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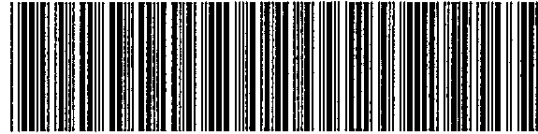
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**ICARD, MERRILL, CULLIS, TIMM  
FUREN & GINSBURG, P.A.**

ATTORNEYS AND COUNSELORS

2033 MAIN STREET, SUITE 600  
SARASOTA, FLORIDA 34237

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ANDRÉ K.R. CHARBONNEAU  
E-Mail: acharbonneau@icardmerrill.com

REPLY TO  
P.O. BOX 4195  
SARASOTA, FLORIDA 34230

November 15, 2005

**Via Overnight Delivery**

Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

RE: Filing of THE BENEVA CENTER CONDOMINIUM ASSOCIATION, INC.,  
a Florida not-for-profit corporation.

Division of Corporations:

Enclosed herewith are Articles of Incorporation to be filed to incorporate the above referenced Florida not-for-profit corporation. Also enclosed is a check in the amount of **\$78.75**; representing the filing fee of \$35.00, the registered agent designation fee of \$35.00, and the certified copy fee of \$8.75.

If you have any questions, please contact the undersigned at your very earliest convenience at 941-366-5707 or via e-mail as referenced above. Thank you.

Sincerely,

ICARD, MERRILL, CULLIS, TIMM,  
FUREN & GINSBURG, P.A.

By: 

André K. R. Charbonneau, Esq.

Enclosure

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CLERK OF DISTRICT COURT  
JANUARY 1984

**ARTICLES OF INCORPORATION OF THE  
THE BENEVA CENTER CONDOMINIUM ASSOCIATION, INC.**

The undersigned incorporator hereby executes these Articles for the purpose of forming a corporation not for profit under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation not for profit.

**ARTICLE I.**  
**NAME OF CORPORATION**

The name of this corporation shall be THE BENEVA CENTER CONDOMINIUM ASSOCIATION, INC., hereafter referred to as the "Association".

**ARTICLE II.**  
**EXISTENCE**

This Corporation shall exist perpetually unless dissolved according to law.

**ARTICLE III.**  
**PURPOSE OF BUSINESS**

The general nature of the business to be conducted by the Association shall be the institution, operation and management of the affairs and property of the Condominium known as THE BENEVA CENTER, A CONDOMINIUM, located at Beneva Road, Sarasota, Florida, and to perform all acts provided in the Declaration of Condominium of said condominium (the "Declaration") and in the Florida Condominium Act, Chapter 718, Florida Statutes.

**ARTICLE IV.**  
**POWERS**

The Association shall have all of the condominium and statutory powers of a corporation not for profit and all of the powers and duties set forth in the Declaration, as amended from time to time, and the Florida Condominium Act, except as may be limited or otherwise provided by these Articles.

Without any limitation whatsoever, the Association shall have the power to enter into lease agreements and may acquire and enter into agreements acquiring leaseholds, memberships and other possessory or use interests for terms up to and including 99 years, whether or not contiguous to the lands of the Condominium, intended to provide for the enjoyment, use or benefit of the members.

ARTICLE V.  
MEMBERS

All persons owning a vested present interest in the fee title to any of the Condominium units in THE BENEVA CENTER, A CONDOMINIUM, as evidenced by a duly recorded proper instrument in the Public Records of Sarasota County, Florida, shall be members. Membership shall terminate automatically and immediately as a member's vested interest in the fee title terminates, except that upon termination of the entire condominium project, the membership shall consist of those who were members at the time of each conveyance of the respective units to the trustee as provided in the Declaration. 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 a conveyance of a condominium unit as provided in said Declaration of Condominium, the change of membership in the Association shall be evidenced in the Association records upon by delivery to the Association of a copy of the recorded deed or other instrument of conveyance.

Prior to the recording of said Declaration of Condominium in the Public Records of Sarasota County, the subscribers hereto shall constitute the members of the Association and shall each be entitled to one vote.

Each condominium unit shall be entitled to vote in the same proportion as said unit owner's share in common elements at Association meetings.

ARTICLE VI.  
REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the corporation shall be at 2033 Main Street, Suite 600, Sarasota, Florida 34237, and the registered agent at such address shall be André K.R. Charbonneau, Esq.

ARTICLE VII.  
NUMBER OF DIRECTORS

The business of the corporation shall be conducted by a board of directors. The number of directors shall be determined by resolution of the Board of Directors of the Association, but shall not be less than three. Three directors shall constitute the original board of directors. The names and addresses of the initial directors of this corporation are:

NAME

ADDRESS

Baltasar Jimenez

7248 Firethorne Dr.  
Sarasota, Florida 34240

Melba Jimenez

7248 Firethorne Dr.  
Sarasota, Florida 34240

André Charbonneau

2033 Main Street, Suite 600  
Sarasota, Florida 34237

ARTICLE VIII.  
INCORPORATOR

The name and address of the incorporator is as follows:

NAME

ADDRESS

André Charbonneau

2033 Main Street, Suite 600  
Sarasota, Florida 34237

ARTICLE IX.  
INDEMNIFICATION OF OFFICERS AND DIRECTORS

All officers and directors shall be indemnified by the Association against all expenses and liabilities including counsel fees (including appellate proceedings) reasonably incurred in connection with any proceeding or settlement of it in which they may become involved by reason of holding their office, other than proceedings or claims resulting from willful misconduct or bad faith 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 that status.

ARTICLE X  
RIGHTS OF DEVELOPER

B & M JIMENEZ PROPERTIES, L.L.C., a Florida limited liability company, which is the developer of THE BENEVA CENTER, A CONDOMINIUM, and which is referred to herein as the Developer, shall have the right to elect all the Directors of the Association (which Directors need not be unit owners), subject to the following:

- A. When thirty-three per cent (33%) or more of the units that will be operated ultimately by the Association are conveyed to owners other than the Developer, such unit owners shall be entitled to elect not less than one-third (1/3) of the directors.
- B. Three years after fifty percent (50%), or three months after ninety percent (90%), of the units that will be operated ultimately by the Association are conveyed to owners other than the Developer, such unit owners shall be entitled

to elect a majority of the Directors.

- C. When the Developer no longer holds for sale in the ordinary course of business at least one percent (1%) of the units that will be operated ultimately by the Association, unit owners other than the Developer shall be entitled to elect all of the directors.

Any Director elected by the Developer may be removed and replaced by the Developer at any time, subject only to the foregoing rights of the unit owners. During the period the Developer is entitled to elect a majority of the Directors, the Directors shall exercise all rights which would otherwise be exercisable by the members.


ARTICLE XI.  
BYLAWS

The first bylaws of the Association shall be adopted by the board of directors and may be altered, amended or rescinded by majority vote of the voting rights of the members.

ARTICLE XII.  
AMENDMENTS

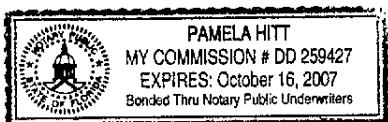
The Association reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation by a 66⅔ vote of all voting rights of all members of the corporation and all rights here conferred upon the members are granted subject to this reservation; provided, however, that until such time as the Developer shall have conveyed title to all units in THE BENEVA CENTER, A CONDOMINIUM, no amendment shall be effective without the written consent of the Developer.

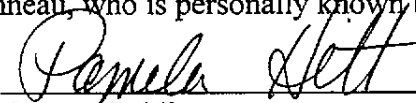
Dated: 11/15/05

  
André Charbonneau, Incorporator

STATE OF FLORIDA  
COUNTY OF SARASOTA

THE FOREGOING INSTRUMENT was acknowledged before me this 15<sup>th</sup> day of November, 2005, by André Charbonneau, who is personally known to me and who did not take an oath.

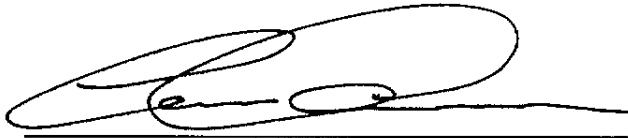


  
Notary Public  
My Commission Expires:

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT FOR  
THE BENEVA CENTER CONDOMINIUM ASSOCIATION, INC.**

Having been named to accept service of process for the above stated corporation, at the place designated in the associations articles of incorporation, the undersigned hereby acknowledges and accepts the appointment and agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties.

Dated: 11/15/05

  
André K.R. Charbonneau, Registered Agent

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TAMPA, FL 33613  
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