

N98000004380

ICARD, MERRILL, CULLIS, TIMM, FUREN & GINSBURG, P.A.
ATTORNEYS AND COUNSELLORS

THOMAS F. ICARD (1922-1985)
JAMES W. CULLIS (1927-1987)

JAMES E. AKER
CHARLES J. BARTLETT
PAUL D. BEITLICH**
BRUCE P. CHAPNICK††
CHARLES N. CLELAND, JR.
MARK C. DUNGAN
JULIE GINSBURG ELLER
MICHAEL L. FOREMAN
ANDREW K. FRITSCH
MICHAEL J. FUREN
ARTHUR D. GINSBURG*
STEVEN R. GREENBERG**
F. THOMAS HOPKINS**
THOMAS F. ICARD, JR.***
C. EUGENE JONES†
CHRISTOPHER G. JONES
JASON A. LESSINGER
DAVID M. LEVINT†††
ROBERT G. LYONS***
WILLIAM W. MERRILL, III*, †
ROBERT E. MESSICK**

2033 MAIN STREET, SUITE 600
SARASOTA, FLORIDA 34237-6091

(841) 366-8100

SARASOTA FACSIMILE

(841) 366-6384

TAMPA TELEPHONE

(813) 221-2100

REPLY TO: P.O. BOX 4195
SARASOTA, FLORIDA 34230-4195

TROY H. MYERS, JR.
J. GEOFFREY PFLUGNER
STEPHEN D. REES
JOHN J. WASKOM

WILLIAM W. MERRILL (RETIRED)
CURTIS J. TIMM (RETIRED)

* BOARD CERTIFIED MARITAL
AND FAMILY LAWYER

** BOARD CERTIFIED
REAL ESTATE LAWYER

*** BOARD CERTIFIED
CIVIL TRIAL LAWYER
AND CERTIFIED MEDIATOR

ADDITIONAL JURISDICTIONS

* ADMITTED IN ILLINOIS
** ADMITTED IN U.S. VIRGIN ISLANDS
*** ADMITTED IN MICHIGAN
† ADMITTED IN WASHINGTON, D.C.
†† ADMITTED IN OHIO
††† LL.M. IN OCEAN AND COASTAL LAW

July 28, 1998

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

300002592593--1
-07/20/98--01020--002
122.50 *122.50

**Re: Library Mews on the Square Homeowners Association, Inc., a
Florida Corporation**

Dear Sir or Madam:

Enclosed please find an original and a copy of the Articles of Incorporation for Library Mews on the Square Homeowners Association, Inc., together with your correspondence dated July 21, 1998. We have made the requested amendment to the Articles. Please forward a file-stamped copy of the Articles of Incorporation at your earliest convenience. Thank you for your assistance.

Very truly yours,

ICARD, MERRILL, CULLIS, TIMM,
FUREN & GINSBURG, P.A.

Paula Moser

Paula Moser
Secretary to Robert E. Messick

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 29 PM 12:35

Enclosures
(40154)F:\USERS\REMBALK\LIBRARY\STATE.002

40154-16527



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 21, 1998

PAULA MOSER/ROBERT E. MESSICK, ESQ.
ICARD, MERRILL, CULLIS, TIMM, ET AL, P.A
POST OFFICE BOX 4195
SARASOTA, FL 34230-4195

SUBJECT: LIBRARY MEWS ON THE SQUARE HOMEOWNERS
ASSOCIATION, INC.
Ref. Number: W98000016527

We have received your document for LIBRARY MEWS ON THE SQUARE HOMEOWNERS ASSOCIATION, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6972.

Doris Brown
Document Specialist

Letter Number: 598A00038578

**ARTICLES OF INCORPORATION OF
LIBRARY MEWS ON THE SQUARE
HOMEOWNERS ASSOCIATION, INC.
A FLORIDA CORPORATION NOT FOR PROFIT**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 29 PM 12:35

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 LIBRARY MEWS ON THE SQUARE HOMEOWNERS ASSOCIATION, INC., hereinafter referred to as the Association, whose address is 290 Cocoanut Avenue Sarasota, FL 34236.

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 of the Association involving the townhouse development project known as LIBRARY MEWS ON THE SQUARE located in the City of Sarasota, Sarasota County, Florida, and all property, both real and personal, owned by the Association, and to perform all acts required by the Association as set forth in the Declaration of Covenants and Restrictions for LIBRARY MEWS ON THE SQUARE and applicable Florida law.

ARTICLE III
PURPOSE AND POWERS

The purpose for which the Association is organized as to provide an entity pursuant to the Florida Corporation Not for Profit Act (Florida Statutes Chapter 617) for the operation of the Association and its ownership of property. The Association is organized and shall exist upon a non-stock basis as a Florida corporation not for profit. No portion of any earnings of the Association shall be distributed or inure to the private benefit of any member, director, or officer. For the accomplishment of its purposes, the Association shall have all of the common law and statutory powers and duties of a corporation not for profit except as limited or modified by these Articles, the Declaration of Covenants and Restrictions, or Chapter 617, Florida Statutes, as it may hereafter be amended, including, but not limited to, the following:

- A. To make and collect assessments against members of the Association to defray the costs, expenses, and losses of the Association, and to use the proceeds of assessments in the exercise of its powers and duties, and to enforce Association assessments.
- B. To protect, maintain, repair, replace, and operate the Association property.
- C. To purchase insurance upon the Association property for the protection of the Association and its members.
- D. To reconstruct improvements of or on the Association after casualty and to make further improvements of or on the Association property.
- E. To make, amend, and enforce reasonable rules and regulations governing the members' responsibilities, including the use and operation of Association property, including, without limitation, Common Parking Spaces (as defined herein).
- F. To approve or disapprove the transfer of ownership, leasing, and occupancy of Parcels and Townhouse Units constructed thereon, as provided by the Declaration of Covenants and Restrictions for LIBRARY MEWS ON THE SQUARE.

G. To enforce the provisions of the Declaration of Covenants and Restrictions for LIBRARY MEWS ON THE SQUARE, these Articles, the Bylaws, and any Rules and Regulations of the Association.

H. To contract for the management and maintenance of the Association and the Association property, to delegate any powers and duties of the Association in connection therewith, except as may be specifically required by the Declaration of Covenants and Restrictions to be exercised by the Board of Directors or by the members of the Association.

I. To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Association and its property.

J. To own and convey property of the Association, to enter into agreements or acquire leaseholds, memberships, and other possessory, ownership or use interests in lands or facilities contiguous to land owned by the Association, if they are intended to provide enjoyment, recreation, or other use or benefit to members of the Association.

K. To borrow money without limit as to amount if necessary to perform its other functions hereunder on behalf of the Association and its members.

L. To operate and maintain property owned by the Association, including, without limitation, the surface water management system as permitted by the Southwest Florida Water Management District, including all lakes, retention areas, water management areas, ditches, culverts, structures, and related appurtenances.

M. To sue and to be sued on behalf of and in defense of the Association, as required.

All funds and the title to all property, both real and personal, acquired by the Association shall be held for the benefit of the members in accordance with the provisions of the Declaration of Covenants and Restrictions, these Articles of Incorporation, and the Bylaws.

ARTICLE IV MEMBERS

All persons owning a vested present interest in the fee title to any of the Parcels of property and/or Townhouse Units constructed thereon within the townhouse development known as "LIBRARY MEWS ON THE SQUARE" shall be required to be members of the Association. Membership shall terminate automatically and immediately as a member's vested interest in the fee title to any Parcel within the townhouse development known as "LIBRARY MEWS ON THE SQUARE" terminates. In the event a Parcel or a Townhouse Unit constructed thereon (as such terms are defined in the Declaration of Covenants and Restrictions) are 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 in the Association.

After the Association approves a conveyance of a Parcel and/or Townhouse Unit, as provided and as defined in the Declaration of Covenants and Restrictions, 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 Covenants and Restrictions 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 Parcel Owner shall be entitled to one vote at Association meetings, notwithstanding that the same Owner may own more than one Parcel or that Parcels may be joined together and occupied by one Owner. In the event of a joint ownership of a Parcel, the vote to which that Parcel is entitled shall be executed in the manner provided for in the Bylaws.

ARTICLE VI
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 Robert E. Messick, Icard, Merrill, Cullis, Timm, Furen & Ginsburg, P.A., 2033 Main Street, Suite 600, Sarasota, FL 34237, and the registered agent at such address shall be Robert E. Messick, Esquire.

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 five (5) 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>
Ronald D. Rivers	President & Director	c/o 290 Cocoanut Avenue, Sarasota, Florida 34236
Charles F. Rivers	Vice President, Secretary & Director	c/o 290 Cocoanut Avenue, Sarasota, Florida 34236
Don Mardson	Treasurer & Director	c/o 290 Cocoanut Avenue, 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 Not for Profit Act Chapter 617. 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

LIBRARY MEWS ON THE SQUARE, INC., a Florida Corporation, which is the Developer of LIBRARY MEWS ON THE SQUARE, a townhouse development, shall have full right and authority to manage the affairs and exclusive right to elect the Directors of the Association (who need not be Parcel Owners) until the following shall occur:

A. When fifteen percent (15%) or more of the eleven (11) Parcels comprising the townhouse development known as LIBRARY MEWS ON THE SQUARE (as defined in the Declaration of Covenants and Restrictions) are conveyed to owners other than Developer, such Parcel Owners shall be entitled to elect not less than one-third (1/3) of the Board of Directors.

B. Parcel Owners other than the Developer will be allowed to elect at majority of the members of the Board and control the Association at whichever of the following times shall first occur:

(1) Three (3) years after the Developer has sold fifty percent (50%) of the Parcels comprising the townhouse development known as LIBRARY MEWS ON THE SQUARE that will be operated ultimately by the Association;

(2) Three (3) months after the Developer has sold ninety percent (90%) of the Parcels comprising the townhouse development known as LIBRARY MEWS ON THE SQUARE that will be operated ultimately by the Association;

(3) When some of the Parcels 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

(4) Seven (7) years after recordation of the Declaration of Covenants and Restrictions of LIBRARY MEWS ON THE SQUARE.

C. Developer shall be entitled to appoint at least one (1) member of the Board of Directors as long as Developer holds at least five percent (5%) of the Parcels that will ultimately comprise the townhouse development known as LIBRARY MEWS ON THE SQUARE be operated by the Association for sale in the ordinary course of business.

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.

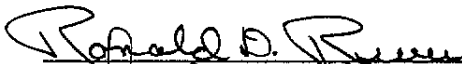
ARTICLE XIV
SUBSCRIBERS

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.

IN WITNESS WHEREOF, we, the undersigned subscribers to these Articles of Incorporation, have hereunto set our hands and seals this 20th day of June, 1998.

 (SEAL)
RONALD D. RIVERS

 (SEAL)
CHARLES E. RIVERS

 (SEAL)
BRUCE N. BALK

STATE OF FLORIDA
COUNTY OF SARASOTA

Sworn to and subscribed before me JUNE 30, 1998, by RONALD D. RIVERS, who is personally known to me or who has produced _____ as identification.

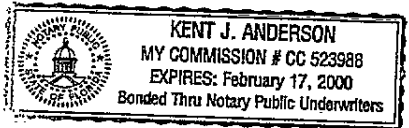

Notary Public
My Commission Expires:



STATE OF FLORIDA
COUNTY OF SARASOTA

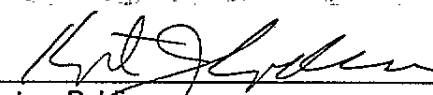
Sworn to and subscribed before me JUNE 30, 1998, by CHARLES E. RIVERS, who is personally known to me or who has produced _____ as identification.

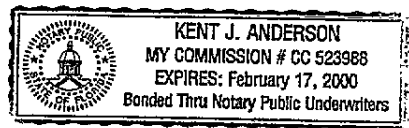

Notary Public
My Commission Expires:



STATE OF FLORIDA
COUNTY OF SARASOTA

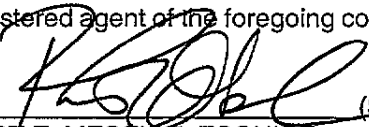
Sworn to and subscribed before me JUNE 30, 1998, by BRUCE N. BALK, who is personally known to me or who has produced _____ as identification.


Notary Public
My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT


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



ROBERT E. MESSICK, ESQUIRE (SEAL)

STATE OF FLORIDA
COUNTY OF SARASOTA

Sworn to and subscribed before me June 30, 1998, by ROBERT E. MESSICK, Esquire,
who is personally known to me or who has produced _____ as identification.



Notary Public
My Commission Expires:



Paula Moser
MY COMMISSION # CC646781 EXPIRES
May 13, 2001
BOHDED THRU TROY FAIN INSURANCE, INC.

F:\USERS\REMBALK\LIBRARY\ARTICLES.2

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 29 PM 12:35