

CORPORATION INFORMATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32310
904-222-9171
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N95000000897

95 FEB 23 PM 12:20

DIVISION OF CORPORATION

csc networks

MAIL TO:
P.O. Box 5028
TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE : 547589 80749A

AUTHORIZATION :

COST LIMIT : 9 PREPAID

ORDER DATE : February 23, 1995

ORDER TIME : 10:22 AM

ORDER NO. : 547589

CUSTOMER NO: 80749A

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CUSTOMER: Robert C. Sifrit, Esq
FARR FARR EMERICH SIFRIT AND
HACKETT, P.A.

2315 Aaron Street
Port Charlotte, FL 33962

DOMESTIC FILING

N95000000897

NAME: LEWIS CIRCLE CONDOMINIUM
ASSOCIATION, INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

FILED
95 FEB 23 PM 1:45
TALLAHASSEE, FL
JPM
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C2/A

ARTICLES OF INCORPORATION
OF
LEWIS CIRCLE CONDOMINIUM ASSOCIATION, INC.
(A Not For Profit Corporation)

FILED
95 FEB 23 PM 1:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED INCORPORATOR HEREBY ASSOCIATES HIMSELF FOR THE PURPOSE OF FORMING A CORPORATION NOT FOR PROFIT UNDER AND PURSUANT TO CHAPTER 617, FLORIDA STATUTES, AND DOES HEREBY CERTIFY AS FOLLOWS:

ARTICLE 1
NAME

The name of this corporation shall be LEWIS CIRCLE CONDOMINIUM ASSOCIATION, INC., a Not For Profit Corporation with its principal place of business at 276 Lewis Circle, Punta Gorda, Florida. For convenience, the corporation shall be herein referred to as the "Association".

ARTICLE 2
PURPOSE

1. The purpose for which the Association is organized is to provide an entity pursuant to the Condominium Act, Chapter 718, Florida Statutes, for the operation of LEWIS CIRCLE, A Condominium, to be located upon land in Charlotte County, Florida, more particularly described in Article III of the Declaration of Condominium of LEWIS CIRCLE, A Condominium.

2. The Association shall make no distribution of income to its members, directors or officers.

ARTICLE 3
POWERS AND DUTIES

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

1. The Association shall have all of the common-law and statutory powers of a corporation not for profit not inconsistent with the Condominium Act, Chapter 718, Florida Statutes.

2. The Association shall have all of the powers and duties set forth in the Declaration of Condominium and Articles of Incorporation not inconsistent with the Condominium Act and all of the powers and duties reasonably necessary to operate the condominium pursuant to the 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 costs, expenses and losses of the condominium, provided however, the Association shall not charge any fee against a unit owner for the use of common elements or Association property unless such use is the subject of a lease between the Association and the unit owner.

b. To use the proceeds of assessments in the exercise of its powers and duties.

c. The maintenance, repair, replacement and operation of the condominium property.

d. The purchase of insurance upon the condominium property and insurance for the protection of the Association and its members as unit owners, as provided in Chapter 718, Florida Statutes.

e. The construction of improvements after casualty and the improvement of the property.

f. To make and amend reasonable regulations respecting the use of the property in the condominium, provided, however, that all such amendments to these Articles shall be approved as required by Florida Statute or the Declaration of Condominium before such shall become effective.

g. To approve or disapprove the transfer, mortgage and ownership of units as may be provided by the Declaration of Condominium and the Bylaws.

h. To enforce by legal means the provisions of the Condominium Act, the Declaration of Condominium, these Articles, the Bylaws of the Association and the Regulations for the use of the property in the condominium.

i. To contract for the management of the condominium wherein said contractor is to assist the Board in the management of the condominium where such assistance does not contravene the Declaration of Condominium, the Condominium Act and the Florida General Corporation Act.

j. To contract for the management or operation of portions of the common elements susceptible to separate management or operation.

k. To employ personnel to perform the services required for the proper operation of the condominium.

3. The Association has the power to acquire title to property and otherwise hold property for the use and benefit of its members.

4. All funds and the titles of all properties acquired by the Association and their proceeds shall be held in trust for the members in accordance with the provisions of the Declaration of Condominium and the Bylaws.

5. 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.

6. The Association shall have the duty to maintain official records as set forth in Chapter 718.111(12), Florida Statutes.

ARTICLE 4
MEMBERS

1. The members of the Association shall consist of all of the record owners of a present vested interest in a unit in the condominium; and after termination of the condominium shall consist of those who are members at the time of such termination and their successors and assigns.

2. After receiving approval of the Association as required by the Declaration of Condominium, change of membership in the Association shall be established by recording in the Public Records of Charlotte County, Florida, a deed or other instrument establishing a record title to a unit in the condominium and the delivery to the Association of a certified copy of such instrument. The owner designated by such instrument thus becomes a member of the Association and the membership of the prior owner is terminated.

3. 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 his unit.

4. Owners of each unit shall collectively be entitled to one (1) voting interest. If a unit is owned by more than one person, then the person entitled to cast such vote shall be determined as follows:

A statement must be filed with the Secretary of the Corporation, in writing, signed under oath by members with a present interest in a unit and shall state:

a. The respective percentage interest of every person (as recorded in the Public Records of Charlotte County, Florida) owning a vested present interest in the fee title of the unit in which the affiant owns an interest.

b. Which one of the owners of a unit in which the affiant owns a voting interest is to represent all of the owners of that unit at membership meetings and cast the vote to which they are entitled. The person so designated by the person owning the majority present interest in an unit shall be known as the Voting Member and shall be the only member owning a voting interest in that unit eligible to cast the vote for said unit at membership meetings. The person designated as the Voting Member may continue to cast the binding vote for all members owning a voting interest in the unit in which he owns an interest until such time as another person is properly designated as the Voting Member by those members owning the majority present interest by a similar written statement filed with the Secretary.

ARTICLE 5
DIRECTORS

1. The affairs of the Association shall be managed by a Board 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. Only the initial Directors need not be members of the Association, provided, however, that after turnover, non-members may serve as Directors by amending Bylaws to allow a non-member to serve as a Director. Directors shall be elected annually by the members at a meeting to be held the first Tuesday in January of each year as provided in the Bylaws. The qualification of the Directors is stated in the Bylaws.

2. The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or unless removed for cause, are as follows:

| <u>NAME</u> | <u>ADDRESS</u> |
|------------------|---|
| Klinton Keesling | 276 Lewis Circle, Unit 111 Punta Gorda, Fl 33950 |
| Paul Calkins | 276 Lewis Circle, Unit 112 Punta Gorda, Fl 33950 |
| John Hatch | 1684 Blue Lake Circle Port Charlotte, Fl 33952 |

ARTICLE 6
OFFICERS

The affairs of the Association shall be administered by the Officers designated by the Bylaws. 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 by the Board of Directors are as follows:

| <u>OFFICERS</u> | <u>TITLE</u> | <u>ADDRESS</u> |
|------------------|---|---|
| Klinton Keesling | President | 276 Lewis Circle, Unit 111 Punta Gorda, Fl 33950 |
| Paul Calkins | Vice President\ Secretary\ Treas. | 276 Lewis Circle, Unit 112 Punta Gorda, Fl 33950 |
| John Hatch | Vice President | 1684 Blue Lake Circle Port Charlotte, Fl 33952 |

ARTICLE 7
INDEMNIFICATION

Every Director and every Officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him, 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 of the Association, whether or not he is a Director or Officer at the time such expenses are incurred, except when the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of 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

The first Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded by affirmative vote of not less than two thirds 2/3 of Board of Directors and by affirmative vote of not less than two thirds 2/3 of the voting interests, or as otherwise provided by the Bylaws.

ARTICLE 9
AMENDMENTS

Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

1. Written notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered and such notice shall be delivered to each member at least fourteen (14) days prior to the meeting.

2. 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. Directors shall be permitted to vote only if present at the meeting at which an amendment is considered, and members may vote at meetings either in person or by proxy.

a. Such approvals must be by not less than two thirds of the entire membership of the Board of Directors and by not less than two thirds of the votes of the entire membership of the Association; or

b. By not less than two thirds (2/3) of the votes of the entire membership of the Association.

3. Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting interests of members, or any change in Section 3.B, Article 3, 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 or the Declaration of Condominium. This provision shall not prevent amendments to the Declaration of Condominium in the manner provided therein. Further provided that until turnover of control of the Condominium Association the Board of Directors shall have the sole right to amend the Articles of Incorporation by two-thirds vote. An amendment shall not affect the Developer prior to turnover of Association control without Developer's written consent.

4. A copy of each amendment shall be certified by the Secretary of State and shall be recorded in the Public Records of Charlotte County, Florida.

ARTICLE 10
TERM

The term of the Association shall be perpetual.

ARTICLE 11
INCORPORATOR

The name and address of the Incorporator of these Articles of Incorporation is as follows:

| <u>NAME</u> | <u>ADDRESS</u> |
|------------------------|---|
| Robert C. Sifrit, Esq. | 2315 Aaron Street Port Charlotte, Fl 33952 |

ARTICLE 12
REGISTERED AGENT

The name and place of residence of the Registered Agent for service of process shall be:

Klinton Keesling, 276 Lewis Circle, Unit 111, Punta Gorda, Florida, and he is hereby designated as resident agent.

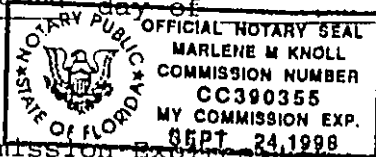
IN WITNESS WHEREOF, I have hereunto set my hand and seal at Port Charlotte, Florida, this 22nd day of February, 1995.

[Signature] (SEAL)
Incorporator

STATE OF FLORIDA
COUNTY OF CHARLOTTE

BEFORE ME the undersigned authority, personally appeared to me well known and known to me to be the person who executed the foregoing Articles of Incorporation of LEWIS CIRCLE CONDOMINIUM ASSOCIATION, INC., a Not For Profit Corporation and he acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth.

WITNESS my hand and official seal at Port Charlotte, Florida, this 22nd day of _____, 1995.



Notary Public - State of Florida
MARLENE M. KNOLL
(Affix Seal)

My Commission Expires _____

ACCEPTANCE

I, a resident of Charlotte County, Florida, hereby accept the foregoing designation as resident agent of LEWIS CIRCLE CONDOMINIUM ASSOCIATION, INC., a Not For Profit Corporation.

Witness my hand and official seal this 22nd day of February, 1995.

[Signature]
Registered Agent