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FLORIDA PROFIT/NON PROFIT CORPORATION

SPICE BAY HOMEOWNERS ASSOCIATION, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
SPICE BAY HOMEOWNERS ASSOCIATION, INC.
(A Corporation Not For Profit)**

In order to form a corporation under and in accordance with the provisions of the laws of the State of Florida for the formation of corporations not for profit, the undersigned does hereby adopt and set forth these Articles of Incorporation, viz:

**ARTICLE 1
NAME AND ADDRESS OF CORPORATION**

The name of this corporation shall be:

SPICE BAY HOMEOWNERS ASSOCIATION, INC.

hereinafter in these Articles of Incorporation referred to as the "Association." The initial principal office address of the Association is 200 South Orange Avenue, Sarasota, Florida 34236.

**ARTICLE 2
PURPOSES**

2.1 General Purposes. The Association is organized for the general purpose of promoting the health, safety, and social welfare of the Owners of Lots located within the subdivision in Sarasota County, Florida (the "Subdivision"), that is hereafter made subject to the terms and provisions of that certain document entitled "Declaration of Restrictions for Spice Bay" (the "Declaration"), which is to be recorded in the Public Records of Sarasota County, Florida, by the developer of the Subdivision, Victoria Bay, Inc., a Florida corporation ("Developer"). All capitalized words and terms used herein which are defined in the Declaration shall be used herein with the same meanings as defined in the Declaration. In the event of any conflict between the provisions of these Articles of Incorporation and the provisions of the Declaration, the provisions of the Declaration shall control.

2.2 Specific Purposes. The purposes of the Association shall include the following:

- A. To operate, maintain, manage, improve, and administer the use of the Common Areas, and other portions of the Subdivision, to the extent set forth in the Declaration.
- B. To carry out all of the duties and obligations which may be assigned to the Association under the terms and provisions of the Declaration.
- C. To take such other action as may be deemed appropriate by the Board to promote the health, safety, and social welfare of the Owners.
- D. To operate without profit and for the sole and exclusive benefit of its members.

**ARTICLE 3
GENERAL POWERS**

3.1 General Powers. In general, the Association shall have all powers which are or may be conferred upon a corporation not for profit by the laws of the State of Florida, except as prohibited herein.

3.2 Specific Powers. The powers of the Association shall include the following:

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A. To purchase, accept, lease, or otherwise acquire title to, and to hold, mortgage, rent, sell, or otherwise dispose of, any real or personal property related to the purposes or activities of the Association; to make, enter into, perform, and carry out contracts of every kind and nature with any person, firm, corporation, or association; and to do any other acts necessary or expedient for carrying on any of the activities of the Association and pursuing any of the objects and purposes set forth in these Articles of Incorporation and not forbidden by the laws of the State of Florida.

B. To establish budgets and to fix Assessments to be levied against Lots in the Subdivision pursuant to the Declaration for the purpose of defraying the expenses and costs of effectuating the objects and purposes of the Association and to create reasonable reserves for such expenditures, including reasonable contingency funds for ensuing years and reasonable annual reserves for anticipated major capital repairs, maintenance, improvements, and replacements.

C. To place liens against any Lot in the Subdivision for delinquent and unpaid Assessments and to bring suit for the foreclosure of such liens or to otherwise enforce the collection of such Assessments for the purpose of obtaining revenue in order to carry out the purposes and objectives of the Association, all in accordance with the provisions of the Declaration.

D. To hold funds solely and exclusively for the benefit of the members of the Association for the purposes set forth in these Articles of Incorporation.

E. To adopt, promulgate, and enforce rules, regulations, bylaws, covenants, restrictions, and agreements in order to effectuate the purposes for which the Association is organized.

F. To delegate such of the ministerial functions of the Association as may be deemed to be in the Association's best interest by the Board of Directors.

G. To charge recipients of services rendered by the Association and users of property of the Association where such charges are deemed appropriate by the Board of Directors.

H. To pay all taxes and other charges or assessments, if any, levied against property owned, leased, or used by the Association.

I. To borrow money for the acquisition of property or for any other lawful purpose of the Association, and to make, accept, endorse, execute, and issue debentures, promissory notes, or other obligations of the Association for borrowed monies, and to secure the payment of any such obligation by mortgage, pledge, security agreement, or other instrument of trust, or by lien upon, assignment of, or agreement in regard to all or any part of the real or personal property, or property rights or privileges, of the Association wherever situated.

J. To operate and maintain the surface water management system pursuant to the Declaration.

K. To enforce by any and all lawful means the provisions of these Articles of Incorporation, the Bylaws of the Association which may be hereafter adopted, and the terms and provisions of the Declaration.

ARTICLE 4

MEMBERS

4.1 Membership. The members of the Association shall consist of all Owners of Lots in the Subdivision. Owners of Lots shall automatically become members upon acquisition of the fee simple title to their respective Lots. The membership of any member in the Association shall automatically terminate upon conveyance or other divestment of title to all Lots owned by such member.

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4.2 Membership Appurtenant to Lot Ownership. The interest of a member in the funds and assets of the Association cannot be assigned, hypothecated, or transferred in any manner, except as an appurtenance to the Lot that is the basis of his membership in the Association.

4.3 List of Members. The Secretary of the Association shall maintain a list of the members of the Association. Whenever any person or entity becomes a member of the Association, it shall be such party's duty and obligation to so inform the Secretary in writing, giving his name, mailing address, and legal description of his Lot; provided, however, that any notice given to or vote accepted from the prior Owner of such member's Lot before receipt of written notification of change of ownership shall be deemed to be properly given or received. The Secretary may, but shall not be required to, search the Public Records or make other inquiry to determine the status and correctness of the list of members of the Association maintained by him and shall be entitled to rely upon the Association's records until notified in writing of any change in ownership.

ARTICLE 5 VOTING

In all matters concerning the Association, the number of votes to which each Owner is entitled shall be the same as the number of Assessment Shares allocated to such Owner's Lot.

ARTICLE 6 BOARD OF DIRECTORS

6.1 Numbers. The affairs of the Association shall be managed by a Board of Directors consisting initially of three Directors. The number of Directors comprising succeeding Boards of Directors shall be as provided from time to time in the Bylaws of the Association, but in no event shall there be less than three Directors.

6.2 Appointment. All Directors shall be appointed by Developer until the annual meeting of members in the year 2008. Commencing with such annual meeting and continuing thereafter until the "turnover" meeting of members, Developer shall have the right to appoint a majority of the Directors. Commencing with the "turnover" meeting, all Directors shall be elected by the members in accordance with the provisions of Article 6.3. As used herein, the "turnover" meeting shall mean the first annual or special meeting of members following the date on which members other than Developer, and other than builders, contractors, or others who purchase a Lot for the purpose of constructing improvements thereon for resale, for the first time own at least 90 percent of the Lots that will ultimately be included in the Subdivision or, if earlier, the date on which Developer, by written notice to the Association, relinquishes its right to appoint a majority of the Directors.

6.3 Election. All Directors who are not subject to appointment by Developer shall be elected by the members. Elections shall be by plurality vote.

6.4 Qualification and Term. Directors need not be members of the Association. Directors appointed by Developer shall not serve fixed terms, but shall serve at the pleasure of Developer. Except as may be otherwise required by the terms of Article 6.2, Directors elected pursuant to Article 6.3 shall be elected at the annual meeting of members, and their term shall expire at the next succeeding annual meeting of members. Commencing with the first annual meeting that either follows or constitutes the "turnover" meeting, all Directors elected by the members shall be elected on a staggered two-year-term basis. Accordingly, at such meeting, the one-half of the elected Directors receiving the highest number of votes, and, in addition, if there are an odd number of Directors elected, the Director receiving the next highest number of votes, shall serve two-year terms, and the other elected Directors shall serve one-year terms. At each annual meeting of members thereafter, Directors shall be elected for two-year terms to fill the vacancies of those Directors whose terms are then expiring. In the event additional Directors are elected at an annual meeting to fill new directorships created by expansion of the Board, such Directors shall be elected, in the manner set forth above, for one- or two-year terms as may be appropriate to make even, or as nearly even as possible, the number of Directors serving one- and two-year terms.

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6.5 Removal. Any elected Director may be removed from office with or without cause by majority vote of the members, but not otherwise. Any appointed Director may be removed and replaced with or without cause by Developer, in Developer's sole discretion.

6.6 Initial Board. The names and addresses of the persons constituting the first Board of Directors are as follows:

Kenneth Cox	Williams Parker Harrison Dietz & Getzen Attention: Patrick W. Ryskamp, Esq. 200 South Orange Avenue Sarasota, Florida 34236
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Richard Perrone	Williams Parker Harrison Dietz & Getzen Attention: Patrick W. Ryskamp, Esq. 200 South Orange Avenue Sarasota, Florida 34236
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Quentin Cox	Williams Parker Harrison Dietz & Getzen Attention: Patrick W. Ryskamp, Esq. 200 South Orange Avenue Sarasota, Florida 34236
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ARTICLE 7 **OFFICERS**

7.1 Number, Qualification, and Term. 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 at the annual meeting of the Board of Directors, and their term shall expire at the next succeeding annual meeting of the Board of Directors.

7.2 Initial Officers. The names of the officers who are to manage the affairs of the Association until the first annual meeting of the Board of Directors are as follows:

Kenneth Cox	-	President
Richard Perrone	-	Vice-President
Quentin Cox	-	Secretary/Treasurer

ARTICLE 8 **CORPORATE EXISTENCE**

The Association shall have perpetual existence.

ARTICLE 9 **BYLAWS**

The first Board of Directors of the Association shall adopt Bylaws consistent with these Articles of Incorporation. Thereafter, the Bylaws may be altered, amended, or repealed by a majority vote of the

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Directors in the manner provided by such Bylaws. No amendment to the Bylaws prior to the Turnover, however, shall be effective without the written consent of Developer.

ARTICLE 10
AMENDMENTS TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be altered, amended, or repealed by Developer or by the affirmative vote of the holders of more than one-half of the total votes of the Association membership. No amendment to these Articles of Incorporation prior to the Turnover, however, shall be effective without the written consent of Developer.

ARTICLE 11
REGISTERED OFFICE AND REGISTERED AGENT

The registered and principal office of the Association shall be at 200 South Orange Avenue, Sarasota, Florida 34236 and the registered agent at such address shall be Patrick W. Ryskamp. The Association may, however, maintain offices and transact business in such other places within or without the State of Florida as may from time to time be designated by the Board of Directors.

ARTICLE 12
BUDGET AND EXPENDITURES

The Association shall obtain funds with which to operate by Assessments levied against its members in accordance with the provisions of the Declaration, as the same may be supplemented by the provisions of these Articles of Incorporation and the Association's Bylaws. Pursuant to the Declaration, the Board of Directors shall annually adopt budgets for the operation of the Association for the ensuing year and for the purpose of levying Assessments against the Lots, which budgets shall be conclusive and binding upon all members; provided, however, that the Board of Directors may thereafter at any time approve or ratify variations from such budgets.

ARTICLE 13
INCORPORATOR

The name and street address of the Incorporator of the Association is as follows:

Kenneth Cox

Williams Parker Harrison Dietz & Getzen
Attention: Patrick W. Ryskamp, Esq.
200 South Orange Avenue
Sarasota, Florida 34236

ARTICLE 14
INDEMNIFICATION OF OFFICERS AND DIRECTORS

All officers and Directors shall be indemnified by the Association against all expenses and liabilities, including attorney's 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.

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ARTICLE 16
DISSOLUTION OF THE ASSOCIATION

15.1 Dissolution. Upon expiration of the term of the Declaration, the Association may be dissolved upon a resolution to that effect being approved by the holders of two-thirds of the total votes of the Association membership, and upon compliance with any applicable laws then in effect.

15.2 Distribution of Assets. Upon dissolution of the Association, all of its assets remaining after provision for payment of creditors and all costs and expenses of such dissolution shall be distributed in the following manner:

A. The Common Areas shall be conveyed to an appropriate agency of local government, provided such agency is willing to accept the conveyance. If no such agency is willing to accept the conveyance, then the Common Areas shall be dedicated to such other entity as may be approved by Sarasota County.

B. Except as may be otherwise provided by the terms of the Declaration, all remaining assets, or the proceeds from the sale of such assets, shall be apportioned among the Lots pro rata to the number of Assessment Shares allocated to such Lots, and the share of each Lot shall be distributed to the then Owner thereof.

ARTICLE 16
BINDING EFFECT

The provisions hereof shall bind and inure to the benefit of the members and Developer and their respective successors and assigns.

IN WITNESS WHEREOF, the above-named Incorporator has executed these Articles of Incorporation this 15th day of February, 2008.


KENNETH COX
Incorporator

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ACCEPTANCE BY REGISTERED AGENT

Having been appointed Registered Agent for the above corporation, I hereby accept such appointment. I further certify that I am familiar with, and accept, the obligations of that position as provided by Florida Statutes.


Patrick W. Ryskamp
Registered Agent

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