

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of KENWOOD GLEN I OF ST. ANDREWS EAST ASSOCIATION, INC., a Florida corporation, filed on May 27, 2014, as shown by the records of this office.

I further certify the document was electronically received under FAX audit number H14000123560. This certificate is issued in accordance with section 15.16, Florida Statutes, and authenticated by the code noted below

The document number of this corporation is N14000005014.

Authentication Code: 514A00011485-052814-N14000005014-1/1

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
Twenty-ninth day of May, 2014



Ken Detzler
Ken Detzler
Secretary of State

ARTICLES OF INCORPORATION
of
KENWOOD GLEN I OF ST. ANDREWS EAST ASSOCIATION, INC.
(a Florida Corporation Not for Profit)

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation not for profit under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation not for profit.

ARTICLE I.
NAME OF CORPORATION

The name of this corporation shall be KENWOOD GLEN I OF ST. ANDREWS EAST ASSOCIATION, INC., hereinafter referred to as the Association. The principal office and mailing address shall be 720 Shamrock Boulevard, Venice, FL 34293.

ARTICLE II.
GENERAL NATURE OF BUSINESS

The general nature of the business to be conducted by the Association shall be the operation and management of the affairs and property of the condominium known as KENWOOD GLEN I OF ST. ANDREWS EAST AT THE PLANTATION located on Staveley Court and Bamsley Drive in Sarasota County, Florida, and to perform all acts provided in the Declaration of Condominium of said condominium and in the Florida Condominium Act, Chapter 718, Florida Statutes.

ARTICLE III.
POWERS

The Association shall have all of the condominium law and statutory powers of a corporation not for profit and all of the powers and duties set forth in the Florida Condominium Act and the Declaration of Condominium of said condominium. The Association may enter into lease agreements and may acquire and enter into agreements acquiring leasehold, membership and other possessory or use interests for terms up to and including 99 years (whether or not such interests relate to property contiguous to the lands of a condominium operated by the Association) intended to provide for the enjoyment, recreation, or other use or benefit of the Association members, including but not limited to the lease of recreation areas and facilities. The Association shall be authorized to and charged with the responsibility to operate and maintain the common elements, including the stormwater management system and facilities, including detention and retention areas, littoral areas, flow control structures, culverts and related appurtenances.

ARTICLE IV.
MEMBERS

All persons owning a vested present interest in the fee title to a condominium unit in KENWOOD GLEN I OF ST. ANDREWS EAST AT THE PLANTATION, a condominium, or in any other condominium operated by the Association, which interest is evidenced by a duly recorded proper instrument in the Public Records of Sarasota County, Florida, shall be members. Membership shall terminate automatically and immediately as a member's vested

interest in the fee title terminates, except that upon the termination of a condominium operated by the Association, the membership of a unit owner who conveys his unit to the trustee as provided in the applicable declaration of condominium shall continue until the trustee makes a final distribution of such unit's share of the funds collected and held by the trustee. In the event a unit is owned by a legal entity other than a natural person, the officer, director, or other official so designated by such legal entity shall exercise its membership rights.

After the Association approves of a conveyance of a condominium unit as provided in the applicable declaration of condominium, the change of membership in the Association shall be evidenced in the Association records by delivery to the Association of a copy of the recorded deed or other instrument of conveyance.

Prior to the recording of the Declaration of Condominium of KENWOOD GLEN I OF ST. ANDREWS EAST AT THE PLANTATION, the subscribers hereto shall constitute the members of the Association and shall each be entitled to one vote.

ARTICLE V.
VOTING RIGHTS

Each condominium unit shall be entitled to one vote at Association meetings, notwithstanding that the same owner may own more than one unit or that units may be joined together and occupied by one owner.

ARTICLE VI.
INCOME DISTRIBUTION

No part of the income of the Association shall be distributable to its members, except as compensation for services rendered.

ARTICLE VII.
EXISTENCE

The Association shall exist perpetually unless dissolved according to law.

ARTICLE VIII.
REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the Association shall be at 720 Shamrock Boulevard, Venice, FL 34293, and the registered agent at such address shall be Stephen E. Lattmann until such time as another registered agent is appointed by resolution of the board of directors.

ARTICLE IX.
NUMBER OF DIRECTORS

The business of the Association shall be conducted by a board of directors. The initial board of directors shall consist of three (3) persons. Thereafter the number of directors shall be determined by resolution of the membership of the Association, but shall not be less than three (3) persons.

ARTICLE X.
FIRST BOARD OF DIRECTORS AND OFFICERS

The names and post office addresses of the members of the first board of directors and officers are as follows:

<u>Name</u>	<u>Address</u>
Stephen E. Lattmann President and Director	720 Shamrock Boulevard Venice, FL 34293
Debbie Connelly Secretary, Treasurer and Director	720 Shamrock Boulevard Venice, FL 34293
Richard Brady Vice President and Director	315 Pine Glen Way Englewood, FL 34223

The method of election of directors of the Association shall be in a manner as set forth in the Bylaws and subsequent officers shall be elected at the annual meeting by the board of directors.

ARTICLE XI.
INDEMNIFICATION OF OFFICERS AND DIRECTORS

All officers and directors shall be indemnified by the Association against all expenses, liabilities, and attorney's fees (including attorney's fees for appellate proceedings) reasonably incurred in connection with any proceeding or settlement thereof in which they may become involved by reason of holding such office. In no event, however, shall any officer or director be indemnified for his own willful misconduct or knowing violation of the provisions of the Florida Condominium Act. The Association may purchase and maintain insurance on behalf of all officers and directors against any liability asserted against them or incurred by them in their capacity as officers and directors or arising out of their status as such.

ARTICLE XII.
RIGHTS OF DEVELOPER

SAP NORTH DEVELOPMENT I, INC., a Florida corporation, which is the developer of KENWOOD GLEN I OF ST. ANDREWS EAST AT THE PLANTATION, a condominium, and which is referred to herein as the Developer, shall have the right to appoint all of the directors of the Association (which directors need not be unit owners), subject to the following:

A. When 15 percent or more of the units in a condominium that will be operated ultimately by the Association are conveyed to owners other than the Developer, such unit owners shall be entitled to elect not less than one-third of the directors.

B. Unit owners other than the Developer are entitled to elect not less than a majority of the Board of Directors upon the first of the following to occur: (i) within three (3) years after fifty percent (50%) of the units that will be operated ultimately by the Association have been conveyed to purchasers; or within three (3) months after ninety percent (90%) of the units that will be operated ultimately by the Association have been

conveyed to purchasers; (ii) when all the units that will be operated ultimately by the Association have been completed, some of them have been conveyed to purchasers, and none of the others are being offered for sale by the Developer in the ordinary course of business; (iii) when some of the units have been conveyed to purchasers and none of the others are being constructed or offered for sale by the Developer in the ordinary course of business; (iv) when the Developer files a petition seeking protection in bankruptcy; (v) when a receiver for the Developer is appointed by a circuit court and is not discharged within thirty days after such appointment, unless the court determines within thirty days after appointment of the receiver that transfer of control would be detrimental to the Association or its members; or (vi) seven years after recording of the Declaration of Condominium; or, in the case of an Association that may ultimately operate more than one condominium, seven years after recordation of the Declaration for the first condominium it operates; or, in the case of an Association operating a phase condominium created pursuant to Section 718.403, Florida Statutes, seven years after recordation of the Declaration creating the initial phase, whichever occurs first.

Any director appointed by the Developer may be removed and replaced by the Developer at any time, subject only to the foregoing rights of the unit owners.

ARTICLE XIII.
BYLAWS

The first bylaws of the Association shall be adopted by the board of directors and may be altered, amended or rescinded in the manner provided in such bylaws by majority vote of the voting rights of the members.

ARTICLE XIV.
SUBSCRIBERS

The name and street address of the subscriber to these Articles of Incorporation is as follows:

SAP North Development I, Inc.

720 Shamrock Boulevard
Venice, FL 34293

ARTICLE XV.
AMENDMENTS

The Association reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation by a simple majority vote of all voting rights of all members of the Association; provided, however, as long as the Developer holds for sale in the ordinary course of business units in any condominium operated by the Association, no amendment which might adversely affect the sale of units shall be effective without the written consent of the Developer.

ARTICLE XVI.
THE FLORIDA CONDOMINIUM ACT

In the event of a conflict between the provisions of these Articles of Incorporation and the Florida Condominium Act, the terms and provisions of the Florida Condominium Act shall control and, to that extent, are incorporated by reference herein. As used in this Article XVII, the

"Florida Condominium Act" shall mean the provisions of Chapter 718, Florida Statutes, in effect as of the date on which these Articles of Incorporation are filed by the Florida Secretary of State.

IN WITNESS WHEREOF, we, the undersigned subscribers to these Articles of Incorporation, have hereunto set our hands and seals this 19th day of May 2014.

SUBSCRIBER AND INCORPORATOR:

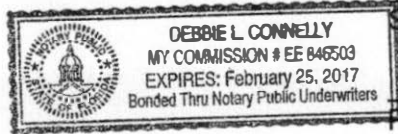
SAP NORTH DEVELOPMENT I, INC.,
a Florida corporation

By: [Signature]
Stephen E. Lattmann
As its: President

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 14th day of May, 2014 by Stephen E. Lattmann, as President of SAP NORTH DEVELOPMENT I, INC., a Florida corporation, who is personally known to me or who has produced _____ as identification and who did not take an oath. If no type of identification is indicated, the above-named person is personally known to me.

[Signature]



Signature of Notary Public

Print Name of Notary Public

(Notary Seal)

I am a Notary Public of the State of Florida,
and my commission expires on _____.

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the designation as registered agent of the foregoing corporation.

[Signature]

STEPHEN E. LATTMANN
REGISTERED AGENT

EXHIBIT 'C'

**BYLAWS
of
KENWOOD GLEN I OF ST. ANDREWS EAST ASSOCIATION, INC.**

A corporation not for profit
existing under the laws
of the State of Florida

I. PRINCIPAL OFFICE

The principal office of the Association shall be located at 720 Shamrock Boulevard, Venice, FL 34293. The address of the principal office may be changed at the discretion of the board of directors.

II. MEMBERSHIP

1. **MEMBERS.** All persons owning a vested present interest in the fee title to a condominium unit in KENWOOD GLEN I OF ST. ANDREWS EAST AT THE PLANTATION, a condominium, which interest is evidenced by a duly recorded proper instrument in the Public Records of Sarasota County, Florida, shall automatically be members of this Association; their membership shall automatically terminate as their vested interest in the fee title terminates. Such membership may, at the discretion of the board of directors, be evidenced by the issuance of a membership certificate which shall be deemed automatically canceled when the membership it evidences is terminated as provided herein.

2. **VOTING RIGHTS.** Each condominium unit shall be entitled to one vote at Association meetings and shall have such voting rights as are provided in the articles of incorporation and the declaration of condominium applicable to such unit. Any vote may be cast in person or by proxy executed in writing and filed with the secretary. If a condominium unit is owned jointly by more than one person or entity, the vote to which the unit is entitled may be cast by any of the joint owners; provided, however, that if more than one of the joint owners cast the vote to which their unit is entitled, said vote shall be apportioned equally among such of the joint owners as cast the vote.

3. **ANNUAL MEETING.** An annual meeting of the members shall be held each year at such time and place as may be designated by the board of directors for the purpose of electing directors and for the transaction of such other business as may come before the meeting. The location of the meeting must be within 45 miles of the condominium.

4. **SPECIAL MEETINGS.** Special meetings may be called by the president or by the board of directors, or by the written request of at least 10 percent of the voting rights of the members, for any purpose and at any time.

5. **NOTICES.** Notice of any meeting of members shall be posted in a conspicuous place on the condominium property and shall be mailed or delivered by an officer of the Association at least 14 days before such meeting to each member at his address as shown in the Association records. The notice shall be posted in a conspicuous place on the condominium property at least fourteen continuous days preceding the annual meeting, and which notice shall incorporate an identification of agenda items. Members may waive such

notice and may act by written agreement without meetings, except in those instances where (i) the Association action to be taken or purpose to be served cannot be accomplished without an actual meeting, or (ii) the waiver would be prohibited by applicable law. An officer of the Association, or the manager or other person providing notice of the meeting of directors or of the members, shall provide an affidavit or United States Postal Service certificate of mailing, to be included in the official records of the Association affirming that the notice of meeting was mailed or hand delivered, in accordance with this provision, to each unit owner at the address last furnished to the Association.

6. **QUORUM.** Thirty percent of the voting rights represented in person or by proxy shall constitute a quorum, and if a quorum is not present, a majority of the voting rights present may adjourn the meeting from time to time. A simple majority of all voting rights present in person or otherwise represented shall decide any question brought before the meeting, except when otherwise required by the Florida Condominium Act, the declaration of condominium, the articles of incorporation, or these bylaws.

III. BOARD OF DIRECTORS

1. **POWERS.** The board of directors shall have all powers necessary to manage the affairs of the Association and to discharge its rights, duties, and responsibilities as provided in the Florida Condominium Act, the declaration of condominium, the articles of incorporation, and these bylaws. The board on behalf of the Association shall have the power to levy fines in accordance with the provisions of Section 718.303(3).

2. **NUMBER.** The number of directors shall be determined by resolution of the membership from time to time, but in no event shall be less than three directors.

3. **QUALIFICATION.** Each director shall be a member of the Association or a person exercising the rights of an owner who is not a natural person, except that any director appointed by the Developer need not be a member of the Association. All directors shall act without compensation unless otherwise provided by resolution of the membership of the Association.

4. **ELECTION AND TERM.** The term of each director shall be one year. All directors shall serve until their respective successors shall have been duly elected and qualified, or until their earlier resignation or removal. Board member elections shall be conducted pursuant to Section 718.112(2)(d)2 and Rule 61B-23.0021, FAC.

5. **REGULAR MEETINGS.** An annual meeting of the board of directors shall be held immediately after, and at the same place as, the annual meeting of the membership. Additional regular meetings may be held as provided by resolution of the board.

6. **SPECIAL MEETINGS.** Special meetings of the board may be called by the president or a majority of the directors for any purpose and at any time or place.

7. **NOTICES.** Notice of any meeting of the board, except an emergency meeting, shall be mailed or delivered to each director at his address shown in the Association records at least five days before such meeting, unless notice is waived by such director. Notices of special meetings shall state the purpose thereof. Notice of any meeting of the board, except an emergency meeting, shall be posted conspicuously on the condominium property at least 48 continuous hours in advance of the meeting. Any item not included on the notice may be taken

up on an emergency basis by at least a majority plus one of the members of the Board. Such emergency action shall be noticed and ratified at the next regular meeting of the Board. All meetings of the board shall be open to the members. However, written notice of any meeting at which non-emergency special assessments, or at which amendments to rules regarding unit use, will be considered, shall be mailed or delivered to unit owners and posted conspicuously on the condominium property at least fourteen (14) days prior to the meeting. Upon notice to unit owners, the board shall designate a specific location on the condominium property or association property upon which notices of board meetings and unit owners meetings can be posted.

8. **QUORUM.** A majority of directors shall constitute a quorum. If a quorum is not present, a majority of those present may adjourn the meeting from time to time. The vote of a majority of directors present shall decide any matter before the board, except as may be otherwise required by the articles of incorporation, these bylaws, or the declaration of condominium.

9. **REMOVAL.** Any director appointed by the Developer may be removed by the Developer at any time by giving written notice to the board of directors, and the vacancy created by such removal shall be filled by appointment by the Developer. The removal of any director elected by the members shall be subject to the provisions of Section 718.112(2)(j).

IV. OFFICERS

1. **NUMBER.** The officers shall be a president, a vice president, a secretary, and a treasurer, each of whom shall be elected by the board of directors. Such assistant officers as may be deemed necessary may be elected by the board of directors. The officers need not be members of the Association. All officers shall act without compensation unless otherwise provided by resolution of the membership.

2. **ELECTION AND TERM.** Each officer shall be elected annually by the board of directors at the first meeting of directors following the annual meeting of members and shall hold office until his successor shall have been elected and duly qualified, or until his earlier resignation or removal.

3. **PRESIDENT.** The president shall be the principal executive officer of the Association and shall supervise all of the affairs of the Association. He shall preside at all meetings of members and directors. He shall sign all agreements and recordable instruments on behalf of the Association, unless otherwise provided by resolution of the board of directors.

4. **VICE PRESIDENT.** In the absence of the president, the vice president shall perform the duties of the president, and when so acting, shall have all the powers and responsibilities of the president. The vice president shall also perform such duties as may be designated by the board of directors.

5. **SECRETARY.** The secretary may attest to any agreement or recordable instrument on behalf of the Association, but such attestation shall not be required. The secretary shall record the minutes of meetings of members and directors. The secretary shall have the primary responsibility, but not the exclusive right, to give notices required by these bylaws. He shall have custody of and maintain the records of the Association, other than those maintained by the treasurer. The board of directors may elect an assistant secretary, who shall perform the duties of the secretary when the secretary is absent.

6. **TREASURER.** The treasurer shall have custody of all funds of the Association, shall deposit the same in such depositories as may be selected by the board of directors, shall disburse the same, and shall maintain the Association's financial records, which shall be available for inspection by any member during business hours on any weekday. At the discretion of the board of directors, the functions of the treasurer may be delegated to and performed by a managing agent or financial institution located in Sarasota County.

7. **FIDELITY BONDS.** All officers, directors and other persons who control or disburse funds of the Association shall be bonded by a surety company selected by the board in an amount determined by the board to be sufficient to insure the proper handling of all cash funds and other corporate assets (but not less than required by Chapter 718 Florida Statutes). The cost of such bond shall be paid by the Association.

8. **REMOVAL.** Any officer may be removed by a majority vote of the board of directors present at any meeting of the board, and the vacancy thereby created shall be filled by an election by the board of directors.

V. MANAGER AND EMPLOYEES

The board of directors may employ the services of a manager and other employees and agents as they shall determine appropriate to manage, operate, and care for the condominium property, with such powers and duties and at such compensation as the board may deem appropriate and provide by resolution from time to time. Such manager, employees, and agents shall serve at the pleasure of the board.

VI. CONTRACTS AND FINANCES

1. **CONTRACTS.** In addition to the authority granted herein to the president and vice president, the board of directors may authorize any officer or agent to execute and deliver any contract or other instrument on behalf of the Association.

2. **LOANS.** No loans shall be contracted on behalf of the Association and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the board of directors. The board may authorize a lien to be placed upon any property owned by the Association and the pledge and assignment of proceeds of any regular or special assessment of the Association as security for the repayment of any loan.

3. **CHECKS AND NOTES.** All checks, drafts, and other orders for payment of money issued in the name of the Association shall be signed by the treasurer or such officers or agents of the Association as shall from time to time be authorized by resolution of the board of directors. All promissory notes or other evidences of indebtedness of the Association shall be signed by the president or vice president.

4. **DEPOSITS.** All funds of the Association shall be deposited to the credit of the Association in such banks, savings and loan associations, or other depositories as the board of directors may select from time to time.

5. **FISCAL YEAR.** Unless otherwise established by resolution of the board of directors, the fiscal year of the Association shall be a calendar year.

VII. VACANCIES

When there is a vacancy on the board of directors occurring at a time when both the developer and the unit owners other than the developer are entitled to representation on that board, then the vacancy shall be filled as follows:

(a) Directors elected or appointed by unit owners other than a developer shall be subject to recall only by unit owners other than a developer. Voting interests owned or controlled by a developer shall not vote in such recall. For purposes of establishing a quorum, only units owned by unit owners other than a developer shall be counted.

(b) Directors elected or appointed by developer shall be subject to recall by only that developer. Voting interests owned or controlled by unit owners other than that developer shall not vote in such recall. For purposes of establishing a quorum, only units owned by that developer shall be counted.

(c) Subject to the entitlement to representation provisions of Section 718.301, Florida Statutes, only the developer may vote to fill a vacancy on the board previously occupied by a board member elected or appointed by that developer, in which case a quorum for that purpose shall consist of a majority of units owned by the developer. Only unit owners other than a developer may vote to fill a vacancy on the board previously occupied by a board member elected or appointed by unit owners other than the developer, in which case a quorum for purposes of that vote shall consist of a majority of unit owners other than the developer.

VIII. AMENDMENTS TO BYLAWS

These bylaws may be altered or repealed by new bylaws adopted by majority vote of the voting rights at the annual meeting or at any special meeting of the members. No modification of or amendment to the bylaws shall be valid unless set forth in or attached to a duly recorded amendment to the declaration of condominium.

IX. REGULATIONS

The board of directors may from time to time adopt such uniform administrative rules and regulations governing and restricting the use and maintenance of the condominium units and common elements and other property owned or operated by the Association as may be deemed necessary and appropriate to prevent unreasonable interference with the use thereof and to assure the enjoyment thereof by the unit owners. Such rules and regulations shall not be inconsistent with the Florida Condominium Act, the declaration of condominium, the articles of incorporation, or these bylaws. A copy of such rules and regulations shall be available at the office of the condominium and shall be distributed to each unit owner, although the failure to furnish a copy thereof in any instance shall not affect the enforceability of any such rule or regulation.

X. SEAL

The board of directors shall provide a corporate seal, circular in form, showing the corporate name, the year and state of incorporation, and the words "corporation not for profit."

XI. COLLECTION OF ASSESSMENTS

Assessments for the payment of common expenses shall be levied annually by the board of directors in the manner provided in the declaration of condominium. Assessments shall be payable in advance to the Association on the first day of the first, fourth, seventh and tenth months of each fiscal year. The board of directors is authorized to establish and levy non-equal quarterly installments of the annual assessment if necessary or desirable in the opinion of the board to accommodate or facilitate Association payment and billing requirements. This could apply to matters involving annual payment items, including but not limited to insurance, which requires that an annual bill be paid in advance. Special assessments may be levied by the board of directors in the manner provided in the declaration of condominium or the Florida Condominium Act.

XII. ARBITRATION

In the event of a dispute (as defined in Section 718.1255) arising from the operation of the condominium among units owners, the Association, and their agents or assigns, prior to the institution of court litigation, the parties to the dispute shall petition the Division of Florida Condominiums, Timeshares, and Mobile Homes for non-binding arbitration.

XIII. THE FLORIDA CONDOMINIUM ACT

In the event of a conflict between the provisions of these bylaws and the Florida Condominium Act, Chapter 718, Florida Statutes, or in the event the Florida Condominium Act sets forth mandatory bylaws provisions that are not expressly contained herein, the terms and provisions of the Florida Condominium Act shall control and, to that extent, are incorporated by reference herein.

WMS-2150981