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Division of Corporations

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TALLAHASSEE, FLORIDA

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FLORIDA NON-PROFIT CORPORATION

Villa Milano on the Bay Condominium Association, Inc

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ARTICLES OF INCORPORATION
OF
VILLA MILANO ON THE BAY
CONDOMINIUM ASSOCIATION, INC.

The undersigned, by these Articles, associate themselves for the purpose of forming a corporation not-for-profit under Chapter 617, Florida Statutes, and certify as follows:

I - Nature

The name of the corporation shall be VILLA MILANO ON THE BAY CONDOMINIUM ASSOCIATION, INC., and its principal office or mailing address is 13001 - 90th Avenue North, Seminole, Florida 33776. For convenience, the corporation shall be referred to in this instrument as the "Association".

II - Purpose

2.1 The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act, Chapter 718, Florida Statutes, for the operation of VILLA MILANO ON THE BAY CONDOMINIUM according to the Plat thereof to be recorded along with the Declaration of Condominium as the same may thereafter be amended in the Public Records of Pinellas County, Florida, and concerning lands in Pinellas County, Florida.

2.2 The Association shall make no distributions of income to it's Members, Directors or Officers.

III - Powers

The powers of the Association shall include and be governed by the following provisions:

3.1 The Association shall have all of the common law statutory powers of a corporation not-for-profit not in conflict with the terms of these Articles and the Florida Condominium Act.

3.2 The Association shall have all of the powers and duties set forth to the Condominium Act, in addition to those set forth in these Articles of Incorporation, and which are not inconsistent with Florida Statutes, Chapter 718, and all of the powers and duties reasonably necessary to operate the condominium pursuant to the Declaration as may be amended from time to time, including, but not limited to the following:

a. To make and collect agreements against members as apartment owners to defray the cost expenses and losses of the condominium and to account to each member or assessment against that member's apartment.

b. To use the proceeds of assessments in the exercise of its powers and duties.

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c. The maintenance, replacement, repair and operation of the property of the condominium.

d. The purchase of insurance upon the property of the condominium and insurance for the protection of the Association and its members as apartment owners.

e. The reconstruction of improvements after casualty and the further improvement of the property.

f. To make and amend reasonable regulations respecting the use of the property in the condominium; provided, however, that all such regulations and their amendments shall be approved by not less than seventy-five (75%) percent of the votes of the entire membership of the Association before such shall become effective.

g. To enforce by legal means the provisions of the Condominium Act, the Declaration of Condominium, these Articles, the By-Laws of the Association and the Regulations for the use of the property in the condominium.

h. The Association may enter into a contract with any person, firm or entity for the operation, maintenance or repair of the Condominium property. However, any such contract shall not be in conflict with the powers and duties of the Association or the rights of unit owners as provided in the Condominium Act and these enabling documents.

i. To employ personnel to perform the services required for proper operation of the condominium.

j. In no event shall the members of a particular condominium be charged with any portion of the expenses for any other condominium, but shall be charged only for the expenses of their particular condominium and their equitable share of the expenses of any common elements, easements, recreational facilities, if any, or other areas used in common by more than one condominium.

3.3 All funds and title of all properties acquired by the Association and their proceeds shall be held in trust for the members of the condominium in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation and the By-Laws.

IV - Members

4.1 The members of the Association shall consist of all of the record owners, by deed or otherwise, of condominium apartments in the VILLA MILANO ON THE BAY, multiple owners of a single apartment being considered as one (1) member; and upon termination of the condominium shall consist of those who are members at the

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time of such termination and their successors and assigns.

4.2 Change of membership in the Association shall be established by receiving approval of the Association as required by the Declaration and the By-Laws, and by recording in the Public Records of Pinellas County, Florida, a deed, or other instrument establishing a record title to the apartment in the condominium and the delivery to the Association of a certified copy of such instrument. The owner(s) designated by such instrument thus becomes a member of the Association and the membership of the prior owner is terminated.

4.3 The share of a member in the funds and assets of the Association cannot be assigned, hypothecated and transferred in any manner except as an appurtenance to his apartment.

4.4 The owner(s) of each apartment shall be entitled to only one (1) vote as a member of the Association. The manner of exercising voting rights shall be determined by the By-Laws of the Association.

4.5 The terms "apartment" and "apartment owners" or "owners" shall have the same meaning as "unit" or "owner", as same are defined in the Condominium Act.

V - Directors

5.1 The affairs of the Association will be managed by a Board consisting of the number of directors determined by the By-Laws, but not less than three (3) directors and in the absence of such determination shall consist of three (3) directors. Directors need not be members of the Association.

5.2 Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by in the By-Laws.

5.3 The names and addresses of the members of the initial Board of Directors who shall hold office until their successors are elected and have qualified or until removed are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Ronny Talyosef	13001 - 90 th Avenue North Seminole, FL 33776
Rosa Talyosef	13001 - 90 th Avenue North Seminole, FL 33776
Timothy C. Schuler	9075 Seminole Boulevard Seminole, FL 33772

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VI - Officers

The affairs of the Association shall be administered by the officers designated in the By-Laws. 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. The names and addresses of the Officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>OFFICE</u>	<u>NAMES/ADDRESS</u>
President	Ronny Talyosef 13001 - 90 th Avenue North Seminole, Florida 33776
Secretary / Treasurer	Rosa Talyosef 13001 - 90 th Avenue North Seminole, Florida 33776

VII - Indemnification

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

VIII - By-Laws

The first By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the By-Laws.

IX - Amendments

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

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9.1 Notice of the subject matter of a proposed Amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered.

9.2 A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by any member of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing such approval is delivered to the Secretary at or prior to the meeting, except as elsewhere provided.

9.3 Such approvals must be by not less than seventy-five percent (75%) of the votes of the entire membership of the Association

9.4 Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of members, nor any change in Section 3.3 of Paragraph III without approval in writing by all members and the joinder of all owners of mortgages upon the condominium. No amendment shall be allowed that is in conflict with the Condominium Act or the Declaration of Condominiums.

9.5 A copy of each Amendment shall be certified by the Secretary of State and recorded in the Public Records of Pinellas County, Florida.

X - Registered Agent

The name and address of the Registered Agent of the Association is TIMOTHY C. SCHULER, 9075 Seminole Boulevard, Seminole, Florida 33772.

XI - Term

The term of the Association shall be perpetual.

XII- Subscribers

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

<u>NAME</u>	<u>ADDRESS</u>
Ronny Talyosef	13001 - 90 th Avenue North Seminole, FL 33776
Rosa Talyosef	13001 - 90 th Avenue North Seminole, FL 33776
Timothy C. Schuler	9075 Seminole Boulevard Seminole, FL 33772

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IN WITNESS WHEREOF the subscribers have affixed their signatures on this the 22nd day of June, 2004.

Ronny Talyosef (SEAL)
RONNY TALYOSEF, Subscriber

Rosa Talyosef (SEAL)
ROSA TALYOSEF, Subscriber

Timothy C. Schuler (SEAL)
TIMOTHY C. SCHULER, Subscriber

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 22nd day of June, 2004, by RONNY TALYOSEF, who is personally known to me or who has produced a Florida State Driver's License as proof of identification.

Lori L. Hayes
Notary Public - State of Florida

Printed Name of Notary Public
(SEAL)



Lori L. Hayes
MY COMMISSION # DD044716 EXPIRES
August 28, 2005
BONDED THRU TROY FARM INSURANCE, INC.

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 22nd day of June, 2004, by ROSA TALYOSEF, who is personally known to me or who has produced a Florida State Driver's License as proof of identification.

Lori L. Hayes
Notary Public - State of Florida

Printed Name of Notary Public

(SEAL)



Lori L. Hayes
MY COMMISSION # DD044716 EXPIRES
August 28, 2005
BONDED THRU TROY FARM INSURANCE, INC.

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STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this
2nd day of June, 2004, by TIMOTHY C. SCHULER, who is
personally known to me or who has produced a Florida State Driver's
License as proof of identification.

Lori L. Hayes
Notary Public - State of Florida
Printed Name of Notary Public

(SEAL)



Lori L. Hayes
MY COMMISSION # DD016716 F.S.P.
August 28, 2005
POWERED THROUGH FAIR INSURANCE INC.

ACKNOWLEDGMENT OF REGISTERED AGENT

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

Timothy C. Schuler
TIMOTHY C. SCHULER,
Registered Agent

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TALLAHASSEE, FLORIDA