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ARTICLES OF INCORPORATION

OF

MANASOTA BEACH GARDENS ASSOCIATION, INC.

(A Corporation not for Profit)

We, the undersigned, hereby associate ourselves together for the purpose of becoming incorporated under the laws of the State of Florida as a corporation not for profit, and hereby adopt the following Articles of Incorporation:

FILED
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TALLAHASSEE, FLORIDA

ARTICLE I - NAME AND PRINCIPAL PLACE OF BUSINESS

The name of this corporation, hereinafter called the "Association", shall be MANASOTA BEACH GARDENS ASSOCIATION, INC. Its principal office and place of business shall be at 1730 Manasota Beach Road, Englewood, Florida. The Board of Trustees may from time to time move the principal office of the Association to any other address in the State of Florida.

ARTICLE II - PURPOSE AND POWERS

Section 1. The purpose for which this Association is organized is to act as a governing "Association" within the meaning of the Condominium Act (Chapter 718, Florida Statutes, as amended) for Manasota Beach Gardens, a condominium.

Section 2. The Association shall have all of the rights, powers, duties and functions of a governing association as set forth in the Condominium Act, now or hereafter in effect, except as otherwise limited, if at all, by these Articles, and all powers and duties reasonably necessary to administer, govern, and maintain each condominium pursuant to the Declarations of Condominium as they may be amended from time to time, including but not limited to the following:

(a) To make and collect assessments against members of the Association for the purpose of defraying the charges

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and expenses of each condominium and of all other properties the Association shall hold, by whatever means, and operation of the Association.

(b) To use the proceeds of assessments in the exercise of its powers and duties.

(c) To maintain, repair, replace and operate all condominium property.

(d) To purchase insurance upon condominium property and all properties the Association shall hold and insurance for the protection of the Association and its members.

(e) To improve condominium property further and, after casualty, to reconstruct improvements.

(f) To enforce by legal means the provisions of the Condominium Act, the Declarations of Condominium, these Articles, the By-laws of the Association and the regulations for the use of the property of each condominium.

(g) To contract for the management of each condominium, including maintenance, repair, replacement and operation of any and all of the condominium properties and to delegate to a management contractor or contractors all delegable powers and duties of this Association.

(h) To purchase, lease, receive by gift, or otherwise acquire possessory or use interests in real and personal property, whether or not contiguous to the lands of each condominium, intended to provide for the enjoyment, recreation or other use or benefit of the members of the Association.

(i) To contract for the management, operation and upkeep of any and all property held or controlled by the Association.

(j) To encumber, lease or grant other possessory or use interests in any and all property which the Association may acquire or control, including but not limited to any recreational facilities.

(k) To enter into contracts or agreements for the maintenance of accounting and bookkeeping records and for the use of data processing facilities or services, so as to carry out the Association's responsibilities and to comply with the requirements of the law of the State of Florida with regard to maintenance of records.

(l) To enter into such other contracts or agreements reasonably necessary or convenient for the proper exercise of the rights, powers, duties and functions of the Association.

(m) To employ all personnel reasonably necessary to perform the services required for proper exercise of the rights, powers, duties and functions of the Association.

(n) To exercise any and all common law and statutory powers, although not specifically recited above, of a corporation not for profit, and of an association within the meaning of the Condominium Act, reasonably necessary or convenient to carry out and perform the purpose for which the Association is organized and its enumerated powers.

(o) To make and enforce rules and regulations governing the use and enjoyment of the condominium property.

Section 3. Any officer or trustee individually or any firm or corporation of which any officer or trustee shall be a member, stockholder, officer, director, employee, or agent, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Association, provided

that the fact that he or such firm or corporation is so interested shall be disclosed or shall have been known to the Board of Trustees or a majority thereof. No contract or other transaction between this Association and any other such person, firm, or corporation, and no act of this Association shall in any way be affected or invalidated thereby. Any trustee of this Association who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Trustees of this Association, which shall authorize any such contract or transaction with like force and effect as if he were not a director or officer of such other corporation or not so interested.

ARTICLE III - QUALIFICATION OF MEMBERS
AND THE MANNER OF THEIR ADMISSION

Section 1. The subscribers constitute the sole members of this Association until the recording of a declaration of condominium naming this Association as the association thereunder. As each family unit of each condominium shall become tenantable, the owner thereof, including the Developer, shall qualify for membership.

Section 2. Ownership of a condominium unit in Manasota Beach Gardens, a condominium, shall be a prerequisite to exercising any rights as a member. Membership may be by more than one person or by a corporation, association, partnership, or trust, in the same manner as title to the family unit.

Section 3. Membership shall not be transferable, except as provided herein or in any declaration of condominium naming this Association as the association thereunder. The membership of any family unit owner shall terminate upon the termination of his condominium, or upon transfer of his ownership in the family unit, provided the transfer is

accomplished in accordance with all provisions of the applicable declaration of condominium. The transferor's membership shall automatically transfer and be vested in the new owner succeeding to the ownership interest in the family unit, subject to a lien thereon for all undischarged assessments, charges, and expenses except as to mortgagees giving the required notices of default and intent to foreclose.

ARTICLE IV - TERM OF EXISTENCE

The Association shall have perpetual existence.

ARTICLE V - NAMES AND RESIDENCES OF THE SUBSCRIBERS

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

<u>Name</u>	<u>Residence Address</u>
James Sikorske	202 West Davis Blvd. Tampa, Florida
Carol Sikorske	202 West Davis Blvd. Tampa, Florida
Arthur R. Kiney	31 Concord Drive Oak Brook, Illinois

ARTICLE VI - OFFICERS

Section 1. The officers of the Association shall consist of a president, one or more vice presidents, a secretary, a treasurer, and any assistants to such officers as the Board of Trustees may deem appropriate from time to time.

Section 2. The names of the officers who are to serve until the first election are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
James Sikorske	President	202 West Davis Blvd. Tampa, Florida
Wilfred O. Barry	Vice President	27 Cambridge Dr. Oak Brook, Illinois

Arthur R. Kiney	Secretary	31 Concord Drive Oak Brook, Illinois
Howard Sproat	Treasurer	745 South Oak St. Hinsdale, Illinois

Section 3. Officers of the Association shall be elected at each annual meeting of the Board of Trustees and shall hold office at the pleasure of the Board. Any officer may be removed at any meeting by the affirmative vote of the majority of the members of the Board either with or without cause, and any vacancy in any office may be filled by the Board at any meeting thereof.

ARTICLE VII - BOARD OF TRUSTEES

Section 1. The affairs and business of this Association shall be managed and conducted by a Board of Trustees consisting of not less than three (3) nor more than nine (9) persons.

Section 2. The names and addresses of the initial Board of Trustees and their terms of office are as follows:

Wilfred O. Barry	27 Cambridge Dr. Oak Brook, Illinois	3 years
Arthur R. Kiney	31 Concord Drive Oak Brook, Illinois	2 years
Howard Sproat	745 South Oak Dr. Hinsdale, Illinois	1 year

Section 3. At the expiration of the term of each initial trustee, his successor shall be elected by the members of the Association to serve for a term of three (3) years. A trustee shall hold office until his successor has been elected and qualified.

Section 4. Trustees may be removed with or without cause, by a two-thirds (2/3) vote of the certificates of membership at any annual meeting or any special meeting duly called therefor.

Section 5. In the event of a vacancy of the Board by reason of death, resignation, or otherwise, a majority of the Board is authorized to fill the vacancy until the next annual meeting. If, after a written request of any member of the Association that the vacancy be filled, the Board fails or refuses to fill the vacancy for a period of ninety (90) days from the receipt of such notice, then the vacancy shall be filled by the members of the Association at a duly called meeting.

Section 6. Annual meetings of the Board shall be held immediately following the annual meeting of the members and at the same place. Special meetings of the Board may be called by the president, secretary, or a majority of the Board upon notice by telegram or by United States mail to each trustee sent at least three (3) days prior to the date of the meeting. A majority of the trustees, by waiving notice of a special meeting or consenting to or taking any action, may cause such action to be taken without a formal meeting.

ARTICLE VIII - BY-LAWS

The By-laws of the Association are to be made or approved by the Board of Trustees initially and thereafter may be amended, altered, modified, or rescinded by the action or approval of the members of the Association, except that any such change of the By-laws shall not affect the rights or interests of the Developer of any condominium or the mortgagees of any condominium property or family unit without the written consent of the Developer or the mortgagee, respectively, to the extent such written consent may be required by the Developer or mortgagee. The manner of altering, modifying, amending or rescinding by By-laws shall be provided for in the By-laws.

ARTICLE IX - AMENDMENTS TO THESE ARTICLES

Section 1. Amendments to these Articles of Incorporation shall be proposed by a resolution adopted by a two-thirds (2/3) vote of the Board of Trustees. The resolution shall then be presented to the membership of the Association. A two-thirds (2/3) vote of the certificates of membership cast at a duly called meeting shall be necessary to amend the Articles of Incorporation.

Section 2. No amendment shall make any change in the qualifications for membership without approval in writing of all members and the joinder of all record holders of mortgages upon any condominium property or upon property held by the Association. No amendment shall be made that is in conflict with the Condominium Act of the declaration of condominium of any condominium governed by this Association.

ARTICLE X - VOTING

Section 1. Each member in good standing shall be entitled to one vote, provided that any family unit owned by more than one person or by a corporation, partnership, or trust shall be entitled to only one vote, to be cast by a designee of the holder or holders. If the designation is not filed with the secretary prior to the commencement of the meeting in which the vote may be exercised, the member shall not be allowed to vote. The designation may be drawn to apply to a specific meeting or to any and all meetings until revoked by the member.

Section 2. Votes may be cast either in person, by proxy or by a voting trustee or trustees, each of whom may but need not be an officer or trustee of the Association, or affiliated with a developer. All proxies and voting trust agreements must be in writing and filed with the secretary

at least two days before the time appointed for each meeting. If a proxy or voting trust agreement is applicable to more than one meeting, refiling shall not be required prior to each meeting.

Section 3. At all elections of trustees, each member shall be entitled to as many votes as the number of trustees to be elected. All of the votes of a member may be cast for a single trustee or may be distributed among the number of trustees to be voted for, or any two or more of them, if appropriate, as the person voting the certificate of membership may see fit. This section providing for cumulative voting shall be applicable only where the number of trustees to be elected is more than one.

Section 4. A member shall be deemed to be in "good standing" and "eligible to vote" at any meeting if, and only if, the member shall have fully paid at least two (2) days prior to the date fixed for the meeting, all assessments made or levied against his family unit by the trustees or the declaration, together with all interest, costs, attorneys' fees, and other expenses and penalties, if any, properly chargeable against his family unit.

Section 5. Fifty percent (50%) of the membership shall constitute a quorum.

ARTICLE XI - ADDITIONAL PROVISIONS

Section 1. No officer, trustee or member shall be personally liable for any debt or other obligation of the Association, except as provided in the declaration of condominium naming this Association as the association thereunder.

Section 2. The association shall not be operated for profit. No dividend shall be paid, and no part of the income of the Association shall be distributed to its members, trustees or officers. The Association may pay compensation in a reasonable amount to its members, trustees or officers for services rendered, may confer benefits upon its members in conformity with its purposes, and upon dissolution for final liquidation may make distributions to its members as permitted by the court having jurisdiction thereof, and no such payment, benefit or distribution shall be deemed to be a dividend or distribution of income.

Section 3. Where the context of these Articles permits, the use of the plural shall include the singular and the singular shall include the plural, and the use of any gender shall be deemed to include all genders.

ARTICLE XII - SEVERABILITY

Should any paragraph, sentence, phrase, or portion thereof, of any provision of these Articles or of the By-laws or rules and regulations be held invalid, it shall not affect the validity of the remaining parts thereof or of the remaining instruments.

ARTICLE XIII - REGISTERED OFFICE AND AGENT

The registered office of the Association is at 1730 Manasota Beach Road, Englewood, Florida. The registered agent of the Association is James Sikorske.

IN WITNESS WHEREOF, the subscribing incorporators have hereunto set their hands and seals and caused these Articles

of Incorporation to be executed this 7th day of JANUARY, 1977.

James Sikorske (SEAL)

Carol J. Sikorske (SEAL)

[Signature] (SEAL)

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that on this day, before me, the undersigned authority, personally appeared James Sikorske and Carol Sikorske, to me well known and known to me to be the persons described in and who executed the foregoing Articles of Incorporation, and acknowledged to me that they executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal at Tampa, Florida, this 7th day of JANUARY, 1977.

[Signature]
Notary Public, State of Florida
at Large

My Commissions expires: JAN 15 1977

STATE OF ILLINOIS
COUNTY OF DuPage

I hereby certify that on this day, before me, the undersigned authority, personally appeared ARTHUR KINEY, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation, and acknowledged to me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

Witness my hand and official seal at

Springdale, Illinois, this 21st day of February,
1977.

Barbara Ray
Notary Public, State of
at Large

My Commission expires:
My Commission Expires September 13, 1980

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

James Sikorske hereby accepts his designation herein
as registered agent for the Association.

James Sikorske
James Sikorske