

N04000002912

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

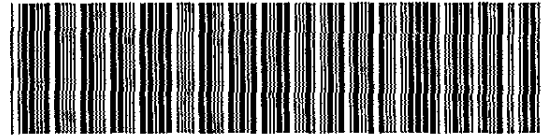
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



600030463196

03/17/04--01047--010 **78.75

js

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
04 MAR 17 AM 11:55

LAW OFFICES

BECKER & POLIAKOFF, P.A.

630 South Orange Avenue, 3rd Floor
Sarasota, Florida 34236

Phone: (941) 366-8826 Fax: (941) 952-1481
FL Toll Free: (800) 282-8613

Florida Offices

Administrative Office
4111 Stirling Road
Ft. Lauderdale, FL 33312
U.S. Toll Free: (800) 432-7712
bp@becker-poliakoff.com

Sarasota
Kevin L. Edwards
kedwards@becker-poliakoff.com

March 15, 2004

Boca Raton*

Ft. Myers

Ft. Walton Beach

Hollywood

Jacksonville

Largo

Melbourne*

Miami

Naples

Orlando

Port Charlotte*

Sarasota

Tallahassee

Tampa*

West Palm Beach

* available for consultation
by appointment only

International and Affiliated Offices

Prague,
Czech Republic

Paris, France

Frankfurt, Germany

Beijing,
People's Republic
of China

Bern, Switzerland

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: **Incorporation Certificate**

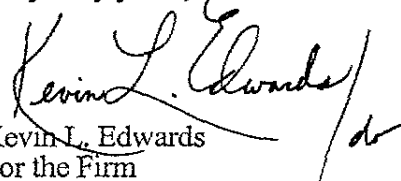
Dear Sir:

Enclosed please find a check made payable to the Department of State for \$78.75 together with the original executed Articles of Incorporation for South Gate Village Green Condominium, Section Ten Association, Inc.

Please file the corporate documents and return a Certificate upon completion. A self-addressed stamped envelope is enclosed for your convenience.


Thank you for your cooperation.

Very truly yours,


Kevin L. Edwards
For the Firm

KLE/do
Enclosure

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
04 MAR 17 AM 11:55

 **CONSULEGIS** LLP
Member of Consulegis,
an International Association
of Law Firms.

NETWORK OF LEADING LAW FIRMS



* Where the name of Law Firm is indicated by Consulegis

**ARTICLES OF INCORPORATION
OF
SOUTH GATE VILLAGE GREEN CONDOMINIUM,
SECTION TEN 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 AND PRINCIPAL ADDRESS**

The name of this corporation shall be SOUTH GATE VILLAGE GREEN CONDOMINIUM, SECTION TEN ASSOCIATION, INC., hereinafter referred to as Association. The principal office of said corporation shall be located at 3248 Village Green Drive, Sarasota, Florida 34239. The Directors of the Association may change the location of the principal office of said Association from time to time.

**ARTICLE II
PURPOSES**

PURPOSES: The purposes of this corporation shall be the operation and management of the affairs and property of the condominium known as SOUTH GATE VILLAGE GREEN CONDOMINIUM, SECTION TEN, located in Sarasota County, Florida, and to perform all acts provided in the Declaration of Condominium and the Florida Condominium Act, Chapter 718, Florida Statutes.

**ARTICLE III
POWERS**

The Association shall have all of the 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, as amended from time to time, except as may be limited or otherwise provided by these Articles.

**ARTICLE IV
MEMBERS**

All persons owning a vested present interest in the fee title to any of the condominium units of the Condominium, 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 termination of the entire condominium project, the membership shall consist of those who were members at the time of each conveyance of the respective units to the Association, or its designee, as provided in said Declaration of Condominium.

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

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
MAR 17 AM 11:55

**ARTICLE V
VOTING RIGHTS**

Each condominium unit shall be entitled to one vote at Association meetings.

**ARTICLE VI
REGISTERED OFFICE AND REGISTERED AGENT**

The registered office of the Association shall be Becker & Poliakoff, P.A., 630 S. Orange Avenue, Sarasota, Florida 34236 and the registered agent at such address will be Kevin L. Edwards, Esq.

**ARTICLE VII
EXISTENCE**

TERM OF EXISTENCE: The term for which this corporation is to exist shall be perpetual, unless dissolved according to law.

**ARTICLE VIII
INCORPORATORS**

NAMES AND RESIDENCES

OF INCORPORATORS: The names and addresses of the subscribers to these Articles are Patricia Frye, President, 3248 Village Green Drive, Sarasota, Florida 34239 and Betty Bentsen, Secretary, 3224 Village Green Drive, Sarasota, Florida 34239.

**ARTICLE IX
DIRECTORS AND OFFICERS**

- (A) The affairs of the Association will be administered by a Board of Directors consisting of the number of Directors determined by the Bylaws, but not less than three (3) Directors, and in the absence of such determination shall consist of three (3) Directors.
- (B) Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.
- (C) The business of the Association shall be conducted by the officers designated in the Bylaws. The officers shall be elected each year by the Board of Directors at its first meeting after the annual meeting of the Members of the Association, and they shall serve at the pleasure of the Board.

**ARTICLE X
BYLAWS**

BY-LAWS: The By-Laws of this corporation may be amended, altered or rescinded in the manner provided in such Bylaws.

ARTICLE XI 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. Amendments to these Articles shall be proposed and adopted in the following manner:

- (A) Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is considered.
- (B) A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by not less than twenty (20%) percent of the voting interest of the Association.
- (C) Except as otherwise required by law, a proposed amendment to these Articles of Incorporation shall be adopted if it is approved by a majority of the voting interests at any annual or special meeting, or by approval in writing by a majority of the voting interests without a meeting, provided that notice of any proposed amendment has been given to the Members of the Association, and that the notice contains the text of the proposed amendment.
- (D) An amendment shall become effective upon filing with the Secretary of State and recording a copy in the Public Records of Sarasota County, Florida.

ARTICLE XII INDEMNIFICATION OF OFFICERS AND DIRECTORS

A. Indemnity. 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 proceedings, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, officer or committee member 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 proceedings, unless (a) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith, nor in a manner he reasonably believed to be in or not opposed to the best interest of the Association, and with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) such court further specifically determines that indemnification should be denied. The termination of any action, suit or proceedings by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful. It is the intent of the membership, by the adoption of this provision, to provide the most comprehensive indemnification possible to their officers, directors and committee members as permitted by Florida law.

B. Expenses. To the extent that a director, officer, or committee member of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Article XII(A) above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.

C. Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceedings upon receipt of an undertaking by or on behalf of the affected director, officer, or committee member to repay

such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Association as authorized in this Article XII, or as otherwise permitted by law.

D. Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of members or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and personal representatives of such person.

E. Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, or committee member against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article. Notwithstanding anything in this Article XII to the contrary, the provisions herein provided for indemnification shall only be applicable to the extent insurance coverage does not apply or is insufficient.

In witness whereof, the undersigned subscribers executed these Articles on the 15th day of MARCH, 2004.

SOUTH GATE VILLAGE GREEN CONDOMINIUM,
SECTION TEN ASSOCIATION, INC.

Shirley M. Wipke
Witness Signature
SHIRLEY M. WIPKE
Printed Name

BY: Patricia Frye
Patricia Frye, President

Priscilla E. Rudolman
Witness Signature
Priscilla E. Rudolman
Printed Name

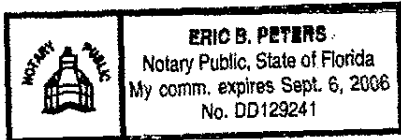
BY: Betty Bentsen
Betty Bentsen, Secretary

Douglas B. Esten
Witness Signature
DOUGLAS B. ESTEN
Printed Name

Darrell M. Woods
Witness Signature
DARRELL M. WOODS
Printed Name

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 15th day of MARCH, 2004 by Patricia Frye, as President and Betty Bentsen, as Secretary of SOUTH GATE VILLAGE GREEN CONDOMINIUM, SECTION TEN ASSOCIATION, INC., a Florida corporation, on behalf of the corporation. They are personally known to me or who have produced Driver License as identification. If no type of identification is indicated, the above-named persons are personally known to me.

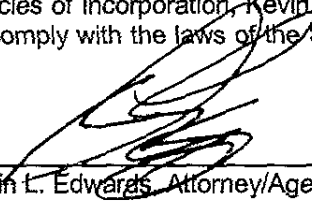


Eric B. Peters
Notary Public
State of Florida
My Commission Expires Sept 6, 2006

Patricia E. Frye
D.L. F600-685-32-000-3

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept services of process for South Gate Village Green Condominium, Section Ten Association, Inc. at the place designated in these Articles of Incorporation, Kevin L. Edwards, Esq. accepts the appointment to act in this capacity and agree to comply with the laws of the State of Florida in keeping open said office.



- Kevin L. Edwards, Attorney/Agent

116822_1.DOC

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
04 MAR 17 AM 11:55