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FLORIDA PROFIT/NON PROFIT CORPORATION

Village Green of Bradenton Condominium Section Three Association, Inc.

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ARTICLES OF INCORPORATION

VILLAGE GREEN OF BRADENTON CONDOMINIUM SECTION THREE ASSOCIATION: INC. A Corporation Not for Profit

in order to form a corporation not-for-profit, under accordance with Chapters 617. and 718, Florida Statutes, the undersigned hereby incorporates this corporation not-for-profit for the purposes and with the powers hereinafter set forth and to that end, I do, by these Articlescof Incorporation certify as follows:

ARTICLE I. NAME AND ADDRESS

The name of this corporation shall be "VILLAGE GREEN OF BRADENTON CONDOMINIUM SECTION THREE ASSOCIATION, INC.". The street and mailing address of the initial principal office is 1205 Manatee Ave West, Bradenton, Florida 34205. For convenience, the corporation shall herein be referred to as the "ASSOCIATION."

ARTICLE II. PURPOSE

2.1 Purpose: The purpose for which the ASSOCIATION is organized is to provide an entity for the maintenance, preservation, management and architectural control of the UNITS and PROPERTY located within VILLAGE GREEN OF CONDOMINIUM, SECTION 3 (hereafter "VILLAGE GREEN"), a residential development located in Bradenton, Florida, same to be in accordance with the AMENDED AND RESTATED DECLARATION OF CONDOMINIUM FOR VILLAGE GREEN OF BRADENTON CONDOMINIUM, SECTION 3, herein called the "DECLARATION", which is to be recorded in the Public Records of Manatee County, Florida, as same may be amended from time to time. The ASSOCIATION shall have the further purpose of promoting the health, safety and welfare of the OWNERS and occupants of VILLAGE GREEN, consistent with the DECLARATION, these ARTICLES and the BYLAWS of the ASSOCIATION.

ARTICLE III. POWERS

- 3.1 Common Law and Statutory Powers: The ASSOCIATION shall have all of the common law and statutory powers of a corporation not for profit and as further provided in these ARTICLES, THE BYLAWS or the DECLARATION.
- 3.2 Specific Powers: The ASSOCIATION shall have all of the powers and duties set forth in the DECLARATION, as amended from time to time, except as validly limited by these ARTICLES and by said DECLARATION, and all of the powers and duties reasonably necessary to own and operate the ASSOCIATION PROPERTY of VILLAGE GREEN pursuant to said DECLARATION and to perform the maintenance, administrative, managerial and other functions for VILLAGE GREEN as provided in said DECLARATION, as they may be amended from time to time, including but not limited to the following:
 - (a) To enforce the provisions of the DECLARATION, these ARTICLES and the BYLAWS of this ASSOCIATION by appropriate means and carry out the obligations of the ASSOCIATION under the DECLARATION.

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- (b) To make and collect assessments against MEMBERS as UNIT OWNERS to defray the cost of the COMMON EXPENSES of VILLAGE GREEN as provided in the DECLARATION.
- To use the proceeds of assessments in the exercise of its powers and duties. (c)
- To accept, hold title to, own, purchase, acquire, replace, improve, manage, (d) maintain and administer the use of the ASSOCIATION PROPERTY of VILLAGE GREEN in accordance with the DECLARATION.
- (e) To purchase insurance upon the ASSOCIATION PROPERTY and for the protection of the ASSOCIATION and its MEMBERS.
- To reconstruct the improvements of the ASSOCIATION PROPERTY after (f) casualties and further to improve the ASSOCIATION PROPERTY in accordance with the DECLARATION.
- To adopt and amend reasonable rules and regulations respecting the use of the (g) ASSOCIATION PROPERTY in accordance with the DECLARATION.
- (h) To enforce by legal means the provisions of the DECLARATION, the BYLAWS of the ASSOCIATION, and RULES & REGULATIONS duly adopted by the ASSOCIATION.
- To furnish or otherwise provide services as the BOARD in its discretion determines (i) necessary or appropriate.
- To pay any real and personal taxes and other charges assessed against the (j) ASSOCIATION PROPERTY unless same are separately assessed to the OWNERS.
- (k) To obtain all required utility and other services for the ASSOCIATION PROPERTY.
- **(l)** To maintain architectural control over VILLAGE GREEN in accordance with the DECLARATION.
- To negotiate and contract for such materials and services for the benefit of all or (m) any part of the UNIT OWNERS who may subscribe to or elect to accept such materials or services as agent on behalf thereof, in accordance with the DECLARATION.
- To borrow money and to piedge assets of the ASSOCIATION as security therefore (n) pursuant to the DECLARATION.
- To employ personnel for reasonable compensation to perform the services required (o) for the proper carrying out of the ASSOCIATION responsibilities.
- (p) To prepare and maintain such parts of VILLAGE GREEN as may be provided in the DECLARATION.

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- (q) To exercise such further authority as may be reasonably necessary to carry out each and every one of the obligations of the ASSOCIATION set forth in the DECLARATION, these ARTICLES or the BYLAWS, including any right or power reasonably to be inferred from the existence of any other right, power, duty, or obligation given to the ASSOCIATION, or reasonably necessary to effectuate its obligation under the DECLARATION.
- (r) To operate and maintain and manage any Surface Water Management System Facilities, including all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, flood plain compensation areas, wetlands, and any associated buffer areas, and wetland mitigation areas, as required by any applicable environmental resource permit issued with respect thereto by the Southwest Florida Water Management District (the "District"), or otherwise, as provided in the DECLARATION.
- (s) To enter into one or more contracts for the management of the ASSOCIATION, the ASSOCIATION PROPERTY and any part thereof.
- (t) To sue and be sued.
- 3.3 Assets Held in Trust: All funds and the title of all 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, these ARTICLES and the BYLAWS of the ASSOCIATION.
- 3.4 Limitation on Exercise of Power: The powers of the ASSOCIATION shall be subject to and shall be exercised in accordance with the provisions of the laws of the State of Florida, the DECLARATION, these ARTICLES and the BYLAWS of the ASSOCIATION.

ARTICLE IV. MEMBERS

- 4.1 Members: The MEMBERS of the ASSOCIATION shall consist of the all of the record OWNERS of UNITS in VILLAGE GREEN subject to the DECLARATION and operated hereby.
- 4.2 Limitation on a Transfer of Shares or 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.
- 4.3 Voting: The OWNER of each UNIT shall be entitled to one vote as a MEMBER of the ASSOCIATION. The manner of exercising voting rights shall be determined by the BYLAWS of the ASSOCIATION. OWNERS owning more than one UNIT shall be entitled to one vote for each UNIT owned. Voting rights shall be subject to such provisions for delegation of voting rights and the granting of irrevocable proxies as may be provided in the DECLARATION and the BYLAWS.

ARTICLE V. DIRECTORS

5.1 Board of Directors: The affairs of the ASSOCIATION shall be managed by a BOARD consisting of such number of INDIVIDUALS as may be determined from time to time in accordance with the DECLARATION and the BYLAWS. In no event shall the BOARD consist of fewer than three (3) Directors. Directors must be MEMBERS of the ASSOCIATION except as otherwise provided in the DECLARATION or BYLAWS.

- 5.2 <u>Election of Directors</u>: Directors of the ASSOCIATION shall be elected at the annual meeting of the MEMBERS, in the manner provided by the BYLAWS. Directors may be removed and vacancies on the BOARD shall be filled in the manner provided by the BYLAWS.
- 5.3 <u>Initial Board of Directors</u>: The names and addresses of the initial Board of Directors, who have been elected by the MEMBERS and who shall serve until their successors are elected and have qualified, or until they resign or are removed, are as follows:

Name Elizabeth Fazzina

Address:

7408 11th Ave West

Bradenton, FL 34209

Name Richard Morley

Address

7410 11th Ave West

Bradenton, FL 34209

Name Sue Padden

Address

1009 75th Parkway West

Bradenton, FL 34209

ARTICLE VI. OFFICERS

6.1 Officers: The affairs of the ASSOCIATION shall be administered by a President, Vice President, Secretary, Treasurer and such other officers as may from time to time be created by the BOARD as permitted by the BYLAWS. Officers shall be elected by the BOARD at its first meeting following the annual meeting of the ASSOCIATION and shall serve at the pleasure of the BOARD. Offices may be combined as provided in the BYLAWS. The names and addresses of the officers who shall serve until their successors are designated by the BOARD are as follows:

President: Elizabeth Fazzina

Address

7408 11th Ave West Bradenton, FL 34209

Vice President: Kathleen Gardner

Address

7308 11th Ave West

Bradenton, FL 34209

Treasurer: Richard Morley

Address

7410 11th Ave West Bradenton, FL 34209

Secretary: Sue Padden

Address

1009 75th Parkway West

Bradenton, FL 34209

ARTICLE VII. INDEMNIFICATION

7.1 <u>Indemnification</u>: 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 or her in connection with any proceeding or the settlement of any proceeding to which he or she may be a party, or in which he or she may become involved by reason of his or her being or having been a Director or officer of the ASSOCIATION, whether or not he or she is a Director or officer at the time such expenses are incurred, except when the Director or officer is adjudged guilty of willful and wanton misfeasance or malfeasance in the performance of his or her duties; provided that in the event of a settlement,

the indemnification shall apply only when the BOARD approves such settlement and reimbursement as being for the best interests 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.

7.2 Insurance: The BOARD of the ASSOCIATION may purchase liability insurance to insure all Directors, officers or agents, past and present, against all expenses and liabilities as set forth above. The premiums for such insurance shall be paid by the MEMBERS of the ASSOCIATION as part of the common expenses.

ARTICLE VIII. BYLAWS

8.1 BYLAWS: The BYLAWS of the ASSOCIATION shall be adopted, attered, amended or rescinded as provided by the BYLAWS and the DECLARATION.

ARTICLE IX. AMENDMENTS

9.1 Amendments: These ARTICLES may be altered, amended or modified upon the affirmative vote of the MEMBERS owning SIXTY-SIX PERCENT (66.67%) of the UNITS in VILLAGE GREEN. Amendments may be proposed by the Board of Directors, or by MEMBERS owning at least ten percent (20.0%) of the UNITS in VILLAGE GREEN. Provided, however, that no amendment shall make any change in the qualification for membership nor the voting rights of MEMBERS without the approval of all MEMBERS. No amendment shall be made which is in conflict with DECLARATION.

ARTICLE X. EXISTENCE

The term of the ASSOCIATION shall be perpetual.

ARTICLE XI. INCORPORATOR

The name and address of the three incorporators executing these ARTICLES is as follows:

Elizabeth Fazzina

Address

7408 11th Ave West

Bradenton, FL 34209

Richard Morley

Address

7410 11th Ave West

Bradenton, FL 34209

Sue Padden

Address

1009 75th Parkway West

Bradenton, FL 34209

ARTICLE XII. REGISTERED AGENT

The ASSOCIATION hereby appoints Porges, Hamlin, Knowles & Hawk, P.A., whose mailing address is 1205 Manatee Ave West, Bradenton, Florida 34205, as its Registered Agent and Resident Agent under the laws of Florida. By affixing her signature hereto, Bryony G. Swift, Esquire, does hereby accept said designation and appointment, and the registered office of the ASSOCIATION shall be at 1205 Manatee Ave West, Bradenton, Florida 34205.

ARTICLE XIII, DEFINITIONS

Terms used herein and in the BYLAWS shall have the definitions and meanings thereof set forth in the DECLARATION, unless the context shall otherwise require.

IN WITNESS WHEREOF, the Subscribers have caused this document to be executed in her name this $4^{\pm h}$ day of May, 2017.

STATE OF FLORIDA COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this $\underline{4}^{\pm \hbar}$ day of May, 2017, by Elizabeth Fazzina, Richard Morley and Sue Padden who have shown identification.

JOYCE M. STERNER

ACCEPTANCE BY REGISTERED AGENT

The undersigned, Bryony G. Swift, hereby accepts designation as Registered Agent of the foregoing corporation. Having been named Registered Agent to accept service of process for the above-stated corporation at the place designated in this certificate. I am familiar with and accept the appointment as Registered Agent and agree to act in this capacity.

Dated this $4^{\pm h}$ day of May, 2017.

Bryony G. Swift, Redistered Agent

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