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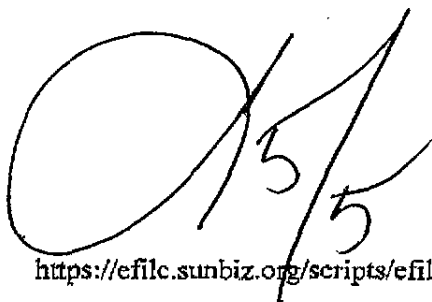
VILLAS BY THE SEA CONDOMINIUM ASSOCIATION, INC.

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ARTICLES OF INCORPORATION

OF

VILLAS BY THE SEA CONDOMINIUM ASSOCIATION, **INC.**

I, the undersigned, by and under the provisions of statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation not for profit, do hereby declare as follows:

ARTICLE I. NAME OF CORPORATION

The name of this corporation shall be **VILLAS BY THE SEA CONDOMINIUM ASSOCIATION, INC.** (hereinafter referred to as the "Association")

ARTICLE II. PRINCIPAL OFFICE

The principal office of the corporation shall initially be at 4909 Manatee Ave. W., Bradenton, FL 34209. The corporation may change its principal office from time to time as permitted by law.

ARTICLE III. PURPOSES OF CORPORATION

The purpose of the Association shall be to operate and manage the affairs and the property known as **VILLAS BY THE SEA, A CONDOMINIUM**, located at 301 Highland Ave., Bradenton Beach, FL 34217 and to perform each and every act provided in the Declaration of Condominium of the said Condominium and the Condominium Act, Chapter 718, Florida Statutes.

Prepared By:
Michael D. Wyckoff, Esq.
Wickman & Wyckoff, P.A.
4909 Manatee Avenue West
Bradenton, FL 34209
(941) 795-6565
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ARTICLE IV. POWERS

The Association shall have all of the statutory powers of a corporation not for profit and all of the powers and duties set forth in the Condominium Act and the Declaration of Condominium of VILLAS BY THE SEA, a Condominium. As more particularly set forth in the Declaration of Condominium of VILLAS BY THE SEA, a Condominium, the Association may acquire a leasehold, membership, and other possessory or use interests (whether or not such interests relate to property contiguous to the lands of the condominium) intended to provide for the enjoyment, recreation, or other use or benefit of the Association members, and the Association may acquire, convey, lease and mortgage Association property.

ARTICLE V. MEMBERS

All persons owning a vested present interest in the fee title to a condominium unit in VILLAS BY THE SEA, a Condominium, which interest is evidenced by a duly recorded proper instrument in the Public Records of Manatee County, Florida, shall be members of the Association. Membership shall terminate automatically and immediately at the time a member's vested interest in the fee title terminates, except that upon the termination of the condominium, the membership of a unit owner who conveys his unit to the trustee as provided in the Declaration of Condominium shall continue until the trustee makes a final distribution of such unit's share of the funds collected and held by the trustee.

After the Association approves of a conveyance of a condominium unit as provided in the Declaration of Condominium, the change of membership in the Association shall be evidenced in the Association records by delivery to the Association of a copy of the recorded deed or other instrument of conveyance.

Prior to the recording of the Declaration of Condominium of VILLAS BY THE SEA, a Condominium, the subscriber hereto shall constitute the sole member of the Association.

ARTICLE VI. VOTING RIGHTS

The voting rights of each unit shall be determined on an equal fractional basis. That is, each unit shall be entitled to one (1) vote. When more than one person owns a unit in the condominium, the vote for that unit shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any one unit, and the vote shall not be divided among the owners of any one unit. If one owner owns more than one unit, such owner shall have the one vote for each unit owned. If units are joined together and occupied by one owner, such owner shall have a separate vote for each unit owned.

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ARTICLE VII. INCOME DISTRIBUTION

No part of the income of the Association shall be distributable to its members, except as compensation for services rendered.

ARTICLE VIII. EXISTENCE

The Association shall exist perpetually unless dissolved according to the law.

ARTICLE IX. REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the Association shall be at 4909 Manatee Ave. W., Bradenton, FL 34209 and the registered agent at such address shall be Michael D. Wyckoff, until such time as another registered agent is appointed by resolution of the board of directors.

ARTICLE X. NUMBER OF DIRECTORS

The business of the corporation shall be conducted by a board of directors which shall consist of not less than two (2) persons, as shall be elected or appointed as set forth in the Bylaws.

ARTICLE XI. BOARD OF DIRECTORS AND OFFICERS

The names and mailing addresses of the initial board of directors and officers are as follows:

<u>Name</u>	<u>Address</u>
Michael D. Wyckoff	4909 Manatee Ave. W. Bradenton, Florida 34209
Shawn T. Kaleta	P.O. Box 1182 <u>Holmes Beach, Florida 34218</u>

ARTICLE XII. RECALL AND REMOVAL OF DIRECTORS

Subject to the provisions of Article XIV hereof, and the provisions of the Condominium Act, Chapter 718, Florida Statutes, and the rules and regulations promulgated pursuant thereto, directors may be recalled from office with or without cause, by the affirmative vote of a majority of the voting interests of the Association.

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ARTICLE XIII. INDEMNIFICATION OF OFFICERS AND DIRECTORS

All officers and directors shall be indemnified by the Association to the extent required by Florida law. 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 their status as such.

ARTICLE XIV. RIGHTS OF DEVELOPER

As more particularly set forth in Section 718.301, Florida Statutes, Hereyugo Properties, I, LLC, a Florida limited liability company, which is the developer of Villas By The Sea, a Condominium, and which is referred to herein as the Developer, shall have the right to appoint all of the directors of the Association (which directors need not be unit owners), subject to the following:

1. When fifteen percent (15%) or more of the units in the condominium 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.
2. Unit owners other than the Developer shall be entitled to elect not less than a majority of the directors upon the occurrence of the earliest of the following.
 - a. Three (3) years after fifty-percent (50%) of the units that will be operated ultimately by the Association have been conveyed to owners other than the Developer; or
 - b. Three (3) months after ninety percent (90%) of the units that will be operated ultimately by the Association have been conveyed to owners other than the Developer; or
 - c. When all of the units that will be operated ultimately by the Association have been completed, some of them have been conveyed to owners other than the Developer, and none of the others are being offered for sale by the Developer in the ordinary course of business; or
 - d. When some of the units have been conveyed to owners other than the Developer and none of the others are being constructed or offered for sale by the Developer in the ordinary course of business; or
 - e. Seven (7) years after recordation of the Declaration of Condominium for Villas By The Sea, a Condominium in the Public Records of Manatee County, Florida.

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3. When the Developer no longer holds for sale in the ordinary course of business at least five percent (5%) 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.
4. Any director appointed by the Developer may be removed and replaced by the Developer at any time, subject only to the foregoing rights of the unit owners.

ARTICLE XV. BYLAWS

The first Bylaws of the Association shall be adopted by the board of directors and may be altered, amended or rescinded in the manner provided in such Bylaws.

ARTICLE XVI. SUBSCRIBERS

The name and street address of the subscriber to these Articles of Incorporation is as follows:


Michael D. Wyckoff

4909 Manatee Ave. W.
Bradenton, Florida 34209

ARTICLE XVII. AMENDMENT

These Articles of Incorporation may be amended as provided by Chapter 617, Florida Statutes; provided, however, that any such amendment shall be approved by at least fifty-one percent (51%) of the voting interests of the Association and by a majority of the board of directors.

IN WITNESS WHEREOF, I, the undersigned subscriber hereby adopt these Articles of Incorporation, and hereunto set my hand and seal this 3 day of May, 2006.


Michael D. Wyckoff

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the

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provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent.

By: 

Michael D. Wyckoff

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