

EXHIBIT "B"
ARTICLES OF INCORPORATION
OF
ROUND LAKE CHALETS
PROPERTY OWNERS ASSOCIATION, INC.

The undersigned incorporator, a resident of the State of Florida and of full age, hereby makes, subscribes, acknowledges and files with the Department of the State of Florida these Articles of Incorporation for the purpose of forming a corporation not for profit under the laws of the State of Florida.

ARTICLE I
NAME

The name of this corporation is ROUND LAKE CHALETS PROPERTY OWNERS ASSOCIATION, INC., a Florida not-for-profit corporation (hereinafter called the "Association" in these Articles).

ARTICLE II
OFFICE AND REGISTERED AGENT

The Association's initial principle office is: 738 9th Avenue North, St. Petersburg, Florida 33701. The Association's registered agent is Sanders Law Group, P.A., 2837 1st Avenue North, St. Petersburg, Florida 33713. Both this Association's registered office and registered agent may be changed from time to time by the Board of Directors as provided by law.

ARTICLE III
PURPOSE

This Association does not contemplate pecuniary gain or profit to its members and the specific purposes for which it is formed are to provide for the maintenance, preservation and architectural control of all common areas and residential units within that certain tract of property (hereinafter called the "Property") in Pinellas County, Florida, and more particularly described as:

See Exhibit "A" attached hereto and made a part hereof by reference.

ARTICLE V
MEMBERSHIP

Every person who from time to time holds the record fee simple title to, or any undivided fee simple interest in, any Unit that is subject to the provisions of the Declaration is a member of this Association, including contract sellers, but excluding all other persons who hold any interest in any Unit merely as security for the performance of an obligation. An Owner of more than one Unit is entitled to one membership for each Unit owned. Membership is appurtenant to, and may not be separated from, ownership of at least one Unit that is subject to the provisions of the Declaration, and membership may not be transferred other than by transfer of title to such Unit. Each membership is transferred

automatically by record conveyance or other transfer of title of a Unit.

ARTICLE VI
VOTING RIGHTS

This Association shall have two classes of voting membership:

Class "A" Members shall be entitled to one (1) vote for each Unit in which they hold the interest required for membership under Article V hereof; provided, however, there shall be only one (1) vote per Unit. In any situation where a person is entitled personally to exercise the vote for his Unit and more than one (1) person holds the interest in such Unit required for membership, the vote for such Unit shall be exercised as those persons determine among themselves and advise the Secretary of this Association in writing prior to any meeting. In the absence of such advice, the Unit's vote shall be suspended if more than one (1) person seeks to exercise it.

The Class "B" Member shall be the Developer (as defined in the Declaration). The Class "B" Member shall have three (3) votes for each Unit which it owns until the end of the Class "B" Control Period, as hereafter defined.

Thereafter, the Class "B" Member shall have one (1) vote for each Unit which it owns. Other rights of the Class "B" Member, including the right to approve actions taken under the Declaration and this Association's By-Laws, are specified in the Declaration and the By-Laws.

The Class "B" Member shall be entitled to appoint a majority of the members of the Board of Directors of this Association during the Class "B" Control Period, as hereafter defined; provided, however, in the event the Class "B" Member fails to exercise this power within thirty (30) days after a vacancy occurs on the Board for which the Class "B" Member would be entitled to appoint a successor, the Class "B" Member shall be deemed to have waived its right to appoint such a successor. In such case, the voting members representing the Class "A" Members may act to call a special meeting of this Association (in accordance with Article III of the By-Laws) for the purpose of electing a successor to serve the remainder of the unexpired term of the vacating director. Thereafter, the voting members representing the Class "A" Members shall be entitled to elect a successor to the director who filled the vacancy in accordance with the By-Laws in addition to those directors the voting members may be entitled to elect under Article V of the By-Laws.

The Class "B" Control Period shall commence with the execution of the Declaration by Developer and expire upon the first to occur of the following:

(a) three months after ninety (90%) percent of the Units in all phases of ROUND LAKE CHALETS that will ultimately be operated by the Association have been conveyed to Owners other than the Developer, any builders, contractors or other parties who purchased a Unit for the purpose of constructing improvements thereon for resale.

(b) five (5) years after the date the Declaration is recorded in the public records in the county where the Property is situated; or

(c) when, in its discretion, the Class "B" Member so determines.

ARTICLE VII
BOARD OF DIRECTORS

Section 1. This Association's affairs are managed by a Board of Directors initially composed of three (3) Directors. The number of Directors from time to time may be changed by amendment to this Association's By-Laws, but at all times it must be either three (3) members or five (5) members. The initial Directors named below shall serve until this Association's first annual meeting. At all annual meetings during the Class "B" Control Period, all vacancies occurring on the Board of Directors, if any, will be filled by majority vote of the remaining Directors, even if less than a quorum. Any Director may succeed himself or herself in office. After the Class "B" Control Period expires, the term of office for all Directors shall be one year. All Directors will be elected by secret written ballot. Each member may vote for each vacancy; however, cumulative voting is not permitted.

Section 2. The names and addresses of the persons who will serve as Officers and Directors until their successors have been duly elected and qualify, unless they sooner die, resign, or are removed, are:

Names:	(1)	Robert Matthews	President/Director
	(2)	Bradford C. West	Secretary/Treasurer/Director
	(3)	David Price	Director

Address: 738 9th Avenue North
St. Petersburg, FL 33701

ARTICLE VIII
INCORPORATOR

The name and residence of the incorporator is:

Name: Christopher C. Sanders, Esq.

Address: Sanders Law Group, P.A.
2837 1st Avenue North
St. Petersburg, FL 33713

ARTICLE IX
DISSOLUTION

This Association may be dissolved in the manner from time to time provided by the laws of the State of Florida and with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of this Association in any manner other than incident to a merger or consolidation, all of this Association's assets must be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. If dedication is refused, such assets must be granted, conveyed, and assigned to any nonprofit corporation, association, trust, or other organization to be devoted to such similar purposes. In no event, however, may any assets inure to the benefit of any member or other private individual.

In the event of termination, dissolution, or final liquidation of the Association, the responsibility

for the operation and maintenance of the surface water and stormwater management system must be transferred to and accepted by an entity which would comply with Section 40, Fla. Adm. Code, and be approved by the Southwest Florida Water Management District prior to such termination, dissolution or liquidation.

ARTICLE X
DURATION

This Association exists perpetually.

ARTICLE XI
BY-LAWS

This Association's By-Laws initially will be adopted by the Board of Directors. Thereafter, the By-Laws may be altered amended, or rescinded as provided for therein except as to those provisions for amendment to the ByLaws which are provided in the Declaration or any future supplemental declaration in which case those provisions shall control such amendment.

ARTICLE XII
AMENDMENTS

Amendments to these Articles may be proposed and adopted in the manner from time to time provided by the laws of the State of Florida, provided that each such amendment must have the approval in writing of at least fifty (50%) percent of the entire membership, except as to those provisions for amendment to these Articles which are provided in the Declaration or any supplemental declaration in which case those provisions shall control such Amendments.

ARTICLE XIII
INTERPRETATION

Express reference is made to the Declaration where necessary to interpret, construe, and clarify the provisions of these Articles. Without limitation, all terms defined in the Declaration have the same meaning where used in these Articles. By subscribing and filing these Articles, the incorporator intends for its provisions to be consistent with the provisions of the Declaration and to be interpreted, construed, and applied with those of the Declaration to avoid inconsistencies or conflicting results.

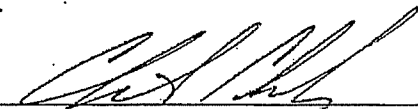
ARTICLE XIV
INDEMNIFICATION

The corporation shall indemnify any individual who was or is a party to any proceeding (other than an action by, or in the right of, the corporation), by reason of the fact that such individual is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against liability incurred in connection with such proceedings, including any appeal thereof, to the full extent as authorized by law, said indemnity to include but not be limited to expenses and amounts paid in settlement, expenses of liabilities incurred as a result of such individual serving as a director, officer, employee or agent as hereinabove provided, or as otherwise contemplated and included within applicable law. Indemnification and advancement of expenses as provided herein shall continue as to an individual who has ceased to be a director, officer, employee or agent, and shall enure to the benefit of the heirs, executors and administrators of such an individual, and any amendment

or changes to this indemnification provision shall be prospective only and as to individuals who shall serve as a director, officer, employee or agent after the effective date of such amendment, and such amendment shall not otherwise affect the rights of indemnification for any individual who has theretofore served as a director, officer, employee or agent.

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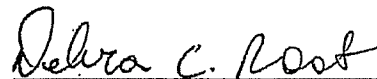
IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, I, the undersigned, constituting the incorporator of this Association, have executed these Articles of Incorporation, this 12 day of October, 2005.


CHRISTOPHER C. SANDERS, ESQ.
INCORPORATOR

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY, that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, Christopher C. Sanders, Esq., to me personally known or who has produced _____ as identification, and known to me to be the individual described in and who executed the foregoing instrument and she acknowledged before me that she executed the same for the purposes therein expressed.

WITNESS my hand and official seal at St. Petersburg, said County and State, this 12th day of October, 2005.


Notary Public
Print Name Debra C. Root
My Commission Expires:



DEBRA C. ROOT
MY COMMISSION # DD 310608
EXPIRES: September 22, 2007
Bonded Thru Budget Notary Services

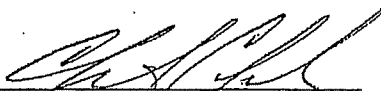
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA AND NAMING THE
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

ROUND LAKE CHALETS PROPERTY OWNERS ASSOCIATION, INC., desiring to organize under the laws of the State of Florida, as a corporation not for profit with its principal office, as indicated in its Articles of Incorporation, at: 738 9th Avenue North, St. Petersburg, Florida 33701, has named CHRISTOPHER C. SANDERS, Esq., whose business office is: 2837 1st Avenue N., St. Petersburg, Florida 33713, as its registered agent to accept service of process within Florida.

ACCEPTANCE

Having been named to accept service of process for the foregoing corporation at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes, including the duties and obligations imposed by Section 617.0503, Fla. Stat., relative to the proper and complete performance of my duties.

Date: 10/12/05


CHRISTOPHER C. SANDERS, Esq.