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Florida Department of State  
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Email Address: Kemp@Condevpartners.com

kemp@condevpartners.com

**FOREIGN PROFIT/NONPROFIT CORPORATION**  
**Edgewater at Hidden Bay Condominium Association, Inc**

Certificate of Status	0
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**EDGEWATER AT HIDDEN BAY**  
**CONDOMINIUM ASSOCIATION, INC.**  
**(A Corporation Not For Profit)**

In order to form a non-profit corporation in accordance with the laws of the State of Florida, we, the undersigned, acting as incorporators of a non-profit corporation under Chapter 617 of the Florida Statutes, do hereby adopt the following Articles of Incorporation for such corporation:

**ARTICLE I**

The name of the corporation is **EDGEWATER AT HIDDEN BAY CONDOMINIUM ASSOCIATION, INC.**, a Florida corporation not for profit (hereinafter referred to as the "Association"), which street address of the initial principle office is located at c/o Markel Management, Inc., 5642 Marquesas Cir., Sarasota, FL 34233 and the mailing address is c/o Markel Management, Inc., PO Box 21058, Sarasota., FL 34276.

**ARTICLE II**

The specific primary purposes for which the Association is formed are to provide for maintenance, preservation, and operation of the condominium, and common elements within a certain tract of real property described in that certain Declaration of Condominium of Edgewater at Hidden Bay, a Condominium (the "Declaration"), and to promote the health, safety, and welfare of the residents within the above described condominium, and such additions thereto as may hereafter be brought within the jurisdiction of the Association, for such purpose.

In furtherance of such purposes, the Association shall have the power to:

A. Perform all of the duties and obligations of the Association as set forth in the Declaration applicable to the development and to be recorded in the Public Records of Sarasota County, Florida;

B. Affix, levy, collect, and enforce payment by any lawful means of all charges and assessments pursuant to the terms of the Declaration; and pay all expenses in connection therewith, and all office and other expenses incidental to the conduct of the business of the Association, including all licenses, taxes, or governmental charges levied on or imposed against the property of the Association;

C. Borrow money for the direct benefit of the Association (except that no funds shall be borrowed for operating expenses) and, subject to the consent by vote or written instrument of eighty percent (80%) of the full membership, mortgage, pledge, or hypothecate any or all of its real or personal property, if any, as security for money borrowed or debts incurred;

D. Dedicate, sell, or transfer all or any part of the common elements to any municipality, public agency, authority, or utility for such purposes and subject to such conditions as may be agreed upon by the members. No such dedication, conveyance, or transfer shall be

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effective unless an instrument has been signed by all of the members, agreeing to such dedication, conveyance, sale, or transfer;

E. Annex additional residential property or common elements, provided that any: annexation shall have the assent by vote or written instrument of eighty percent (80%) of the members;

F. To own and convey property, to establish rules and regulations, to assess members and to enforce assessments, to sue and to be sued, and to contract for services necessary to operate Association and maintain the common elements and property of the Condominium;

G. Have and exercise any and all powers, rights, and privileges that a non-profit corporation organized under Chapter 617 of the Florida Statutes by law may now or hereafter have or exercise.

The Association is organized and shall be operated exclusively for the purposes set forth above. The activities of the Association will be financed by periodic and special assessments against members as provided in the Declaration, and no part of any net earnings of the Association will inure to the benefit of any member.

#### ARTICLE III

Every person or entity who is a record owner of a fee simple interest in any condominium parcel as "Unit Owner" or "Owner of a Unit" as defined in Florida Statute 718.103(28) shall be a member of the Association and their membership shall automatically terminate when they are no longer a Unit Owner. If a member should transfer his Unit under the provisions of the Declaration, the grantee of such member will automatically acquire membership in the Association. Membership shall be appurtenant to and may not be separated from ownership of a condominium unit which is subject to assessment by the Association.

#### ARTICLE IV

The period of duration of the Association shall be perpetual.

#### ARTICLE V

The name and mailing address of each Incorporator is:

J. Kemp Deming  
1342 Colonial Blvd., Suite 110  
Ft. Myers, FL. 33907

#### ARTICLE VI

The affairs of the Association shall initially be managed by a Board of three (3) Directors selected by the Developer, until Developer control of the Association is turned over to the Members, and thereafter the Board of Directors may consist of up to seven (7) Directors as elected as provided in the By-Laws of the Association. The President, Vice President, Secretary, and Treasurer of the Association shall be elected at the first meeting of the Board of Directors following each annual meeting of the members.

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The names of the individuals that will serve as the initial Directors and Officers of the Association until the first election are:

<u>Name</u>	<u>Office</u>
David Strouse	President
J. Kemp Deming	Vice President/Treasurer
Jim Markel	Secretary

#### ARTICLE VII

The By-Laws of the Association may be altered or rescinded at any annual meeting of the Association, or at any special meeting duly called for such purpose, as set out in the Declaration and By-Laws of the Association.

#### ARTICLE VIII

Amendments to these Articles of Incorporation may be proposed by any member of the Association. These Articles may be amended at any annual meeting of the Association, or at any special meeting duly called and held for such purpose, as set out in the Declaration and By-Laws of the Association.

#### ARTICLE IX

On dissolution, the assets of the Association shall be distributed to the owners in the same undivided shares as each owner previously owned in the common elements, as set out in the Declaration and By-Laws of the Association, and as provided by law.

#### ARTICLE X

REGISTERED AGENT AND REGISTERED ADDRESS: The initial registered agent for the corporation shall be Jim Markel, and the mailing address of the initial registered agent is 5642 Marquesas Cir., Sarasota, FL 34233. The initial registered office of the corporation shall be 5642 Marquesas Cir., Sarasota, FL 34233.

#### ARTICLE XI

EFFECTIVE DATE: The effective date of this corporation shall be upon filing of these Articles with the Office of the Secretary of State of the State of Florida.

#### ARTICLE XII

Each Director and Officer of this Association shall be indemnified by the Association against all costs and expenses reasonably incurred or imposed upon him in connection with or arising out of any action, suit, or proceeding in which he may be involved or to which he may be made a party by reason of his having been a Director or Officer of this Association, such expense to include the cost of reasonable settlements.

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IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 11 day of December, 2015.

Dani L. Deming  
Witness Signature

Dani L. Deming  
Witness Name (Type/Print)

J. Kemp Deming  
J. Kemp Deming

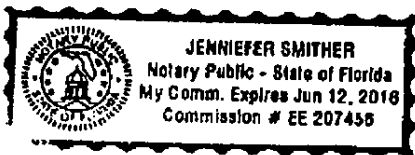
Jordan R. Marsh  
Witness Signature

Jordan R. Marsh  
Witness Name (Type/Print)

STATE OF FLORIDA

COUNTY OF LEE

I HEREBY CERTIFY that on this day J. Kemp Deming, personally appeared before me, the undersigned Notary Public, an officer duly authorized to administer oaths and take acknowledgments ( ) who is personally known to me or ( X ) who produced Drivers License as identification and acknowledged to and before me that he is the individual described in and who executed the foregoing Articles of Incorporation freely and voluntarily for the purposes therein expressed.



Jennifer Smither  
Notary Public Signature  
Printed Name: Jennifer Smither  
My Commission Number is: EE 207456  
My Commission Expires: June 12, 2016

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APPROVED  
AND  
FILED

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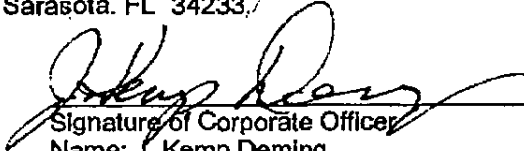
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN FLORIDA, NAMING AGENT  
UPON WHOM SERVICE MAY BE SERVED**

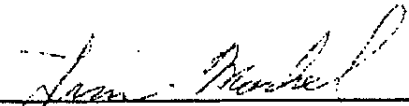
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

IN COMPLIANCE WITH SECTION 48.091, Florida Statutes, the following is submitted:

That EDGEWATER AT HIDDEN BAY CONDOMINIUM ASSOCIATION, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at PO Box 21058, Sarasota, FL 34276 has named Jim Markel, whose address is 5642 Marquesas Cir., Sarasota, FL 34233 as its agent to accept service of process within Florida. The agent's mailing address is 5642 Marquesas Cir., Sarasota, FL 34233.

  
\_\_\_\_\_  
Signature of Corporate Officer  
Name: J. Kemp Deming  
Title: Vice President  
Date: 12-11-15

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.

  
\_\_\_\_\_  
Signature of Resident Agent  
Name: Jim Markel  
Date: 12-11-15

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