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**FLORIDA PROFIT/NON PROFIT CORPORATION  
BALLANTYNE PLAZA CONDOMINIUM ASSOCIATION, INC.**

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March 10, 2011

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

CORPORATION SERVICE COMPANY

**RESUBMIT**

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SUBJECT: BALLANTYNE PLAZA CONDOMINIUM ASSOCIATION, INC.  
REF: W11000013759

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

Section 607.0802 or 617.0802, Florida Statutes, requires directors to be natural persons 18 years old or older.

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SECRETARY OF STATE  
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**ARTICLES OF INCORPORATION  
OF  
BALLANTYNE PLAZA CONDOMINIUM ASSOCIATION, INC.**

The undersigned incorporator, for the purpose of forming a corporation not for profit pursuant to the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

**ARTICLE 1 NAME**

The name of the corporation will be BALLANTYNE PLAZA CONDOMINIUM ASSOCIATION, INC. For convenience, the corporation is referred to in this instrument as the "Association," these Articles of Incorporation as the "Articles," and the Bylaws of the Association as the "Bylaws."

**ARTICLE 2 PURPOSE**

The purpose for which the Association is organized is to provide an entity pursuant to Florida's Condominium Act as it exists on the date of these Articles (the "Act") for the operation of that certain condominium located in Charlotte County, Florida, and known as BALLANTYNE PLAZA CONDOMINIUM (the "Condominium Property" or "Condominium").

**ARTICLE 3 DEFINITIONS**

The term used in these Articles have the same definitions and meaning as those set forth in the Declaration of the Condominium to be recorded in the Public Records of Charlotte County, Florida, unless otherwise provided in these Articles, or unless the context otherwise requires.

**ARTICLE 4 POWERS**

The powers of the Association will include and be governed by the following:

4.1. General. The Association will have all of the common-law and statutory powers of a corporation not for profit and a corporation for profit under the laws of Florida that are not in conflict with the provisions of these Articles, the Declaration, the Bylaws or the Act.

4.2. Enumeration. The Association will have the powers and duties set forth in the Act, and except as limited by the Act, those powers and duties set forth in these Articles, the Bylaws, and the Declaration and all of the powers and duties reasonably necessary to operate the Condominium pursuant to the Declaration and as more particularly described in the Bylaws, as they may be amended from time to time, including, but not limited to, the following:

(a) To make and collect Assessments and other charges against members as Unit Owners, and to use the proceeds from the Assessments and other charges in the exercise of its powers and duties.

(b) To buy, own, operate, lease, sell, trade and mortgage both real and personal property.

(c) To maintain, repair, replace, reconstruct, add to and operate the Condominium and other property acquired or leased by the Association.

(d) To purchase insurance upon the Condominium and insurance for the protection of the Association, its officers, directors and Unit Owners.

(e) To make and amend reasonable rules and regulations for the maintenance, conservation and use of the Units and the Condominium and for the health, comfort, safety and welfare of the Unit Owners.

(f) To enforce by legal means the provisions of the Act, the Declaration, these Articles, the Bylaws, and the rules and regulations for the use of the Condominium, subject, however, to the limitation regarding assessing Units owned by the Developer for fees and expenses relating in any way to claims or potential claims against the Developer as set forth in the Declaration and/or Bylaws.

(g) To contract for the management and maintenance of the Condominium and to authorize a management agent to assist the Association in carrying out its powers and duties by performing such functions as the submission of proposals, collection of Assessments, preparation of records, enforcement of rules and maintenance, repair and replacement of the Common Elements with funds that will be made available by the Association for those purposes. The Association and its officers will, however, retain at all times the powers and duties granted by the Condominium Act, including but not limited to the making of Assessments, promulgation of rules, and execution of contracts on behalf of the Association.

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

4.3. Condominium Property. All funds and the title to all properties acquired by the Association and their proceeds will be held for the benefit and use of the members in accordance with the provisions of the Declaration, these Articles, and the Bylaws.

4.4. Distribution of Income; Dissolution. The Association will make no distribution of income to its members, directors, or officers. Upon dissolution, all assets of the Association will be transferred only to another nonprofit corporation or a public agency or as otherwise authorized by Florida statute.

#### ARTICLE 5 MEMBERS

5.1. Membership. The members of the Association will consist of all of the record title owners of Units in the Condominium from time to time, and after termination of the Condominium, will consist of those who were members at the time of the termination and their successors and assigns. Nonmembers must deliver a true copy of the recorded deed or other instrument of acquisition of title to the Association.

5.2. Assignment. 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 the Unit for which that share is held.

5.3. Voting. On all matters on which the membership will be entitled to vote, there will be only one vote for each Unit, which vote must be exercised or cast in the manner provided by the Declaration and Bylaws. Any person or entity owning more than one Unit will be entitled to one vote for each Unit owned.

5.4. Meeting. The Bylaws will provide for an annual meeting of members, and may make provisions for regular and special meetings of members other than the annual meeting.

## ARTICLE 6 TERMS OF EXISTENCE

The Association will have perpetual existence.

## ARTICLE 7 INCORPORATION

The name and address of the Incorporator of this Corporation is:

NAME: *DARLENE BALLANTYNE*  
ADDRESS: *9991 Eagle Preserve Drive, Englewood, FL 34224*

## ARTICLE 8 OFFICERS

The affairs of the Association will be administered by the officers holding the offices designated in the Bylaws. The officers will be elected by the Board of Directors of the Association at its first meeting following the annual meeting of the members of the Association. The officers will serve at the pleasure of the Board of Directors. The Bylaws may provide for the removal from office of officers, for the filling of vacancies, and for the duties and qualifications of the officers. The names and addresses of the officers who will serve until their successors are designated by the Board of Directors are as follows:

President:

*DAVID BALLANTYNE*  
*9991 Eagle Preserve Drive, Englewood, FL 34224*

Vice-President:

*VERNON KOHLENBERG*  
*4020 N. Access Road, Unit 2, Englewood, FL 34224*

Secretary-Treasurer:

*DARLENE BALLANTYNE*  
*9991 Eagle Preserve Drive, Englewood, FL 34224*

## ARTICLE 9 DIRECTORS

9.1. Number and Qualification. The property, business, and affairs of the Association will be managed by a board consisting of the number of directors determined in the manner provided by the Bylaws but which will consist of not less than three (3) directors. During Developer control, Directors need not be members of the Association; provided, however, upon turnover any Director must be a Unit Owner.

9.2. Duties and Powers. All of the duties and powers of the Association existing under the Act, the Declaration, these Articles and the Bylaws will be exercised exclusively by the Board of Directors and its agents, contractors, or employees, subject only to approval by Unit Owners when approval is specifically required.

9.3. Election Removal. Directors of the Association will be elected at the annual meeting of the members in the manner determined by and subject to the qualifications set forth in the Bylaws. Directors may be removed and vacancies on the Board of Directors will be filled in the manner provided by the Bylaws.

9.4. Term of Developer's Directors. The Developer of the Condominium must appoint the members of the first Board of Directors and their replacements, who will hold office for the periods described in the Bylaws.

9.5. First Directors. The names and addresses of the members of the first Board of Directors, who will hold office until their successors are elected and have taken office, as provided in the Bylaws, are as follows:

*DAVID BALLANTYNE*

*9991 Eagle Preserve Drive, Englewood, FL 34224*

*DARLENE BALLANTYNE*

*9991 Eagle Preserve Drive, Englewood, FL 34224*

*VERNON KOHLENBERG*

*4020 N. Access Road, Unit 2, Englewood, FL 34224*

#### ARTICLE 10 INDEMNIFICATION

10.1. Indemnity. The Association will indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, employee, officer, or agent of the Association, against expenses (including attorney's fees and appellate attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, unless (a) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he or she did not act in good faith or in a manner he or she reasonably believed to be not in, or opposed to, the best interest of the Association, and, with respect to any criminal action or proceeding, that he or she had reasonable cause to believe his or her conduct was unlawful, and (b) such court further specifically determines that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon plea of nolo contendere or its equivalent will not, of itself, create a presumption that the person did not act in good faith or did act in a manner which he or she reasonably believed to be not in, or opposed to, the best interest of the Association, and, with respect to any criminal action or proceeding, that he or she had reasonable cause to believe that his or her conduct was unlawful.

10.2. Expenses. To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 10.1 above, or in defense of any claim, issue or matter therein, he or she be indemnified against expenses (including attorney's fees and appellate attorney's fees) that he or she actually and reasonably incurred in connection therewith.

10.3. Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding will be paid by the Association in advance of the final disposition of the action, suit or proceeding upon receipt of an undertaking by or on behalf of the affected director, officer, employee or agent to repay such amount unless it will ultimately be determined that he or she is entitled to be indemnified by the Association as authorized in this Article 10.

10.4. Miscellaneous. The indemnification provided by this Article will not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of members or otherwise. The indemnification provided by this Article will continue as to a person who has ceased to be a director, officer, employee or agent and will inure to the benefit of the heirs and personal representatives of that person.

10.5. Insurance. The Association will have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Association would have the power to indemnify him or her against such liability under the provisions of this Article.

10.6. Amendment. Anything to the contrary herein notwithstanding, the provisions of this Article 10 may not be amended without the prior written consent of all persons whose interest would be adversely affected by such amendment.

#### ARTICLE 11 BY-LAWS

The first Bylaws of the Association will be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided in the Bylaws and the Declaration.

#### ARTICLE 12 AMENDMENTS

Amendments to these Articles will be proposed and adopted in the following manner:

12.1. Notice. Notice of a proposed amendment will be included in the notice of any meeting at which the proposed amendment is to be considered and will be otherwise given in the time and manner provided in Chapter 617 of the Florida Statutes. Such notice will contain the proposed amendment or a summary of the changes to be affected thereby.

12.2. Adoption. Amendments will be proposed and adopted in the manner provided in Chapter 617 of the Florida Statutes and in the Act (the latter to control over the former to the extent provided for in the Act).

12.3. Limitation. No amendment may make any changes in the qualifications for membership, nor in the voting rights or property rights of members without the approval in writing of all members and the joinder of all record owners of mortgages upon Units. No amendment may be made that is in conflict with the Act, the Declaration or the Bylaws, nor may any amendment make any changes which would in any way affect any of the rights, privileges, powers or options herein provided in favor of or reserved to the Developer, or an affiliate of the Developer, unless the Developer joins in the execution of the amendment. No amendment to this paragraph 12.3 will be effective.

12.4. Developer Amendments. To the extent lawful, the Developer may amend these Articles consistent with the provisions of the Declaration allowing certain amendments to be effected by the Developer alone.

12.5. Recording. A copy of each amendment must be filed with the Secretary of State pursuant to the provisions of applicable Florida law, and a copy certified by the Secretary of State must be recorded in the public records of Charlotte County, Florida.

#### ARTICLE 13 INITIAL REGISTERED OFFICE, ADDRESS, AND NAME OF REGISTERED AGENT

The initial registered office of this corporation will be at 737 South Indiana Avenue, Englewood, Florida 34223, with the privilege of having its office and branch office at other places within or without the State of Florida. The initial registered agent at that address will be CHARLES DIEZ, JR. The principal office address of the corporation will be 4020 N. Access Road, Unit 2, Englewood, FL 34224.

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

IN WITNESS, the Incorporator has affixed her signature the day and year set forth below.

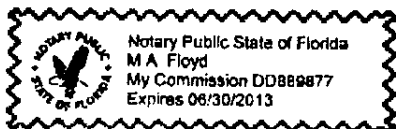


DARLENE BALLANTYNE, Incorporator  
9991 Eagle Preserve Drive, Englewood, FL 34224

STATE OF FLORIDA  
COUNTY OF SARASOTA

Before me, the undersigned authority, personally appeared DARLENE BALLANTYNE, Incorporator, who is personally known to me, and who was sworn and says that the foregoing is true.

Sworn to before me on MARCH 18, 2011.

  
NOTARY PUBLIC-STATE OF FLORIDA

Pursuant to Section 48.091 of the Florida Statutes, the following is submitted:

That BALLANTYNE PLAZA CONDOMINIUM ASSOCIATION, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the foregoing Articles of Incorporation, in Englewood, Florida, has named CHARLES DIEZ, JR., having an address at 737 South Indiana Avenue, Englewood, FL 34223, as its statutory registered agent. Having been named the statutory agent of the corporation, at the place designated in this certificate, I hereby accept the same and agree to act in this capacity; and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Dated: MARCH 18, 2011

  
CHARLES DIEZ, JR.

Registered Agent  
737 South Indiana Avenue  
Englewood, FL 34223  
Tel. (941) 474-5506  
Fax (941) 474-5507  
Email: diezandfloyd@verizon.net