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September 4, 2002

Division of Corporations  
Corporate Records Bureau  
Department of State  
409 E. Gaines Street  
Tallahassee, FL 32399

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-09/05/02--01046--003  
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VIA FEDERAL EXPRESS

RE: SDS Association, Inc.  
Our File No. 63-02

Dear Sirs:

Enclosed for filing please find the following:

- 1) Original and copy of Articles of Incorporation;
- 2) Check for \$78.75 representing your filing fees.

Please file the enclosed Articles of Incorporation as soon as possible and return a certified copy to our office by Federal Express. A paid airbill is enclosed.

Thank you for your cooperation. Please give me a call if you have any questions.

Sincerely,

*Kathy Shanley*

Kathy Shanley, Legal Assistant

RJH/ks  
Enc.

626  
W02-25914

Per BC

FILED  
2002 SEP -5 PM 12:52  
TALLAHASSEE FLORIDA

15  
9/9/02

ARTICLES OF INCORPORATION  
OF  
SDS ASSOCIATION, INC.  
A FLORIDA NOT FOR PROFIT CORPORATION

FILED  
2002 SEP -5 PM 12:52  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation pursuant to the laws of the State of Florida, do hereby declare as follows:

ARTICLE I.  
NAME OF CORPORATION

The name of the Corporation is SDS ASSOCIATION, INC., hereinafter referred to as the "Association".

ARTICLE II.  
PRINCIPAL OFFICE

The street address of the principal office of the Association is 723 Ben Franklin Drive, Sarasota, FL 34236.

ARTICLE III.  
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 SAND DOLLAR SOUTH, A Condominium, located on Ben Franklin Drive, Sarasota, Florida, and to perform all acts provided in the Declaration of Condominium of said Condominium and the Florida Condominium Act, Chapter 718, Florida Statutes.

ARTICLE IV.  
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 the Florida Condominium Act and the Declaration of Condominium of The Sand Dollar South. The Association may enter into lease agreements and may acquire and enter into agreements acquiring leasehold, membership, and other possessory or use interests for terms up to and including 99 years (whether or not such interests relate to property contiguous to the lands of a Condominium operated by the Association) intended to provide for the enjoyment, recreation, or other use or benefit of the Association members; including but not limited to the lease of recreation areas and facilities.

ARTICLE V.  
MEMBERS

All persons owning a vested present interest in the fee title to a Condominium unit in THE SAND DOLLAR SOUTH, a Condominium, which interest is evidenced by a duly recorded proper instrument in the Public Records of Sarasota County, Florida shall be members of the Association.

Membership shall terminate automatically and immediately at the time a member's vested interest in the fee title terminates, except that upon the termination of the Condominium operated by the Association, the membership of a unit owner who conveys his unit to the Trustee as provided in the applicable Declaration of Condominium shall continue until the Trustee makes a final distribution of such unit's share of the funds collected and held by the Trustee. 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 the conveyance of a Condominium unit as provided in the applicable Declaration of Condominium, the change of membership in the Association shall be evidenced in the Association records by delivery to the Association of a copy of the recorded deed or other instrument of conveyance.

Prior to the recording of the Declaration of THE SAND DOLLAR SOUTH, a Condominium, in the Public Records of Sarasota County, Florida, the subscribers hereto shall constitute the members of the Association and shall each be entitled to one vote.

ARTICLE VI.  
VOTING RIGHTS

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.

ARTICLE VII.  
INCOME DISTRIBUTION

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

ARTICLE VIII.  
EXISTENCE

This Association shall exist perpetually unless dissolved according to law.

ARTICLE IX.  
REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the Association shall be at 723 Ben Franklin Drive, Sarasota, FL 34236 and the registered agent at such address shall be ERIK DAHLGAARD, until such time as another registered agent is appointed by resolution of the Board of Directors.

ARTICLE X.  
NUMBER OF DIRECTORS

The business of the Association shall be conducted by a Board of Directors which shall consist of not less than three persons, as shall be designated by the Bylaws.

ARTICLE XI.  
FIRST BOARD OF DIRECTORS AND OFFICERS

The names and post office addresses of the first Board of Directors and officers are as follows:

<u>Name</u>	<u>Office</u>	<u>Address</u>
ROBERT L. GUSTAFSON	President/Director	140 Ten Rod Road Rochester, NH 3867
JOSEPH BEHRE	Treasurer/Director	5 Thomas Street Rochester, NH 03867
ERIK DAHLGAARD	Secretary/Director	723 Ben Franklin Drive Sarasota, FL 34236

ARTICLE XII.  
INDEMNIFICATION OF OFFICERS AND DIRECTORS

All officers and directors shall be indemnified by the Association against all expenses, liabilities, and attorney's fees (including attorney's fees for 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 an 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 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 in such Bylaws by majority vote of the voting rights of the members.

ARTICLE XIV.  
SUBSCRIBERS


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


<u>Name</u>	<u>Address</u>
ROBERT L. GUSTAFSON	140 Ten Rod Road Rochester, NH 3867
JOSEPH BEHRE	5 Thomas Street Rochester, NH 03867
ERIK DAHLGAARD	723 Ben Franklin Drive Sarasota, FL 34236

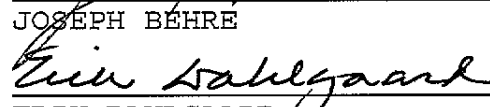
ARTICLE XV.  
AMENDMENTS

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.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation on this 27<sup>th</sup> day of AUGUST, 2002.

  
\_\_\_\_\_  
ROBERT L. GUSTAFSON

  
\_\_\_\_\_  
JOSEPH BEHRE

  
\_\_\_\_\_  
ERIK DAHLGAARD

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for SDS ASSOCIATION, INC. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3)

*Erik Dahlgaard*  
ERIK DAHLGAARD

Date: *Aug 21, 2002*

**FILED**  
2002 SEP -5 PM 12:52  
CLERK OF STATE  
TALLAHASSEE FLORIDA