

Prepared by and Return to:
Richard A. Ulrich, Esq.
Ulrich, Scarlett, Wickman & Dean, P.A.
713 S. Orange Ave., Suite 201
Sarasota, FL 34236



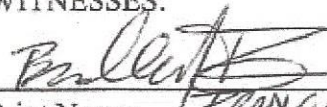
CORRECTED¹ CERTIFICATE OF AMENDMENT
TO THE DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS
AND BYLAWS FOR BERKSHIRE PLACE

KNOW ALL MEN BY THESE PRESENTS: that the undersigned, being the President and Secretary, respectively, of BERKSHIRE PLACE ASSOCIATION, INC., a not-for-profit Florida corporation, hereby certifies that the Declaration of Covenants, Conditions and Restrictions of Berkshire Place, and Bylaws, as recorded in Official Records Book 2630, Page 2011, (Phase I) and Official Records Book 2708, Page 429 (Phase II); all as amended from time to time, and all recorded in the Public Records of Sarasota County, Florida, were duly amended by the required vote of the members of the Association at the Annual Meeting of the membership held on February 25, 2021. The attached Amended and Restated Declaration of Covenants, Conditions and Restrictions, and Amended and Restated Bylaws were proposed and adopted in accordance with the requirements of the Declaration of Covenants, Conditions and Restrictions and Florida law. It is further certified that attached hereto are true and correct copies of said documents. The proposal to amend the Declaration of Covenants, Conditions and Restrictions and Bylaws contained underlined text for the added text and deleted text was denoted by ~~strikethroughs~~.

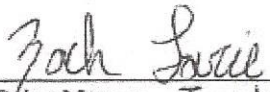
IN WITNESS WHEREOF, the Association has caused this Certificate to be re-executed by its President and Secretary this 23rd day of April, 2021.

BERKSHIRE PLACE ASSOCIATION,
INC. a Florida not for
profit corporation

WITNESSES:


Print Name: BARCLAY DAWSON

By: 
RICHARD HALE, President

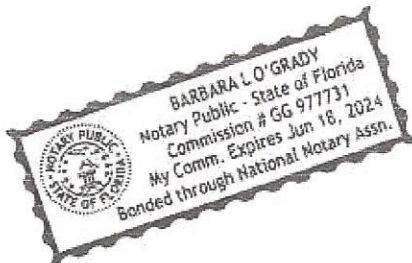

Print Name: Zachary Laurie

Attested:
By: 
LOIS CARCARE, Secretary

¹ Corrected to correct the misspelling of the President's Name in the original Certificate of Amendment

STATE OF FLORIDA)
COUNTY OF SARASOTA)

The foregoing instrument was acknowledged before me, by means of physical presence or online notarization, this the 23 day of April, 2021, by Richard Hale, as President of Berkshire Place Association, Inc., on behalf of said corporation, who is personally known to me or have produced _____ as identification.



Barbara L. O'Grady
Print Name: Barbara L. O'Grady
Notary Public
My Commission Expires:

AMENDED AND RESTATED BYLAWS OF BERKSHIRE PLACE ASSOCIATION, INC.

ARTICLE I - NAME AND LOCATION

The name of the corporation is Berkshire Place Association, Inc., hereinafter referred to as the "Association." The principal office of the corporation shall be located at 1309 Berkshire Court, Venice, Florida 34292, but meetings of members and directors may be held at such other places within the State of Florida, as may be designated by the Board of Directors.

ARTICLE II - DEFINITIONS

Section 1. "Articles" shall mean the Articles of Incorporation for the Association.

Section 2. "Association" shall mean and refer to Berkshire Place Association, Inc., its successors and assigns.

Section 3. "Declaration" shall mean and refer to the Amended and Restated Declaration of Covenants, Conditions and Restrictions for Berkshire Place recorded in the Public Records of Sarasota County, Florida, as amended from time to time, the terms of which are incorporated herein by reference.

Section 4. "Member" shall mean and refer to those persons entitled to membership in the Association as provided in the Amended and Restated Declaration.

Section 5. All other terms used herein and defined in the Amended and Restated Declaration, shall have the definition set forth in the Amended and Restated Declaration.

ARTICLE III - MEETING OF MEMBERS

Section 1. Annual Meetings. Regular annual meetings of the Members shall be held on a date and at a time and place to be determined by the Board of Directors. If the date determined under the preceding sentence for the annual meeting of the Members is a legal holiday the meeting will be held on the first day following such date which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the Members may be called at any time by the President of the Association or by the Board of Directors, or upon written request of the Members who are entitled to vote one-fourth (1/4) of all of the votes of the membership.

Section 3. Notice Of Meetings. Written notice of each meeting of the Members shall be given by, or at the direction of, the Secretary of the Association or other person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least fourteen (14), but not more than fifty (50) days before such meeting to each Member entitled to vote at such meeting, addressed to the Member's address last appearing on the books of the Association, or supplied by such Member to the Association for the purpose of notice. Such notice shall specify the place,

day and hour of the meeting, and, in case of a special meeting, the purpose of the meeting.

Section 4. Quorum. The presence at the meeting in person or by proxy of Members entitled to cast a majority Of the votes of each class of membership shall constitute a quorum for the authorization of any action except as otherwise provided in the Articles, the Amended and Restated Declaration, or these Bylaws. If the required quorum is not present, another meeting may be called without any additional formal notice requirement, and the required quorum at the subsequent meeting shall be the presence of Members or of proxies entitled to cast thirty-three percent (33%) of all the votes of the membership entitled to be cast on the issue. If the required quorum is again not present, another meeting may be called upon at least fourteen (14) days' written notice, at which meeting there shall be no quorum requirement and those present in person or by proxy shall be entitled to decide the issue. This provision is included to insure the ability of the Association to act despite non-participation of its Members, and shall not be subject to attack on due process or other grounds. No such subsequent meeting(s) shall be held more than sixty (60) elays following the preceding meeting(s).

Section 5. Proxies. At all meetings of Members each Member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary of the Association. Every proxy shall be revocable and shall automatically cease as to any Lot upon conveyance by the Member owning such Lot. Proxies may be granted to and exercised by persons who are not Members.

Section 6. Action Taken Without a Meeting. The Members shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of the holders of the necessary number of votes. Any action so taken shall have the same effect as though taken at a meeting of the Members.

ARTICLE IV - BOARD OF DIRECTORS; SELECTION; TERM OF OFFICE

Section 1. Number. The affairs of this Association shall be managed by a Board of five (5) Directors, who shall be Members of the Association.

Section 2. Term of Office. Except as set forth in Article VII of the Articles, all Directors shall serve for a term of three (3) years unless the term of such Director shall end prior to such term by death, resignation or removal.

Section 3. Removal, Death, Resignation. Any Director may be removed from the Board, with or without cause, by a majority vote of the membership. In the event of death, resignation or removal of a Director, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

Section 4. Compensation. No Director shall receive compensation for any service he may render to the Association. However, any Director may be reimbursed for his actual expenses incurred in the performance of his duties

Section 5. Action Taken Without Meeting. The Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

ARTICLE V - NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nomination may also be made by a member and provided to the Board Secretary no later than forty (40) days prior to the Board election. The Nominating Committee shall consist of a chairman, who shall be a member of the Board of Directors and two (2) or more Members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the Members, to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations may be made from among Members. If the number of persons nominated for the open board positions equals the number of board openings as of forty (40) days prior to the board election, no election shall be necessary.

Section 2. Election. Election to the Board of Directors shall be by secret written ballot. At such election, the Members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Amended and Restated Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE VI - MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly at such place and hour as may be fixed from time to time by resolution of the Board. Should the date of any such meeting fall upon a legal holiday, then such meeting shall be held at the same time on the next day following such date which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any three (3) Directors, after not less than three (3) days' notice to each Director.

Section 3. Quorum. A majority of the number of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be

regarded as the act of the Board.

ARTICLE VII - POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall have power to:

(a) adopt and publish rules and regulations governing the use of the Common Area, and the personal conduct of the Members and their guests thereon, and to establish penalties for the infraction thereof; provided, however, if a rule or regulation promulgated by the Board of Directors shall conflict with a rule or regulation promulgated by the Association, the rule or regulation promulgated by the Board of Directors shall be null and void only to the extent such rule or regulation is in conflict with the Association's rule or regulation.

(b) suspend the voting rights and right to use of the Common Area of a Member during any period in which such Member shall be in default in the payment of any assessment levied by the Association for a period of ninety-one (91) days; such rights may also be suspended after notice and hearing, for a period not to exceed thirty (30) days, for infraction of published rules and regulations;

(c) exercise for the Association all powers, duties and authority vested in or delegated to the Association and not reserved to the Members by other provisions of these Bylaws, the Articles, or the Amended and Restated Declaration;

(d) declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors without good cause shown; and

(e) employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

Section 2. Duties. It shall be the duty of the Board of Directors to:

(a) keep a record of its acts and corporate affairs and to present a statement thereof to the Members at each annual meeting, or at any special meeting at which such statement is requested in writing by one-fourth (1/4) of the Members entitled to vote at such meeting;

(b) supervise all offices, agents and employees of the Association, and see that their duties are properly performed;

(c) as more fully provided in the Amended and Restated Declaration:

(1) fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period;

(2) send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period; and

(3) foreclose the lien against any Lot for which assessments are not paid within thirty (30) days after the due date, or bring an action at law against the Owner personally obligated to pay the same. Notwithstanding any other provision hereof, any delay in notifying the Members of an assessment will not affect the validity of an assessment which is otherwise properly approved, and any approved assessment may be applied retroactively.

(d) issue, or cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;

(e) procure and maintain adequate liability and hazard insurance on the Common Area and other property owned by the Association;

(f) cause all officers or employees of the Association dealing with funds of the Association to be covered by fidelity bonds, to be procured from time to time at the expense and for the benefit of the Association; and,

(g) cause the Common Area to be maintained.

ARTICLE VIII - OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices The officers of this Association shall be a President, a Vice President, who shall at all times be Members of the Board of Directors, and a Secretary, Treasurer, and such other officers as the Board may from time to time by resolution create. Officers need not be Members of the Association.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the Members.

Section 3. Term. The officers of the Association shall be elected annually by the Board and each shall hold office for one (1) year unless he shall sooner die, resign, or shall be removed or otherwise disqualified to serve.

Section 4. Special Appointments. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 5. Resignation and Removal Any officer may be removed from office with or without cause by majority vote of the Board at a meeting where a quorum is present. Any officer may resign at any time by giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to fill such vacancy shall serve for the remainder of the term of the officer he replaces subject to the conditions set forth in Article VIII.

Section 7. Multiple Offices. No person may hold more than one office in the Association at the same time.

Section 8. Duties. The duties of the officers are as follows:

(a) President: The President shall preside at all meetings of the Board of Directors, shall see that orders and resolutions of the Board are carried out, shall sign all leases, mortgages, deeds and other written instruments and shall co-sign promissory notes. He/she shall have the powers generally given to the executive officer of a corporation and assume day-to-day administration of the Association.

(b) Vice President: The Vice President shall act in the place and stead of the President in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.

(c) Secretary: The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members, shall keep the corporate seal of the Association and affix it on all papers requiring said seal, shall serve notice of meetings of the Board and of the Members, shall keep appropriate current records showing the Members of the Association together with their addresses and shall perform such other duties as required by the Board.

(d) Treasurer: The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors, shall sign all checks and promissory notes of the Association (along with the President, if so determined by the Board), shall keep proper books of account, shall cause an annual audit of the Association books to be made at the completion of each fiscal year, and shall prepare an annual budget and a statement of income and expenditures or other financial reports as required by Florida law or as requested by the Board, to be presented to the membership at its regular annual meeting, and deliver a copy of each to the Members

ARTICLE IX - COMMITTEES

The Board of Directors shall appoint an Architectural Control Committee, as provided in the Amended and Restated Declaration, and a Nominating Committee, as provided in these Amended and Restated Bylaws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its obligations and privileges.

ARTICLE X - BOOKS AND RECORDS

The books, records and papers of the Association shall at all times, during

reasonable business hours, be subject to inspection by any Member. The Amended and Restated Declaration, the Articles of Incorporation and the Amended and Restated Bylaws of the Association shall be available for inspection by any Member at the principal office of the Association, where copies may be purchased at reasonable cost.

ARTICLE XI - ASSESSMENTS

As more fully provided in the Amended and Restated Declaration, each Member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the Lot against which the assessment is made. Any assessments which are not paid when due, shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the highest rate permitted by Florida law from time to time, and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the Lot, and interest, costs, and reasonable attorneys' fees of any such action shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessments provided for herein by nonuse of the Common Area or abandonment of its Lot.

ARTICLE XII - CERTIFICATION

An instrument signed by any executive officer of the Association, and attested by the Secretary of the Association under the Association's seal, is conclusive evidence that any required approval has been obtained as to persons without actual knowledge to the contrary.

ARTICLE XIII - AMENDMENTS

Section 1. These Amended and Restated Bylaws may be amended, at any regular annual meeting of the Members, or at any special meeting duly called for such purpose, by a majority of the votes entitled to be cast by the membership.

Section 2. In the case of any conflict between the Articles and these Amended and Restated Bylaws, the Articles shall control, and in the case of any conflict between the Amended and Restated Declaration and these Amended and Restated Bylaws, the Amended and Restated Declaration shall control.

ARTICLE XIV - MISCELLANEOUS

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year.

ARTICLES OF INCORPORATION OF BERKSHIRE PLACE ASSOCIATION, INC.
AS AMENDED FEBRUARY 15, 2002

In compliance with the requirements of Chapter 617 of the Florida Statutes, the undersigned, all of whom are residents of Florida and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I - NAME

The name of the corporation is Berkshire Place Association, Inc., hereinafter called the "Association".

ARTICLE II - OFFICE

The principal office of the Association is located at 1309 Berkshire Court, Venice, Florida 34292.

ARTICLE III - REGISTERED AGENT

Patricia Geller whose address is 1309 Berkshire Place, Venice, Florida 34292, is hereby appointed the Registered Agent of the Association.

ARTICLE IV - PURPOSE AND POWERS OF THE ASSOCIATION

The Association does not contemplate pecuniary gain or profit to its members. The specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the Lots and Common Area within the Property described in that certain Declaration of Covenants, Conditions and Restrictions for Berkshire Place, hereinafter called the "Declaration," applicable to the Property and recorded or to be recorded in the Public Records of Sarasota County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length, and 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 this Association. In furtherance of these purposes, the Association is empowered to:

- (a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration;
- (b) enforce the provisions of the Declaration in its name;
- (c) fix, levy, collect and enforce payment of, by any lawful means, all charges or assessments pursuant to the terms of the Declaration, and 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 property of the Association;
- (d) 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 or personal property in connection with the affairs of the Association;
- (e) borrow money, and upon the affirmative vote of a majority of its members, mortgage, pledge, deed in trust, hypothecate, assign, grant security interests in or otherwise transfer any or all of its real or personal property as security for money borrowed, debts incurred, or any of its other obligations;
- (f) dedicate, sell or transfer all or any part of the Common Area or its other property to any public agency, authority, or utility or to any other person, for such purposes and subject to such conditions as may be agreed to by the members, no such dedication or transfer shall be effective unless an instrument of dedication or transfer has approved by a majority vote of its members, with the formalities from time to time required for a deed under the laws of the State of Florida;
- (g) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the approval of a majority of its members;
- (h) from time to time adopt, alter, amend, rescind and enforce reasonable rules and regulations governing the use of the Lots and the Common Area, consistent with the terms of the Declaration and these Articles;
- (i) enter into contracts for maintenance and/or construction of the Common Area improvements in accordance with the Declaration;

(j) have and exercise 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.

The activities of the Association will be financed by assessments against members as provided in the Declaration, and no part of the assets or net earnings of the Association will inure to the benefit of its members, trustees, directors, officers, or other private persons, except as provided by law.

ARTICLE V - 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 of 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. An Owner of more than one Lot is entitled to one membership for each Lot owned. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association, and is transferred only and automatically by conveyance of title to a Lot; however, the foregoing shall not be construed to prohibit assignment of membership and voting rights by an Owner who is a contract seller to his vendee in possession.

ARTICLE VI - VOTING RIGHTS

Members shall be all Owners and shall be entitled to one vote for each Lot owned. If more than one person holds an interest in any Lot, all such persons shall be members, and 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. Prior to any meeting at which a vote is to be taken, each co-Owner must file the name of the voting co-Owner with the Secretary of the Association in order to entitle the voting co-Owner to vote at such meeting, unless such co-Owners have filed a general voting authority with the Secretary of the Association applicable to all votes until rescinded.

ARTICLE VII - BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of five (5) Directors, who need not be members of the Association. The number of Directors may be changed by amendment of the Bylaws of the Association, but at no time shall be less than five (5). Any Director may succeed himself in office. At the first annual meeting, the members shall elect one Director for a term of one year, two Directors for a term of two years, and two Directors for a term of three years. At each annual meeting thereafter, the members shall elect Director(s) for a term of three years.

ARTICLE VIII - OFFICERS

The affairs of the Association shall be administered by a President, a Vice President, a Secretary, a Treasurer and such other officers as may be designated by the Bylaws, and at the times and in the manner prescribed in the Bylaws.

ARTICLE IX - INDEMNIFICATION

The Association 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 Association), by reason of the fact that he is or was a director and/or officer of the Association, 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 and/or director who is adjudged guilty of willful misfeasance or willful malfeasance in the performance of his duties. Such right of indemnification shall continue as to a person who has ceased to be a director and/or officer and shall inure to the benefit of the heirs and personal representatives of such person. In addition, such right of indemnification shall apply to any action, claim or proceeding relating to a period of time during which this indemnification clause was in full force and effect. Provided however, that if any past or present officer and/or director sues the Association, other than to enforce this indemnification, such past or present director and/or officer instituting such suit shall not have the right of indemnification hereunder in connection with such suit. The Association 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 the Association's 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 herein to the contrary. The indemnification provided in this Article shall be in addition to and shall not limit or modify any other rights to indemnity to which the indemnities are entitled, including, without limitation, those conferred under Florida law or the Bylaws, Articles or any agreement executed by the Association.

ARTICLE X - DISSOLUTION; MERGER; CONSOLIDATION

The Association may be merged or consolidated with another association (not for profit, or may be dissolved, with the assent given in writing and approved by a majority of its members. Upon dissolution of the Association other than incident to a merger or consolidation, the assets of the Association shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to the purposes of the Association set forth herein and in the Declaration.

ARTICLE XI - DURATION

The corporation shall exist perpetually.

ARTICLE XII - AMENDMENTS

Amendments to these Articles of Incorporation may be proposed by persons entitled to cast 25% of the votes entitled to be cast by its members or by a majority of the Board of Directors. These Articles may be amended, altered, supplemented or modified by the membership at any annual meeting of the Association, or at any special meeting duly called for such purpose, by the affirmative vote of a majority of the votes entitled to be cast by its membership. Such Amendments shall be effective when a copy thereof, signed by the Secretary or an Assistant Secretary and executed and acknowledged by the President or Vice President, has been filed with the Florida Secretary of State.

ARTICLE XIII - INTERPRETATION

Express reference is made to the terms and provisions of the Declaration where necessary to interpret, construe and clarify the provisions of these Articles. All terms defined in the Declaration shall have the same meaning where used herein. To the extent possible, these Articles shall be construed, interpreted and applied in a manner consistent and not in conflict with the terms and application of the Declaration.

In WITNESS WHEREOF, the undersigned, being the President and Secretary of Berkshire Place Association has affixed their signatures this 15 day of April, 2003.

President: [Signature]

Secretary: Patricia Hillen

STATE OF FLORIDA)

COUNTY OF SARASOTA)

BEFORE ME, the undersigned authority personally appeared _____ who, after being first duly sworn, acknowledged that he executed the foregoing Articles of Incorporation for the purposes therein expressed, this 15th of April, 2003. He [is personally known to me] [or has produced _____ as identification].



Notary Public: [Signature]

My Commission Expires: 1-28-2006

Having been named to accept Service of Process for the 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 relative to the proper and complete performance of my duties

Registered Agent: Patricia Geller

Date: 7/15/03