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KANETSKY, MOORE & DEBOER

Page 081

Page 1 of 1

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FLORIDA PROFIT/NON PROFIT CORPORATION

Barcelona Villas Condominium Association, Inc.

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ARTICLES OF INCORPORATION

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OF

BARCELONA VILLAS CONDOMINIUM ASSOCIATION, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A corporation not for profit
under the laws of the State of Florida

The undersigned hereby associate themselves for the
purpose of forming a corporation not for profit under Chapter 617,
Florida Statutes, and certify as follows:

ARTICLE 1

Name, Address and Registered Agent

1.1) Name. The name of the corporation shall be
BARCELONA VILLAS CONDOMINIUM ASSOCIATION, INC., a Florida
corporation not for profit. For convenience the corporation shall
herein be referred to as the "Association".

1.2) Address. The principal place of business and
mailing address of the corporation shall be: 709 Barcelona Avenue,
Venice, FL 34285.

1.3) Address and Registered Agent. The street address
of the initial registered office of the Association is 227 Nokomis
Avenue S., Venice, FL 34285. The name of the Association's
initial registered agent at such address is Robert L. Moore.

ARTICLE 2

Purpose

2.1) Purpose. The purpose for which the Association is
organized is to provide an entity pursuant to Section 718.11 of the
Florida Condominium Act for the maintenance, operation and
management of Barcelona Villas, a Condominium, (herein the
"Condominium"), located in Sarasota County, Florida.

2.2) Distribution of Income. The Association shall make
no distribution of income to and no dividend shall be paid to its
members, directors, or officers.

2.3) No Shares of Stock. The Association shall not have
or issue shares of stock.

THIS INSTRUMENT PREPARED BY
Robert L. Moore
Attorney At Law
P.O. Box 1767
Venice, Florida 34284-1767
(941) 465-1571
Fla. Bar #108640

EXHIBIT "C"

ARTICLE 3

Powers

3.1) Common Law and Statutory Powers. The Association shall have all of the common-law and statutory powers of a corporation not in conflict with the terms of these Articles of Incorporation or the Florida Condominium Act.

3.2) Specific Powers. The Association shall have all of the powers and duties set forth in the Condominium Act of the State of Florida, these Articles of Incorporation and by the Declaration of Condominium (hereinafter the "Declaration") and all of the powers and duties reasonably necessary to maintain, manage and operate the Condominium pursuant to such Declaration and as it may be amended from time to time, including but not limited to the following:

- (a) To make and collect assessments against members as Unit Owners to defray the costs, expenses and losses of operation.
- (b) To use the proceeds of assessments in the exercise of its powers and duties.
- (c) To maintain, repair, replace and operate the Condominium property.
- (d) To purchase insurance upon the Condominium property and insurance for the protection of the Association and its members as Unit Owners.
- (e) To make and amend reasonable rules and regulations respecting the use of the property in the Condominium.
- (f) To approve or disapprove the transfer, mortgage and ownership of Units in the Condominium.
- (g) To enforce by legal means the provisions of the Condominium Act of the State of Florida, the Declaration of Condominium, these Articles of Incorporation, Bylaws of the Association and the regulations for use of the property of the Condominium.
- (h) To contract for the management of the Condominium and to delegate to such contractor all powers and duties of the Association, except such as are specifically required by the Declaration of Condominium to have the

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approval of Directors or the membership of the Association.

(i) To contract for the management or operation of portions of the common elements susceptible to separate management or operation.

(j) To employ personnel to perform the services required for proper operation of the Condominium.

(k) To acquire or enter into agreements whereby it acquires leaseholds, memberships or other possessory or use interests in real and personal property, including, but not limited to, country clubs, golf courses, marinas, and other recreational facilities, whether or not contiguous to the lands of the Condominium, intended to benefit the Unit Owners, to declare expenses in connection therewith to be common expenses, and to adopt covenants and restrictions relating to the use thereof.

(l) To purchase Units in the Condominium and to acquire and hold, lease, mortgage and convey the same, subject, however, to the provisions of the Declaration and Bylaws relative thereto.

(m) To sue and be sued.

(n) To take any other action necessary for the purpose for which the Association is organized.

3.3) Assets Held in Trust. All funds and properties acquired by the Association and the proceeds thereof shall be held in trust for the members in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation and the Bylaws of the Association.

3.4) Limitation on Exercise of Powers. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration of Condominium and the Bylaws of the Association.

ARTICLE 4

Members

4.1) Members. The members of the Association shall consist of all the record owners of Units in the Condominium from

time to time, and after termination of the Condominium shall consist of those who are members at the time of such termination and their successors and assigns.

4.2) Change of Membership. After receiving any approval of the Association required by the Declaration of Condominium, change of membership in the Association shall be established by the recording in the Public Records of Sarasota County, Florida, of a deed or other instrument establishing a change of record title to a Unit in the Condominium. The Owner designated by such instrument thereby automatically becomes a member of the Association and the membership of the prior owner is terminated.

4.3) Limitation on Transfer of Shares of Assets. The share 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 member's Unit.

4.4) Voting. The Owner of each Unit shall be entitled to at least one vote (voting interest) as a member of the Association. The exact number of votes to be cast by Owners of a Unit and the manner of exercising voting rights shall be determined by the Bylaws of the Association.

ARTICLE 5 Directors

5.1) Board of Directors. The affairs of the Association shall be managed by the Board of Directors consisting of the number of Directors determined by the Bylaws, but not less than three Directors, and in the absence of such determination shall consist of three Directors. Directors need not be members of the Association.

5.2) Election of Directors. The Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the Bylaws of the Association. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws of the Association.

5.3) First Election of Directors. The first annual election of Directors by the membership shall not be held until June 1, 2012, or until Developer elects to terminate its control of the Association, or until required by the Florida Condominium Act. The transfer of control of the Association by the Developer to the members shall be as provided in the Declaration of Condominium for the Condominium.

5.4) First Board of Directors. The names and address of the members of the first Board of Directors who shall hold office

until their successors are elected and qualified, or until removed, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Robert L. Rynard, Sr.	27 Forrests Edge Ct. Indianapolis, IN 46227
Robert L. Rynard, Jr.	27 Forrests Edge Ct. Indianapolis, IN 46227
Dorothy A. Rynard	27 Forrests Edge Ct. Indianapolis, IN 46227

ARTICLE 6
Officers

6.1) Officers. The affairs of the Association shall be administered by a President, Vice-President and Secretary-Treasurer and such other officers as may be designated in the Bylaws of the Association. 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 of Directors. The names and addresses of the officers who shall serve until their successors are designated and elected by the Board of Directors are as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Robert L. Rynard, Sr.	President	27 Forrests Edge Ct. Indianapolis, IN 46227
Robert L. Rynard, Jr.	Vice President	27 Forrests Edge Ct. Indianapolis, IN 46227
Dorothy A. Rynard	Secretary/ Treasurer	27 Forrests Edge Ct. Indianapolis, IN 46227

The Directors and Officers may lawfully and properly exercise the power set forth in ARTICLE 3, particularly those set forth in Section 3.2(k), notwithstanding the fact that some or all of them who may be directly or indirectly involved in the exercise of such powers and in the negotiation and/or consummation of agreements executed pursuant to such powers are some or all of the persons with whom the corporation enters into such agreements or who own some or all of the proprietary interest in the entity or entities with whom the corporation enters into such agreements. Disclosure of such agreements by setting forth the same in the Declaration of Condominium as initially declared or subsequently redeclared or amended, shall stand as an absolute confirmation of such agreements and the valid exercise by the directors and officers of this corporation of the powers pertinent thereto.

ARTICLE 7
Indemnification

7.1) Indemnification. Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including legal fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party, or in which he may become involved by reason of his being or having been a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance in the performance of his duties; provided that in the event of a settlement the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the Association. 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.

ARTICLE 8
Bylaws

8.1) Bylaws. The Bylaws of the Association shall be adopted by the Board of Directors of the Association and may be altered, amended or rescinded in certain instances by the Board of Directors and in certain instances by the membership in the manner provided by the Bylaws.

ARTICLE 9
Amendments

9.1) Amendments. Subject to the provisions of the Sections 9.2 and 9.3 of this Article 9, amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

(a) Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

(b) A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the members of the Association. Except as elsewhere provided, such approvals must be by not less than 66% of the voting interests of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing such approval

is delivered to the Secretary at or prior to the meeting.

9.2) Limitation on Amendments. No amendment shall make any changes in the qualifications for membership nor the voting rights of members, nor any change in Section 3.3 of ARTICLE 3 or Section 5.3 of ARTICLE 5, without approval in writing by all members and the joinder of all record owners of mortgages upon the Condominium. No amendment shall be made that is in conflict with the Condominium Act of the State of Florida or the Declaration of Condominium.

9.3) Initial Amendments by First Board of Directors. Until the first election of directors by the members, amendments to these Articles of Incorporation may be proposed and adopted by the unanimous action of the First Board of Directors named in these Articles.

9.4) Certification. A copy of each amendment shall be certified by the Secretary of State and be recorded in the Public Records of Sarasota County, Florida.

ARTICLE 10

Term

10.1) Term. The term of the Association shall be perpetual unless the Condominium is terminated pursuant to the provisions of the Declaration and, in the event of such termination, the corporation shall be dissolved in accordance with the law.

10.2) If the Association is dissolved, the control or right of access to the property containing the surface water management system facilities shall be conveyed or dedicated to an appropriate governmental unit or public entity and that if not accepted, then the surface water management system facilities shall be conveyed to a non-profit corporation similar to the Association.

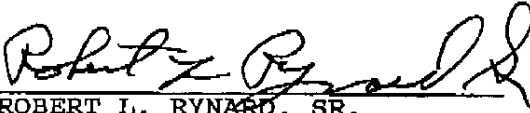
ARTICLE 11

Subscribers (Incorporators)

11.1) Names and Addresses. The names and residence addresses of the incorporators of these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Robert L. Rynard, Sr.	27 Forrests Edge Ct. Indianapolis, IN 46227

IN WITNESS WHEREOF, the incorporator has hereto affixed his signature on this 29 day of December, 2005.


ROBERT L. RYNARD, SR.

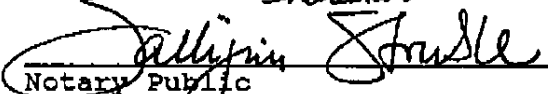
HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THESE ARTICLES OF INCORPORATION, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Registered Agent

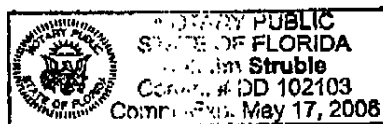
DATE: 3/17/06

STATE OF FLORIDA
COUNTY OF SARASOTA

29 The foregoing instrument was acknowledged before me this day of December, 2005, by Robert L. Rynard, Sr. He is personally known to me or who has produced a Florida driver's license as identification. Indiana's


Notary Public
Commission No. **SALLIJIM STRUBLE**

My Commission Expires:



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