

N9500.0001343

JUDD, ULRICH & DEAN, P.A.
ATTORNEYS AT LAW

STEVEN H. JUDD
BOARD CERTIFIED REAL ESTATE LAWYER
CORPORATE AND BUSINESS LAW
RICHARD A. ULRICH
ROY E. DEAN

2940 SOUTH TAMiami TRAIL
SARASOTA, FLORIDA 34239

FACSIMILE (813) 953-2485
TELEPHONE (813) 955-5100

March 16, 1995

Division of Corporations
Florida Department of State
Post Office Box 6327
Tallahassee, Florida 32314

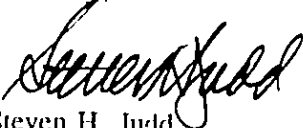
Re: Ironwood Community Association, Inc.

Dear Sir:

Enclosed please find the original and one copy of the Articles of Incorporation for Ironwood Community Association, Inc., together with our check in the amount of \$122.50 for filing the Articles of Incorporation and obtaining a certified copy of same. Please conform the enclosed copy of the Articles and return the copy with the Certificate of Incorporation to the undersigned.

If you have any questions, please feel free to call.

Sincerely,


Steven H. Judd

SHJ:djv
Enclosures

cc: David A. Miller (without enclosure)

REGISTER MAR 21 1995



ARTICLES OF INCORPORATION
OF
IRONWOOD COMMUNITY ASSOCIATION, INC.

FILED
95 MAR 20 11 10
SECRET
ALL INFORMATION CONTAINED
HEREIN IS UNCLASSIFIED

In order to form a corporation under and in accordance with the provision of the laws of the State of Florida for the formation of Corporations Not for Profit, we, the undersigned, do hereby associate ourselves together into a corporation for the purposes and with the powers hereinafter set forth, and to accomplish that end we do hereby adopt and set forth these Articles of Incorporation:

ARTICLE ONE

NAME OF CORPORATION

The name of this corporation shall be:

IRONWOOD COMMUNITY ASSOCIATION, INC.

hereinafter in these Articles referred to as the "Association".

ARTICLE TWO

PRINCIPAL OFFICE

The initial principal place of business and mailing address of the corporation shall be 3820 Ironwood Lane Apt 603, Bradenton, Florida 34209.

ARTICLE THREE

REGISTERED AGENT AND OFFICE

This corporation has named Steven H. Judd, Esquire, as its initial registered agent to accept service of process within the state. The street address of the initial registered office shall be 2940 South Tamiami Trail, Sarasota, Florida 34239.

ARTICLE FOUR

PURPOSES

The general nature, objects and purposes of the Association are

A. To promote the health, safety and social welfare of the owners of the real property in a certain residential development known as "Ironwood" located in Manatee County, Florida and hereinafter defined as Ironwood Condominium Associations 1,2,3,4,5,6,7,8,9,10,11,12,14,15, and 16.

B. To represent all of the unit owners who are residents of Ironwood in all matters pertaining to the common interest of such residents.

C. To charge and collect on behalf of and to remit to the Association all dues as determined by the Board of Directors.

D. To provide such services as may be deemed necessary and/or desirable by the Board of Directors of the Association to the residents of Ironwood and the Component Condominium Associations within Ironwood.

E. To act as liaison among the Component Condominium Associations in all matters of common interest.

F. To assist the Component Condominium Associations at Ironwood as requested by the Component Condominium Associations in providing necessary services to the Component Associations in a cost effective manner.

G. To operate without profit and for the sole, exclusive benefit of its members.

ARTICLE FIVE

GENERAL POWERS

The general powers of the Association are as follows:

A. To make, enter into, perform and carry out contracts of every kind and nature with any person, firm, corporation or Component Condominium Association.

B. To establish a budget and to determine and collect dues from all members to defray the costs and expenses of effectuating the purposes of the Association.

C. To hold funds solely and exclusively for the benefit of the members of the Association for the purposes set forth in these Articles of Incorporation.

D. To adopt, promulgate and enforce rules, regulations, bylaws, covenants, conditions, restrictions and agreements in order to effectuate the purposes for which the Association is organized

E. To enforce by any and all lawful means the provisions of these Articles of Incorporation or the Bylaws of the Association.

F. To do any and all other acts necessary or expedient for carrying on any and all of the activities of the Association and pursuing any and all of the objectives and purposes set forth in these Articles of Incorporation and not forbidden by the laws of the State of Florida.

G. In general, to have and hold all powers which may be conferred upon a corporation not for profit by the laws of the State of Florida, except as prohibited herein.

ARTICLE SIX

MEMBERS

A. Membership in the Association is voluntary and shall be available to the following:

1. Any condominium association created to manage and operate a condominium located within the residential development known as Ironwood located in Manatee County, Florida.

2. Any corporation acquiring the recreational facilities and amenities located within the residential development known as Ironwood located in Manatee County, Florida.

B. The interest of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner.

C. The Secretary of the Association shall maintain a list of all Members and Directors of the Association and their addresses.

ARTICLE SEVEN

BOARD OF DIRECTORS

A The affairs of the Association shall be managed by an initial Board of Directors consisting of four (4) Directors. The number of Directors comprising succeeding Boards of Directors shall be provided for from time to time in the Bylaws of the Association, but in no event shall there be less than three (3) or more than nineteen (19) Directors.

B Each Member is entitled to appoint one (1) Director to the Board of Directors of the Association. This Director shall represent the relevant Component Condominium Association.

C The names and addresses of the members of the initial Board of Directors who shall hold office until their successors are elected or appointed and have qualified, are as follows:

1. David A. Miller
3820 Ironwood Lane
Bradenton, Florida 34209
2. Jack R. Mendelsohn
3660 Ironwood Circle
Bradenton, Florida 34209
3. Alfred V. Meyer
4460 Ironwood Circle
Bradenton, Florida 34209
4. Warren D Bailey
3680 Ironwood Circle
Bradenton, Florida 34209

ARTICLE EIGHT

OFFICERS

A. The Officers of the Association, to be elected by the Board of Directors, shall be a President, Vice-President, a Secretary, and a Treasurer. Other such Officers may be elected by the Board of Directors as the Board shall deem appropriate from time to time. Any officer may serve as more than one (1) Officer of the Association; however, no officer shall serve as both President and Secretary. The affairs of the Association shall be administered by such Officers under the direction of the Board.

B The names of the Officers who are to manage the affairs of the Association until their successors are duly elected and qualified, are as follows

President	DAVID A. MILLER
Vice President	JACK R. MENDELSON
Secretary	ALFRED V. MEYER
Treasurer	WARREN D. BAILEY

ARTICLE NINE

CORPORATE EXISTENCE

The Association shall have perpetual existence.

ARTICLE TEN

BYLAWS

The initial Board of Directors of the Association shall adopt Bylaws consistent with these Articles. Thereafter, the Bylaws may be altered, amended or rescinded in the manner provided by such Bylaws.

ARTICLE ELEVEN

AMENDMENT TO ARTICLES OF INCORPORATION

The Articles of Incorporation may be altered, amended or added to at any duly called meeting of the Board of Directors of the Association provided that:

- A. Notice of the meeting shall contain a statement of the proposed amendment:
- B. Amendment to the Articles of Incorporation require the approval of seventy-five percent of the Board of Directors.

ARTICLE TWELVE

BUDGET AND EXPENDITURES

The Association shall obtain funds with which to operate from annual dues paid by its members in accordance with the Association Bylaws and these Articles

The Board of Directors shall annually formulate a budget for the operation of the Association for the ensuing year and for the purpose of determining membership dues. Approval of the budget requires a majority vote of the Board of Directors of the Association which constitutes approval of the majority of the Boards of Directors of the Component Condominium Associations since the vote of the Director of the Association represents the vote of the Board of Directors of the Component Condominium Association represented by that Director.

The budget shall be conclusive and binding upon all members, however, the Board of Directors may thereafter at any time approve or ratify variations of the budget.

There shall be no rebate of dues if a member quits the Association or is expelled from the Association during the fiscal year.

ARTICLE THIRTEEN

SUBSCRIBERS

The names and street addresses of the subscribers of these Articles of Incorporation are as follows:

David A. Miller
3820 Ironwood Lane
Bradenton, Florida 34209

Jack R. Mendelsohn
3660 Ironwood Circle
Bradenton, Florida 34209

Alfred V. Meyer
4460 Ironwood Circle
Bradenton, Florida 34209

Warren D Bailey
3680 Ironwood Circle
Bradenton, Florida 34209

ARTICLE FOURTEEN

INDEMNIFICATION OF OFFICERS AND DIRECTORS

All Officers and Directors shall be indemnified by the Association for and against all expenses and liabilities, including attorney's fees, to include appellate proceedings, reasonably incurred in connection with any proceeding or settlement thereof in which they may become involved by reason of holding such office. In no event shall any Officer or Director be indemnified for said Officer's or Director's own willful misconduct or with respect to any criminal proceedings, or such Officer's or Director's knowing violations of the law. The Association shall purchase and maintain insurance on behalf of all Officers and Directors for any liability asserted against them or incurred by them in their capacity as Officers or Directors or arising out of their status as such.

ARTICLE FIFTEEN

DISSOLUTION OF THE ASSOCIATION

A. The Association may be dissolved upon a resolution to that effect being approved by two-thirds (2/3) of the members of the Board of Directors, and, if a judicial decree is necessary at the time of dissolution, then after receipt of an appropriate decree as provided for in Section 617.1402, Florida Statutes (1990), or any statute of similar import then in effect.

B. Upon dissolution of the Association, all of its assets remaining after provision for payment of creditors and all costs and expenses of such dissolution shall be apportioned among the members, and a share of each shall be distributed to the then members.

IN WITNESS WHEREOF, the aforesaid subscribers have hereunto set their hands and
Seals this 27th day of February, 1995

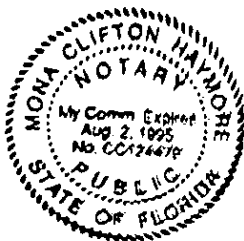
David A. Miller
DAVID A. MILLER

Jack Mendelsohn
JACK R. MENDELSON

Alfred V. Meyer
ALFRED V. MEYER

Warren D. Bailey
WARREN D. BAILEY

The foregoing instrument was sworn to and subscribed before me this 27th day of FEBRUARY, 1995, by David A. Miller, Jack R. Mendelsohn, Alfred V. Meyer and Warren D. Bailey as the subscribers of IRONWOOD COMMUNITY ASSOCIATION, INC. who are personally known to me OR who have produced _____ as identification.



Mona Clifton Haymore
Print Name: MONA CLIFTON HAYMORE
Notary Public State of Florida
My Commission Expires: 8/2/95
CC # 124479

ACKNOWLEDGEMENT

Having been named to accept Service of Process for IRONWOOD COMMUNITY ASSOCIATION, INC. at the place designated in the Articles of Incorporation, I hereby accept the appointment of Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties and am familiar with and accept the obligations of any position as Registered Agent.

Steven H. Judd
Steven H. Judd

FILED
05 MAR 29 AM 10:03
CLERK OF DISTRICT COURT
NORTH DAKOTA