under the laws of the State of Florida, on December 13, 1983.

  
As President

  
As Secretary

CO3.7