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FLORIDA NON-PROFIT CORPORATION

NEWBURN VILLAGE COMMUNITY ASSOCIATION, INC.

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ARTICLES OF INCORPORATION

OF

NEWBURN VILLAGE COMMUNITY ASSOCIATION, INC.

The undersigned incorporator, a resident of the State of Florida and of full age, hereby makes, subscribes, acknowledges, and files with the Department of the State of Florida these Articles of Incorporation for the purpose of forming a not-for-profit corporation under the laws of the State of Florida.

ARTICLE I NAME AND PRINCIPAL OFFICE

The name of this corporation is NEWBURN VILLAGE COMMUNITY ASSOCIATION, INC., a Florida not-for-profit corporation (hereinafter called the "Association" in these Articles). The principal office and mailing address of the Association is 569 Interstate Boulevard, Sarasota, FL 34240.

ARTICLE II OFFICE AND REGISTERED AGENT

The Association's initial registered office is 500 E. Kennedy Boulevard, Suite 200 Tampa, Florida 33602. The Association's initial registered agent is Richard A. Schlosser who maintains a business office at 500 E. Kennedy Boulevard, Suite 200, Tampa, Florida 33602. Both this Association's registered office and registered agent may be changed from time to time by the Board of Directors as provided by law.

ARTICLE III PURPOSE

This Association does not contemplate pecuniary gain or profit to its members and the specific purposes for which it is formed are to operate and provide for the maintenance, preservation, and architectural control of common areas and residential lots within that certain tract of property (hereinafter called the "Properties") in Sarasota County, Florida, referred to as Newburn Village, public records of Sarasota County, Florida, and all other properties which may hereafter be made subject to the Declaration.

ARTICLE IV POWERS

Without limitation this Association is empowered to:

- (a) Declaration. Exercise all rights, powers, privileges, and perform all duties of this

Association set forth in that certain Declaration of Covenants, Conditions, and Restrictions for Newburn Village (hereafter called the "Declaration") applicable to the Properties and recorded or to be recorded in the Public Records of Sarasota County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth in full;

(b) Property. In any lawful manner, acquire, own, hold, improve, manage, operate, maintain, repair, replace, operate, convey, sell, lease, transfer, assign, and otherwise dispose of property of any nature whatsoever, real, personal, or mixed, tangible or intangible, in connection with this Association's affairs;

(c) Assessments. Fix, levy, collect, and enforce by any lawful means all charges or assessments established by, or pursuant to, the Declaration; and to use and expend the proceeds of assessments in the exercise of its powers and duties hereunder;

(d) Costs. Pay all costs, expenses, and obligations lawfully incurred in connection with this Association's affairs including, without limitation, all licenses, taxes, or other governmental charges levied or imposed against this Association's property;

(e) Borrowing. Borrow money and, with the approval of two-thirds (2/3) of the members, mortgage, pledge, deed in trust, hypothecate, assign, grant security interests in, or otherwise transfer any or all of its property as security for money borrowed, debts incurred, or any of its other obligations;

(f) Dedications. With the approval of a two-thirds (2/3) vote of the members, dedicate, sell, or transfer all or any part of its property to any public agency, authority, or utility;

(g) Mergers. With the approval of a two-thirds (2/3) vote of the members, participate in mergers and consolidations with other non-profit corporations organized for similar purposes;

(h) Rules. From time to time adopt, alter, amend, rescind, and enforce reasonable rules and regulations governing the use of the Lots and Common Area (as those terms are defined in the Declaration) consistent with the rights and duties established by the Declaration and these Articles;

(i) General. Have and exercise all common law rights, powers, and privileges and those that a corporation not for profit may now or hereafter have or exercise under the laws of the State of Florida, together with all other rights, powers, and privileges reasonably to be implied from the existence of any right, power, or privilege so granted, or granted by the Declaration or these Articles, or reasonably necessary to effectuate the exercise of any right, power, or privilege so granted;

(j) Enforcement. To enforce by legal means the obligations of the members of this Association and the provisions of the Declaration;

(k) Litigation. To sue or be sued;

(l) Surface Water Management. Operate and maintain the surface water management

(m) Other. Engage in all lawful acts permitted or authorized by law.

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ARTICLE IX **DISSOLUTION**

This Association may be dissolved in the manner from time to time provided by the laws of the State of Florida and with the consent given in writing and signed by not less than two-thirds (2/3) of the members. Upon dissolution of this Association in any manner other than incident to a merger or consolidation, all of this Association's assets, together with the control or right of access to any property containing the surface water management system facilities, shall be conveyed or dedicated to an appropriate governmental unit or public utility to be used for purposes similar to those for which this Association was created. If any such conveyance or dedication is refused, such assets, together with the control or right of access to any property containing the surface water management system facilities shall be granted, conveyed, and assigned to a non-profit corporation or other organization similar to the Association and devoted to such similar purposes. In no event, however, may any assets inure to the benefit of any member or other private individual.

ARTICLE X **BY-LAWS**

This Association's By-Laws will initially be adopted by the Board of Directors. Thereafter, the By-Laws shall be altered, amended, or rescinded solely by the approval of the Board of Directors. In certain circumstances set forth in the Declaration or as may be set forth in any future supplemental declaration the members may have authority to approve amendments to the By-Laws; in those circumstances such provisions shall control the alteration, amendment, or rescission of the By-Laws.

ARTICLE XI **AMENDMENTS**

Amendments to these Articles may be proposed and adopted in the manner from time to time provided by the laws of the State of Florida, provided that each such amendment must have the approval of two-thirds (2/3) of the aggregate votes at a meeting of members at which a quorum is present. In certain circumstances set forth in the Declaration, or as may be set forth in any future supplemental declaration, the members may have authority to approve amendments to these Articles by a different percentage of the members; in those circumstances such provisions shall control the amendment to these Articles.

ARTICLE XII **FNMA/FHA/VA APPROVAL**

As long as there is a Class B membership in the Association, the following actions will require the prior approval of the Federal National Mortgage Association (FNMA), Federal Housing Administration (FHA), or Veterans Administration (VA) if deemed necessary by the Declarant under the Declaration:

- (a) Amendment of these Articles of Incorporation;
- (b) Merger, consolidation, and/or dissolution of the Association;
- (c) Annexation of additional properties not previously set forth in the Declaration as being property subject to annexation; or
- (d) Mortgaging of Common Area.

ARTICLE XIII
INTERPRETATION

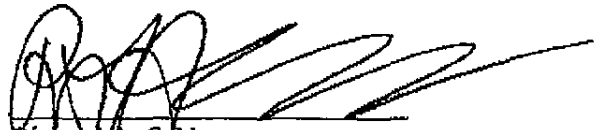
Express reference is made to the Declaration if necessary to interpret, construe, and clarify the provisions of these Articles. By subscribing and filing these Articles, the incorporator intends for its provisions to be consistent with the provisions of the Declaration and to be interpreted, construed, and applied with those of the Declaration to avoid inconsistencies or conflicting results. In the event of a conflict, the order of priority for interpretation shall be: the Declaration, these Articles, and the By-Laws of the Association.

ARTICLE XIV
INCORPORATOR

The name and address of the incorporator is:

Name: Richard A. Schlosser
Address: 500 East Kennedy Boulevard, Suite 200
Tampa, Florida 33602

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, I, the undersigned, constituting the incorporator of this Association, have executed these Articles of Incorporation this January 21, 2005.

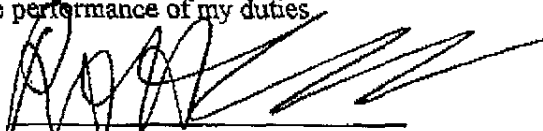

Richard A. Schlosser
Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THE STATE OF FLORIDA
AND NAMING THE REGISTERED AGENT
UPON WHOM PROCESS MAY BE SERVED**

NEWBURN VILLAGE COMMUNITY ASSOCIATION, INC., desiring to organize under the laws of the State of Florida, as a corporation not for profit with its principal office as indicated in its Articles of Incorporation has named Richard A. Schlosser, whose business office is 500 E. Kennedy Boulevard, Suite 200, Tampa, Florida 33602, as its registered agent to accept service of process within Florida.

ACCEPTANCE

Having been named to accept service of process for the foregoing corporation at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes, including the duties and obligations imposed by Section 617.0503, Florida Statutes, relative to the proper and complete performance of my duties.



Richard A. Schlosser

Date: January 21, 2005

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