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2002 MAY 02 02:58 PM
KAREN E. RUSHING
CLERK OF CIRCUIT COURT
SARASOTA COUNTY, FLORIDA
VBROTHER Receipt#166005

State of Florida



Department of State



2002071193

I certify the attached is a true and correct copy of the Articles of Incorporation of PALM GARDENS OF SARASOTA CONDOMINIUM ASSOCIATION, INC., a Florida corporation, filed on March 25, 2002, as shown by the records of this office.

The document number of this corporation is N02000002312.

RECORDED IN OFFICIAL RECORDS
INSTRUMENT # 2002071193 10 PAGES
2002 MAY 02 02:58 PM
KAREN E. RUSHING
CLERK OF CIRCUIT COURT
SARASOTA COUNTY, FLORIDA
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Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Fourth day of April, 2002



CR2EO22 (1-99)

Katherine Harris

Katherine Harris
Secretary of State

10

4650

Wilson John Sr ✓ 506



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 4, 2002

ROBERT M. JOHNSON, ESQ.
27 S ORANGE AVE
SARASOTA, FL 34236

The Articles of Incorporation for PALM GARDENS OF SARASOTA CONDOMINIUM ASSOCIATION, INC. were filed on March 25, 2002 and assigned document number N02000002312. Please refer to this number whenever corresponding with this office regarding the above corporation. The certification you requested is enclosed.

PLEASE NOTE: COMPLIANCE WITH THE FOLLOWING PROCEDURES IS ESSENTIAL TO MAINTAINING YOUR CORPORATE STATUS. FAILURE TO DO SO MAY RESULT IN DISSOLUTION OF YOUR CORPORATION.

A CORPORATION ANNUAL REPORT/UNIFORM BUSINESS REPORT MUST BE FILED WITH THIS OFFICE BETWEEN JANUARY 1 AND MAY 1 OF EACH YEAR BEGINNING WITH THE CALENDAR YEAR FOLLOWING THE YEAR OF THE FILING DATE NOTED ABOVE AND EACH YEAR THEREAFTER. FAILURE TO FILE THE ANNUAL REPORT/UNIFORM BUSINESS REPORT ON TIME MAY RESULT IN ADMINISTRATIVE DISSOLUTION OF YOUR CORPORATION.

A FEDERAL EMPLOYER IDENTIFICATION (FEI) NUMBER MUST BE SHOWN ON THE ANNUAL REPORT/UNIFORM BUSINESS REPORT FORM PRIOR TO ITS FILING WITH THIS OFFICE. CONTACT THE INTERNAL REVENUE SERVICE TO RECEIVE THE FEI NUMBER IN TIME TO FILE THE ANNUAL REPORT/UNIFORM BUSINESS REPORT AT 1-800-829-3676 AND REQUEST FORM SS-4.

SHOULD YOUR CORPORATE MAILING ADDRESS CHANGE, YOU MUST NOTIFY THIS OFFICE IN WRITING, TO INSURE IMPORTANT MAILINGS SUCH AS THE ANNUAL REPORT/UNIFORM BUSINESS REPORT NOTICES REACH YOU.

Should you have any questions regarding corporations, please contact this office at the address given below.

Cynthia Blalock, Document Specialist
New Filing Section

Letter Number: 302A00018840

FILED
02 MAR 25 PM 1:24
SEC. STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
PALM GARDENS OF SARASOTA CONDOMINIUM ASSOCIATION, INC.
A Florida Not For Profit Corporation

The undersigned by these Articles associate themselves for the purpose of forming a corporation not for profit pursuant to Chapter 617, Florida Statutes, and certify as follows:

ARTICLE I
Name

The name of the corporation shall be **PALM GARDENS OF SARASOTA CONDOMINIUM ASSOCIATION, INC.** For convenience the Corporation shall be referred to in these Articles as the Association.

ARTICLE II
Purpose, Principal Office & Registered Office and Agent

The purpose for which the Association is organized is to provide an entity pursuant to Florida Statute 718 111 for the operation of PALM GARDENS OF SARASOTA, a condominium, located in Sarasota County, Florida. The principal office shall be at 445 S. Palm Avenue, Sarasota, Florida 34236. The name and street address of the initial registered agent of the Company in the State of Florida is Robert M Johnson, 27 South Orange Avenue, Sarasota, Florida 34236.

ARTICLE III
Powers

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

3.1. **General.** The Association shall have all of the common-law and statutory powers of a corporation not for profit under the Laws of Florida that are not in conflict with the terms of these Articles.

3.2 **Enumeration.** The Association shall have all of the powers and duties set forth in the Condominium Act except as limited by these Articles and the Declaration of Condominium, and all of the powers and duties reasonably necessary to operate the condominium pursuant to the Declaration and as it may be amended from time to time, including but not limited to the following:

a. To make and collect assessments against members as unit owners to defray the costs, expenses and losses of the condominium.

- b To use the proceeds of assessments and charges in the exercise of its powers and duties.
- c To buy or lease both real and personal property for condominium use, and to sell or otherwise dispose of property so acquired.
- d To maintain, repair, replace and operate the condominium property and property acquired or leased by the Association for use by unit owners
- e To purchase insurance upon the condominium property and insurance for the protection of the Association and its members as unit owners
- f To reconstruct and repair improvements after casualty and to construct additional improvements of the condominium property.
- g To make and amend reasonable regulations respecting the use and appearance of the property in the condominium, provided, however, that all those regulations and their amendments shall be approved by not less than 75% of the votes of the entire membership of the Association before they shall become effective
- h To approve or disapprove the leasing, transfer, mortgaging, ownership and possession of units as may be provided by the Declaration of Condominium and the Bylaws.
- i To enforce by legal means the provisions of the Condominium Act, the Declaration of Condominium, these Articles, the Bylaws of the Association and the Regulations for the use of the property in the condominium.
- j To contract for the management of the condominium and to delegate to the contractor all powers and duties of the Association except those that are specifically required by the Declaration of Condominium to have approval of the Board of Directors or the membership of the Association.
- k To contract for the management or operation of portions of the common elements susceptible to separate management or operation, and to grant leases of those portions for this purpose

3.3. Purchase of Units. (Except as provided for living accommodations of management personnel), the Association shall not have the power to purchase a unit of the condominium except at sales in foreclosure of liens for assessments for common expenses, at which sales the Association shall bid no more than the amount secured by its lien. This provision shall not be changed without unanimous approval of the members and the joinder of all record owners of mortgages upon the condominium.

3.4. Condominium Property. All funds and the titles of all properties acquired by the Association and their proceeds shall be held in trust for the members in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation and the Bylaws.

3.5. Distribution of Income The Association shall make no distribution of income to its members, directors or officers.

3.6. Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration of Condominium and the Bylaws.

ARTICLE IV
Members

4.1. Membership. The members of the Association shall consist of all of the record owners of units in the condominium, and after termination of the condominium shall consist of those who are members at the time of the termination and their successors and assigns

4.2. Evidence. After approval of the transfer, or of the ownership, of a unit in the manner required by the Declaration of Condominium, change of membership in the Association shall be established by (a) recording in the public records of Sarasota County, Florida, a certificate of the Association stating the approval required by the Declaration, (b) recording in the Public Records of Sarasota County, Florida, a deed or other instrument establishing a public record of the transfer of the title substantiating the membership, and (c) delivery to the Association of a certified copy of the recorded instruments. The owner receiving title of the unit by those instruments will be a member of the Association and the membership of the prior owner will be terminated

4.3. Assignment. 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 the unit for which that share is held.

4.4. Voting. A member of the Association shall be entitled to at least one vote for each unit owned. The exact number of votes to be cast by owners of a unit and the manner of exercising voting rights shall be determined by the Bylaws of the Association.

ARTICLE V
Directors

5.1. Number and Qualification The affairs of the Association shall be managed by a board consisting of the number of directors determined by the Bylaws, but not less than three directors, and in the absence of that determination shall consist of three directors. Directors need not be members of the Association

5.2. Duties and Powers. All of the duties and powers of the Association existing under the Condominium Act, Declaration of Condominium, these Articles and Bylaws shall be exercised exclusively by the board of directors, its agents, contractors or employees, subject only to approval by unit owners when that is specifically required.

5.3. Election; Removal. 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.

5.4 First Directors The names and addresses of the 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:

MARY LOU BARBER
445 S. Palm Avenue, Sarasota, FL 34236

OSCAR REVELLI DiBEAUMONT
445 S. Palm Avenue, Sarasota, FL 34236

PAULINE KEMPS
445 S Palm Avenue, Sarasota, FL 34236

ARTICLE VI
Officers

The affairs of the Association shall be administered by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

President **HEIDI TURNER**
445 S. Palm Avenue, Sarasota, FL 34236

Vice-President **OSCAR REVELLI DiBEAUMONT**
445 S. Palm Avenue, Sarasota, FL 34236

Secretary-Treasurer **PAULINE KEMPS**
445 S Palm Avenue, Sarasota, FL 34236

ARTICLE VII
Indemnification

Every director and officer of the Association, and every member of the Association serving the Association at its request, shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a director or officer of the Association or by reason of his serving or having served the Association at its request, whether or not he is a director or officer or is serving at the time the expenses or liabilities are incurred; provided that in the event of a settlement before entry of judgment, and also when the person concerned is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, the indemnification shall apply only when the Board of Directors approves the settlement and reimbursement as being for the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which that person may be entitled.

ARTICLE VIII
Bylaws

The Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded by the directors and members in the manner provided by the Bylaws.

ARTICLE IX
Amendments

Amendments to these Articles of Incorporation shall be proposed and adopted in the following manner:

9.1 **Notice.** Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered.

9.2. **Adoption.** A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing the approval is delivered to the secretary at or prior to the meeting. The approvals must be either

a. by not less than 75% of the entire membership of the Board of Directors and by not less than 75% of the votes of the entire membership of the Association; or

b. By not less than 80% of the votes of the entire membership or the Association.

9.3 Limitation. Provided, however, that no amendment shall make any changes in the qualifications for membership nor in the voting rights or property rights of members, nor any change in §§3 3 to 3.6 of Article 3, entitled "Powers" without approval in writing by all members and the joinder of all record owners of mortgages upon units. No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium.

9.4. Recording. A copy of each amendment shall be accepted and certified by the Secretary of State and be recorded in the public records of Sarasota County, Florida.

ARTICLE X
Term

The term of the Association shall be perpetual.

ARTICLE XI
Subscribers

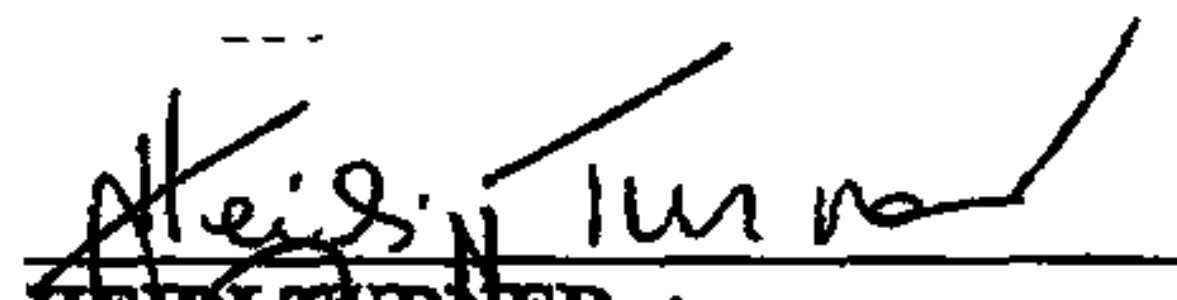

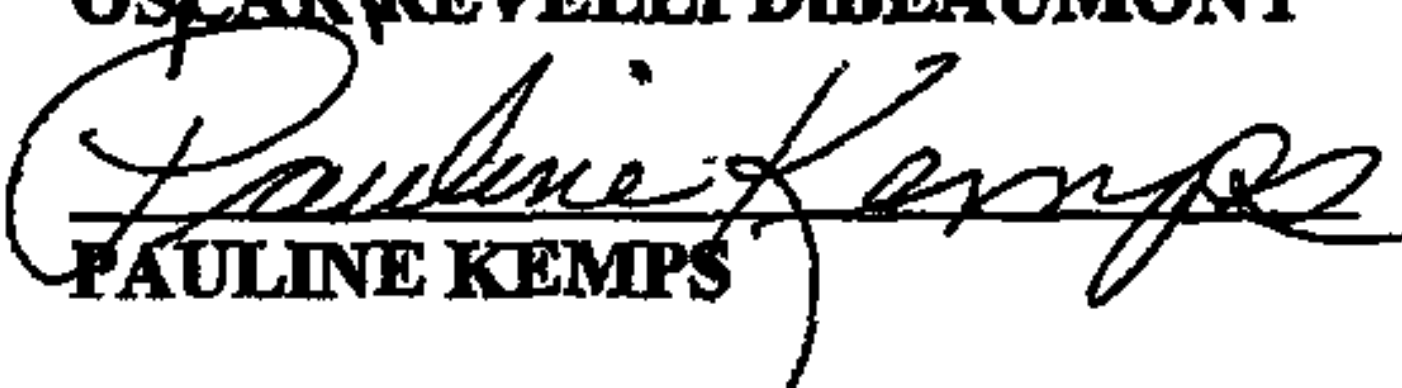
The names and addresses of the subscribers to these Articles of Incorporation are as follows:

HEIDI TURNER
445 S Palm Avenue, Sarasota, FL 34236

OSCAR REVELLI DIBEAUMONT
445 S. Palm Avenue, Sarasota, FL 34236


PAULINE KEMPS
445 S. Palm Avenue, Sarasota, FL 34236

IN WITNESS WHEREOF the subscribers have affixed their signatures this 21 day of March, 2002


HEIDI TURNER

OSCAR REVELLI DIBEAUMONT

PAULINE KEMPS

STATE OF FLORIDA
COUNTY OF SARASOTA

HEIDI TURNER, OSCAR REVELLI DiBEAUMONT and PAULINE KEMPS
appeared before me, and after being duly sworn they acknowledged that they executed the
foregoing Articles of Incorporation for the purposes expressed in the Articles on this 21 day of
March, 2002



Notary Public

State of Florida at Large
My Commission Expires.



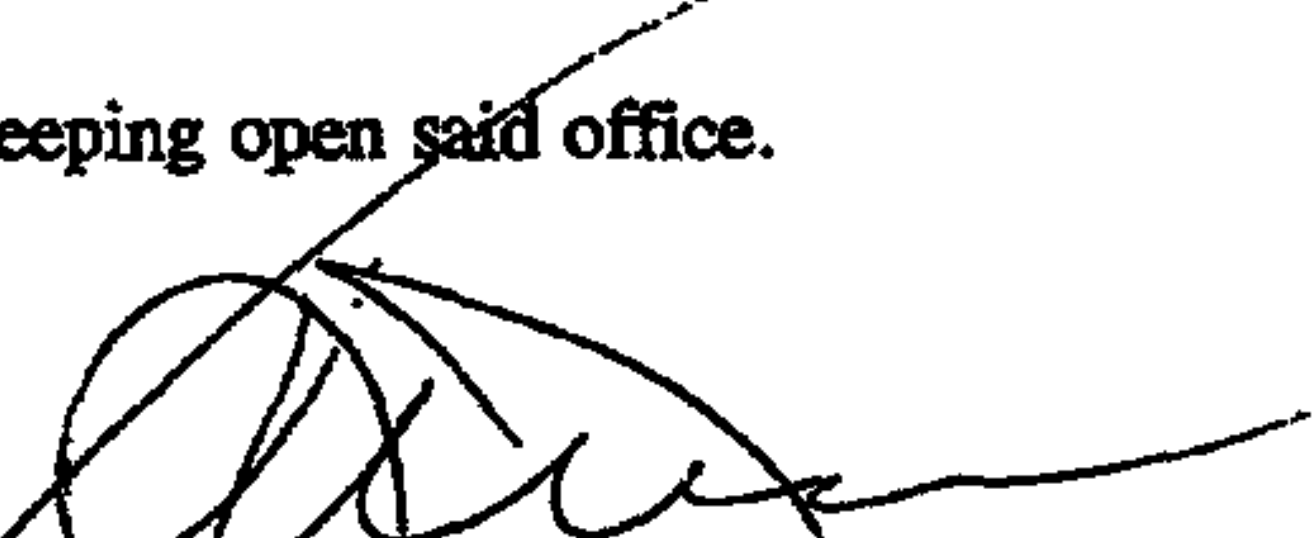
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted in compliance with said Act:

That **PALM GARDENS OF SARASOTA CONDOMINIUM ASSOCIATION,
INC.**, desiring to organize under the laws of the State of Florida with its principal office as
indicated in the Articles of Incorporation at Sarasota, Florida, has named **ROBERT M.
JOHNSON** of 27 South Orange Avenue, Sarasota, Florida 34236, as its agent to accept
process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the
place designated in this certificate, I hereby accept to act in this capacity and agree to comply
with the provision of said Act relative to keeping open said office.



ROBERT M. JOHNSON
Resident Agent

FILED
02 MAR 25 PM 1:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA