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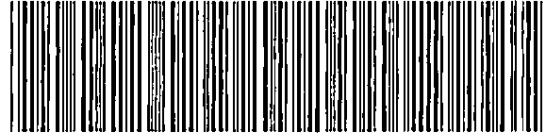
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MAR 3 - 2020

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Seaside Garden Retreat of Longboat Key

Condominium Association, Inc.

Signature _____

Requested by:

Name _____

Date _____

Time _____

Walk-In _____

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____ Art of Inc. File _____

____ LTD Partnership File _____

____ Foreign Corp. File _____

____ L.C. File _____

____ Fictitious Name File _____

____ Trade/Service Mark _____

____ Merger File _____

____ Art. of Amend. File _____

____ RA Resignation _____

____ Dissolution / Withdrawal _____

____ Annual Report / Reinstatement _____

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____ Certificate of Good Standing _____

____ Certificate of Status _____

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____ Corp Record Search _____

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SECRETARY OF STATE
TALLAHASSEE, FL

**ARTICLES OF INCORPORATION
OF
SEASIDE GARDENS RETREAT OF LONGBOAT KEY CONDOMINIUM ASSOCIATION, INC.**

**ARTICLE I
NAME OF CORPORATION AND PRINCIPAL ADDRESS**

The name of this corporation shall be Seaside Gardens Retreat of Longboat Key Condominium Association, Inc., hereinafter referred to as Association. The principal office and mailing address of the Association shall be 1901 Austin Avenue, Ann Arbor, MI 48104. The Directors of the Association may change the location of the principal office from time to time.

**ARTICLE II
PURPOSES**

The purposes of this corporation shall be the operation and management of the affairs and property of a condominium known as The Tree House, a Condominium located in Sarasota County, Florida, and to perform all acts provided in the Declaration of Condominium and the Florida Condominium Act.

**ARTICLE III
POWERS**

The Association shall have all of the statutory powers of a corporation not for profit and all of the powers and duties set forth in the Florida Condominium Act and the Declaration of Condominium, as amended from time to time.

**ARTICLE IV
MEMBERS**

All persons owning legal title to any of the condominium units of the Condominium, which interest is evidenced by a duly recorded proper instrument in the Public Records of Sarasota County, Florida, shall be members. Membership shall terminate automatically and immediately as a member's vested interest in the record legal title terminates.

After the Association approves of a conveyance of a unit as provided in the Declaration of Condominium, the new unit owner shall deliver to the Secretary a copy of the recorded deed or other instrument of conveyance.

**ARTICLE V
VOTING RIGHTS**

Each condominium unit shall be entitled to one vote at Association meetings.

**ARTICLE VI
INCOME DISTRIBUTION**

No part of the income of the Association shall be distributable to its members.

**ARTICLE VII
REGISTERED OFFICE AND REGISTERED AGENT**

The registered office and agent of the Association shall be Your Capital Connection, Inc. 417 E. Virginia St. Ste 1, Tallahassee FL 32301. The Board of Directors may change the registered agent and office at any time in accordance with legal requirements then in effect.

**ARTICLE VIII
EXISTENCE**

The term for which this corporation is to exist shall be perpetual, unless dissolved according to law.

**ARTICLE IX
SUBSCRIBER**

The name and residence of the subscriber to these Articles is Thomas S. Brennan, 1901 Austin Avenue, Ann Arbor, MI 48104.

**ARTICLE X
DIRECTORS AND OFFICERS**

- (A) The affairs of the Association will be administered by a Board of Directors consisting of the number of Directors determined by the Bylaws, but not less than three (3) Directors, and in the absence of such determination shall consist of three (3) Directors.
- (B) Except for persons appointed by the developer to the Board of Directors, all Directors of the Association shall be elected by the Members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.
- (C) The business of the Association shall be conducted by the officers designated in the Bylaws.
- (D) The names and addresses of the Members of the first Board of Directors, and the officers, who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

Thomas S. Brennan
1901 Austin Avenue
Ann Arbor, MI 48104

President

Maureen E. Agacinski
1901 Austin Avenue
Ann Arbor, MI 48104

Vice-President

Robert J. Weins
1901 Austin Avenue
Ann Arbor, MI 48104

Secretary/Treasurer

**ARTICLE XI
BYLAWS**

The Bylaws of this corporation may be amended, altered or rescinded in the manner provided in the Bylaws.

**ARTICLE XII
AMENDMENTS**

Amendments to these Articles 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 the proposed amendment is considered.
- B. A resolution for the adoption of a proposed amendment may be proposed either by vote of not less than a majority of the entire membership of the Board of Directors, or by not less than fifty (50%) percent of the total voting interests of the members of the Association.
- C. Except as otherwise required by law, a proposed amendment to these Articles of Incorporation shall be adopted if it is approved by vote of not less than a majority of the entire membership of the Board of Directors and by vote of not less than a seventy-five (75%) of the total voting interests of the membership.
- D. An amendment shall become effective upon filing with the Secretary of State and recording a copy in the Public Records of Sarasota County, Florida.
- E. No amendment to these Articles shall be valid unless approved by the Developer in writing for so long as the Developer is in control of the Board of the Association.

ARTICLE XII

INDEMNIFICATION OF OFFICERS AND DIRECTORS

- A. Indemnity. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any proceedings, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, officer or committee member of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceedings, unless (a) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith, nor in a manner he reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) such court further specifically determines that indemnification should be denied. The termination of any action, suit or proceedings by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful. It is the intent of the membership, by adoption of this provision, to provide the most comprehensive indemnification possible to their officers, directors and committee members as permitted by Florida law.
- B. Expenses. To the extent that a director, officer or committee member of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.
- C. Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceedings upon receipt of an undertaking by or on behalf of the affected director, officer or committee member to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Association as authorized in this Article XII, or as otherwise permitted by law.

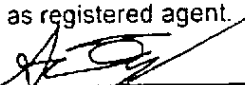
- D. Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of members or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and personal representatives of such person.
- E. Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, or committee member against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

In witness whereof, the undersigned subscriber executed these Articles on the 3rd day of March, 2020.


Thomas S. Brennan

Acceptance of Duties as Registered Agent

Having been named as registered agent and to accept service of process for Seaside Gardens Retreat of Longboat Key Condominium Association, Inc., 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.


Seth Neeley signing as authorized representative of
Your Capital Connection Inc.

Date 03/02/2020

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