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P. 1

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ASHTON ROAD LAND CONDOMINIUM

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Help

cf. 2-8

NO. 466 P. 2
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ASHTON ROAD LAND CONDOMINIUM ASSOCIATION II, INC.

ARTICLE I
NAME

The name of the corporation is ASHTON ROAD LAND CONDOMINIUM ASSOCIATION II, INC. (the "Association").

ARTICLE II
ADDRESS

The street address of the initial principal office of the Association is 3975 Berlin Drive, Sarasota, Florida 34233, and the initial mailing address of the Association is 3975 Berlin Drive, Sarasota, Florida 34233.

ARTICLE III
PURPOSE AND POWERS

The purpose for which the Association is organized is to provide an entity pursuant to the Florida Land Condominium Act for the operation of Ashton Road Land Condominium II, located in Sarasota County, Florida.

The Association is organized and shall exist upon a non-stock basis as a corporation not-for-profit under the laws of the State of Florida and no portion of any earnings of the Association shall be distributed or inure to the private benefit of any member, director or officer of the Association. For the accomplishment of its purposes, the Association shall have all of the common law and statutory powers and duties of a corporation not-for-profit under the laws of the State of Florida, except as limited or modified by these Articles, the Declaration of Condominium, the Bylaws or the Florida Land Condominium Act; and it shall have all of the powers and duties reasonably necessary to operate the condominium pursuant to the Declaration and as it may hereafter be amended, including but not limited to the following:

- a. To make and collect assessments against members of the Association, to defray the costs, expenses and losses of the condominium, and to use the proceeds of assessments in the exercise of its powers and duties.
- b. To maintain, repair, replace and operate the Condominium Property and Association Property.

- c. To purchase insurance upon the Condominium Property and Association Property for the protection of the Association, its members, and their mortgagees.
- d. To reconstruct improvements after casualty and to make further improvements of the property.
- e. To make, amend and enforce reasonable rules and regulations governing the use of the common elements.
- f. To approve or disapprove the transfer, mortgage, ownership and occupancy of units, as provided by the Declaration of Condominium and the Bylaws.
- g. To enforce the provisions of the Condominium Act, the Declaration of Condominium, these Articles, and the Bylaws of the Association.
- h. To contract for the management and maintenance of the condominium and to delegate any powers and duties of the Association in connection therewith except such as are specifically required by the Declaration of Condominium to be exercised by the Board of Directors or the membership of the Association.
- i. To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the condominium.

All funds and the title to all property acquired by the Association shall be held for the benefit of the members in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation and the Bylaws.

ARTICLE IV **MEMBERSHIP**

- A. The members of the Association shall consist of all record owners of a fee simple interest in one or more units in the condominium, and as further provided in the Bylaws; after termination of the condominium the members shall consist of those who are members at the time of such termination.
- B. After receiving approval of the Association as required by the Declaration of Condominium, change of membership shall be established by recording in the Public Records of Sarasota County, Florida, a deed or other instrument and by the delivery to the Association of a copy of such instrument.

- C. The share of a member in the funds and assets of the Association cannot be assigned or transferred in any manner except as an appurtenance to his unit.
- D. The owners of each unit, collectively, shall be entitled to one vote for each unit in Association matters as set forth in the Declaration of Condominium and Bylaws. The manner of exercising voting rights shall be as set forth in the Bylaws.

ARTICLE V
TERM

The term of the Association shall be perpetual.

ARTICLE VI
AMENDMENTS

- A. Except as otherwise required for by Florida law, these Articles of Incorporation may be amended by vote of two-thirds (2/3) of the voting interest at any annual or special meeting, or by approval in writing of the owners of two-thirds (2/3) of the units without a meeting, provided that notice of any proposed amendment has been given to the members of the Association and that the notice contains a copy of the proposed Amendment.
- B. An Amendment shall become effective upon filing with the Secretary of State and recording a copy in the Public Records of Sarasota County, Florida.

ARTICLE VII
DIRECTORS AND OFFICERS

- A. The affairs of the Association will be administered by a Board of Directors consisting of the number of Directors determined by the Bylaws, but not less than three (3) Directors, and in the absence of such determination shall consist of three (3) Directors. Except for Directors appointed by the Developer, all Directors must be members of the Association or spouses of members.
- B. Directors of the Association shall be elected by the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.
- C. The business of the Association shall be conducted by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board.

ARTICLE VIII
INCORPORATOR

The name and address of the incorporator is: McIntosh Business Center, LLC, a Florida limited liability company, whose address is 3975 Berlin Drive, Sarasota, Florida 34233.

ARTICLE IX
INITIAL REGISTERED AGENT

The initial registered office of the Association shall be at: 46 North Washington Boulevard, Suite 1, Sarasota, Florida, 34236.

The initial registered agent at said address shall be: LPS Corporate Services, Inc.

ARTICLE X
INDEMNIFICATION

The Association shall indemnify every Director and every officer of the Association against all expenses and liabilities including attorney's fees, actually and reasonably incurred by or imposed on him or her in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he or she may be a party because of his being or having been a Director or officer of the Association to the fullest extent that may be permitted by law.

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.

WHEREFORE, the incorporator has caused these Articles to be executed this 16th day of February 2007.

McIntosh Business Center, LLC, a Florida
limited liability company

By: West Coast Real Estate
Management Group, Inc., a Florida
corporation

By: 

Print Name: Fred C. Cifamonte

As Its President

**NOTICE OF APPOINTMENT OF REGISTERED AGENT,
ACCEPTANCE, AND DESIGNATION OF CORPORATE OFFICE**

The undersigned, LPS CORPORATE SERVICES, INC., a Florida corporation, having a street address of 46 N. Washington Blvd., Suite 1, Sarasota, Florida 34236, having been appointed by the members of the Board of Directors of ASHTON ROAD LAND CONDOMINIUM ASSOCIATION II, INC., as registered agent, states as follows:

1. The address of the registered agent shall be 46 N. Washington Blvd., Suite 1, Sarasota, Florida 34236.

2. It accepts the appointment and consents to serve as registered agent of ASHTON ROAD LAND CONDOMINIUM ASSOCIATION II, INC. pursuant to section 617.023, Florida Statutes.

LPS CORPORATE SERVICES, INC.,
A Florida corporation

By: 

ALISON H. HASKINS, as its Vice President

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