EXHIBIT "C"

ARTICLES OF INCORPORATION OF SEMINOLE PALMS OF LARGO HOMEOWNERS' ASSOCIATION, INC.
A corporation not-for-profit

FILED
2003 JUN 27 AM 10:45
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I
NAME OF CORPORATION

The name of the corporation shall be SEMINOLE PALMS OF LARGO HOMEOWNERS' ASSOCIATION, INC., a corporation not-for-profit under the provisions of the laws of the State of Florida and which said corporation shall hereinafter be referred to as the "Association".

ARTICLE II
DEFINITIONS

PINELLAS COUNTY FLA.
OFF.REC.BK 13096 PG 759

Unless defined in these Articles of Incorporation, hereinafter referred to as the "Articles", or the Bylaws of the Association, hereinafter referred to as the "Bylaws", all terms used in the Articles and Bylaws shall have the same meanings as used in the Declaration of Covenants, Conditions and Restrictions for Seminole Palms subdivision, which said document shall hereinafter be referred to as the "Declaration".

ARTICLE III
PRINCIPAL PLACE OF BUSINESS

The principal office of the business is located at 1721 Rainbow Drive, Clearwater, FL 33755

ARTICLE IV
INITIAL REGISTERED AGENT AND STREET ADDRESS

The Initial Registered Agent shall be J. Marcus Vernon located at the principal place of business address above.

ARTICLE V
INCORPORATOR

The name and street address of the Incorporator is J. Marcus Vernon, whose address is 1721 Rainbow Drive, Clearwater, Florida 33755.

ARTICLE VI
PURPOSE AND POWERS OF THE ASSOCIATION

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 maintenance,

preservation and architectural control of the residence Lots and Common Area within that certain tract of real property, described in the plat of Seminole Palms of Largo and hereinafter referred to as the "Property", as will be recorded in the Plat of Seminole Palms of Largo in the public records of Pinellas County, Florida, to promote the health, safety and welfare of the residents within the Property and any additions thereto as may hereafter be brought within the jurisdiction of the Association for this purpose to:

(a) exercise all of the powers and privileges and to perform all of the duties and obligation of the Association as set forth in the Declaration, applicable to the Property and recorded or to be recorded in the public records of Pinellas County, Florida, and as the same may be amended from time to time as therein provided, the Declaration being incorporated herein as if set forth at length;

(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 in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the real or personal 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 and personal property in connection with the affairs of the Association;

(d) borrow money, and with the assent of two-thirds (2/3) of each class of Members, mortgage, pledge, deed in trust, or hypothecate any or all of its real and personal property as security for money borrowed or debts incurred;

(e) dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed upon by the Declarant or Members;

(f) participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Areas;

(g) have and to exercise to the fullest extent under the law, any and all powers, rights and privileges which a corporation not-for-profit, organized under the laws of the State of Florida, may now or hereafter have or exercise;

(h) operate, maintain and manage the Surface Water or Stormwater Management System(s) in a manner consistent with the South West Florida Water Management District permit(s) requirements and applicable District rules, and assist in the enforcement of the restrictions and covenants contained therein. The Association shall levy and collect adequate assessments against Members of the Association for the maintenance and repair of the Surface Water or Storm Water Management Systems including but not limited to work within retention areas, drainage structures and drainage easements. The Association shall be required to monitor and exercise practices which shall provide drainage, water

PINELLAS COUNTY FLA.
OFF. REC. BK 13096 PG 760

storage, conveyance, survival and growth and installed aquatic plant material or other Surface Water or Storm Water Management requirements as permitted by the South West Florida Water Management District and Pinellas County.

PINELLAS COUNTY FLA.
OFF.REC.BK 13096 PG 761

ARTICLE VII
MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants or record to assessment by the Association, including contract sellers, shall be a Member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

ARTICLE VIII
VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. Class A Members shall be all Owners, with the exception of the Declarant, and shall be entitled to one vote for each Lot owned. When more than one person holds and interest in any Lot, all such persons shall be Members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. The Class B Member shall be the Declarant and shall be entitled to thirty (30) votes for each Lot owned. Declarant's rights as a voting member are separate, exclusive and independent of Declarant's rights under the declaration. Declarant shall have the unilateral authority to appoint and designate a Successor-Declarant who shall be vested with the authority of the Declarant upon being endowed with said authority by Declarant. The Class B membership shall cease and be converted to Class A membership on the happening of the earlier of the two following events:

(a) when the total votes outstanding in the Class A membership equal or exceed the total votes outstanding in the Class B membership, or;
(b) On December 31, 2008.

ARTICLE IX
BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board consisting of no less than three (3) and no more than nine (9) Directors, who need not be Members of the Association. The number of Directors shall always consist of an odd number. The initial number of Directors shall be three (3) and may be changed by amendment of the Bylaws.

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

PINELLAS COUNTY FLA.
OFF.REC.BK 13096 PG 762

President/Director:	James Marcus Vernon	1721 Rainbow Drive Clearwater, FL 33755
V. President/Director:	Lou Steffens	2630 So. Falkenburg Road Riverview, FL 33569
Secretary/Treasurer/ Director:	Louise Hove	1721 Rainbow Drive Clearwater, FL 33755

At the first annual meeting the Members shall elect one Director for a term of one year, one Director for a term of two years and one Director for a term of three years; and at each annual meeting thereafter the Members shall elect one Director for a term of three years. In the event the number of Directors is more than three, additional Directors shall be elected for a term of three years.

ARTICLE X
OFFICERS

The affairs of the Association shall be administered by the Officers designated in the Bylaws as shall be elected by the Board of Directors at its first meeting, following the first annual meeting of the general membership, and they shall serve at the pleasure of the Board of Directors. Pending the election of the permanent Officers of this Association by the Board of Directors, the corporate offices shall be held by the persons referenced in Article IX above.

ARTICLE XI
INDEMNIFICATION

The Directors and Officers of the Association shall be indemnified by the Association to the fullest extent now or hereafter permitted by law and shall not be personally liable for any act, debt, liability or other obligation of the Association. Similarly, Members are not personally liable for any act, debt, liability or obligation of the Association. As a lot owner, a Member may become liable to the Association for dues, assessments or fees as provided by law.

ARTICLE XII
BYLAWS

Bylaws of the Association will be hereinafter adopted at the first meeting of the Board of Directors. Such Bylaws may be amended or repealed, in whole or in part, at a regular or special meeting of the Members, by a vote of a majority of a quorum of Members present in person or by proxy, except that the Federal Housing Administration

("FHA") or the Veterans Administration ("VA") shall have the right to veto amendments while there continues to be a Class B membership.

ARTICLE XIII
DISSOLUTION

PINELLAS COUNTY FLA.
OFF.REC.BK 13096 PG 763

The Association may be dissolved with the assent given in writing and signed by not less than three quarters (3/4) of each class of 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 purposes similar to those for which this Association was created. In the event that 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.

In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the Surface Water or Storm Water Management System must be transferred to and accepted by an entity which would comply with Section 40D-42.027, Florida Administration Code, and be approved by the South West Florida Water Management District prior to such termination, dissolution or liquidation.

ARTICLE XIV
DURATION

The duration of this corporation shall be perpetual.

ARTICLE XV
AMENDMENTS OF ARTICLES

Amendment of these Articles shall require the consent of seventy-five percent (75%) of the votes of all voting Members present at a duly notified and legal meeting after a quorum is established.

ARTICLE XVI
CONFLICT

In the event that any provision of these Articles conflicts with any provision of Declaration, the provision of Declaration in conflict therewith shall control. If any provision of these Articles conflicts with any provision of the Bylaws, the provision of the Bylaws shall control.

ARTICLE XVII
FHA/VA APPROVAL

Upon Seminole Palms of Largo receiving FHA/VA approval, and as long as a Class B membership exists, the following actions by the Class A members shall require the prior approval of the FHA/VA; annexation of additional properties, mergers and consolidations,

mortgaging of the Common Areas, dedication of Common Areas by the Class A members to any other entity, dissolution of the Association or amendment of these Articles or the Bylaws of the Association.

PINELLAS COUNTY FLA.
OFF.REC.BK 13096 PG 764

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, this 24th day of June, 2003.

J. Marcus Vernon – Incorporator

PINELLAS COUNTY FLA.
OFF.REC.BK 13096 PG 785

CERTIFICATE DESIGNATING REGISTERED AGENT
FOR THE SERVICE OF PROCESS WITHIN THIS STATE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Office/Registered Agent, in the State of Florida.

SEMINOLE PALMS OF LARGO HOMEOWNERS' ASSOCIATION, INC., desiring to organize as a corporation under the laws of the State of Florida with its registered office at 1721 Rainbow Drive, Clearwater, Florida 33755, has named J. Marcus Vernon located at the above registered office, as its Registered Agent to accept service of process within this State.

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

J. Marcus Vernon, Registered Agent

FILED
2003 JUN 27 AM 10:45
SECRETARY OF STATE
TALLAHASSEE FLORIDA