

**NO200 0006842**

Lainie Van Winkle  
Laurie B. Sams  
Jean Lexton

LAW OFFICES OF  
**Van Winkle & Sams, P.A.**  
2815 PROCTOR ROAD  
SARASOTA, FL 34231

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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August 28, 2002

Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314

300007558163--4  
-09/06/02--01010--003  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Fruitville Office Park Condominium Association, Inc..

Dear Sirs:

Enclosed please find the fully executed Articles of Incorporation, along with one copy for conforming, in connection with the aforementioned corporation for filing. A check in the amount of \$70.00 has been included for the state's filing fee.

Once the Articles have been filed, please return the conformed copy to our office in the self-addressed, stamped envelope provided.

Should you have any questions or comments, please do not hesitate to contact our office.

Sincerely yours,



Jennifer Griner  
Legal Secretary

/jg  
Enclosures

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION FOR  
FRUITVILLE OFFICE PARK  
CONDOMINIUM ASSOCIATION, INC.**

The undersigned Subscribers by these Articles associate themselves for the purpose of forming a corporation not for profit pursuant to the laws of the State of Florida, and hereby adopt the following Articles of Incorporation:

**ARTICLE 1**  
**NAME**

The name of the corporation shall be FRUITVILLE OFFICE PARK CONDOMINIUM ASSOCIATION, INC.. For convenience, the corporation shall be referred to in this instrument as the "Association", these Articles of Incorporation as the "Articles", and the Bylaws of the Association as the "Bylaws".

**ARTICLE 2**  
**PURPOSE**

The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act (the "Act") for the operation of that certain condominium located in Sarasota County, Florida, and known as FRUITVILLE OFFICE PARK, A CONDOMINIUM (the "Condominium").

**ARTICLE 3**  
**DEFINITIONS**

The terms used in these Articles shall have the same definitions and meaning as those set forth in the Declaration of the Condominium, unless herein provided to the contrary, or unless the context otherwise requires.

**ARTICLE 4**  
**POWERS OF THE ASSOCIATION**

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

4.1 **General**. 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 said condominium act and the Declaration of Condominium from time to time.

4.2 **Lease Agreements**. The Association may enter into lease agreements and may acquire and enter into agreements acquiring leaseholds, memberships and other possessory or use interests for terms up to an including 99 years, whether or not contiguous to the lands of the condominium, intended to provide for the enjoyment, or other use or benefit of the members.

4.3 **Condominium property**. All funds and the titles of all properties acquired by the Association and their proceeds shall be held for the benefit and use of the members in accordance with the provisions of the Declaration, these Articles, and the Bylaws.

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

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

ARTICLE 5  
MEMBERS

5.1 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.

5.2 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.

5.3 Voting. On all matters upon which the membership shall be entitled to vote, there shall be only one vote for each of the 12 units, which vote shall be exercised or cast in the manner provided by the Declaration and Bylaws. Any person or entity owning more than one unit shall be entitled to one vote for each unit owned.

5.4 Meeting. The Bylaws shall provide for an annual meeting of members, and may make provision for regular and special meetings of members other than the annual meeting.

ARTICLE 6  
TERM OF EXISTENCE

The Association shall have perpetual existence unless dissolved according to law.

ARTICLE 7  
SUBSCRIBERS

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

E. Larry Sewell	766 A Hudson Ave., Sarasota, FL 34236
Charles H. Wilson	1945 17th Street, Sarasota, FL 34234

ARTICLE 8  
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 of the Association 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 Bylaws may provide for the removal from office of officers, for filling vacancies, and for the duties of the officers. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

President:	E. Larry Sewell, 766 A Hudson Ave., Sarasota, FL 34236
Vice-President and Assistant Secretary:	Charles H. Wilson, 1945 17th Street, Sarasota, FL 34234
Secretary:	S. William Moore, 100 Wallace Ave., Suite 310, Sarasota, FL 34236
Treasurer:	Michael W. Hawkins, 330 S. Pineapple Ave., Sarasota, FL 34236

ARTICLE 9  
DIRECTORS

9.1 Number and Qualification. The property, business and affairs of the Association shall be

managed by a board consisting of the number of directors determined by the Bylaws, but which, shall consist of not less than six (6) directors. Except for directors appointed by the Developer, all directors must be either members of the Association or owners of a unit in the condominium.

9.2 Duties and Powers. All of the duties and powers of the Association existing under the Act, the Declaration, these Articles and the 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.

9.3 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.

9.4 Term of Developer's Directors. The Developer of the condominium shall appoint the members of the first Board of Directors who shall hold office for the periods described in the Bylaws.

9.5 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 are as follows:

<u>NAME</u>	<u>ADDRESSES</u>
E. LARRY SEWELL	766 A Hudson Street Sarasota, FL 34236
CHARLES WILSON	1945 17th Street Sarasota, FL 34234
S. WILLIAM MOORE	100 Wallace Ave., Suite 310 Sarasota, FL 34237
ROY A. YAHRAUS	4057 Redbird Circle Sarasota, FL 34231
FRANK STRELEC	200 S. Orange Ave. Sarasota, FL 34236
MICHAEL W. HAWKINS	330 S. Pineapple Ave. Sarasota, FL 34236

#### ARTICLE 10 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 contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Association) by reason of the fact that he is or was a director, employee, officer or agent of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believes to be in or not opposed to the best interests of the Association.

#### ARTICLE 11 BY-LAWS

The Association's Bylaws initially will be adopted by the Board of Directors. Thereafter, the Bylaws may be amended or rescinded by a vote of two thirds (2/3) of a quorum of the members present at

any regular or special meeting duly called and convened.

ARTICLE 12  
AMENDMENTS

12.1 Adoption of Amendments. Amendments to these Articles may be proposed and adopted from time to time in the manner provided by the laws of the State of Florida, except that each such amendment must have the approval of two thirds (2/3) of a quorum of the members.

12.2 Recording. A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of the applicable Florida Statutes, and a copy certified by the Secretary of State shall be recorded in the Public Records of Sarasota County, Florida.

ARTICLE 13  
ARTICLE VII - MAILING and CORPORATE ADDRESS

The principal address for the corporation is: 766 A Hudson Street, Sarasota, FL 34236

The mailing address for the corporation is: 766 A Hudson Street, Sarasota, FL 34236

ARTICLE 14  
TERM

The term of the Association shall be perpetual.

ARTICLE 15  
INITIAL REGISTERED OFFICE ADDRESS  
AND NAME OF REGISTERED AGENT

The initial registered office of this corporation shall be at 2815 Proctor Road, Sarasota, FL 34231 with the privilege of having its office at other places within or without the State of Florida. The initial Registered Agent at that address shall be Mary E. Van Winkle.

IN WITNESS WHEREOF, the subscribers have affixed their signatures this 26<sup>th</sup> day of August, 2002.

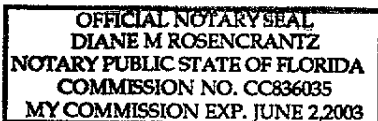
E. L. Sewell  
E. LARRY SEWELL  
Charles H. Wilson  
CHARLES H. WILSON

State of Florida  
County of Sarasota

The foregoing instrument was acknowledged before me this 26<sup>th</sup> day of August, 2002 by E. LARRY SEWELL and CHARLES H. WILSON who are personally known X or     who produced driver's licenses as identification.

My Commission Expires:

Diane M. Rosencrantz  
Notary Public - State of Florida



**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for FRUITVILLE OFFICE PARK CONDOMINIUM ASSOCIATION, INC., at the place designated in the Articles of Incorporation, MARY E. VAN WINKLE, agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open such office.

Date: August 27, 2002

Mary E. Van Winkle  
Mary E. Van Winkle

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TALLAHASSEE, FLORIDA  
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