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744310

June 1, 2001

Reply To:
Sarasota

Lisa A. Woliner

lwoliner@becker-poliakoff.com

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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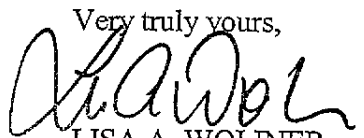
RE: Articles of Amendment/Morton Village Condominium Association, Inc.

Dear Sir/Madam:

Enclosed please find a check payable to the Secretary of State for \$35.00 together with the original Articles of Amendment to Articles of Incorporation of Mount Vernon Condominium Association, Inc. Please file and return a copy to my attention at your convenience.

Thank you for your cooperation.

Very truly yours,



LISA A. WOLINER
For the Firm

LAW/do
Enclosures

FILED
01 JUN -4 AM 9:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

all amend & restated 6/11

FILED
01 JUN -4 AM 9:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED

**ARTICLES OF INCORPORATION
MORTON VILLAGE CONDOMINIUM ASSOCIATION, INC.**

*[Substantial rewording of Articles of Incorporation.
See existing Articles of Incorporation for present text.]*

The original Articles of Incorporation of the Association were recorded in Official Records Book 928, Page 1246 et seq. of the Public Records of Manatee County, Florida and were filed with the Office of Secretary of State on September 18, 1978, Charter Number 744310. These Amended and Restated Articles of Incorporation have been made by the Board of Directors and approved by the membership on March 22nd 2001.

**ARTICLE 1.
NAME AND ADDRESS**

The name of the corporation is MORTON VILLAGE CONDOMINIUM ASSOCIATION, INC. (herein, "the Association"). The street address of the principal office of the corporation is 5400 34th Street West, Bradenton, Florida 34210, or as otherwise determined from time to time by the Association Board of Directors.

**ARTICLE 2.
PURPOSE**

2.1 Purpose. The purpose for which the Association is organized is to provide an entity pursuant to Chapter 718, Florida Statutes, as it may be amended from time to time (herein, "the Condominium Act"), for the operation of Morton Village, a Condominium, located in Manatee County, Florida.

2.2 Distribution of Income. The Association is organized as a Corporation Not for Profit under the laws of the State of Florida and as such it shall issue no stock and make no distribution of income to its members, directors or officers.

**ARTICLE 3.
POWERS**

3.1 Common Law and Statutory Powers. The Association shall have all of the common law and statutory powers of a corporation not for profit not in conflict with the terms of these Articles of Incorporation, the Association Bylaws, the Declaration of Condominium or the Condominium Act.

3.2 Specific Powers. The Association shall have all of the powers and duties set forth in the Condominium Act and those set forth in the Declaration of Condominium of Morton Village, a Condominium (herein, "the Declaration") and the Association Bylaws, as they may be amended from time to time, and all of the powers and duties reasonably necessary to operate the Condominium pursuant to the Declaration and the Condominium Act

3.3 Assets Held in Trust. All funds and the titles of all properties acquired by the Association and the proceeds thereof shall be held in trust for the members in accordance with

the provisions of the Declaration of Condominium, these Articles of Incorporation and the Association Bylaws.

3.4 Limitation on Exercise of Powers. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation and the Association Bylaws.

ARTICLE 4. MEMBERS

4.1 Members. The members of the Association consist of all of the record owners of units in the Condominium shown by recordation of a deed or other instrument in the Public Records of Manatee County, Florida, and after termination of the Condominium shall consist of those who are members at the time of such termination, their successors and assigns.

4.2 Change of Membership. After receiving approval of the Association required by the Declaration of Condominium, change of membership in the Association shall be established by the recording in the Public Records of Manatee County, Florida, a Deed or other instrument establishing title to a unit in the Condominium and the delivery to the Association of a copy of such instrument. The owner designated by such instrument thereby becomes a member of the Association and the membership of the prior owner is terminated.

4.3 Limitation on Transfer of Shares of Assets. 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 member's unit.

4.4 Vote. The owner/owners of each unit shall be entitled to one (1) vote, as a member of the Association, which voting right shall be exercised as set forth in the Declaration or Bylaws.

ARTICLE 5. DIRECTORS

5.1 Board of Directors. The affairs of the Association are managed by the Board of Directors composed of, as provided in the Association Bylaws but in no event consisting of less than, three (3) Directors. A Director must be a unit owner and must fulfill all other requirements of eligibility provided in the Bylaws and Declaration of Condominium.

5.2 Election of Directors. Directors of the Association shall be elected at the annual meeting of members in the manner determined by the Association Bylaws and the Condominium Act. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Association Bylaws and the Condominium Act.

ARTICLE 6. OFFICERS

The officers designated in the Association Bylaws shall administer the affairs of the Association. The officers shall be elected by the Board of Directors 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.

ARTICLE 7. INDEMNIFICATION

Every Director and every officer of the Association shall be indemnified by the Association against all expenses and all liabilities, including counsel fees reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party, or in which he may become involved by reason of his being or having been a Director or officer of the Association, whether or not he is a Director or officer at the time such expenses are incurred, except when the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that a settlement of the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.

ARTICLE 8. BYLAWS

The Association Bylaws may be amended in the manner provided by the Bylaws.

ARTICLE 9. AMENDMENTS

9.1 Amendments. Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

(a) The text of a proposed amendment shall be included in or with the notice of the meeting at which the proposed amendment is considered.

(b) An amendment may be proposed either by the Board of Directors or by ten percent (10%) of the members. Voting may be by ballot, proxy or by written agreement, at a regular or special meeting of the Association in the manner provided in the Bylaws. Except as elsewhere provided, approval of an amendment must be by an affirmative vote of not less than seventy-five percent (75%) of all unit owners.

9.2 Limitation on Amendments. No amendment shall be made which is in conflict with the Condominium Act.

9.3 Certification. A copy of each amendment shall be certified by the President or Vice President and attested to by the Secretary or Treasurer and shall be recorded in the Public

Records of Manatee County, Florida. Each amendment to these Articles shall be filed with the Secretary of State of Florida.

**ARTICLE 10.
TERM**

The term of the Association is perpetual.

**ARTICLE 11.
REGISTERED OFFICE AND AGENT**

The registered office of the Association, until otherwise determined by the Board of Directors, shall be 5400 34th Street West, Bradenton, Florida 34210, and the registered agent of the Association at that office, until otherwise determined by the Board of Directors, shall be the Secretary of the Morton Village Condominium Association.

90199_1.DOC

In witness whereof, the Association has caused this instrument to be executed by its authorized officers this 24th day of May, 2001, at Sarasota County, Florida.

WITNESSES:

MORTON VILLAGE CONDOMINIUM
ASSOCIATION, INC.

Charles McLeod

BY: Herbert Stern

Charles McLeod
Printed Name

Herbert Stern, President

Ralph W. Lugen

ATTEST: Joan Munro, Secretary

Ralph W. Lugen
Printed Name

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 24 day of MAY, 2001 by Herbert Stern, President and JOAN MUNRO, as Secretary of MORTON VILLAGE CONDOMINIUM ASSOCIATION, INC., a Florida not for profit corporation, on behalf of the corporation. They are personally known to me or who have produced N/A as identification. If no type of identification is indicated, the above-named persons are personally known to me.

MILLARD H. BROWN
Notary Public, State of Florida
My comm. exp. June 1, 2003
Comm. No. CC842180

Millard H. Brown
Notary Public
State of Florida
My Commission Expires 06/01/03

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept services of process for Morton Village Condominium Association, Inc. at the place designated in these Articles of Incorporation, JOAN MUNRO Secretary of Morton Village Condominium Association, Inc., a Florida corporation, on behalf of the corporation 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.

MORTON VILLAGE CONDOMINIUM
ASSOCIATION, INC.

BY: Joan Munro, Secretary