

Division of Corporations

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Fax Number : (850) 205-0381

From: Account Name : KIRK PINKERTON, A PROFESSIONAL ASSOCIATION  
Account Number : 071670002600  
Phone : (941) 364-2409  
Fax Number : (941) 364-2490

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**FLORIDA NON-PROFIT CORPORATION**

University Groves Wetlands Maintenance Association,

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ARTICLES OF INCORPORATION  
OF  
UNIVERSITY GROVES WETLANDS MAINTENANCE ASSOCIATION, INC.  
(A Not-For-Profit Corporation)

The undersigned hereby executes these Articles of Incorporation for the purpose of forming a not-for-profit corporation under Chapter 617 Florida Statutes:

ARTICLE I  
NAME

The name of the corporation shall be UNIVERSITY GROVES WETLANDS MAINTENANCE ASSOCIATION, INC. (hereinafter referred to as the "Wetlands Maintenance Association"). Its principal office shall be at 2801 Fruitville Road, Suite 100, Sarasota, Florida 34237 or at such other place as may be designated, from time to time, by the Board of Directors.

ARTICLE II  
NOT-FOR-PROFIT CORPORATION

The Wetlands Maintenance Association is a not-for-profit corporation.

ARTICLE III  
DURATION

The period of duration of the Wetlands Maintenance Association is perpetual. Existence of the Wetlands Maintenance Association shall commence with the filing of these Articles with the Secretary of State.

ARTICLE IV  
PURPOSE

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

Section 1. Common Law and Statutory Powers. The Wetlands Maintenance Association shall have all of the common law and statutory powers granted to it under Florida law, as the same may be amended or supplemented, which are not in conflict with the terms of these Articles and the Declaration.

Section 2. Necessary Powers. The Wetlands Maintenance Association shall have all of the powers reasonably necessary to exercise its rights and powers and implement its purpose, including, without limitation, the following:

A. The power to levy and collect Assessments as set forth in the Declaration.

Prepared by: Kirk Pinkerton, P.A.  
720 South Orange Ave.  
Sarasota, FL 34236  
(941) 364-2435  
Fax: (941) 364-2490

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B. The power to expend monies assessed and collected for the purpose of paying the expenses of the Wetlands Maintenance Association, including without limitation costs and expenses of maintenance and operation of the Wetlands and Wetlands Buffer Area.

C. The power to purchase supplies, materials and lease equipment required for the maintenance, repair, replacement, operation and management of the Wetlands and Wetlands Buffer Area.

D. The power to employ the personnel required for the operation and management of the Wetlands Maintenance Association and the Wetlands and Wetlands Buffer Area.

E. The power to establish and maintain a reserve fund for capital improvements, repairs and replacements as set forth in the Declaration.

F. Subject to applicable laws, ordinances and governmental regulation, the power to control and regulate the use of the Wetlands and Wetlands Buffer Area.

G. The power to enforce by any legal means the provisions of these Articles, the By-Laws and the Declaration.

H. The power to borrow money and to select depositories for the Wetlands Maintenance Association's funds, and to determine the manner of receiving, depositing, and disbursing those funds and the form of checks and the person or persons by whom the same shall be signed, when not signed as otherwise provided in the By-Laws.

I. The power to enter into a contract with any person, firm, corporation, or management agent of any nature or kind to provide for the maintenance, operation, repair, monitoring and upkeep of the Wetlands and Wetlands Buffer Area or the operation of the Wetlands Maintenance Association. The contract may provide that the total operation of the managing agent, firm or corporation shall be at the cost of the Wetlands Maintenance Association. The contract may further provide that the managing agent shall be paid from time to time a reasonable fee. The power to delegate to the management agent, all of the powers and duties of the Wetlands Maintenance Association, except those matters which must be specifically approved by Members or the Board of Directors, as provided by the Declaration, these Articles of Incorporation, the By-Laws or applicable law.

J. The power to appoint committees as the Board of Directors may deem appropriate.

K. The power to collect delinquent Assessments and fines by suit or otherwise, to abate nuisances and to fine, enjoin or seek damages from Parcel Owner(s), Members (and Lot Owners or Unit Owners under the governance of a Member) in violation of the provisions of the Declaration, these Articles of Incorporation and the By-Laws.

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L. Subject to the terms of the Declaration, the power to bring suite and to litigate on behalf of the Wetlands Maintenance Association.

M. The power to adopt, alter and amend or repeal the By-Laws of the Wetlands Maintenance Association as may be desirable or necessary for the proper management of the Wetlands Maintenance Association.

N. The power to posses, employ and exercise all powers necessary to implement, enforce and carry into effect the powers above described.

Section 3. Funds and Title to Properties. All funds and title to all properties acquired by the Wetlands Maintenance Association and the proceeds thereof shall be held in the name of the Wetlands Maintenance Association for the benefit of the Members in accordance with the provisions of the Declaration. No part of the income, if any, of the Wetlands Maintenance Association shall be distributed to the Members, directors, or officers of the Wetlands Maintenance Association. Nothing herein shall prohibit the Wetlands Maintenance Association from reimbursing its directors, officers and committee members for all expenses reasonably incurred in performing service rendered to the Wetlands Maintenance Association.

Section 4. Limitations. The powers of the Wetlands Maintenance Association shall be subject to and be exercised in accordance with the provisions of the Declaration.

#### ARTICLE VI QUALIFICATIONS OF MEMBERSHIP

The qualifications for membership and the manner of admission shall be as provided by the By-Laws of the Wetlands Maintenance Association.

#### ARTICLE VII VOTING RIGHTS

The Members shall have the right to vote on Wetlands Maintenance Association matters as provided in the Declaration and By-Laws.

#### ARTICLE VIII LIABILITY FOR DEBTS

Neither the Members nor the officers or directors of the Wetlands Maintenance Association shall be liable for the debts of the Wetlands Maintenance Association.

#### ARTICLE IX BOARD OF DIRECTORS

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Section 1. The number of directors constituting the initial Board of Directors of the Wetlands Maintenance Association is five (5) and the names and addresses of the persons who will serve as the initial Board of Directors of the Wetlands Maintenance Association are:

<u>Name</u>	<u>Address</u>
Howard B. Camp	2801 Fruitville Road, Suite 100 Sarasota, Florida 34237
Robert R. Nelson	2801 Fruitville Road, Suite 100 Sarasota, Florida 34237
Lemuel Sharp, III	2801 Fruitville Road, Suite 100 Sarasota, Florida 34237

Section 2. The Board of Directors shall be the persons who will manage the corporate affairs of the Wetlands Maintenance Association and are vested with the management authority thereof. The Board of Directors will be responsible for the administration of the Wetlands Maintenance Association and will have the authority to control the affairs of the Wetlands Maintenance Association, as are more fully set forth in the Declaration and the By-Laws of the Wetlands Maintenance Association.

Section 3. The method of election or appointment and terms of office, removal and filling of vacancies shall be as set forth in the By-Laws of the Wetlands Maintenance Association.

#### ARTICLE X BY-LAWS

The By-Laws of the Wetlands Maintenance Association may be adopted, amended, altered or rescinded as provided therein; provided, however, that at no time shall the By-Laws conflict with these Articles of Incorporation or the Declaration.

#### ARTICLE XI CONSTRUCTION

These Articles of Incorporation and the By-Laws of the Wetlands Maintenance Association shall be construed, in case of any ambiguity or lack of clarity, to be consistent with the provisions of the Declaration. In the event of any conflict between the terms of the Declaration, these Articles of Incorporation or the By-Laws, the following order of priority shall apply: the Declaration, the Articles of Incorporation and the By-Laws.

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ARTICLE XII  
SOLE INCORPORATOR

The name and address of the sole incorporator is as follows:

Robert R. Nelson

2801 Fruitville Road, Suite 100  
Sarasota, Florida 34237

ARTICLE XIII  
OFFICERS

The affairs of the Wetlands Maintenance Association shall be managed by a President, a Vice-President, a Secretary and a Treasurer, and if elected by the Board of Directors, any such other officers and assistant officers as may be designated by the Board of Directors. The Board of Directors at each annual meeting shall elect, to serve for a term of one (1) year, a President, a Vice-President, a Secretary and a Treasurer, and such other officers as the Board of Directors from time to time determine appropriate.

ARTICLE XIV  
AMENDMENT

Amendments to these Articles of Incorporation shall require the unanimous vote of the Members.

ARTICLE XV  
REGISTERED AGENT AND REGISTERED OFFICE

The name of the initial registered agent shall be Mark P. Barnebey, and the street address of the registered office of the Wetlands Maintenance Association shall be 1301 Sixth Avenue West, Suite 401, Bradenton, Florida 34205.

ARTICLE XVI  
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 him in connection with any proceeding or any settlement of any proceeding to which he may be a part 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 guilty or willful misfeasance of malfeasance in the performance of his duties; provided 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 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.

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IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 11<sup>th</sup> day of August, 2005.

By:

Robert R. Nelson  
Robert R. Nelson, Incorporator

STATE OF FLORIDA  
COUNTY OF Sarasota

BEFORE ME, the undersigned authority personally appeared, known to me and known by me to be the person described in and who executed the foregoing and who acknowledged before me that he executed the same for the uses and purposes therein expressed. He is personally known to me.

WITNESS my hand and official seal in the County and State last aforesaid, this 11<sup>th</sup> day of August, 2005.



\* Sheri Fry  
(\*Print Name of Notary Public) Sheri Fry  
Notary Public - State of Florida  
My Commission Expires: 10-16-2008  
My Commission Number: DD 362114

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Aug-15-05

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From-Kirk Pinkerton Law Firm

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED.

FIRST--THAT UNIVERSITY GROVES WETLANDS MAINTENANCE  
ASSOCIATION, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF  
THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 2801  
FRUITVILLE ROAD, SUITE 100, SARASOTA, FLORIDA 34237.

SECOND—MARK P. BARNEBEY, C/O 1301 SIXTH AVENUE, 401, BRADENTON,  
FLORIDA 34205, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN  
FLORIDA.

SIGNATURE Robert R. Nelson  
Robert R. Nelson

DATE: August 11, 2005

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE  
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I  
HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY  
WITH PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE  
PERFORMANCE OF MY DUTIES

SIGNATURE Mark P. Barnebey  
Mark P. Barnebey

DATE: 8/15/2005

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