

Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850) 521-1000
Fax Number : (850) 521-1030

FLORIDA NON-PROFIT CORPORATION

ROSEMARY PARK CONDOMINIUM ASSOCIATION, INC.

Certificate of Status	0
Certified Copy	1
Page Count	7
Estimated Charge	\$78.75

RESUBMIT

Please give original
submission date as file date.



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

March 13, 2003

CORPORATION SERVICE COMPANY

SUBJECT: ROSEMARY PARK CONDOMINIUM ASSOCIATION, INC.
REF: W03000007218

We have received your document for ROSEMARY PARK CONDOMINIUM ASSOCIATION, INC.. However, the document has not been filed and is being returned for the following:

The registered agent and street address must be consistent wherever it appears in your document.

If you have any further questions concerning your document, please call (850) 245-6934.

Loria Poole
Corporate Specialist
New Filings Section

FAX Aud. #: H03000078339
Letter Number: 903A00015727

RESUBMIT

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03/12/2003 08:05 FAX 9413686364

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CLERK OF THE COURT
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

ROSEMARY PARK CONDOMINIUM ASSOCIATION, INC.

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 ROSEMARY PARK CONDOMINIUM ASSOCIATION, INC., hereinafter referred to as the Association.

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 Rosemary Park, a Condominium, located in the County of Sarasota, Florida, and to perform all acts provided in the Declaration of Condominium of such Condominium and the 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 said Condominium Act, the Declaration of Condominium of Rosemary Park, a Condominium, as amended from time to time, and the Bylaws of the Association provided said powers and duties are not inconsistent with the Condominium Act. 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 and including 99 years, whether or not contiguous to the lands of the condominium, intended to provide for the enjoyment, recreation or other use or benefit of the members; including but not limited to lease of recreation areas and facilities.

ARTICLE IV
MEMBERS

All persons owning a vested present interest in the fee title to any of the condominium units of Rosemary Park, a Condominium, shall be members. Membership shall terminate automatically and immediately as a member's vested interest in the fee title terminates, except that upon termination of the entire condominium project, the membership shall consist of those who were members at the time of such conveyance of the respective units to the trustee as provided in said Declaration of Condominium. 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 said Declaration of Condominium, the change of membership in the Association shall be evidenced in the Association records by delivery to the Secretary of a certified copy of a deed or other instrument of conveyance.

Prior to the recording of said Declaration of Condominium in the public records of said county, the subscribers hereto shall remain the members of the Association and shall each be entitled to one vote.

ARTICLE V
VOTING INTERESTS

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. In the event of a joint ownership of a condominium unit, the vote to which that unit is entitled shall be exercised in the manner provided for in the Bylaws.

ARTICLE VI

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INCOME DISTRIBUTION

No part of the income of this corporation shall be distributed to its members, except as compensation for services rendered.

ARTICLE VII
EXISTENCE

This corporation shall exist perpetually unless dissolved according to law.

ARTICLE VIII
REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the corporation shall be c/o Andrew K. Fritsch, 2033 Main Street, Suite 600, Sarasota, FL 34237, and the registered agent at such address shall be Andrew K. Fritsch.

ARTICLE IX
NUMBER OF DIRECTORS

The business of the corporation shall be conducted by a Board of Directors which shall consist of not less than three (3) nor more than nine (9) persons, as shall be designated by the Bylaws.

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, all of whom shall hold office until their successors are duly elected and qualified, are as follows:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Rudy J. Vazmina	President & Director	c/o 1300 Blvd. of the Arts Sarasota, Florida 34236
Joseph D. Hudgins	Treasurer & Director	c/o 1300 Blvd. of the Arts Sarasota, Florida 34236
Peggy Roberts	Vice President & Director	c/o 1300 Blvd. of the Arts Sarasota, Florida 34236

ARTICLE XI
INDEMNIFICATION OF OFFICERS AND DIRECTORS

All officers and Directors shall be indemnified by the Association against all expenses and liabilities, including counsel fees (including 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

The Developer of Rosemary Park, a Condominium, is the Housing Authority of the City of Sarasota (hereinafter the "Developer"). When unit owners other than the Developer own 15 percent or more of the units in a condominium that will be operated ultimately by an association, the unit owners other than the Developer shall be entitled to elect no less than one-third of the members of the Board of Administration of the Association. Unit owners other than the Developer are entitled to elect not less than a majority of the members of the Board of Administration of the Association:

- (a) Three years after 50 percent of the units that will be operated ultimately by the Association have been conveyed to purchasers;
- (b) Three months after 90 percent of the units that will be operated ultimately by the Association have been conveyed to purchasers;

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(c) 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;

(d) 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; or

(e) Seven years after recordation of the declaration of condominium; or, in the case of an association which may ultimately operate more than one condominium, 7 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 s. 718.403, 7 years after recordation of the declaration creating the initial phase,

whichever occurs first. The Developer is entitled to elect at least one member of the board of administration of an association as long as the developer holds for sale in the ordinary course of business at least 5 percent, in condominiums with fewer than 500 units, and 2 percent, in condominiums with more than 500 units, of the units in a condominium operated by the Association. Following the time the developer relinquishes control of the association, the developer may exercise the right to vote any developer-owned units in the same manner as any other unit owner except for purposes of reacquiring control of the Association or selecting the majority members of the board of administration.

The foregoing requirements shall not affect the Developer's rights, as a Unit owner, to exercise the votes allocated to Units which it owns.

Notwithstanding the foregoing, the Developer may terminate such right of control at any time by relinquishing and waiving such right in writing and turning over control of the Board of Directors and the Association to the Unit Owners, who shall accept such turnover.

Notwithstanding any provision contained herein to the contrary, during the period Developer is in control of the Association, the Directors shall exercise all rights which would otherwise be exercisable by the members.

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 by the Bylaws.

ARTICLE XIV SUBSCRIBERS

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

ARTICLE XV AMENDMENTS

The corporation 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 corporation and all rights conferred upon the members herein are granted subject to this reservation.

Subscribers (Incorporators)

13.1 Name and Address. The name and address of the subscriber (incorporator) of these Articles of Incorporation is as follows:

NAME

Andrew K. Fritsch

ADDRESS

Icard, Merrill, Cullis, Timm,
Faren & Ginsburg, P.A.
2033 Main Street, Suite 600
Sarasota, FL 34237

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IN WITNESS WHEREOF, the subscriber (incorporator) has hereto affixed his signature on
this 10th day of March, 2003.

AK Fritsch
ANDREW K. FRITSCH

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 10th day of March, 2003, by ANDREW
K. FRITSCH. He is personally known to me or has produced _____ as identification.

Type Name: Cathy A. Burke
Notary Public:
My Commission Expires:



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CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR SERVICE
OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVEDCLERK OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 44.091, Florida Statutes, the following is submitted in compliance with said Act:

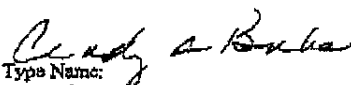
THAT ROSEMARY PARK CONDOMINIUM ASSOCIATION, INC., desiring to organize under the laws of the State of Florida, with its principal offices at Icard, Merrill, Cullis, Timm, Furen & Ginsburg, P.A., 2033 Main Street, Suite 600, Sarasota, FL 34237, has named ANDREW K. FRITSCH, whose office is located at Icard, Merrill, Cullis, Timm, Furen & Ginsburg, P.A., 2033 Main Street, Suite 600, Sarasota, FL 34237, as its agent to accept service of Process within the State.

ACKNOWLEDGMENT

Having been so named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

Dated: March 10, 2003.
ANDREW K. FRITSCHSTATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 10th day of March, 2003, by Andrew K. Fritsch, who is personally known to me or who has produced _____ as identification


Type Name:
Notary Public:
My Commission Expires:

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