

IX

**ARTICLES
OF
INCORPORATION**

Book 1306-Page 605

State of Florida

DEPARTMENT OF STATE • DIVISION OF CORPORATIONS

OFF. REC. 1306 PG 605

EXHIBIT "B"

I certify that the following is a true and correct copy of Articles of Incorporation of VILLA NOVA CONDOMINIUM ASSOCIATION, INC., a corporation not for profit organized under the Laws of the State of Florida, filed on June 6, 1978, as shown by the records of this office.

The charter number for this corporation is 743142.

GIVEN under my hand and the Great Seal of the State of Florida, at Tallahassee, the Capital, this the 20th day of June, 1978.



Gene A. Smathers
SECRETARY OF STATE

OFF. REC. 1306 PG 605

ARTICLES OF INCORPORATION

OF

VILLA NOVA CONDOMINIUM ASSOCIATION, INC.
(A Corporation Not For Profit)

THE UNDERSIGNED, Subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a Corporation Not For Profit, pursuant to Chapter 617, of the Laws of the State of Florida.

ARTICLE I.

The name of this Corporation shall be:

VILLA NOVA CONDOMINIUM ASSOCIATION, INC.

ARTICLE II.

PRINCIPAL OFFICE: The principal office of said Corporation shall be located at 200 South Washington Blvd., Sarasota, Florida. The Directors of the Corporation may change the location of the principal office of said Corporation from time to time. The registered office of the Corporation shall be 200 South Washington Blvd., Sarasota, Florida and the registered agent shall be Harvey J. Abel whose business address is the same as the registered office of the Corporation.

ARTICLE III.

PURPOSES: The purposes of this Corporation are to provide for members of the Corporation at VILLA NOVA, A CONDOMINIUM, hereinafter referred to as the "CONDOMINIUM", situate in Sarasota County, Florida, the following services and facilities:

1. Maintenance of the common elements of the Condominium including lawns, grounds, roads, parking spaces, and recreation areas and walkways.
2. Maintenance and painting of the outside walls and outer doors of all buildings, units and other external structures.

APPROVED
JAN 6 11 23 AM 1978
STATE
DIVISION
FLORIDA

3. Providing garbage and trash removal for the Condominium and all units thereof.
4. Providing fire and extended coverage insurance to the full value thereof on the common elements and each unit.
5. Providing liability insurance relative to the common elements.
6. Furnishing of all utility services for common facilities and common elements.
7. Furnishing of water and sewer service for each unit.
8. Furnishing of central television antenna service (one hook-up to each unit, with units to pay for any additional hook-ups).
9. The furnishing of quarterly pest control service for all units.

and to in general manage the affairs of the Condominium and Condominium property and to protect the aesthetic qualities and beauty of the Condominium; to promulgate rules and regulations governing the use of the common elements, recreational and social facilities and grounds of the Condominium, as well as use and occupancy of the Units; to undertake such activities and projects as will unite in companionship its members and insure the continuation of enjoyable living conditions at the Condominium and to maintain the value of the Condominium Units. In order to carry out these purposes, the Corporation shall have the powers provided by Florida Statute 617.021, as amended from time to time, as well as all other express and implied powers of Corporations Not For Profit, provided or allowed by or through the Laws of the State of Florida.

ARTICLE IV.

QUALIFICATION OF MEMBERS
AND MANNER OF ADMISSION:

The members of this Corporation shall consist of owners of Condominium Units in the Condominium.

Such Unit owners shall automatically become members upon acquisition of their Unit as evidenced by a recorded deed conveying such Unit to the Unit owner. Their membership shall terminate upon their ceasing to be Unit owners as evidenced by a recorded conveyance or distribution of such Unit to a third party.

ARTICLE V.

TERM OF EXISTENCE: The term for which this Corporation is to exist shall be perpetual, unless sooner dissolved pursuant to provisions of Florida Statute 617; as Amended.

ARTICLE VI.

NAMES AND RESIDENCES OF SUBSCRIBERS: The names and residences of the subscribers to these Articles are as follows:

| <u>NAME</u> | <u>RESIDENCE</u> |
|--------------------|---|
| Harvey J. Abel | 200 South Washington Blvd. Sarasota, Florida 33577 |
| Margaret A. Potter | 3728 Lei Drive Sarasota, Florida 33580 |
| Betty P. Taylor | 2240 Wisteria St. Sarasota, Florida 33579 |

ARTICLE VII.

OFFICERS AND DIRECTORS: The affairs of this Corporation shall be managed by a governing Board called the Board of Directors, who shall be elected at the Annual Meeting of the Corporation. Vacancies on the Board of Directors may be filled until the next Annual Meeting, in such manner as provided by the By-Laws. The officers shall be: a President, Vice President, Secretary and Treasurer. They shall be elected by the Board of Directors. The officers and members of the Board shall perform such duties, hold office for such terms, and take office at such times as shall be provided by the By-Laws of the Corporation.

ARTICLE VIII.

NAMES OF OFFICERS: The names of the officers who are to serve until the first appointment or election next following

the filing of these Articles of Incorporation, pursuant to Florida Statutes, Chapter 617, as Amended, are as follows:

| <u>NAME</u> | <u>OFFICE</u> |
|--------------------|----------------------------|
| Margaret A. Potter | PRESIDENT |
| Sandra J. Miller | VICE PRESIDENT |
| Betty P. Taylor | SECRETARY AND TREASURER |

ARTICLE IX.

NAMES AND ADDRESSES
OF DIRECTORS:

The number of Directors shall initially be three (3). The number may be increased or decreased as provided in the By-Laws of the Corporation, but shall never be less than three (3). The first Board of Directors who shall serve until the election at the regular Annual Meeting next following the filing of these Articles of Incorporation, pursuant to Florida Statutes, Chapter 617, as Amended, are:

| <u>NAME</u> | <u>ADDRESS</u> |
|--------------------|--|
| Margaret A. Potter | 3728 Lei Drive Sarasota, Florida 33580 |
| Sandra J. Miller | 2610 Prospect Sarasota, Florida 33579 |
| Betty P. Taylor | 2240 Wisteria St. Sarasota, Florida 33579 |

ARTICLE X.

BY-LAWS: The By-Laws of this Corporation may be altered, amended or repealed, and new By-Laws may be adopted by the owners of two-thirds (2/3rds) of the Units present and voting at any regular Annual Meeting of the Corporation, or at any Special Meeting called for that purpose, if at least fifteen (15) days written notice is given in advance of any such meeting of intention to alter, amend or repeal, or to adopt new By-Laws at such meeting.

ARTICLE XI.

AMENDMENT OF ARTICLES
OF INCORPORATION:

These Articles may be amended by the owners of two-thirds (2/3rds) of the Units present and

voting at any regular Annual Meeting of the Corporation, provided, however, that these Articles of Incorporation shall not be amended unless written notice is first given of the proposed Amendment to each and every member of the Corporation, not less than fifteen (15) days prior to the regular Annual Meeting of the Corporation; such notice shall be sufficient, if it is published not less than fifteen (15) days prior to the regular Annual Meeting of the Corporation, in such publication as may be designated by the Board of Directors as the official journal of the Corporation.

ARTICLE XII.

INDEMNIFICATION. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil or criminal, administrative or investigative (whether or not by or in the right of the corporation), by reason of the fact that he is or was a director or officer of the Corporation, against any and all expenses (including attorney's fees, Court costs and appellate costs and fees), judgments, fines and amounts paid in settlement incurred by him in connection with such action, suit or proceeding, except for an officer or director who is adjudged guilty of willful misfeasance or willfull malfeasance in the performance of his duties. Such right of indemnification shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs and personal representatives of such person. Provided however, that if any past or present officer or director sues the corporation, other than to enforce this indemnification, such past or present director or officer instituting such suit shall not have the right of indemnification hereunder in connection with such suit. The Corporation is authorized to purchase insurance to provide funds for the indemnification hereinabove set forth, and, if such insurance is purchased but the

proceeds of the same are not sufficient to cover the cost of indemnification, then the deficiency shall be paid from corporate funds. If there are no funds available to pay the cost of the indemnification or deficiency resulting from insufficient insurance coverage, then the Board of Directors shall assess the membership to cover such costs. This indemnification is an absolute right, and such assessments shall be made notwithstanding any other provisions contained in here to the contrary.

Harvey J. Abel

Margaret A. Potter
Margaret A. Potter

Betty P. Taylor
Betty P. Taylor

"SUBSCRIBERS"

STATE OF FLORIDA)
COUNTY OF SARASOTA)

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and County above, to take acknowledgments, personally appeared:

Harvey J. Abel
Margaret A. Potter
Betty P. Taylor

to me known to be the persons described as Subscribers in, and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State last aforesaid, this 26th day of May, 1978.

Julius S. Hindman
Notary Public

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES JAN. 1st 1980
LICENSED THRU GENERAL INS. UNDERWRITERS