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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**University Corners Owners' Association, Inc.**

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**ARTICLES OF INCORPORATION  
OF  
UNIVERSITY CORNERS OWNERS' ASSOCIATION, INC.**

The undersigned incorporator, a resident of the State of Florida, hereby adopts the following Articles of Incorporation and files the same with the Secretary of the State of Florida in order to form a corporation not for profit in accordance with the laws of the State of Florida.

**ARTICLE I:  
NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of this corporation is: UNIVERSITY CORNERS OWNERS' ASSOCIATION, INC., hereinafter sometimes called the "Association" or "Corporation." The principal office and mailing address of this corporation shall be 6215 Lorraine Road, Bradenton, FL 34202.

These Articles of Incorporation may hereinafter be referred to as the "Articles", and the bylaws of the Association may hereinafter be referred to as the "Bylaws." The Association is not a condominium association under Chapter 718, Florida Statutes.

**ARTICLE II:  
PURPOSE AND POWERS OF THE ASSOCIATION**

This Association does not contemplate pecuniary gain or profit to the members hereof. This Association is formed specifically to promote the health, safety and general welfare of the owners of all or any portion of land located within the development known as University Corners ("University Corners") lying and being in Manatee County, Florida, including without limitation, any additional land that may be brought within the jurisdiction of the Association by proper filing and recording in the Public Records of Manatee County, Florida of a Supplement to the Declaration of Covenants, Conditions and Restrictions of University Corners (hereinafter referred to as the "Declaration"). This Association is formed generally to perform any legal act or to perform any legal duty or obligation as may legally be permitted by the Florida Not For Profit Corporation Act, *Florida Statutes*, Chapter 617 (2005). All terms used herein that are defined in the Declaration shall have the same meaning as set forth in the Declaration.

The powers of the Association include but are not limited to: (a) own and convey property; (b) operate and maintain the surface water management system facilities, including all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, floodplain compensation areas, wetlands and any associated buffer areas, and wetland mitigation areas; (c) establish rules and regulations; (d) assess members and enforce assessments; (e) to sue and to be sued; (f) contract for services to provide for operation and maintenance of the surface water management system facilities if the Association contemplates employing a maintenance company; (g) such purposes and powers as may be set forth in the Declaration, as same may be amended and supplemented from time to time; (h) to take any other action necessary for the purposes for which the Association is organized.

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Notwithstanding anything in the above to the contrary, no part of the net earnings of the Association shall inure to the benefit of any member within the meaning of Section 501(c)(7) of the Internal Revenue Code of 1986, as amended, nor shall the Association engage in any other activity prohibited by such section, nor shall the Association engage in any other activity or perform any act in violation of any provision governing such tax exempt organizations as determined by the federal revenue laws. The Association's amount of earnings, if any, is not to be taken into account in any manner for the purpose of determining whether there should be a rebate of any assessment paid or the amount of the rebate.

**ARTICLE III:  
MEMBERS/VOTING**

Every person or entity who is a record Owner of a fee interest in any Parcel, or portion thereof, shall be a Member of the Association. Membership in the Association, the designation of Membership Classification(s), if any, the qualifications and rights of Members, quorum and voting requirements for meetings and activities of the Members, and notice requirements sufficient to provide notice of meetings and activities of the Members shall be in accordance with and subject to the provisions set forth in the By-Laws of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Parcel, or portion thereof, that is subject to the provisions of the Declaration.

**ARTICLE IV:  
CORPORATE EXISTENCE AND DISSOLUTION**

The Association shall commence upon the filing of these Articles of Incorporation with the Secretary of State, State of Florida. The Corporation shall have perpetual existence. Notwithstanding anything in the foregoing to the contrary, the Association may be terminated in accordance with the Declaration and the Bylaws, provided that upon such termination proper written consent must be duly recorded in the Public Records of Manatee County, Florida, subject, however to any required prior governmental approval. In the event of dissolution, the assets owned by the Association, including without limitation, the control and right of access to all surface water management system facilities, shall be conveyed or dedicated to an appropriate agency of local government, and if such agency refuses to accept such assets, then such assets shall be dedicated to a non-profit corporation similar to the Association.

**ARTICLE V:  
BOARD OF DIRECTORS**

The business affairs of the Association shall be managed by a Board of Directors consisting initially of three (3) Directors. The number of Directors comprising succeeding Boards of Directors shall be as provided from time to time in the By-Laws of the Association, but in no event shall there be less than three (3) Directors. All Directors shall be appointed, elected, removed, or replaced as the case may be, and shall serve for such terms as may be provided from time to time in the By-Laws.

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The names and addresses of the persons constituting the first Board of Directors who shall hold office until their successors are elected or appointed and have qualified, are as follows:

<u>Name:</u>	<u>Address:</u>
John Swart	6215 Lorraine Road Bradenton, Florida 34202
Tim Martin	6215 Lorraine Road Bradenton, Florida 34202
Robert P. Weber	6215 Lorraine Road Bradenton, Florida 34202

**ARTICLE VI:**  
**OFFICERS**

The Officers of the Association, to be elected by the Board of Directors, shall be a President, a Vice-President, a Secretary, and a Treasurer, and such other officers as the Board shall deem appropriate from time to time. The President shall be elected from among the membership of the Board of Directors, but no other officer need be a Director. The same person may hold two or more offices, provided, however, that the office of President and Secretary shall not be held by the same person. The affairs of the Association shall be administered by such officers under the direction of the Board of Directors. Officers shall be elected or appointed at such time and for such terms as set forth in the By-Laws.

The names of the Officers who are to manage the affairs of the Association until their successors are duly elected and qualified, are as follows:

<u>Name:</u>	<u>Title:</u>
John Swart	President
Tim Martin	Vice President
Robert P. Weber	Secretary/Treasurer

**ARTICLE VII:**  
**INCORPORATOR**

The name and address of the Incorporator is as follows: Daniel Perka; 6215 Lorraine Road, Bradenton, Florida 34202.

**ARTICLE VIII:**  
**REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial Registered Office of the Corporation is 6215 Lorraine Road, Bradenton, Florida 34202. The name of the initial Registered Agent of the Corporation is Daniel Perka.

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**ARTICLE IX:**  
**AMENDMENTS TO ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended as set forth in the *Florida Statutes*, as amended from time to time.

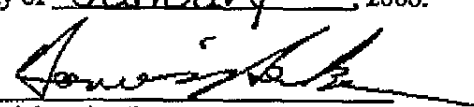
**ARTICLE X:**  
**INDEMNIFICATION OF OFFICERS AND DIRECTORS**

All Officers and Directors shall be indemnified by the Association for and against all expenses and liabilities, including counsel fees, reasonably incurred in connection with any proceeding (including appellate proceedings) or settlement thereof in which they may become involved by reason of holding such office. In no event, however, shall any Officer or Director be indemnified for his own willful misconduct or, with respect to any criminal proceeding, his own knowing violation of provisions of law. The Association may purchase and maintain insurance on behalf of all Officers and Directors for 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 XI:**  
**INTERPRETATION**

Express reference is hereby made to the terms and provisions of the Declaration where necessary to interpret, construe, and clarify the provisions of these Articles. In subscribing and filing these Articles, it is the intent of the undersigned that the provisions of these Articles shall be consistent with the provisions of the Declaration, and these Articles shall be interpreted, construed and applied so as to avoid inconsistencies or conflicting results.

IN WITNESS WHEREOF, for the purposes of forming a corporation not for profit pursuant to the laws of the State of Florida, the undersigned Incorporator hereby duly executes the foregoing Articles of Incorporation this 18 day of January, 2006.

  
Daniel Perka, Incorporator

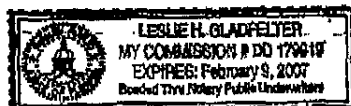
STATE OF FLORIDA :  
COUNTY OF Manatee:

THE FOREGOING INSTRUMENT was acknowledged before me this 18 day of Jan., 2006, by Daniel Perka [☒] who is personally known to me, or, [☐] who has produced \_\_\_\_\_ as identification.

My Commission expires:

  
NOTARY PUBLIC

(SEAL)



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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
SERVICE OF PROCESS WITH THIS STATE, NAMED AGENT  
UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 617.0501, Florida Statutes, the following is submitted in compliance with said Act:

UNIVERSITY CORNERS OWNERS' ASSOCIATION, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at 6215 Lorraine Road, Bradenton, Florida 34202, has named Daniel Perka, with registered office at: 6215 Lorraine Road, Bradenton, Florida 34202, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

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

  
Daniel Perka  
Registered Agent

DATED this the 18 day of January, 2006.

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